

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U74999PN2012PTC142373

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCO6091M

(ii) (a) Name of the company

OTTER CONTROLS INDIA PRIVA

(b) Registered office address

S.No. 2/1/7, Florina Apartment,
6th Floor, Palande Courier Lane, Erandwana
PUNE
Maharashtra
411004

(c) *e-mail ID of the company

ulhas.joshi@otterindia.com

(d) *Telephone number with STD code

02035613200

(e) Website

www.otterindia.com

(iii) Date of Incorporation

27/02/2012

| (iv) | Type of the Company | Category of the Company | Sub-category of the Company |
|------|---------------------|---------------------------|-------------------------------|
| | Private Company | Company limited by shares | Indian Non-Government company |

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

| S.No | Main Activity group code | Description of Main Activity group | Business Activity Code | Description of Business Activity | % of turnover of the company |
|------|--------------------------|------------------------------------|------------------------|--|------------------------------|
| 1 | C | Manufacturing | C10 | Electrical equipment, General Purpose and Special purpose Machinery & equipment, | 100 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|---------------------------|------------|--|------------------|
| 1 | Otter Controls (Asia) Ltd | | Holding | 94.18 |

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of equity shares | 17,000,000 | 12,878,351 | 12,878,351 | 12,878,351 |
| Total amount of equity shares (in Rupees) | 170,000,000 | 128,783,510 | 128,783,510 | 128,783,510 |

Number of classes

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|-------------------------|--------------------|----------------|--------------------|-----------------|
| CLASS A | | | | |
| Number of equity shares | 2,999,228 | 2,999,228 | 2,999,228 | 2,999,228 |

| | | | | |
|---|---------------------------|-----------------------|---------------------------|------------------------|
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 29,992,280 | 29,992,280 | 29,992,280 | 29,992,280 |
| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
| CLASS B | | | | |
| Number of equity shares | 9,879,123 | 9,879,123 | 9,879,123 | 9,879,123 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 98,791,230 | 98,791,230 | 98,791,230 | 98,791,230 |
| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
| UNCLASSIFIED CLASS | | | | |
| Number of equity shares | 4,121,649 | 0 | 0 | 0 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 41,216,490 | 0 | 0 | 0 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 0 | 0 | 0 | 0 |
| Total amount of preference shares (in rupees) | 0 | 0 | 0 | 0 |

Number of classes

0

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| | | | | |
| Number of preference shares | | | | |
| Nominal value per share (in rupees) | | | | |
| Total amount of preference shares (in rupees) | 0 | | | |

(c) Unclassified share capital

| Particulars | Authorised Capital |
|-------------------------------------|--------------------|
| Total amount of unclassified shares | 0 |

(d) Break-up of paid-up share capital

| Class of shares | Number of shares | | | Total nominal amount | Total Paid-up amount | Total premium |
|-------------------------------------|------------------|-------|----------|----------------------|----------------------|---------------|
| | Physical | DEMAT | Total | | | |
| Equity shares | | | | | | |
| At the beginning of the year | 10,890,018 | 0 | 10890018 | 108,900,180 | 108,900,180 | |

| | | | | | | |
|---|------------|---|----------|-------------|-------------|---|
| Increase during the year | 1,988,333 | 0 | 1988333 | 19,883,330 | 19,883,330 | 0 |
| i. Public Issues | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Rights issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Bonus issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Private Placement/ Preferential allotment | 0 | 0 | 0 | 0 | 0 | 0 |
| v. ESOPs | 0 | 0 | 0 | 0 | 0 | 0 |
| vi. Sweat equity shares allotted | 0 | 0 | 0 | 0 | 0 | 0 |
| vii. Conversion of Preference share | 0 | 0 | 0 | 0 | 0 | 0 |
| viii. Conversion of Debentures | 1,988,333 | 0 | 1988333 | 19,883,330 | 19,883,330 | 0 |
| ix. GDRs/ADRs | 0 | 0 | 0 | 0 | 0 | 0 |
| x. Others, specify | | | | 0 | 0 | |
| NA | | | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Buy-back of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify | | | | 0 | 0 | |
| NA | | | | | | |
| At the end of the year | 12,878,351 | 0 | 12878351 | 128,783,510 | 128,783,510 | |
| Preference shares | | | | | | |
| At the beginning of the year | 0 | 0 | 0 | 0 | 0 | |
| Increase during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Issues of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Re-issue of forfeited shares | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Others, specify | | | | 0 | 0 | |
| NA | | | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Redemption of shares | 0 | 0 | 0 | 0 | 0 | 0 |

