



NOTICE

NOTICE IS HEREBY GIVEN THAT EIGHTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S ONLINE INSTRUMENTS (INDIA) PRIVATE LIMITED ("COMPANY") IS SCHEDULE TO BE HELD ON MONDAY 30TH DAY OF SEPTEMBER 2024 AT 03:00 P.M., AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT #741, SRI KRISHNA TEMPLE ROAD 1ST STAGE INDIRANAGAR, BANGALORE, KARNATAKA, 560038 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

ITEM NO.1

TO ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2024

The members to consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:

- a) "RESOLVED THAT the Standalone financial statements, comprising of the audited Balance Sheet as on 31st March 2024, Standalone Profit and Loss account and Cash Flow Statement of the Company for the year ended on that date, together with the Directors' Report and the Auditors' Report thereon as presented to the meeting be and the same are hereby approved and adopted."
- b) "RESOLVED THAT the Consolidated financial statements, comprising of the audited Balance Sheet as on 31st March 2024, consolidated Profit and Loss account and Cash Flow Statement of the Company for the year ended on that date, together with the Auditors' Report thereon as presented to the meeting be and the same are hereby approved and adopted."

For and on behalf of the Board of Directors
Online Instruments (India) Private Limited

Shivanand Mallappa Mahashetti
Managing Director
DIN: 01180544

Dated: 4th September 2024
Place: Bengaluru

LOGIC

Online Instruments (India) Pvt. Ltd.

CIN: U51909KA2006PTC038521

#741, Sri Krishna Temple Road, Indira Nagar, 1st Stage, Bengaluru - 560038.

Ph : 080-25285296/97, 25274626/36. E: info@onlineinstruments.co.in

www.onlineinstruments.co.in



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NOTES:

1. An Explanatory Statement under Section 102 of the Companies Act, 2013 ("Act") relating to special item is not required.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.
3. Proxy form, in order to be effective, must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
4. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than 3 days of notice in writing is given to the Company.
6. Members/Proxies are requested to bring their Attendance Slip to attend the meeting.

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**Form No.MGT-1
Register of Members**

[Pursuant to section 88 (1)(a) of the Companies Act, 2013 and rule 3(1) of the Companies
(Management and Administration) Rules, 2014]

CIN: U51909KA2006PTC038521

Name of Company: Online Instruments (India) Private Limited

Registered office #741, Sri Krishna Temple Road Ist Stage Indiranagar, Bangalore, Karnataka,
India, 560038

Name of Member: Registered address E-mail Id Folio No./Client Id DPID

I/ We are being the member of..... shares, hereby appoint

1. Name:
Address:
E-mail Id:
Signature..... or failing him

2. Name:.....
Address:.....
E-mail Id:.....
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Annual General Meeting of members of the Company, to be held on **Monday, 30th September 2024 at 03:00** at the registered office of the Company situated at #741, Sri Krishna Temple Road Ist Stage Indiranagar, Bangalore, Karnataka, India, 560038 and at any adjournment thereof in respect of such resolutions as are indicated below:

Signed this.....day of.....2024

Signature of Shareholder.....

Affix Revenue stamp

Signature of Proxy holder.....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

Online Instruments (India) Pvt Ltd
CIN: U51909KA2006PTC038521
#741, Sri Krishna Temple Road Ist Stage Indiranagar, Bangalore,
Karnataka, India, 560038

Attendance Slip

Annual General Meeting, Monday, 30th September 2024 at 03:00

Name of attending member
Regd. Folio No./DP ID/Client ID
No. of shares held.....

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the Annual General Meeting of the Company on **Monday, 30th September 2024 at 03:00** at registered office of the Company at #741, Sri Krishna Temple Road Ist Stage Indiranagar, Bangalore, Karnataka, India, 560038.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note:

Please fill this attendance slip and hand it over at the entrance of the hall.

BOARD'S REPORT

To,
The Members of
ONLINE INSTRUMENTS (INDIA) PRIVATE LIMITED
Bangalore, Karnataka, India.

Your directors take pleasure in presenting the Board's Report of ONLINE INSTRUMENTS (INDIA) PRIVATE LIMITED for the financial year **March 31, 2024**.

