

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIRST EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF ENPRO INDUSTRIES PRIVATE LIMITED FOR FY 23-24 WILL BE HELD ON MONDAY, THE 3RD DAY OF APRIL, 2023 AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. A-17, AND 18, H BLOCK, MIDC, PIMPRI, PUNE – 411 018. AT 11.00 A.M. TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

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

DELEGATION OF AUTHORITY TO BOARD TO PROVIDE SBLC TO BE ISSUED FROM HSBC BANK TO ENPRO SAUDI ARABIA LTD.:

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 SBLC of USD 33,95,117.10 (INR 27,84,36,608.98/- approx.) to be issued from HSBC Bank for the tenure of one year 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 working capital requirements.

**RESOLVED FURTHER THAT** other terms and conditions governing the said SBLC transaction shall be as may be mutually agreed between both the JV parties and subject to law for the 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 said SBLC 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:**

1. 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 A PROXY NEED NOT BE A MEMBER.
2. THE EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING THE SPECIAL BUSINESS MENTIONED IN THE NOTICE AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 IS ANNEXED HERETO.

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



**Srikrishna B. Karkare**  
**CHAIRMAN & MANAGING DIRECTOR**  
(DIN:00409347)

**DATE: 20.03.2023**  
**PLACE: Pune**

**EXPLANATORY STATEMENT**

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

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Enpro Saudi Arabia Ltd. has received an order of USD 1,27,98,006 from Flowserve Saudi Arabia. For this order Flowserve is ready to pay advance to the tune of USD 33,95,117 against an advance bank guarantee provided by Enpro Saudi Arabia Ltd. As on date Enpro Saudi Arabia does not have any banking limits (fund based or Non fund based) with any bank. Hence Company approached Enpro Industries Pvt Ltd, who holds 60% of Shares in Enpro Saudi Arabia Ltd for financial assistance for one year.

Enpro Industries Pvt. Ltd has decided to issue an SBLC from HSBC bank in favour of SABB Saudi Arabia utilizing the limits sanctioned to the company by HSBC in order to facilitate Enpro Saudi to issue the BG to Flowserve. This SBLC will be for a tenure of One year from the date of issuance. Once the SBLC is issued SABB will issue the BG in favour of Flowserve on behalf of Enpro Saudi Arabia against which they can claim the Advance payment.

Looking at the present scenario, and the time for setting up of limits consent of members is sought for delegation of authority to the directors for remitting SBLC to Enpro Saudi Arabia to the tune of USD 33,95,117.10 (INR 27,84,36,608.98/- 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 SBLC 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,**



Srikrishna B. Karkare  
**CHAIRMAN & MANAGING DIRECTOR**  
(DIN:00409347)

**DATE: 20.03.2023**

**PLACE: Pune**