| | | | | | | |
|---------------------------------|---|---|---|---|---|---|
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify | | | | 0 | 0 | |
| <input type="text" value="NA"/> | | | | | | |
| At the end of the year | 0 | 0 | 0 | 0 | 0 | |

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

| Class of shares | | (i) | (ii) | (iii) |
|------------------------------|----------------------|-----|------|-------|
| Before split / Consolidation | Number of shares | | | |
| | Face value per share | | | |
| After split / Consolidation | Number of shares | | | |
| | Face value per share | | | |

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil
 [Details being provided in a CD/Digital Media] Yes No Not Applicable

Separate sheet attached for details of transfers Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

| | |
|--|---|
| Date of the previous annual general meeting | <input type="text"/> |
| Date of registration of transfer (Date Month Year) | <input type="text"/> |
| Type of transfer | <input type="text"/> 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock |
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> Amount per Share/ Debenture/Unit (in Rs.) <input type="text"/> |

| | | | | | | |
|----------------------------|----------------------|--|----------------------|----------------------|----------------------|--|
| Ledger Folio of Transferor | | | | <input type="text"/> | | |
| Transferor's Name | <input type="text"/> | | <input type="text"/> | | <input type="text"/> | |
| | Surname | | middle name | | first name | |
| Ledger Folio of Transferee | | | | <input type="text"/> | | |
| Transferee's Name | <input type="text"/> | | <input type="text"/> | | <input type="text"/> | |
| | Surname | | middle name | | first name | |

| | | | | | | |
|--|----------------------|--|--|----------------------|----------------------|--|
| Date of registration of transfer (Date Month Year) | | | | <input type="text"/> | | |
| Type of transfer | <input type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock | | | | |
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> | | Amount per Share/ Debenture/Unit (in Rs.) | <input type="text"/> | | |
| Ledger Folio of Transferor | | | | <input type="text"/> | | |
| Transferor's Name | <input type="text"/> | | <input type="text"/> | | <input type="text"/> | |
| | Surname | | middle name | | first name | |
| Ledger Folio of Transferee | | | | <input type="text"/> | | |
| Transferee's Name | <input type="text"/> | | <input type="text"/> | | <input type="text"/> | |
| | Surname | | middle name | | first name | |

(iv) * Debentures (Outstanding as at the end of financial year)

| Particulars | Number of units | Nominal value per unit | Total value |
|-------------------------------|-----------------|------------------------|-------------|
| Non-convertible debentures | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 |

| Particulars | Number of units | Nominal value per unit | Total value |
|--------------|-----------------|------------------------|-------------|
| Total | | | 0 |

Details of debentures

| Class of debentures | Outstanding as at the beginning of the year | Increase during the year | Decrease during the year | Outstanding as at the end of the year |
|--------------------------------------|---|--------------------------|--------------------------|---------------------------------------|
| Non-convertible debentures | 0 | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 | 0 |

(v) Securities (other than shares and debentures)

0

| Type of Securities | Number of Securities | Nominal Value of each Unit | Total Nominal Value | Paid up Value of each Unit | Total Paid up Value |
|--------------------|----------------------|----------------------------|---------------------|----------------------------|---------------------|
| | | | | | |
| | | | | | |
| Total | | | | | |

