

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 24<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF ENPRO INDUSTRIES PRIVATE LIMITED WILL BE HELD ON TUESDAY, THE 26<sup>TH</sup> DAY OF SEPTEMBER, 2023, 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, 2023 together with the Statement of Profit & Loss and the Board's and Auditors' Report thereon.

### SPECIAL BUSINESS:

#### 2. 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 1,50,00,000 (INR 33,00,00,000/- 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: 25.09.2023****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**



**ITEM NO. 2:**

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

Enpro Saudi Arabia Ltd. has temporary funds requirement. Total funds around SAR 1.50 Cr. are required for execution of the projects in hand and to manage day to day working capital activity. Hence Company approached Enpro Industries Pvt Ltd, who holds 60% of Shares in Enpro Saudi Arabia Ltd for financial assistance for 6 months. Company shared cash flow statement for temporary fund requirements amounts to SAR 1.50 Cr. 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 1,50,00,000 (INR 33,00,00,000/- 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: 25.09.2023**

**Place: Pune**



A handwritten signature in blue ink, appearing to read 'Srikrishna B. Karkare'.

Srikrishna B. Karkare

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

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