# 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]



# **Annual Return**

(other than OPCs and Small Companies)

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company Pre-fill U36900MH2007FTC170505 Global Location Number (GLN) of the company \* Permanent Account Number (PAN) of the company AACCG8534A (ii) (a) Name of the company GEORG FISCHER PIPING SYSTEI (b) Registered office address Prabhat Bhavan, 2nd floor,96,LBS Marg, Vikhroli West Mumbai Maharashtra 400083 م الم ما (c) \*e-mail ID of the company shekhar.jagtap@georgfischer.c (d) \*Telephone number with STD code 02240072008 (e) Website (iii) Date of Incorporation 01/05/2007 Category of the Company (iv) Type of the Company Sub-category of the Company . . . . 

	Private Company	Company limited	d by sha	ares		Subsidiary of Foreign Company
(v) Whe	ether company is having share ca	pital	۲	Yes	0	No
(vi) *W	hether shares listed on recognize	d Stock Exchange(s)	$\bigcirc$	Yes	$oldsymbol{igodol}$	No

(vii) *Financial year From date	01/04/2021	(DD/MM/YYYY) To date	31/03/2022	(DD/MM/YYYY)
(viii) *Whether Annual general m	neeting (AGM) held	• Yes (	No	
(a) If yes, date of AGM (b) Due date of AGM	30/09/2022			
(c) Whether any extension	for AGM granted	Yes THE COMPANY	No	

\*Number of business activities 2

	Main Activity group code		Business Activity Code		% of turnover of the company
1	с	Manufacturing	C8	Plastic products, non-metallic mineral products, rubber products, fabricated	50.36
2	G	Trade	G1	Wholesale Trading	49.64

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

\*No. of Companies for which information is to be given 1 Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Georg Fischer AG		Holding	92.15

### **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	21,770,000	21,538,000	21,538,000	21,538,000
Total amount of equity shares (in Rupees)	217,700,000	215,380,000	215,380,000	215,380,000

### Number of classes

Class of Shares	Authorised	Issued capital	Subscribed	Deid un conital
Equity Shares	capital		capital	Paid up capital

Number of equity shares	21,770,000	21,538,000	21,538,000	21,538,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	217,700,000	215,380,000	215,380,000	215,380,000

### (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

Class of shares	Authorised capital	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	Nu	imber of sh	ares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	21,538,000	0	21538000	215,380,00(	215,380,00	
Increase during the year	0	0	0	0	0	0
i. Pubic 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