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

853,727,563

(ii) Net worth of the Company

544,990,149

VI. (a) *SHARE HOLDING PATTERN - Promoters

| S. No. | Category | Equity | | Preference | |
|--------|---|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 749,807 | 5.82 | 0 | |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |

| | | | | | |
|-----|---|------------|-------|---|---|
| 3. | Insurance companies | 0 | 0 | 0 | |
| 4. | Banks | 0 | 0 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |
| 6. | Foreign institutional investors | 0 | 0 | 0 | |
| 7. | Mutual funds | 0 | 0 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 12,128,544 | 94.18 | 0 | |
| 10. | Others NA | 0 | 0 | 0 | |
| | Total | 12,878,351 | 100 | 0 | 0 |

Total number of shareholders (promoters)

2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

| S. No. | Category | Equity | | Preference | |
|--------|---|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 0 | 0 | 0 | |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |
| 3. | Insurance companies | 0 | 0 | 0 | |
| 4. | Banks | 0 | 0 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |
| 6. | Foreign institutional investors | 0 | 0 | 0 | |
| 7. | Mutual funds | 0 | 0 | 0 | |

| | | | | | |
|-----|---|---|---|---|---|
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 0 | 0 | 0 | |
| 10. | Others | 0 | 0 | 0 | |
| | Total | 0 | 0 | 0 | 0 |

Total number of shareholders (other than promoters)

0

**Total number of shareholders (Promoters+Public/
Other than promoters)**

2

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

| Details | At the beginning of the year | At the end of the year |
|-----------------------------------|------------------------------|------------------------|
| Promoters | 2 | 2 |
| Members (other than promoters) | 0 | 0 |
| Debenture holders | 0 | 0 |

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

| Category | Number of directors at the beginning of the year | | Number of directors at the end of the year | | Percentage of shares held by directors as at the end of year | |
|--|--|---------------|--|---------------|--|---------------|
| | Executive | Non-executive | Executive | Non-executive | Executive | Non-executive |
| A. Promoter | 1 | 2 | 1 | 2 | 5.82 | 0 |
| B. Non-Promoter | 0 | 0 | 0 | 0 | 0 | 0 |
| (i) Non-Independent | 0 | 0 | 0 | 0 | 0 | 0 |
| (ii) Independent | 0 | 0 | 0 | 0 | 0 | 0 |
| C. Nominee Directors representing | 0 | 0 | 0 | 0 | 0 | 0 |
| (i) Banks & FIs | 0 | 0 | 0 | 0 | 0 | 0 |
| (ii) Investing institutions | 0 | 0 | 0 | 0 | 0 | 0 |
| (iii) Government | 0 | 0 | 0 | 0 | 0 | 0 |
| (iv) Small share holders | 0 | 0 | 0 | 0 | 0 | 0 |

| | | | | | | |
|------------|---|---|---|---|------|---|
| (v) Others | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 1 | 2 | 1 | 2 | 5.82 | 0 |

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

3

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

| Name | DIN/PAN | Designation | Number of equity share(s) held | Date of cessation (after closure of financial year : If any) |
|------------------|----------|-------------------|--------------------------------|--|
| ULHAS JOSHI | 00450379 | Managing Director | 749,807 | |
| DAVID SMITH | 05167041 | Director | 0 | |
| WILLIAM JOLLIFFE | 05167043 | Director | 0 | |

(ii) Particulars of change in director(s) and Key managerial personnel during the year

0

| Name | DIN/PAN | Designation at the beginning / during the financial year | Date of appointment/ change in designation/ cessation | Nature of change (Appointment/ Change in designation/ Cessation) |
|------|---------|--|---|--|
| | | | | |

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

| Type of meeting | Date of meeting | Total Number of Members entitled to attend meeting | Attendance | |
|----------------------|-----------------|--|----------------------------|-------------------------|
| | | | Number of members attended | % of total shareholding |
| ANNUAL GENERAL MEETI | 02/09/2022 | 2 | 2 | 100 |

B. BOARD MEETINGS

*Number of meetings held

5

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 07/04/2022 | 3 | 2 | 66.67 |
| 2 | 14/07/2022 | 3 | 2 | 66.67 |
| 3 | 23/08/2022 | 3 | 3 | 100 |

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 4 | 02/11/2022 | 3 | 3 | 100 |
| 5 | 22/02/2023 | 3 | 2 | 66.67 |