1. PERIOD OF REPORT:

This report pertains to the period from April 01, 2023, to March 31, 2024.

2. FINANCIAL SUMMARY AND HIGHLIGHTS:

The following gives a summary of the financial results of the Company:

(Amount in ₹ Lakhs)

Particulars	Financial Year relating to the current reporting period	Financial Year relating to the previous reporting period	Financial Year relating to the current reporting period	Financial Year relating to the previous reporting period
	Standalone		Consolidated	
Revenue from Operations	35,282.78	31,358.44	37,938.03	33,596.06
Other Income	123.91	202.72	123.91	202.72
Total Income	35,406.69	31,561.16	38,061.94	33,798.78
Profit/(loss) before Depreciation, Finance Costs	3,285.97	2,230.44	3,465.97	2,462.93
Less: Depreciation/Amortization/Impairment	291.00	299.49	291.00	299.49
Less: Finance Cost	129.17	136.49	129.20	128.27
Profit /(loss) before Exceptional items and Tax Expense	2,865.80	1,794.46	3,045.77	2,035.16

Add/(less): Exceptional items	-	-	-	-
Profit /(loss) before Tax Expense	2,865.80	1,794.46	3,045.77	2,035.16
Less: Tax Expense (Current & Deferred)	735.60	471.14	739.38	483.34
Profit /(loss) for the year (1)	2,130.20	1,323.32	2,306.39	1,551.82
Earnings Per Share:	430.34	267.34	465.94	313.50

3. SHARE CAPITAL AND ITS CHANGES:

During the year there was no change in the share capital of the company.

4. TRANSFERS OF SHARES DURING THE FINANCIAL YEAR 2023-24:

During the year under review, there were no transfers of shares in the Company.

5. STATE OF THE COMPANY'S AFFAIRS AND FUTURE OUTLOOK:

The Company is engaged in the business of sale of audio-visual equipment and provides audio video integration, related installation and commissioning service. The Company's Chief Operating Decision Maker (CODM) for the purpose of resource allocation and assessment of Company's performance reviews the Company level data only and hence, the Company has considered the above business as a single reportable segment. There has been no change in the business of the Company during the financial year ended March 31, 2024.

The highlights of the Company's performance are as under: -

- Standalone Net Profit for the year increased from Rs. 13,23,31,550.91 to Rs. 21,30,20,168.81/-
- Standalone Earnings per share have increased from Rs. 267.34/- to Rs. 430.34/-

The highlights of the Holding Company's performance are as under: -

- Consolidated Net Profit for the year increased from Rs 15,51,82,303.45/- to Rs. 23,06,39,075.99/-
- Consolidated Earnings per share have increased from Rs. 313.50/- to Rs. 465.94/-

6. **AMOUNT, IF ANY, WHICH THE BOARD PROPOSES TO CARRY TO ANY RESERVES:**

The Board of Directors of your company has decided not to transfer any amount to the Reserves for the year under review.

7. **TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF):**

There were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

8. **THE AMOUNT, IF ANY, WHICH THE BOARD RECOMMENDS SHOULD BE PAID BY WAY OF DIVIDEND:**

The Board of Directors of your company, after considering holistically the relevant circumstances, has decided that it would be prudent, not to recommend any Dividend for the year under review.

9. **THE DETAILS RELATING TO DEPOSITS, COVERED UNDER CHAPTER V OF THE ACT:**

The Company has not accepted any deposits during the year under review.

10. **THE DETAILS OF DEPOSITS WHICH ARE NOT IN COMPLIANCE WITH THE REQUIREMENTS OF CHAPTER V OF THE ACT:**

The Company has not accepted any deposits which are not in compliance of the Companies Acceptance of Deposits) Rules, 2014 during the year.

11. **BOARD COMPOSITION OF DIRECTORS AND KMPs, IF ANY:**

There has been no change in the constitution of the board during the financial year 2023-24. In view of the applicable provisions of the Companies Act, 2013, the Company is not mandatorily required to appoint any whole time KMPs.

