

## NOTICE OF 68<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **SIXTY EIGHTH ANNUAL GENERAL MEETING** of the **OTIS ELEVATOR COMPANY (INDIA) LIMITED** will be held on **Tuesday, the 27<sup>th</sup> September 2022 at 2.30 pm** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business:

### **ORDINARY BUSINESS:**

**1. Adoption of Audited Standalone Financial Statement**

To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended on 31<sup>st</sup> March, 2022 and reports of the Board of Directors and the Auditors thereon;

**2. Adoption of Audited Consolidated Financial Statement**

To receive, consider and adopt the Audited Consolidated Financial Statement of the Company for the financial year ended on 31<sup>st</sup> March, 2022 and report of the Auditors thereon;

**3. Appointment of a Director retiring by rotation**

To appoint a Director in place of Ms. Suma PN (DIN: 05350680), Director who retires by rotation at this meeting and being eligible, offers herself for re-appointment;

**4. Re-appointment of Statutory Auditors**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. B S R & Co. LLP, Chartered Accountants (FRN 101248W/W- 100022), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a term of 5 years from the conclusion of the 68th Annual General Meeting (AGM) of the Company till the conclusion of the 73rd AGM of the Company to be held in the year 2027 to audit the accounts of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.”

### **SPECIAL BUSINESS**

**5. Re-Appointment of Mr. Anil Vaish (DIN:00208119) as an Independent Director**

To consider and if thought fit, to pass the following resolution as a **Special resolution**:

**“RESOLVED THAT** pursuant to the provisions of sections 149,150,152 and other applicable provisions of the Companies Act, 2013, (the Act) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules,2014 including any other Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Article 129 of the Articles of Association of the Company, Mr. Anil Vaish (DIN : 00208119) who was appointed as an additional Director (in the capacity of an Independent Director) of

the Company by the Board of Directors with effect from 28<sup>th</sup> September 2021 pursuant to Section 161 of the Act and as recommended by Nomination and Remuneration Committee and whose term of office expires at this 68<sup>th</sup> Annual General Meeting (“AGM”) and who has submitted a declaration that he meets the criteria as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for the second term under the provisions of the Companies Act, 2013 and rules made thereunder, be and is hereby re-appointed as an Independent Director of the Company to hold office for the term of 5 (Five) consecutive years commencing from 28<sup>th</sup> September 2021 and shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** any one of the Directors, Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorised to file the necessary e-form / returns with the Ministry of Corporate affairs / Registrar of Companies, to do the necessary entries in the Register of Directors and Key Managerial Personnel and to do all acts, deeds and things as may be necessary to give effect to this resolution.”

**6. Ratification of Remuneration to Cost Auditor**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 (“the Act”) and all other applicable provisions of the Act, the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the remuneration of M/s. Kishore Bhatia and Associates (Firm Registration No.: 00294), Cost Accountants, Mumbai, appointed by the Board of Directors of the Company as Cost Auditor for conducting the audit of the cost records of the Company for the financial year ended on 31st March, 2023 and at the recommendation of the Audit Committee, be paid remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting.”

**“RESOLVED FURTHER THAT** Mr. Bharatkumar Sanjiva Nayak (DIN: 01919252), Director and the Company Secretary be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**By Order of the Board  
of Directors**

Place: Mumbai  
Date: August 24, 2022

**REGISTERED OFFICE:**  
9th Floor, Magnus Towers,  
MindSpace, Malad Link Road  
Malad (W), Mumbai - 400 064  
Maharashtra

**Website : [www.otis.com](http://www.otis.com)**

**Tel: 91-22-2844 9700/66795151**  
**Fax: 91-22-2844 9791**

**CIN: U29150MH1953PLC009158**

Rutika Pawar  
Company Secretary  
Membership No. A17248

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### Notes:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to Special business to be transacted at the 68<sup>th</sup> Annual General Meeting (AGM), is annexed hereto.
2. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 5, 2022 (hereinafter collectively referred to as "MCA Circulars") have permitted the companies to conduct their AGM through video conferencing (VC) or other audio visual means (OAVM), and has dispensed with the requirement of personal presence of the members at a common venue. Accordingly, the AGM of the Company will be held through VC / OAVM (e-AGM) only. Central Depository Services (India) Limited (CDSL), will be providing the facility for voting through remote e-voting and VC/OAVM facility for participation in the AGM.