0         0							
VII. Conversion of Debentures       0 <t< td=""><td>vi. Sweat equity shares allotted</td><td>0</td><td>0</td><td>0</td><td>0</td><td>0</td><td>0</td></t<>	vi. Sweat equity shares allotted	0	0	0	0	0	0
0         0	vii. Conversion of Preference share	0	0	0	0	0	0
Notices         Selection         Selection <ths< td=""><td>viii. Conversion of Debentures</td><td>0</td><td>0</td><td>0</td><td>0</td><td>0</td><td>0</td></ths<>	viii. Conversion of Debentures	0	0	0	0	0	0
0         0	ix. GDRs/ADRs	0	0	0	0	0	0
0         -					0	0	
0 $0$ <td>0</td> <td></td> <td></td> <td></td> <td>-</td> <td></td> <td></td>	0				-		
0 $0$ $0$ $0$ $0$ $0$ $0$ $0$ ii. Shares forfeited $0$ $0$ $0$ $0$ $0$ $0$ $0$ iii. Reduction of share capital $0$ $0$ $0$ $0$ $0$ $0$ $0$ $0$ $0$ $0$ $0$ $0$ $0$ $0$ $0$ $0$ $At$ the end of the year $21,538,000$ $0$ $215,380,000$ $0$ $0$ $0$	Decrease during the year	0	0	0	0	0	0
0       0       0       0       0       0       0         iii. Reduction of share capital       0	i. Buy-back of shares	0	0	0	0	0	0
0         0         0         0         0         0         0         0           iv. Others, specify         0         0         21,538,000         0         215,380,000	ii. Shares forfeited	0	0	0	0	0	0
0         0         0         0         0           At the end of the year         21,538,000         0         215,380,000	iii. Reduction of share capital	0	0	0	0	0	0
At the end of the year       21,538,000       0       215,380,000	iv. Others, specify				0	0	
21,538,000       0       21538000       215,380,000       215,							
At the beginning of the year000000Increase during the year0000000I. Issues of shares00000000ii. Re-issue of forfeited shares00000000iii. Others, specify000000000Decrease during the year00000000iii. Others, specify00000000Ii. Redemption of shares00000000iii. Reduction of share capital00000000iv. Others, specify000000000iii. Reduction of share capital00000000iv. Others, specify000000000iv. Others, specify0000000000iv. Others, specify0000000000iv. Others, specify0000000000iv. Others, specify0000000000iv. Other	At the end of the year	21,538,000	0	21538000	215,380,000	215,380,00	
At the beginning of the year000000Increase during the year0000000I. Issues of shares00000000ii. Re-issue of forfeited shares00000000iii. Others, specify000000000Decrease during the year00000000iii. Others, specify00000000Ii. Redemption of shares00000000iii. Reduction of share capital00000000iv. Others, specify000000000iii. Reduction of share capital00000000iv. Others, specify000000000iv. Others, specify0000000000iv. Others, specify0000000000iv. Others, specify0000000000iv. Others, specify0000000000iv. Other	Duefevence cheves						
Increase during the year       0<	Preference shares						
0 $0$	At the beginning of the year	0	0	0	0	0	
0 $0$ $0$ $0$ $0$ $0$ $0$ ii. Re-issue of forfeited shares $0$ $0$ $0$ $0$ $0$ $0$ $0$ iii. Others, specify $0$ $0$ $0$ $0$ $0$ $0$ $0$ $0$ Decrease during the year $0$ $0$ $0$ $0$ $0$ $0$ $0$ 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 $0$ $0$ $0$ $0$ $0$ $0$ $0$ $0$ $0$ $0$ $0$ $0$ $0$	Increase during the year	0	0	0	0	0	0
0       0       0       0       0       0       0       0         iii. Others, specify       0       0       0       0       0       0       0         Decrease during the year       0       0       0       0       0       0       0         i. Redemption of shares       0       0       0       0       0       0       0         ii. Shares forfeited       0       0       0       0       0       0       0         iii. Reduction of share capital       0       0       0       0       0       0       0         iv. Others, specify       0       0       0       0       0       0       0       0	i. Issues of shares	0	0	0	0	0	0
00000Decrease during the year00000i. Redemption of shares000000ii. Shares forfeited000000iii. Reduction of share capital000000iv. Others, specify00000000000000	ii. Re-issue of forfeited shares	0	0	0	0	0	0
OOOOOODecrease during the yearOOOOOOi. Redemption of sharesOOOOOOii. Shares forfeitedOOOOOOiii. Reduction of share capitalOOOOOOiv. Others, specifyImage: Constraint of the yearOImage: Constraint of the yearOImage: Constraint of the year	iii. Others, specify				0	0	
i. Redemption of shares000000ii. Shares forfeited0000000iii. Reduction of share capital0000000iv. Others, specify0000000000000000	0				0	0	
000000ii. Shares forfeited000000iii. Reduction of share capital000000iv. Others, specify00000000000000	Decrease during the year	0	0	0	0	0	0
0       0       0       0       0       0       0         iii. Reduction of share capital       0       0       0       0       0       0       0       0         iv. Others, specify       0	i. Redemption of shares	0	0	0	0	0	0
0     0     0     0     0     0       iv. Others, specify     0     0     0     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	
At the end of the year         0         0         0         0         0	0						
	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 o	f shares	(i)	(ii)	(iii)
Before split /	Number of shares			
Consolidation	Face value per share			
After split /	Number of shares			
Consolidation	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) \*