C. COMMITTEE MEETINGS

Number of meetings held

| S. No. | Type of meeting | Date of meeting | Total Number of Members as on the date of the meeting | Attendance | |
|--------|-----------------|-----------------|---|----------------------------|-----------------|
| | | | | Number of members attended | % of attendance |
| 1 | | | | | |

D. *ATTENDANCE OF DIRECTORS

| S. No. | Name of the director | Board Meetings | | | Committee Meetings | | | Whether attended AGM held on |
|--------|----------------------|--|-----------------------------|-----------------|--|-----------------------------|-----------------|------------------------------|
| | | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | 29/09/2023 |
| | | | | | | | | (Y/N/NA) |
| 1 | ULHAS JOSH | 5 | 5 | 100 | 0 | 0 | 0 | Yes |
| 2 | DAVID SMITH | 5 | 5 | 100 | 0 | 0 | 0 | No |
| 3 | WILLIAM JOL | 5 | 2 | 40 | 0 | 0 | 0 | No |

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/Sweat equity | Others | Total Amount |
|--------|-------------|-------------------|--------------|------------|---------------------------|--------|--------------|
| 1 | Ulhas Joshi | Managing Director | 7,481,427 | 0 | 0 | 0 | 7,481,427 |
| | Total | | 7,481,427 | 0 | 0 | 0 | 7,481,427 |

Number of CEO, CFO and Company secretary whose remuneration details to be entered

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/Sweat equity | Others | Total Amount |
|--------|------------|-------------------|--------------|------------|---------------------------|--------|--------------|
| 1 | Sneha Puri | Company Secretary | 103,618 | 0 | 0 | 0 | 103,618 |

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------|-------------|--------------|------------|-------------------------------|--------|-----------------|
| | Total | | 103,618 | 0 | 0 | 0 | 0 |

Number of other directors whose remuneration details to be entered

0

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------|-------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | | | | | | | 0 |
| | Total | | | | | | |

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which penalised / punished | Details of penalty/ punishment | Details of appeal (if any) including present status |
|--|--|---------------|--|--------------------------------|---|
| | | | | | |

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which offence committed | Particulars of offence | Amount of compounding (in Rupees) |
|--|--|---------------|---|------------------------|-----------------------------------|
| | | | | | |

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Ms. Sonali U. Dasare

Whether associate or fellow

Associate Fellow

Certificate of practice number

26094

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

(c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.

(d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

ULHAS
KRISHNA
JOSHI

DIN of the director

00450379

To be digitally signed by

SNEHA
PURI

Company Secretary

Company secretary in practice

Membership number

63457

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

| |
|---------------|
| Attach |
| Attach |
| Attach |
| Attach |

List of attachments

| |
|---|
| OTTER_List of Shareholder as on 31 Mar Oter_2223_MGT 8.pdf |
| |

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **OTTER CONTROLS INDIA PRIVATE LIMITED** (CIN U74999PN2012PTC142373) (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2023. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. During the aforesaid financial year the Company has complied with the provisions of the Act & Rules made there under in respect of:

- 1 Its status under the Act;
- 2 Maintenance of registers/records & making entries therein within the time prescribed there-for;
- 3 Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time: The Company has filed all the required forms with MCA/ROC as mentioned under the Companies Act, 2013 and rules made thereunder out of which 5 forms were filed by paying additional fees.
- 4 The Board of Director held their meetings on 07/04/2022, 14/07/2022, 23/08/2022, 02/11/2022 and 22/02/2023. The Annual General Meeting of the company held on 11/09/2022. Calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed.
- 5 Closure of Register of Members / Security holders, as the case may be;
- 6 There were no advances/loans made to its directors and/or persons or firms or companies referred in section 185 of the Act and therefore relative compliance of applicable provisions was not attracted during the period under review;
- 7 Contracts/arrangements with related parties as specified in section 188 of the Act: The transactions are recorded as required under the Companies Act, 2013 and Rules made thereunder; gist of which is enclosed as annexure to the Directors Report of the Company.