The AGM shall be deemed to be held at the Registered office of the Company at 9th Floor, Magnus Towers, Mindspace, Malad Link Road, Malad (W), Mumbai 400064.

3. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member. Since the AGM is being held through VC facility, the facility for appointment of proxies by the members will not be available. Accordingly, the Proxy Form and Attendance Slip are not annexed to this Notice.
4. The Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Members can join the AGM in the VC/OAVM mode 15 minute before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
6. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 20, 2022 through email to '**Ms. Rutika Pawar, Company Secretary at e-mail id: [rutika.pawar@otis.com](mailto:rutika.pawar@otis.com)**'. The documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.
7. Corporate / Institutional members intending to authorize their representative to attend the Meeting through VC facility are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting. The said resolution/ authorization shall be sent to the Company Secretary.
8. For any queries / grievances in respect of the

shareholdings, the shareholders are requested to send their communication to the Company's Registrar and Share Transfer Agents (RTA) – **Link Intime India Private Limited** located at C 101, 247 Park, LBS Road, Vikhroli (West), Mumbai- 400089, Tel No: +91 22 49186270 Fax: + 9 1 2 2 4 9 1 8 6 0 6 0 , E m a i l I d : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in), Website: [www.linkintime.co.in](http://www.linkintime.co.in).

Further, Members are requested to:

- i. Quote their folio number/client ID no. in all correspondence with the Company/RTA.
  - ii. Members holding shares in physical form are requested to intimate the following directly to the Company's RTA:
    - a. Changes, if any, in their address with pin code numbers.
    - b. Quote their ledger folio no. in all their correspondence.
    - c. Request for nomination forms for making nominations.
9. The amount outstanding in unpaid dividend account in respect of financial year ended March 31, 2015, March 31, 2016, March 31, 2017, March 31, 2018, March 31, 2019, March 31, 2020, March 31, 2021 and March 31, 2022 will be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government after the end of seven years from the respective date of transfer of the same to the Company's unpaid dividend account.

### IEPF RELATED INFORMATION:

10. The erstwhile Otis Elevator Company (India) Limited had paid dividends to its shareholders and pursuant to the Companies Act, 2013, the amount of such dividends pertaining to 2013-14 (i.e. From 01-01-2013 to 31- 03-2014), that was unclaimed/ unpaid have been transferred to the Investor Education and Protection Fund (IEPF) of the Government. Members who have not encashed their dividend warrants pertaining to FY 2014-15 to FY 2021-22, may approach the Company or its Registrar & Share Transfer Agent for obtaining payment thereof mentioning the relevant folio number or DPID/ Client ID, for issuance of duplicate / revalidated dividend warrant(s).

Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has transferred all the Shares in respect of which Dividend has not been paid or claimed by the Shareholders for seven consecutive years or more to the Demat account of the Investor Education and Protection Fund Authority (IEPF).

The Company has been sending reminders to those members having unpaid/unclaimed dividends before transfer of such dividend(s) to IEPF. The Company has uploaded full details (Name, Folio no/DP id/Client id) of such shareholders on its website <https://www.otis.com/en/in/>. Members who have not encashed their dividend pertaining to the FY 2014-15 to FY 2021-22 are advised to write to the Company or Link Intime India Private Limited, the Registrar and Share Transfer Agent located at C 101, 247 Park, LBS Road, Vikhroli (West), Mumbai- 400089, Tel No: +91 22 49186270 Fax: +91 22 49186060, Email Id: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in), Website:

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[www.linkintime.co.in](http://www.linkintime.co.in), immediately for obtaining payment thereof mentioning the relevant Folio number or DP ID and Client ID along with bank details.

The aforesaid Rules provides for the manner of transfer of the unpaid and unclaimed dividends to IEPF and the manner of transfer of shares in case any dividend has not been encashed by the shareholders on such shares during the last seven years to the designated demat account of the IEPF Authority. As per the requirement, the Company had sent information to all the shareholders who had not claimed/encashed dividends in the last seven years intimating, amongst other things, the requirements of the aforesaid rules with regard to transfer of shares and that in the event those shareholders do not claim any unclaimed/unpaid dividends for the past seven years, the Company will be required to transfer the respective shares to the IEPF demat Account by the due date prescribed as per the aforesaid rules and as amended from time to time. The Company had also simultaneously published notice in the leading newspaper in English and regional language having wide circulation as per statutory requirement and uploaded on the "Investors Section" of the Website of the Company viz. <https://www.otis.com/en/in/> giving details of such shareholders and shares due to be transferred. In case valid claim is not received, the respective shares will be credited to the demat account of the IEPF Authority.

