

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Sixty Seventh Annual General Meeting of the shareholders of **Otis Elevator Company (India) Limited** will be held on Monday, September 27, 2021, at 2.30 pm through Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended on 31st March, 2021 and the Reports of the Board of Directors and the Auditors thereon;
2. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended on 31st March, 2021 and report of the Auditors thereon;
3. To appoint a director in place of Mr. Bharatkumar Sanjiva Nayak (DIN: 01919252), Director who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

4. Ratification of Remuneration to Cost Auditor

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

“RESOLVED THAT 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, 2021, 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) and at the recommendation of the Audit Committee, be paid the 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

Rutika Pawar  
Company Secretary  
M.No. A17248

Mumbai, August 26, 2021

Registered Office:  
9th Floor, Magnus Towers,  
MindSPACE, Malad Link Road  
Malad (W), Mumbai- 400 064  
Website: [www.otis.com](http://www.otis.com)  
Tel: 91-22-2844 9700/ 66795151  
Fax: 91-22- 2844 9791

### Notes:

1. An explanatory statement pursuant to Section 102 of the Act, relating to special business to be transacted at the 67<sup>th</sup> Annual General Meeting (AGM), is annexed hereto.
2. In view of the situation arising due to COVID-19 pandemic and resultant restrictions on the movement of persons at several places in the country, the Ministry of Corporate Affairs (“MCA”) vide its circular dated 13 January, 2021 read with circulars dated 8 April, 2020, 13 April and 5 May, 2020 (collectively referred to as “MCA Circulars”) 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). Link Intime India Private Limited (“LIIP”), the Registrar and Share Transfer Agent of the Company (‘RTA’), will be providing the facility for voting through remote e-voting, VC/ OAVM facility for participation in the AGM and facility for e-voting during the e-AGM. The members can attend and participate in the AGM through VC / OAVM only.

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. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with and in terms of MCA Circulars, the facility for appointment of proxies by the Members will not be available for the e-AGM and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. 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.
4. 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 17th September 2021 through email to Company Secretary at e-mail id: 'rutika.pawar@otis.com'. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.
5. The Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body resolution/authorisation etc., authorising their representatives to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/ authorization shall be sent to the Company Secretary.
6. 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.

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(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: [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.
7. The amount outstanding in unpaid dividend account in respect of financial year ended March 31, 2014, March 31, 2015, March 31, 2016, March 31, 2017 and March 31, 2018, March 31, 2019 and March 31, 2020 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. The shareholders are advised to send all the un-encashed demand drafts/dividend warrants pertaining to the above years to the RTA for revalidation or issuance of fresh demand drafts/dividend warrants.
8. Registration of email ID and Bank Account details: In case the shareholder's email ID is already registered with the Company, RTA or 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.
9. 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 be available on the Company's website.
10. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, September 20, 2021 to Monday, September 27, 2021 (both days inclusive).
- 11 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. Monday, September 20, 2021, are entitled to vote on the Resolutions set forth in this Notice.

Anyone who has acquire 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 e-mail to [rutika.pawa@otis.com](mailto:rutika.pawa@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.

12. 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.
13. 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.
14. The results shall be declared on or 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.
15. 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 into an arrangement with the RTA (InstaMeet) for facilitating remote e-voting at the AGM

### Instructions for Shareholders/Members to attend the AGM through InstaMeet:

The Members will be provided with InstaMeet facility wherein Member shall register their details and attend the AGM as under:

- i. Open the internet browser and launch the URL for InstaMeet <<https://instameet.linkintime.co.in>> and register with your following details
  - a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
  - b. PAN: Enter your 10 digit Permanent Account Number (PAN)
  - c. Mobile No.
  - d. Email ID
- ii. Click "Go to Meeting"

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### Notes:

The Members are encouraged to join the AGM through tablets/ laptops connected through broadband for better experience.

The Members are required to use internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Members connecting through mobile devices or tablets or through laptops connecting via mobile Hotspot may lose the audio/video clarity due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the Members have any queries or issues regarding e-voting, they can write an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or Call us: - Tel: (022-49186175)

### Instructions for Shareholders/Members to Vote during the AGM through InstaMeet:

- Once the electronic voting is activated by the scrutiniser during the AGM, the Members who have not exercised their vote through the remote e-voting can cast the vote as under:
  - a. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
  - b. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
  - c. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
  - d. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'.
  - e. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
  - f. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently
- The Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting.
- The Members who have voted through Remote e-Voting prior to the AGM will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.
- In case the shareholders/members have any queries or issues regarding e-voting, can write an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or Call us: Tel: (022-49186175)
- The instructions for remote e-voting are as under: The instructions for members for voting electronically are as under:-

- i. The voting period begins on September 23, 2021 at 09.00 am and ends on September 26, 2021 at 05.00 pm. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 20, 2021, may cast their vote electronically. The e-voting module shall be disabled by Link Intime for voting thereafter.
- ii. Visit the e-voting system of RTA. Open web browser by typing the following URL:  
<https://instavote.linkintime.co.in>.
- iii. Click on "Login" tab, available under 'Shareholders' section.
- iv. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
- v. Your User ID details are given below:
  - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
  - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.
- vi. Your Password details are given below:

If you are using e-Voting system of RTA: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of RTA: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

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### If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA) and Click on "SUBMIT".

In case shareholder is having valid email address, password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by shareholders holding shares in demat mode, for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

### Cast your vote electronically

- i. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
- ii. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- iii. Cast your vote by selecting appropriate option i.e. Favour/ Against as desired.
- iv. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
- v. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- vi. After selecting the appropriate option i.e. "Favour/ Against" as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- viii. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

### General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to e-Voting system of RTA: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.
- They are also required to upload a scanned certified true copy of the board resolution /authority letter/ power of

attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000.
- The Chairman shall at the end of discussion on the resolutions on which voting is to be held, allow voting for all those members who are present at the AGM through VC/OAVM but have not cast their votes through the remote e-voting and otherwise not barred from doing so, shall be eligible to vote through e-voting system provided during the AGM.

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

#### Item No. 4

The Board of Directors, at its Meeting held on 26th August, 2021, on the recommendation of the Audit Committee approved the appointment of M/s. Kishore Bhatia and Associates (Firm Registration No.: 00294), Cost Accountants, Mumbai, as the Cost Auditor of the Company for conducting the audit of the cost records of the Company, for the financial year ended on 31st March, 2021 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 for conducting the audit of the cost records of the Company, for the financial year ended on 31st March, 2021.

The Board recommends passing of the Resolution at Item No. 4, as an Ordinary Resolution. None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way deemed to be concerned or interested, in this item of business.

By Order of the Board of Directors

Rutika Pawar  
Company Secretary  
M.No. A17248

Mumbai, August 26, 2021

#### Registered Office:

9th Floor, Magnus Towers,  
MindSPACE, Malad Link Road  
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