SD



- 8 Issue and allotment of Equity shares during the year under review as detailed below in compliance with requisite Rules under the Companies Act 2013:

| Date of allotment | Particulars | No. & Class of shares | Remark |
|-------------------|--|------------------------------------|--|
| 30/08/2022 | Conversion of Fully and Compulsorily Convertible Debentures (FCCD) | 19,88,333 Equity shares of class B | Conversion on terms agreed to at the time of issue of the FCCDs. |

- 9 The company had not kept in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act ;
- 10 No dividend was declared during the financial year 1st April, 2022 to 31st April, 2023 and that there was no amount required to be transferred to the Investor Education and Protection Fund in accordance with section 125 of the Act.
- 11 Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof: The audited financial statements were duly signed by the directors of the Company and directors report containing statement as per the provisions of section 134 of the Act is enclosed to Form AOC-4 as required by the provisions of the Act.
- 12 Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them: During the year under review following changes occurred:

| Sr. No. | Name of the person | Designation / Change in designation | Date of appointment / change in designation |
|---------|--------------------|--|--|
| 1 | Mr. Ulhas Joshi | Change in designation from director to Managing Director | 22/02/2023 vide SRN AA3756994 of Form DIR-12 which was filed on 27/07/2023 |
| 2 | Ms. Sneha Puri | Appointed as a Company Secretary | 05/09/2022 vide SRN AA1509728 of Form DIR-12 which was filed on 01/03/2023 |

- 13 As there was no appointment/ reappointment/ filling up casual vacancy in the office of the Auditor as per the provisions of section 139 of the Act there was no requirement as to compliance of relative provisions in this regard;
- 14 The compliance as regards approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act were not attracted as no such approval was sought for by the company;
- 15 The company did not accept or renew any deposit in terms of the relative rules under the Act ;

SD



CS SONALI U. DASARE

Practicing Company Secretary

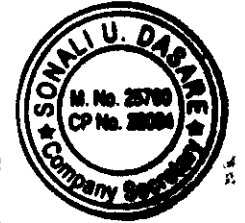
Flat No. 503, 5th Floor, Floria B, Opposite Sun Aura,
Suncity Road, Sinhagad Road, Pune - 411051

- 16 There were transactions in the nature of borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, the details of which are as follows:

| Sr. No | Date of creation / modification / satisfaction | Charge Id | Name of the Bank | Amount Rs. | SRN |
|--------|--|-----------|--------------------|---------------|-----------|
| 1 | 04/11/2022 | 100649603 | ICICI Bank Limited | 4,50,00,000/- | AA1142916 |
| 2 | 17/12/2022 | 100200837 | HDFC Bank Limited | 3,00,00,000/- | AA1206383 |

- 17 The provisions relating to taking of loans and making of investments or giving of guarantees or giving or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act were not attracted as there were no such transactions;
- 18 During the year under review, there is no alteration of the provisions of the Memorandum and/ or Articles of Association of the Company.

Sonali D



Place: Pune
Date: 09/11/2023

Name: Ms. Sonali U. Dasare
C.P.No.: 26094
UDIN: A025760E001783824

OTTER CONTROLS INDIA PRIVATE LIMITED

CIN: U74999PN2012PTC142373

List of Shareholders as on 31st March 2023

| Sr. No. | Name & Address of Shareholder | Type of Shares | Folio No. | No. of Shares held | Amount per Share | Total Amount |
|---------|---|-------------------|-----------|--------------------|------------------|----------------------|
| 1 | Otter Controls (Asia) Ltd. Unit C & D, 14/F, Spectrum Tower, 53 Hung To Road, Kwun Tong Kowloon, Hongkong | Equity Class A | 01 | 2249421 | 10/- | 22,494,210/- |
| | | Equity Class B | | 9879123 | 10/- | 98,791,230/- |
| 2 | Ulhas Krishna Joshi S/o Krishna Joshi 15, Samarpan, Anandbaug Society, NaviPeth, Pune 411030 | Equity Class A | 02 | 749,807 | 10/- | 7,498,070/- |
| | Total | | | 12878351 | 10/- | 128,783,510/- |