11. Members may note that they can claim back the Shares as well as unclaimed Dividends transferred to the IEPF Authority. Concerned Members / Investors are advised to visit the weblink <http://www.iepf.gov.in/IEPF/refund.html> or contact RTA for lodging claim for refund of Shares and/or Dividend from the IEPF Authority.

12. **Registration of email ID and Bank Account details:** In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log In details for e-voting are being sent on the registered email address.

In case a shareholder has not registered his/her/their email address with the Company/ RTA/Depositories and or has not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

- (i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., [www.linkintime.co.in](http://www.linkintime.co.in) under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit. OR
- (ii) In the case of Shares held in DEMAT mode: The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

13. The Notice of the Annual General Meeting is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars. Members may note that the Notice of AGM will also be available on the Company's website.

14. The Register of Members and the Share Transfer Books of the Company will remain closed from **Tuesday, September 20, 2022 to Tuesday, September 27, 2022 (both days inclusive).**

15. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on cut off date i.e. **Tuesday, September 20, 2022** are entitled to vote on the Resolutions set forth in this Notice.

Anyone who has acquired shares and become the member of the Company after the dispatch of the Notice and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means, be sending an email to [rutika.pawar@otis.com](mailto:rutika.pawar@otis.com) or [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) by mentioning their Folio No./ DP ID and Client ID No.

16. The Company has appointed M/s JSP & Associates, Practising Company Secretaries, to act as the Scrutinizer, for conducting the remote e-voting and physical voting at the AGM in a fair and transparent manner. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

17. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.

18. The results shall be declared after the AGM of the Company. The results declared along with the Scrutinizer's report shall be placed on the website of the Company and RTA within two days of passing of the resolutions at the AGM.

19. The facility for voting through electronic voting system be made available at the AGM and the members attending the AGM through VC/OAVM, who have not already cast their vote by remote e-voting, may exercise their right to vote through e-voting at the AGM. The Company has entered an arrangement with **the Central Depository Services (India) Limited (CDSL)** for facilitating remote e-voting at the AGM.

### INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE MEETING

- (I) The Members may cast their Votes on electronic voting system from any place (remote e-voting). The remote e-voting will be available during the following period after which the portal shall forthwith be blocked and shall not be available.

Commencement of Remote e-voting	09:00 A.M (IST) on 20 <sup>th</sup> September, 2022
End of Remote e-voting	05:00 P.M (IST) on 26 <sup>th</sup> September, 2022



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- (ii) Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p><b>1)</b> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p><b>2)</b> After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p><b>3)</b> If the user is not registered for Easi / Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p><b>4)</b> Alternatively, the user can directly access e-Voting page by available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1)</b> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-</p>

Type of shareholders	Login Method
	<p>Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p><b>2)</b> If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdasDirectReg.jsp</a></p> <p><b>3)</b> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

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Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no.1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**(iii) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (iv)** After entering these details appropriately, click on "SUBMIT" tab.
- (v)** Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach

'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi)** For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii)** Click on the EVSN of Otis Elevator Company (India) Limited to vote.
- (viii)** On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (ix)** Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (x)** After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xi)** Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xii)** You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiii)** If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv)** There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xv) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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### INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance **at least 7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [rutika.pawar@otis.com](mailto:rutika.pawar@otis.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in **advance 7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [rutika.pawar@otis.com](mailto:rutika.pawar@otis.com). These queries will be replied to by the company suitably by email. It is noted that Company reserves the rights to restrict the number of questions and number of speakers, as approved for smooth conduct of AGM.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  - a. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only.

### ANNEXURE TO THE NOTICE

#### Explanatory Statement as required under Section 102 (1) of the Companies Act, 2013

##### Item No. 4

M/s. B S R & Co. LLP, Chartered Accountant (FRN 101248W/W- 100022) were appointed as the Statutory Auditors of the Company by the Members at the 63<sup>rd</sup> Annual General Meeting (AGM) held on September 27, 2017 to hold office from the conclusion of the 63<sup>rd</sup> AGM till the conclusion of the 68<sup>th</sup> AGM of the Company.