12. MEETINGS OF BOARD OF DIRECTORS IN TERMS OF SECTION 134(3)(b) OF COMPANIES ACT, 2013:

Sl. No.	Dates on which Board Meetings	Quarter
1	12/04/2023	I
2	22/07/2023	II
3	27/07/2023	II
4	04/09/2023	II
5	30/09/2023	II
6	29/11/2023	III
7	15/02/2024	IV

During the year Seven (07) Board Meetings were convened. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

The names of Directors on the Board and their attendance at the Board Meetings are as under:

Sl. No	Name of the Director	Board Meeting		
		No of meetings which Director entitled to attend	No of meeting attended	% of Attendance
1.	MAHESH BASALINGAPPA BELLAD	4	4	100
2.	SHIVANAND MALLAPPA MAHASHETTI	4	4	100
3.	ANITA MAHESH BELLAD	4	4	100
4.	RAJESHWARI SHIVANAND MAHASHETTI	4	4	100

13. COMPANY'S POLICIES ON APPOINTMENT OF DIRECTORS, REMUNERATION AND OTHER MATTERS:

The Company doesn't fall under the purview of the criteria laid in Section 178 of the Companies Act, 2013 read with rule 6 of meeting of Board & its powers rules, 2014. Therefore, reporting under this head shall not apply to the Company.

14. DECLARATION OF INDEPENDENT DIRECTORS:

The provisions of Section 149 (4) and 149 (6) of the Companies Act 2013, pertaining to the appointment of Independent Directors, does not apply to the Company.

15. RISK MANAGEMENT:

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188:

All related party transactions that were entered during the financial year/period ended March 31, 2024, were on an arm's length basis and were in the ordinary course of business. Therefore, the provisions of Section 188 of the Companies Act, 2013 were not attracted.

Further, there are no materially significant related party transactions during the year under review made by the Company with Promoters, Directors, or other designated persons which may have a potential conflict with the interest of the Company at large. However, the disclosure of transactions with related party for the year, as per Accounting Standard -18 Related Party Disclosures is given in Notes to the Balance Sheet as on March 31, 2024. The disclosure of Related Party Transactions is provided as "Annexure I" in Form AOC-2

17. DETAILS OF FRAUD REPORT BY THE AUDITOR UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT:

As per auditors' report, no fraud u/s 143(12) of Companies Act 2013 reported by the auditor.

18. DISCLOSURE UNDER THE SEXUAL HARRASMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The company has in place a Policy for prevention of Sexual Harassment at the Workplace in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 and also has a policy and framework for employees to report sexual harassment cases at workplace and its process ensures complete anonymity and confidentiality of information. Adequate workshops and awareness programmes against sexual harassment are conducted across the organization.

The following is a summary of sexual harassment complaints received and disposed of during the year under review:

- a) Number of complaints pending at the beginning of the year; NIL
- b) Number of complaints received during the year, NIL
- c) Number of complaints disposed of during the year, NIL
- d) Number of cases pending at the end of the year; NIL

19. EVENT SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS UNDER SECTION 134(3)(I) OF THE COMPANIES ACT, 2013:

The Company has not undergone any of the following material changes from the closure of Financials Year 2023-24 and till the date of this report:

20. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM:

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 & 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 are not applicable to the Company.

21. STATUTORY AUDITORS:

M/s Vishnu Daya & Co. LLP, Chartered Accountants (Firm registration no: 008456S/S200092), were appointed as Statutory Auditors of the Company in the Annual General Meeting of the Company held on September 29, 2023 for a period of five financial years till the conclusion of Annual General Meeting to be held for the Financial Year 2028.

22. DIRECTOR'S RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3) (c) and Section 134(5) of the Companies Act, 2013:

- a) That in preparation of the accounts for the financial year ended March 31, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) That such accounting policies as mentioned in "Policy" of the Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the loss of the Company for the year ended on that date;
- c) That proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) That the annual financial statements have been prepared on a going concern basis;
- e) The Company being unlisted, sub clause (e) of section 134(5) of the Companies Act, 2013 pertaining to laying down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively is not applicable to the Company;
- f) That systems to ensure compliance with the provisions of all applicable laws and that such systems were in place and were adequate and operating effectively.

23. COMPLIANCE WITH SECRETARIAL STANDARD:

The company is in compliance with the applicable Secretarial Standards and other Secretarial Standards voluntarily adopted by the company.

24. INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY:

The Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

25. EMPLOYEE STOCK OPTION PLAN (ESOP):

The Employee Stock Option Plan (ESOP) is not applicable to the company.

26. EXPLANATIONS OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE

(i) Statutory Auditors: The observations of the Statutory Auditors, when read together with the relevant notes to the accounts and accounting policies are self-explanatory and does not call for any further comment. Further, there are no qualifications, reservations or adverse remarks made by the Statutory Auditors in the Audit Report.

(ii) Secretarial Audit: Secretarial Audit is not applicable to our company.

(iii) Cost Records and Audit: Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company..

27. CORPORATE SOCIAL RESPONSIBILITY (CSR):

In terms of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules, 2014, the Board of Directors of your Company has constituted a Corporate Social Responsibility Committee

The composition of CSR Committee and a brief outline of CSR Policy of the Company and the initiatives undertaken by the Company on CSR activities during the financial year 2022-23 are enclosed as **Annexure B** to this Report in the format prescribed under the Companies (Corporate Social Responsibility) Rules, 2014.

28. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT UNDER SECTION 186:

The Company has not given any Loan, Guarantee or any investment in the Financial Year under section 186 of the Companies Act of 2013.

29. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS/ OUTGO IN TERMS OF SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 AND RULE 8 OF COMPANIES (ACCOUNTS) RULES, 2014:

a) Energy Consumption: NIL

- (i) the steps taken or impact on conservation of energy;
- (ii) the steps taken by the company for utilizing alternate sources of energy;
- (iii) the capital investment on energy conservation equipment's

b) Technology Absorption: NIL

- (i) the efforts made towards technology absorption;
- (ii) the benefits derived like product improvement, cost reduction, product development or import substitution;
- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the year under reference) –
 - a) details of the technology imported;
 - b) the year of import;
 - c) whether the technology has been fully absorbed and if not, areas where absorption has not taken place, and the reasons thereof;
- (iv) the expenditure incurred on Research and Development.

c) Foreign Exchange Outflow/Inflow:

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows. (in Lakhs)

Particulars	Financial Year ending for the current reporting period	Financial Year ending for the previous reporting period
Foreign Exchange Earnings	Rs. 938.48 Lac	Rs. 626.10 Lac
Foreign Exchange Expenditures	Rs. 8,578.06 Lac	Rs. 4,091.84 Lac

30. EXTRACT OF ANNUAL RETURN

Section 92(3) of the Companies Act, 2013 is substituted with, 'Every Company shall place a Copy of the Annual Return on the Website of the Company, if any, and the Web-Link of such Annual Return shall be disclosed in the Board's Report' as per the Companies (Amendment) Act, 2017. Further, Rule 12 of the Companies (Management and Administration) Rules, 2013 is substituted with 'A Copy of Annual Return shall be filed with Registrar with such Fees as may be specified for this purpose' as per the Companies (Management and Administration) Amendment Rules, 2021.

31. MAJOR EVENTS OCCURRED DURING THE YEAR:

a. Change in the nature of business/ Status of the Company:

There have been no changes made in the nature of the business by your Company for the year to which the financial statements and the report relate to.

b. Change in the financial year;

There have been no changes made in the financial year by your Company for the year to which the financial statements and the report relate to.

c. Details and status of acquisition, merger, expansion, modernization and diversification

There have been no acquisition, merger, expansion, modernization and diversification by your Company for the year to which the financial statement and the report relate to.

d. Developments, acquisition and assignment of material Intellectual Property Rights.

There have been no developments, acquisition and assignment of material Intellectual Property Rights by your Company for the year to which the financial statements and the report relate to.

e. Material changes and commitments, if any, affecting the financial position of the company, having occurred since the end of the year and till the date of the Report:

There have been no material changes and commitments, which affect the financial position of the Company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report.

32. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS TRIBUNALS:

Details of significant and material orders passed by any Regulator, Court, Tribunal, Statutory and quasi-judicial body, impacting the going concern status of the company and its future operations shall be disclosed.

33. INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY:

As on 31st March, 2024, the Company has following subsidiary, joint venture and associate companies:

Name of the Company	Subsidiary / Joint Venture / Associate	% of shareholding
Online Instruments DWC-LLC	Wholly owned Subsidiary	100%
Online Instruments Singapore Pte Ltd.	Wholly Owned Subsidiary	100%
Online Instruments INC*	Wholly Owned Subsidiary	100%

A separate statement containing the salient features of the financial statement of the subsidiaries in the prescribed format Form AOC-1 is attached as **Annexure C**.

