



14, Pioneer Industrial Estate,  
Subhash Road, Subhash Nagar,  
Jogeshwari (E), Mumbai -- 400 060

*Asha Thesiya*

*Practising Company Secretaries*  
*Mob. +91 7666018323*  
*Email – csashathesiya@gmail.com*

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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 Wartsila India Private Limited (Corporate Identity Number: U99999MH1986PTC062170) (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on December 31, 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 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. The Company continues to be a Private Limited Company having share capital and there was no change in its status under the Act;

2. The Company has maintained the registers/ records & has made entries therein within the time prescribed therefor;

3. The Company has filed the eforms (except form CSR-2 due to technical issue in the form) and returns as stated in the annual return, with the Registrar of Companies generally within the prescribed time, and the Company was not required to file any eForms or Returns with the Regional Director, Central Government, the Tribunal, Court or other authorities;

4. The Company has complied with the statutory provisions regarding calling/ convening/ holding meetings of Board of Directors and a Committee thereof 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 including the circular resolutions have been properly recorded in the Minutes Book/Registers maintained for the purpose and the same have been signed. The Company's Board has constituted a CSR Committee under the provisions of the Act and the Company was not required to pass any resolutions through Postal Ballot;

5. The Company has complied with the provisions in respect of closure of Register of Members.
6. There were no loans given during the period under review;
7. The contracts/ arrangements with related parties as specified in Section 188 of the Act were in the ordinary course of business and also at arm's length and adequate disclosures, wherever necessary, have been made;
8. The Company did not issue or allot any Equity Shares on Private Placement and Rights Basis. There were no transfers of Equity Shares and there was no alteration of share capital and issue of security certificates;
9. The Company did not keep in abeyance the rights to dividend, and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act since there were no such corporate actions;
10. The Company had declared one interim dividend and had complied with the relevant provisions of the Act; the Company was not required to transfer any unpaid/ unclaimed dividend to the Investor Education and Protection Fund;
11. The Company has complied with the provisions with respect to the 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. The Company has complied with the provisions with respect to constitution of the Board of Directors, appointment and/ or reappointments of Directors, the provisions regarding retirement of directors by rotation were not applicable. The Company has appointed a Company Secretary as the provisions of Section 203 and the Company has complied with the provisions regarding the remuneration paid to the Director;
13. The Company has complied with the provisions of the Act with respect to the appointment of auditors as per the provisions of section 139 of the Act;
14. The Company was not required to comply with any provisions of the Act that required approvals to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

15. The Company did not accept any deposits and consequently there was no question of any renewal or repayment of any deposits;

16. The Company has not borrowed funds from banks and consequently it was not required to comply with the prescribed formalities for creation/ modification/ satisfaction of charges in that respect, wherever applicable;

17. The Company has complied with the provisions of Section 186 of the Act. During the year, the Company has not made any investments or provided any guarantees or provided any securities under Section 186 of the Act;

18. The Company did not alter any of the provisions of the Memorandum and/ or Articles of Association of the Company.

Place: Mumbai

Date: 28 June 2023

Signature:

Name: Asha Thesiya

C.P. No: 21288

UDIN: A056447E000518337