

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 22ND ANNUAL GENERAL MEETING OF THE MEMBERS OF ENPRO INDUSTRIES PRIVATE LIMITED WILL BE HELD ON TUESDAY, THE 30TH DAY OF NOVEMBER, 2021, 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 31st March, 2021 together with the Statement of Profit & Loss and the Board's and Auditors' Report thereon.
2. To ratify the appointment of Statutory Auditors and fix their remuneration and, if thought fit to pass the following resolution as an Ordinary Resolution with or without modifications:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any of the Companies Act, 2013 read with the Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof) for the time being in force, the appointment of M/s. Ekbote Deshmukh & Co., Chartered Accountants (FRN. 118553W) as Statutory Auditors of the Company to hold office from the conclusion of this Twenty-Second Annual General Meeting until the conclusion of the Twenty-Third Annual General Meeting to be held in the year 2022 on a remuneration as may be agreed upon by the Board of Directors and Auditors be and is hereby ratified.”

SPECIAL BUSINESS:

3. RATIFICATION OF REMUNERATION OF COST AUDITORS FOR FY 2021-22:

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

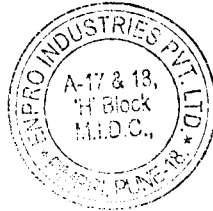
“**RESOLVED THAT** pursuant to provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the consent of the Company be and is hereby accorded for ratification of the remuneration of Rs. 1,30,000/- p.a. 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 31st March, 2022.

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.”


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.

Date: 28/11/2024
Place: Pune



FOR & ON BEHALF OF THE BOARD,



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

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 02, 2021 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 2021-22 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.

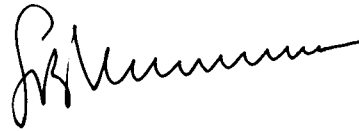
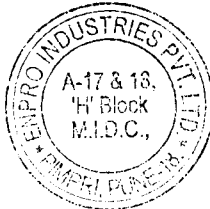
Accordingly consent of the members is sought for passing an Ordinary resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2022 as set out in Item no. 3 of this the Notice.

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.

FOR & ON BEHALF OF THE BOARD,

Date: 29/11/2021
Place: Pune



Srikrishna B. Karkare
CHAIRMAN & MANAGING DIRECTOR (DIN:00409347)
R/o: Sec. 24, Pl. No. 378, PCNTDA, Nigdi, Pune-411044.