*Online Instruments INC, the US subsidiary of the Company was liquidated on 10th April, 2023.

34. PARTICULARS OF EMPLOYEES' REMUNERATION:

Since the company is private company, it does not fall under the purview of the criteria laid in Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, disclosure with respect to, employee in receipt of remuneration in excess of the limits prescribed under the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Therefore, reporting under this head shall not apply to the Company.

35. A STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR:

Since the Company is a Private Limited Company, the company has not appointed any independent directors.

36. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

The company has not made any application under the Insolvency and bankruptcy code, 2016 during the year.

37. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

The requirement of valuation is not applicable to the Company.

38. ACKNOWLEDGEMENTS AND APPRECIATIONS:

Your director's gratefully acknowledge all stakeholders of the Company viz. customers, members, clients, employees, consultants, associates, solicitors, vendors, shareholders, bankers and business associates for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

For and on Behalf of ONLINE INSTRUMENTS (INDIA) PRIVATE LIMITED



MAHESH BASALINGAPPA BELLAD
Managing Director
DIN: 01180847
Place: Bangalore
Date: 04/09/2024



SHIVANAND MALLAPPA MAHASHETTI
Managing Director
DIN: 01180544
Place: Bangalore
Date: 04/09/2024

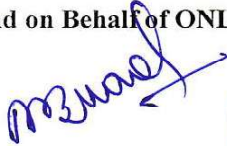
Annexure I
Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

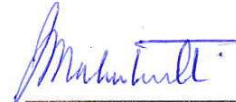
Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis – NIL
 - (a) Name(s) of the related party and nature of relationship -
 - (b) Nature of contracts/arrangements/transactions
 - (c) Duration of the contracts / arrangements/transactions
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any
 - (e) Justification for entering into such contracts or arrangements or transactions
 - (f) Date(s) of approval by the Board
 - (g) Amount paid as advances, if any:
 - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188(1).
2. Details of material contracts or arrangement or transactions at arm's length basis: **(As disclosed in Table A, attached)**
 - (a) Name(s) of the related party and nature of relationship:
 - (b) Nature of contracts/arrangements/transactions:
 - (c) Duration of the contracts / arrangements/transactions:
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
 - (e) Date(s) of approval by the Board, if any:
 - (f) Amount paid as advances, if any:

For and on Behalf of ONLINE INSTRUMENTS (INDIA) PRIVATE LIMITED



MAHESH BASALINGAPPA BELLAD
Managing Director
DIN: 01180847
Place: Bangalore
Date: 04/09/2024



SHIVANAND MALLAPPA MAHASHETTI
Managing Director
DIN: 01180544
Place: Bangalore
Date: 04/09/2024

Table A

Sl. No.	Name of the Related Party	Nature of Relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangement/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any:	Amount (In Lakhs)
1.	Mahabell Industries India Private Limited	Entities controlled by key managerial personnel	Purchases	Continuous	NA		1,733.63
2.	Mars Teletech (Singapore) Pte Limited	Enterprise owned by Key Management Personnel	Purchases	Continuous	NA		159.60
3.	Mahabell Industries India Private Limited	Enterprise owned by Key Management Personnel	Sales	Continuous	NA		114.41
4.	Mars Teletech (Singapore) Pte Limited	Enterprise owned by Key Management Personnel	Sales	Continuous	NA		2.17
5.	Online Instruments DWC-LLC	Subsidiary Companies	Sales	Continuous	NA		32.76
6.	Online Instruments Technologies LLC	Enterprise owned by Key Management Personnel	Sales	Continuous	NA		312.76
7.	Online Instruments Singapore PTE LTD	Subsidiary Companies	Sales	Continuous	NA		24.82