$\boxtimes$	Nil						
	[Details being provided in a CD/Digital Media]	0	Yes	0	No	0	Not Applicable
	Separate sheet attached for details of transfers	$\bigcirc$	Yes	$\bigcirc$	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							
Date of registration of transfer (Date Month Year)							
Type of transfer 1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock							
Number of Shares/ Debentures/     Amount per Share/       Units Transferred     Debenture/Unit (in Rs.)							
Ledger Folio of Trans	sferor						
Transferor's Name		]					
	Surname	middle name	first name				
Ledger Folio of Trans	Ledger Folio of Transferee						

Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)							
Type of transfer		quity, 2	2- Preference Shares,3 -	Debentures, 4 - Stock			
Number of Shares/ E Units Transferred							
Ledger Folio of Transferor							
Transferor's Name							
	Surr	name		middle name	first name		
Ledger Folio of Trans	Ledger Folio of Transferee						
Transferee's Name							
	Surr	name		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
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of 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)

		•			
Type of	Number of	Nominal Value of	Total Nominal	Paid up Value of	Total Paid up Value
Securities	Securities	each Unit	Value	each Únit	
Total					

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

### (i) Turnover

1,688,985,266.24

0

### (ii) Net worth of the Company

636,565,379.33

### VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equ	ity	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)	1	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)	21,537,999	100	0	
10.	Others 0	0	0	0	
	Total	21,538,000	100	0	0

3

### Total number of shareholders (promoters)

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

S. No.	Category	Equi	ity	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 nun	nber of shareholders (other than prom	oters)			
	ber of shareholders (Promoters+Publi n promoters)	<b>c</b> / 3			

### 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	3	3
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			ectors at the end e year	Percentage of shares held by directors as at the end of year		
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive	
A. Promoter	0	1	0	1	0	0	
B. Non-Promoter	1	1	1	1	0	0	
(i) Non-Independent	1	1	1	1	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	0	0	

### (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)
DOMINIQUE ANDRE V	07538088	Director	1	
SHEKHAR SHIVAJIRA(	01479856	Managing Director	0	
THOMAS HARY	08690122	Director	0	
NAMRATA MAHADEV I	CMGPK4937A	Company Secretar	0	

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

				•
Name	DIN/PAN	beginning / during	Ichango in docignation/	Nature of change (Appointment/ Change in designation/ Cessation)
Anisha Deep Babur	AEDPR3839R	Company Secretar	31/05/2021	Cessation
NAMRATA MAHADEV I	CMGPK4937A	Company Secretar	01/06/2021	Appointment

# 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	2				
Type of meeting	Date of meeting Total Number of Members entitled to		Attendance		
				% of total shareholding	
Annual General Meeting	30/11/2021	3	2	100	
Extra Ordinary General Mee	15/02/2022	3	2	100	

### **B. BOARD MEETINGS**

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date			
		of meeting	Number of directors attended	% of attendance	
1	31/05/2021	3	2	66.67	
2	15/09/2021	3	3	100	
3	01/11/2021	3	2	66.67	

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting			
		C C	Number of directors attended	% of attendance	
4	30/11/2021	3	2	66.67	
5	04/01/2022	3	2	66.67	
6	14/02/2022	3	2	66.67	

### C. COMMITTEE MEETINGS

Number of meetings held

5

S. No.	S. No. Type of meeting		Total Number of Members as	Attendance		
	meeting	Date of meeting	on the date of	Number of members attended	% of attendance	
1	Corporate Soc	15/09/2021	3	3	100	
2	Corporate Soc	01/11/2021	3	2	66.67	
3	Corporate Soc	30/11/2021	3	2	66.67	
4	Corporate Soc	04/01/2022	3	2	66.67	
5	Corporate Soc		3	2	66.67	