Accordingly, the present term of M/s B S R & Co. LLP expires on conclusion of the ensuing 68<sup>th</sup> AGM. M/s B S R & Co. LLP are eligible for re-appointment for a second term of five years in terms of the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014. The Company has received eligibility letter from M/s B S R & Co. LLP confirming that their appointment will be in accordance with the provisions of Section 139 read with Section 141 of the Act.

Considering their performance for the last 5 years, the Audit Committee has recommended the re-appointment of M/s B S R & Co. LLP to the Board of Directors of the Company for a term of five years which the Board has accepted and approved, subject to the approval of the Members.

None of the other Directors, Key Managerial personnel of the Company and their relatives thereof is interested or concerned financially or otherwise in the proposed resolution.

The Board recommends passing of the Resolution at Item No. 4 of this notice as an Ordinary Resolution.

##### Item No. 5

Mr. Anil Vaish (DIN: 00208119) was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 ("Act") and rules made thereunder. He holds office as an Independent Director of the Company upto conclusion of this Annual General Meeting.

The Board of Directors has appointed Mr. Anil Vaish as an Additional Director of the Company in the capacity of an Independent Director with effect from 28th September 2021 on recommendation of the Nomination and Remuneration Committee of the Board.

The Nomination and Remuneration Committee based on the performance evaluation has recommended to the board re-appointment of Mr. Anil Vaish (DIN: 00208119) as an Independent Director for a second term of five years upto September 27, 2026.

Section 149 of the Act prescribes that an independent director of a Company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides further that an Independent Director shall hold office for a term upto five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board's report. Section 149(11) of the Act provides that an Independent Director may hold office for two consecutive terms upto five consecutive years.

## NOTICE OF 68<sup>TH</sup> ANNUAL GENERAL MEETING

Mr. Anil Vaish holds Bachelor of Arts degree and is postgraduate from St. Stephen's College, Delhi University (1969). Mr. Anil Vaish joined the Indian Administrative Service in 1970 and was allotted Rajasthan Cadre. He retired as the Chief Secretary, Rajasthan in the year 2007. In terms of section 160 of the Companies Act, 2013, the Company has received notice in writing from Mr. Anil Vaish proposing his candidature for the office of Director of the Company. The Company has also received a declaration from Mr. Anil Vaish that he meets the criteria of Independence as prescribed under Section 149(6) of the Act.

The Board considers that given the background and experience and contribution made by Mr. Anil Vaish during his tenure, the continued association of Mr. Anil Vaish would be beneficial to the Company and it is desirable to continue availing his guidance as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Anil Vaish as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five years up to September 27, 2026 on the Board of the Company.

Mr. Anil Vaish is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. In the opinion of the Board, Mr. Anil Vaish fulfils the conditions for appointment as Independent Director as specified in the Act.

None of other the Directors, Key Managerial Personnel of the Company and their respective relatives, is in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution. Mr. Anil Vaish is deemed to be interested in the said resolution as it relates to his re-appointment

The Board recommends passing of the Resolution at Item No.5 of this notice as a Special Resolution.

### Item No. 6

The Board of Directors, at its Meeting held on August 24, 2022, on the recommendation of the Audit Committee had approved the appointment and remuneration of M/s. Kishore Bhatia and Associates (Firm Registration No.: 00294), Cost Accountants, Mumbai, as the Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year ended on 31<sup>st</sup> March 2023 at a remuneration of Rs. 385,000/- (Rupees Three Lakhs Eighty Five Thousands Only) plus reimbursement of out of pocket expenses incurred during the course of audit and applicable taxes.

Pursuant to Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the Members of the Company are required to ratify the remuneration to be paid to the cost auditor of the Company to conduct the audit of the cost records of the Company, for the financial year ended on 31<sup>st</sup> March, 2023.

None of the other Directors, Key Managerial personnel of the company and their relatives thereof is interested or concerned financially or otherwise in the proposed resolution.

The Board recommends passing of the Resolution at Item No. 6 of this notice as an Ordinary Resolution.

**For and on behalf of the Board of Directors**

**Rutika Pawar**  
Company Secretary  
Membership No. A17248

Place: Mumbai  
Date: August 24, 2022

### **REGISTERED OFFICE:**

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