



P. NAITHANI & ASSOCIATES

Company Secretaries

902, B Wing, Venus Tower, Veera Desai Road, Andheri (W), Mumbai - 400 053.

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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 **Oil Field Instrumentation (India) Private Limited** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on **31st March, 2024**. 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 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 thereof or.
 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 except in few instances which were paid with additional fees and filed with ROC.
 4. Calling / convening / holding meetings of Board of Directors or its committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given except in cases of urgent meetings convened to comply with regulatory requirements and the proceedings including the circular resolutions have been properly recorded in the Minute Book/ registers maintained for the purpose and the same have been signed.
 5. The Company has not closed its Register of member's/Security holders during the year.
 6. There were no advances / loans to its directors and / or persons or firms or companies referred in section 185 of the Act.

7. Contracts / arrangements with related parties as specified in section 188 of the Act are at arm's length pricing basis and in compliance with the provisions of Act.
8. The Company has not allotted or transfer or transmitted or bought back or converted or redeem any securities / altered or reduced share capital / securities / issued share certificates in any instances.
9. The Company has 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. The company has declared dividend during the year under review. There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund in accordance with section 125 of the Act.

The Board had recommended Final dividend (Both Equity and Preference Shares) for the year ended 31st March, 2024 and the same was approved by Members at the Annual General Meeting held on 29TH August, 2024.

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.
12. During the year under review, Mr. Ashley Dsa on completion of his tenure of 1 (one year) ceased to be the Whole Time Director designated as Executive Director w.e.f. the closing hours of 30th September, 2023 but continued to be a Non-Executive Director on the Board, except the above there were no incidence of appointment/re-appointment/retirement and filing up casual vacancy. Remuneration was paid to key managerial personnel during the year under review.
13. There was no instance of appointment/re-appointment/ filling up casual vacancies of auditor is as per the provisions of section 139 of the Act during the period under review.
14. No approvals were required to be taken from Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the provisions of the Act during the period under the review.
15. The Company has not accepted / renewed any of deposits.
16. There were instances of Borrowings from Public Financial Institutions, Banks, and also creation and satisfaction of charges during the period under review. The Company has not borrowed from its members or Directors.
17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons are in compliance with the provisions of Section 186 the Act during the year under review.
18. The Company has not altered the provisions of the Memorandum and / or Articles of Association of the Company.

Place: Mumbai

Date: 25TH October 2024

UDIN: F003830F001758770

Signature: Prasen
Name of PCS: Pravinchandra Naithani
C.P. No.: ra Naithani
PR. No.: 1131/2021

Digitally signed by
Prasen
Pravinchandra
Naithani
Date: 2024.10.25
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