8.	Shivanand Mallappa Mahashetti	Managing director	Rent expense	Continuous	NA		28.73
9	Rajeshwari Shivanand Mahashetti	Whole Time Director	Rent expense	Continuous	NA		19.15
10	Mahesh Basalingappa Bellad	Managing director	Rent expense	Continuous	NA		28.73
11	Anita Mahesh Bellad	Whole Time Director	Rent expense	Continuous	NA		19.15
12	Mahabell Industries India Private Limited	Entities controlled by key managerial personnel	Rent expense	Continuous	NA		4.00
13	Shivanand Mallappa Mahashetti	Managing director	Remuneration to key management personnel of the Company:	Continuous	NA		146.40
14	Rajeshwari Shivanand Mahashetti	Whole Time Director	Remuneration to key management personnel of the Company:	Continuous	NA		153.60
15	Mahesh Basalingappa Bellad	Managing director	Remuneration to key management personnel of the Company:	Continuous	NA		146.40
16	Anita Mahesh Bellad	Whole Time Director	Remuneration to key management personnel of the Company:	Continuous	NA		153.60
17	Mahabell Industries India Private Limited	Entities controlled by key managerial personnel	Gratuity provision transfer (Net)	Continuous	NA		0.76
18	Mahesh Basalingappa Bellad	Managing director	Perquisites to key management personnel of the Company:	Continuous	NA		0.82

Please note that disclosure of related party transactions in Form No. AOC-2 is made, as per latest audited Financial Statement of the Company for the year ending March 31, 2024. It includes disclosure as per AS-18.

For and on Behalf of **ONLINE INSTRUMENTS (INDIA) PRIVATE LIMITED**



MAHESH BASALINGAPPA BELLAD
Managing Director
DIN: 01180847
Place: Bangalore
Date: 04/09/2024



SHIVANAND MALLAPPA MAHASHETTI
Managing Director
DIN: 01180544
Place: Bangalore
Date: 04/09/2024

Annexure II
Annual Report on Corporate Social Responsibility (CSR)

1. Brief outline on CSR Policy of the Company.

Our Company is committed to maintaining high standards of corporate social responsibility in the business activities through the philosophy of trustworthiness, transparency, creativity and contribution towards sustainable development of society.

It aspires to achieve high standards of practice through a process of continual improvement and adopt ethical and moral standards in activities. The core objectives of the Company are:

- a. Sound Corporate activities
- b. Respect for human beings
- c. Protection of natural environment
- d. Responsibility to society as a corporate citizen
- e. Transparent operating activities
- f. Responsibility of top management

Considering the above-mentioned core objectives of the Company, the following areas are to be covered by the Company for CSR activities:

1. Promote health awareness program through camps at rural areas
2. Provide basic facilities for orphanage homes
3. A forestation to protect environment
4. Facilitate infrastructure for rural schools /hospitals
5. Reduce child mortality and improve maternal health
6. Empowering women
7. Swach Bharat
8. Conservation of Natural Resources and maintaining quality of soil, air and water.
9. Promote Education
 - a) The Board of Directors of your company constituted a CSR Committee on 02, July 2017 under Section 135 of the Companies Act, 2013 with the following objectives:
 - b) To Formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company.
 - c) To Recommend the amount of expenditure to be incurred on the CSR activities
 - d) To Monitor the CSR policy from time to time.

The Board has formulated a CSR policy providing the activities to be undertaken under CSR and an amount of 2% of the Average Net Profits of the Company made during the immediately preceding three financial years be spent on CSR during the year.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Shivanand Mallappa Mahashetti	Member (Director)	1	1
2.	Mahesh Basalingappa Bellad	Member (Director)	1	1
3.	Rajeshwari Shivanand Mahashetti	Member (Director)	1	1
4.	Anita Mahesh Bellad	Member (Director)	1	1

3. Provide the web link where the Composition of CSR committee, CSR Policy, and CSR projects approved by the board are disclosed on the website of the company. - <https://www.onlineinstruments.co.in/company-page-php>
4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report). – Not applicable
5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs-lacs)	Amount required to be set-off for the financial year, if any (in Rs-lacs)
1	2023-24	0.25	0.16
2	2022-23	0.16	2.99
3	2021-22	2.99	-
	TOTAL	3.40	3.15