### D. \*ATTENDANCE OF DIRECTORS

No. of the director		Board Meetings			Committee Meetings			Whether attended AGM
		Meetings			Meetings	% of attendance	held on	
	entitled to attend	attended		entitled to attend	attended	allendance	30/09/2022 (Y/N/NA)	
1		6	6	100	5	5	100	No
2	SHEKHAR SH	6	1	16.67	5	1	20	Yes
3	THOMAS HAP	6	6	100	5	5	100	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	SHEKHAR SHIVAJI	Managing Direct	11,884,505	0	0	0	11,884,505
	Total		11,884,505	0	0	0	11,884,505

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

Stock Option/ Total S. No. Designation Gross Salary Name Commission Others Sweat equity Amount Anisha Deep Babur Company Secre 0 1 38,742 0 0 38,742 2 Namrata Mahadev I Company Secre 287,550 0 0 0 287,550 Total 326,292 0 0 0 326,292 Number of other directors whose remuneration details to be entered 0

S. N	o. 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 Yes No provisions of the Companies Act, 2013 during the year
  - B. If No, give reasons/observations

Based on the Auditor Reports, the back-up of books of account in electronic form is located outside India which is not complied with Section 128 of the Act read with sub-rule (5) of rule 3 of Companies (Accounts) Rules. 2014

### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS $\bigotimes$	۱i
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		Date of Order			Details of appeal (if any) including present status	
(B) DETAILS OF COMPOUNDING OF OFFENCES Nil						

Name of the		Isection Linder Which	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	Kaushal Dalal
Whether associate or fellow	○ Associate ● Fellow
Certificate of practice number	7512

#### 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 second 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 30/09/2022

(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 compiled 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.

01

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

SHEKHAR	Digitally signed by SHEKHAR
SHIVAJIRA	SHEKHAR SHIVAJIRAO JAGTAP Date: 2022 11 29
O JAGTAP	10:08:44 +05'30'

01479856

DIN of the director

To be digitally signed by

KELUSKAR 10:09:51 +05'30'	NAMRATA	Digitally signed by NAMRATA PRATIK
	PRATIK KELUSKAR	KELUSKAR Date: 2022.11.29 10:09:51 +05'30'

Company Secretary				
⊖ Company secretary in	n practice			
Membership number	57079	Certificate of pra	ctice number	
Attachments				List of attachments
1. List of share	holders, debenture holde	rs	Attach	Form MGT-8 Georg Fischer2611.pdf
2. Approval let	ter for extension of AGM;		Attach	List of Shareholders_Goerg Fischer.pdf
3. Copy of MG	T-8;		Attach	
4. Optional Atta	achement(s), if any		Attach	
				Remove attachment
Ν	Aodify	heck 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



Georg Fischer Piping Systems Pvt. Ltd.

Prabhat Bhavan, 2nd Floor, 96, L.B.S. Marg, Vikhroli (West), Mumbai–400 083. T +91 (22) 4007 2000 F +91 (22) 4007 2020/30 branchoffice@georgfischer.com enquiry.in.ps@georgfischer.com www.gfps.com/in

### GEORG FISCHER PIPING SYSTEMS PRIVATE LIMITED

List of Shareholders as on 31st March, 2022:

Sr. No.	Name of Shareholder	No. of Shares held	Nominal Value Per Share (Rs.)	Total Amount (Rs.)
1	Georg Fischer AG	1,98,47,999	10	19,84,79,990/-
2	Georg Fischer Piping Systems Limited	16,90,000	10	1,69,00,000/-
3	Dominique Andre Van Ackere	1	10	10/-
	Total	2,15,38,000		21,53,80,000/-

For and on behalf of Georg Fischer Piping Systems Private Limited

Shekhar Shiyajirao Jagtap Managing Director DIN: 01479856

Date: 30<sup>th</sup> September, 2022 Place: Ratnagiri



ISO 9001:2015 Certified Company CIN No.: U36900MH2007FTC170505

## **KAUSHAL DALAL & ASSOCIATES**

COMPANY SECRETARIES

308, Balaji Darshan, Tilak Road, Santacruz (W), Mumbai - 400 054. \* Email : kaushaldalalcs@gmail.com

