

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 23<sup>RD</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF ENPRO INDUSTRIES PRIVATE LIMITED WILL BE HELD ON FRIDAY, THE 30<sup>TH</sup> DAY OF SEPTEMBER, 2022, AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. A-17 & 18, H BLOCK, MIDC, PIMPRI, PUNE – 411018, TO TRANSACT THE FOLLOWING BUSINESS:**

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited financial statements of the Company (including consolidated financial statements) for the financial year ended 31<sup>st</sup> March, 2022 together with the Statement of Profit & Loss and the Board's and Auditors' Report thereon.
2. To appoint Auditors to hold office from the conclusion of this 23<sup>rd</sup> Annual General Meeting until the conclusion of the 28<sup>th</sup> Annual General Meeting to be held in 2027

To consider and if thought fit to pass the following Resolution as an Ordinary Resolution with or without modifications:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification (s) or re-enactment(s) thereof), for the time being in force) and pursuant to recommendation of the Board, M/s. R. M. Rajapurkar & Co., Chartered Accountants (FRN. 108335W) be and are hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years in place of retiring auditors M/s. Ekbote Deshmukh & Co., Chartered Accountants (FRN. 118553W), to hold office from the conclusion of this 23<sup>rd</sup> Annual General Meeting until the conclusion of the 28<sup>th</sup> Annual General Meeting to be held in the year 2027 at such remuneration, reimbursement of out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**SPECIAL BUSINESS:**

**3. RATIFICATION OF REMUNERATION OF COST AUDITORS FOR FY 2022-23:**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the consent of the Company be and is hereby accorded for ratification of the remuneration of Rs. 1,30,000/- p.a. plus applicable GST and out of pocket expenses payable to M/s. D. K. Vatsyayan & Associates, Cost Accountants, who were appointed by the Board of Directors as Cost Auditors of the Company for the year ending 31<sup>st</sup> March, 2023.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**4. DELEGATION OF AUTHORITY TO BOARD TO PROVIDE LOAN TO ENPRO SAUDI ARABIA LTD.:**

To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of S. 185 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof, if any) and the rules framed thereunder, the consent of the members be and is hereby accorded to the Board of Directors to provide loan up to SAR 35,00,000 (INR 7,60,50,000/- approx.) to Enpro Saudi Arabia Limited, the JV Company situated in Dammam, Kingdom of Saudi Arabia to assist them to meet and honor their financial commitments towards payment to VAT, Tax Payment, Salaries, rent, etc. and other business related payments.

**RESOLVED FURTHER THAT** other terms and conditions governing the said loan transaction shall be as may be mutually agreed between both the JV parties and subject to law for time being in force.

**RESOLVED FURTHER THAT** Mr. Srikrishna B. Karkare, the Managing Director &/or Mrs. Alka S. Karkare, the Jt. Managing Director of the Company be and are hereby severally authorized to sign and execute all requisite papers, documents, application forms, etc. or deeds/agreements if any required and to act as Authorized Representative of the Company to do all other acts, deeds and things as may be necessary and expedient in relation to the remittance of the said loan including providing of certified true copies of the aforesaid resolution.

**RESOLVED FURTHER THAT** Mr. Srikrishna B. Karkare, the Managing Director &/or Mrs. Alka S. Karkare, the Jt. Managing Director of the Company be and are hereby severally authorized on behalf of the Company to file requisite forms/returns as may be necessary.”

**NOTES:**

- I. Pursuant to Section 105 of The Companies Act 2013 And Rule 19(3) of The Companies (Management And Administration) Rules, 2014 a Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote instead of himself/herself and such Proxy need not be a Member of the Company.
- II. Proxies in order to be effective should be duly stamped, completed, signed and must be sent to the Company so as to reach at it's Registered Office not later than 48 hours before the commencement of the Meeting.
- III. Explanatory Statement pursuant to Section 102(2) of The Companies Act, 2013, forming integral part of this Notice, setting out the material facts concerning the Special Business mentioned under Item No. 3 of the Notice is annexed hereto.

**FOR & ON BEHALF OF THE BOARD,****Date: 26.09.2022****Place: Pune****Srikrishna B. Karkare****CHAIRMAN & MANAGING DIRECTOR (DIN:00409347)****R/o: Sec. 24, Pl. No. 378, PCNTDA, Nigdi, Pune-411044.**

**EXPLANATORY STATEMENT**  
**PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

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**ITEM NO. 3:**

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to conduct cost audit to audit the cost records of the applicable products of the Company. As per the applicable Rules, remuneration payable to the cost auditor is required to be ratified by the members of the Company in the general meeting.

The Board of Directors of the Company at its meeting held on June 29<sup>th</sup>, 2022 had considered and approved the appointment of M/s. D. K. Vatsyayan & Associates, Cost Accountants, Pune (having Registration No. 101533) as the Cost Auditors of the Company for the financial year 2022-23 at a remuneration up to INR 1,30,000/- p.a. (Indian Rupees One Lakh Thirty Thousand only) plus applicable GST and out of pocket expenses that may be incurred.

Accordingly consent of the members is sought for passing an Ordinary resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2023 as set out in Item no. 3 of this the Notice.

The Board hereby recommends the **Ordinary resolution** as set out in **Item no. 3** of the Notice for approval of the members.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in this Ordinary resolution.

**ITEM NO. 4:**

**4. DELEGATION OF AUTHORITY TO BOARD TO PROVIDE LOAN TO ENPRO SAUDI ARABIA LTD.:**

Enpro Saudi Arabia Ltd. has temporary funds requirement. total receivables from customers have around SAR 1.48 Cr. Hence Company approached Enpro Industries Pvt Ltd, who holds 60% of Shares in Enpro Saudi Arabia Ltd for financial assistance for 2 months. Company shared cash flow statement for temporary fund requirements amounts to SAR 35,00,000. Once the company receives payment from customer all it's funds requirement shall be met. But in meanwhile, as a bridge financing until it receives payment form customers Enpro India will have to provide funds to cater the needs of Enpro Saudi Arabia for making payments to VAT, Rent, Salary, Advance or any outstanding payment, etc. Looking at the present scenario, and the time for setting up of limits your consent is sought for delegation of authority to the directors for remitting loan to Enpro Saudi Arabia to the tune of SAR 35,00,000 (INR 7,60,50,000/- approx.) this will be based on the actual requirements of the funds.

The provisions of Companies Act, 2013 requires the Company to seek approval of the members for providing loan to the JV Company – Enpro Saudi Arabia Ltd. wherein Enpro Industries Pvt Ltd. has 60% shareholding.

Your Directors, accordingly recommends passing of the Special Resolution.

None of the Directors of the Company is, in any way concerned or interested in the said resolution except of their shareholding in the Company.

**FOR & ON BEHALF OF THE BOARD,**

**Date: 26.09.2022**

**Place: Pune**



Srikrishna B. Karkare

**CHAIRMAN & MANAGING DIRECTOR (DIN:00409347)**

R/o: Sec. 24, Pl. No. 378, PCNTDA, Nigdi, Pune-411044.