6. Average net profit of the company as per section 135(5) – Rs. 1020.54Lacs
7. (a) Two percent of average net profit of the company as per section 135(5) – Rs 20.41 Lacs
 (a) Surplus arising out of the CSR projects or programs or activities of the previous financial years. – Rs 0.16 Lacs
 (b) Amount required to be set off for the financial year, if any- 0.16 Lacs
 (c) Total CSR obligation for the financial year (7a+7b-7c)- Rs 20.41 Lacs

8. a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per the second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount(inlacs)	Date of transfer
20.50 lacs			Promoting Education	20.50 lacs	27.02.2024

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced	Project Duration	Total amount allocated for the project (in Rs.).	Amount spent on the project in the Reporting Financial Year (in Rs).	Cumulative amount spent at the end of Reporting Financial Year. (in Rs.)	Status of the project - Completed/Ongoing.
1	Nil							
	TOTAL							

Details of CSR amount spent against other than ongoing projects for the financial year


Sr. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or Programs 1. Local area or other 2. Specify the state and district where projects or programs were undertaken	Amount outlay (budget) project or program-wise (Rs.)	Amount spent on the projects or programs Sub-heads: 1. Direct expenditure on projects or programs 2. Overheads (Rs.)	Cumulative expenditure upto the reporting period (Rs.)	Amount spent: Direct or through implementing agency*
1.	Promoting Education	Educational Institutional	State- Karnataka, District- Belgaum	Rs 20.50	Rs 20.50	Rs 20.50	Direct

Details of Unspent CSR amount for the preceding three financial years


9. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details). -NA
- (a) Date of creation or acquisition of the capital asset(s).
(b) Amount of CSR spent for creation or acquisition of capital asset.
(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).
10. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per section 135(5).

The company was required to spend ₹ 20.41 Lacs in terms of the provisions of section 135 of the Act, whereas the company has spent ₹20.50 lacs towards CSR activities.

For and on behalf of the Board of Directors
Online Instruments (India) Private Limited


Shivanand Mallappa Mahashetti
Managing Director
DIN: 01180544
Address: 614, 3rd Stage, 3rd Block, 7th Main,
Near word Office Basaweshwara Nagar,
Bangalore 560079, Karnataka, India

Date: September 04, 2024
Place: Bangalore


Mahesh Basalingappa Bellad
Managing Director
DIN: 01180847
Address:- No. 3, 2nd Main Road, 2 Stage
RPC layout, Hampinagar, Vijayanagar,
Bangalore-560040, Karnataka, India

Date: September 04, 2024
Place: Bangalore

**ANNEXURE III
Form AOC - 1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing the salient features of the financial statements of subsidiaries / associate companies / joint ventures

Part "A": Subsidiaries

(Amount in Rs.)


Sr. No.	Name of the Subsidiary	Online Instruments DWC-LLC	Online Instruments Singapore Pte Ltd	Online Instruments INC
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	April to March (01.04.2023 to 31.03.2024)	April to March (01.04.2023 to 31.03.2024)	April to March (01.04.2023 to 31.03.2024)
2	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	AED exchange rate as on 31.03.2024 is INR 22.69	USD exchange rate as on 31.03.2024 is INR 83.35	USD exchange rate as on 31.03.2024 is INR 83.35
3	Share capital (in Rs.)	68,07,000	2,04,20,750	4,16,750
4	Reserves & surplus (in Rs.)	2,22,47,953	1,24,51,856	(3,04,227.50)
5	Total assets (in Rs.)	8,75,37,021	3,55,76,158	2,83,390
6	Total Liabilities (in Rs.)	8,75,37,021	3,55,76,158	2,83,390
7	Investments (in Rs.)			
8	Turnover (in Rs.)	14,59,48,819	12,73,19,922	0
9	Profit / (loss) before taxation (in Rs.)	1,40,45,609	40,84,036	0
10	Provision for taxation (in Rs.)	0	3,53,277	0
11	Profit / (loss) after taxation (in Rs.)	1,40,45,609	37,30,759	0
12	Proposed Dividend (in Rs.)	-	-	-
13	% of shareholding	100%	100%	100%

- Names of subsidiaries which are yet to commence operations: Nil
- Names of subsidiaries which have been liquidated or sold during the year: Online Instruments Inc was liquidated in April 10th 2023

For and on behalf of the Board of Directors
Online Instruments (India) Private Limited


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Managing Director
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