### 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 GEORG FISCHER PIPING SYSTEMS PRIVATE LIMITED (hereinafter called "the Company"), incorporated on 01<sup>st</sup> May, 2007 having CIN: U36900MH2007FTC170505 and Registered Office at Prabhat Bhavan, 2<sup>nd</sup> Floor, 96, LBS Marg, Vikhroli West, Mumbai- 400083 as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the Financial Year (FY) ended on 31<sup>st</sup> March, 2022. 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 FY correctly and adequately.
- B. During the aforesaid FY, the Company has complied with provisions of the Act & Rules made there under in respect of:

1. Its status under the Act i.e. Subsidiary of Foreign Company, Private Limited by shares;

- 2. Maintenance of registers/records & making entries therein within the time prescribed therefore;
- 3.Filing of forms and returns with the Registrar of Companies, Maharashtra, Mumbai and Central Government within the prescribed time except in few cases with the payment of additional fees. However, the Company was not required to file any Forms and Returns with Regional Director, Central Government, the Tribunal, Court or any other authorities;
- 4.Calling/ convening/ holding meetings of Board of Directors, Corporate Social Responsibility Committee 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 and the proceedings have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed. Further Company has not passed any resolution by the way of Circular resolution or by way of Postal Ballot;
- 5. The Company was not required to close its Register of Members during period under review;

## KAUSHAL DALAL & ASSOCIATES COMPANY SECRETARIES

- 6. The Company had not given any advances or loans to its directors and/or the persons falling under the provisions of the Section 185 of the Act and the rules made thereunder;
- 7. The Company had entered into contracts or arrangements with the related parties which were in the ordinary course of business and on Arm's length basis as specified in the provisions of the Section 188 of the Act and the rules made thereunder;
- During the year under review, there were no issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances. Also there was no transfer of shares;
- 9. There were no instances that required the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares;
- 10. During the period under review, the Company had not declared any dividend. Further, during the year under review, no transfer of unpaid/unclaimed dividend or any other amounts was required to be made by the Company to the Investor Education and Protection Fund in accordance with Section 125 of the Act and the rules made thereunder;
- 11. The Audited Financial Statements of the Company for the FY ended 31<sup>st</sup> March, 2022 has been signed as per the provisions of Section 134 of the Act and Report of Directors is prepared as per sub sections (3), (4) and (5) of the Section 134 of the Act thereof. Further, the renumeration paid to Directors were within the provisions of the Act;
- 12. The Board of the Directors of the Company is duly constituted. During the year there were no appointments, re-appointments and/or resignations of Directors, Further, appointment and resignation of Key Managerial Personnel and disclosures of interest received from all the Directors and/or Key Managerial Personnel Directors was in compliance with the provisions of the Act and remuneration paid to the Directors was in compliance with provisions of the Act;
- M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, (Firm Reg. No. 104607W/W100166), Mumbai were appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. M. H. Dalal & Associates, for the financial year 2021-2022;
- 14. There were no instances that required the Company to take approvals from the Central Government, Tribunal, Registrar of Companies, Court or such other authorities under the various provisions of the Act;

## KAUSHAL DALAL & ASSOCIATES COMPANY SECRETARIES

- 15. During the year under review, the Company had not accepted deposits from the public. Hence, the provisions of Section 73 of the Act and the rules made thereunder, do not apply;
- 16. During the year under review, the Company had not borrowed any money from its directors, public financial institutions except from the Members. Further, company have filed requisite e-form for creation and satisfaction of charge;
- 17. During the year under review, the Company had not made any loans and investments or provided any guarantees, hence compliance of Section 186 of the Act was not applicable;
- 18. During the year under review, the Company had not altered its Memorandum of Association and Articles of Association.

### For Kaushal Dalal & Associates Company Secretaries

KAUSHAL MADHUSUDAN DALAL DALE: 2022.11.26 18:18:29 +05'30'

Kaushal Dalal Proprietor Membership No.: FCS- 7141 COP No.: 7512 UDIN: F007141D002275033

Date: 26<sup>th</sup> November, 2022 Place: Mumbai