

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIRST EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF ENPRO INDUSTRIES PRIVATE LIMITED FOR FY 25-26 WILL BE HELD ON TUESDAY, THE 15<sup>TH</sup> DAY OF APRIL, 2025 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:

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

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

“RESOLVED THAT pursuant to the provisions of Sec. 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 2,50,00,000 (INR 56,79,32,344/- approx.) for the tenure of one year to Enpro Saudi Arabia Limited, the wholly owned subsidiary 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 loan transaction shall be as may be mutually agreed between both the parties and subject to law for time being in force.

RESOLVED FURTHER THAT Mr. Anuj Srikrishna Karkare, Deputy 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 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.”

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

**2. RE-APPOINTMENT OF MANAGING DIRECTOR:**

To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 196 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment thereof), the consent of the members be and is hereby accorded for re-appointment of **Mr. Srikrishna Bhargava Karkare (DIN: 00409347)** as the Managing Director of the company, for a period of five years w.e.f. 01<sup>st</sup> April, 2025 to 31<sup>st</sup> March, 2030 on continuation basis without any interruption/break in service the remuneration shall be paid as may be determined by the Board of Directors from time to time.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized on behalf of the Company to file requisite forms with the Ministry of Corporate Affairs and to do all the acts, deeds and things as may be necessary to give effect to the aforesaid resolution.”

**3. RE-APPOINTMENT OF WHOLE-TIME DIRECTOR:**

To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

“**RESOLVED THAT** in accordance with the provisions of Section 196 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment thereof), the consent of the members be and is hereby accorded for re-appointment of **Mrs. Alka Srikrishna Karkare (DIN: 00409408)** as the Whole-time Director of the company, for a period of five years w.e.f. 01<sup>st</sup> April, 2025 to 31<sup>st</sup> March, 2030 on continuation basis without any interruption/break in service the remuneration shall be paid as may be determined by the Board of Directors from time to time.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized on behalf of the Company to file requisite forms with the Ministry of Corporate Affairs and to do all the acts, deeds and things as may be necessary to give effect to the aforesaid resolution.”

**4. APPROVAL OF REMUNERATION OF COST AUDITORS:**

“**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 approval of the remuneration of Rs. 2,25,000/- 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, 2026.

**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:**

- . 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.
- . 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: 08.04.2025**  
**PLACE: Pune**

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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**ITEM NO. 1:**

Enpro Saudi Arabia Ltd. has temporary funds requirement. Hence Company approached Enpro Industries Pvt Ltd, 100% Holding Company for financial assistance for the tenure of one year. Company shared cash flow statement for temporary fund requirements amounts to **SAR 2,50,00,000 (INR 56,79,32,344/- approx.)** Once the company receives payment from customer all its funds requirement shall be met. But in meanwhile, as a bridge financing until it receives payment from 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 2,50,00,000 (INR 56,79,32,344/- 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 wholly owned subsidiary company – Enpro Saudi Arabia Ltd.

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.

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**ITEM NO. 2:**

**Mr. Srikrishna Bhargava Karkare (DIN: 00409347)** was appointed as Managing Director of the Company by the Board under the Companies Act 1956, since the inception of the Company.

As per Section 196 of the Companies Act 2013, it is proposed to re-appoint Mr. Srikrishna Bhargava Karkare for 5 years w.e.f. 01<sup>st</sup> April, 2025 till 31<sup>st</sup> March, 2030 on continuation basis without any interruption/ break in service and the remuneration shall be paid as may be determined by the Board of Directors from time to time.

He is Founder & promoter of the Company and has been actively involved in the day to day affairs of the Company. The Company has made progress due to his able business acumen and vast experience. The Company has gained from his varied business experience and foresighted leadership. In short, the credit of the strong foundation, growth and the reputation, which the company yielded, goes to Mr. Srikrishna Bhargava Karkare.

Considering this and recognizing the need of such experienced personality to look after the affairs of the Company and to guide the future course of the Company, the Board of Directors is of the considered opinion that the services of Mr. Srikrishna Bhargava Karkare be availed by the Company for further period of 5 years.

In view of the above, the Board of Directors in its meeting held on 20<sup>th</sup> March, 2025 has recommended his re-appointment as Managing Director for a period of 5 years from 01<sup>st</sup> April, 2025 till 31<sup>st</sup> March, 2030 on the following terms and conditions:

1. He will carry out such functions, exercise such powers and performs such duties as the Board of Directors of the Company (hereinafter called "the Board") shall from time to time in its absolute discretion determine and entrust to him.

2. Subject to the superintendence, control and direction of the Board, he will have the general control of the business of the Company and he will be vested with the powers of general management and day to day affairs of the Company, to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts and things which in the ordinary course of such business, he may consider necessary or proper or in the best interests of the Company.
3. During his term of employment, he will devote his whole time and attention during business hours to the business of the Company and shall exert his best endeavor's to promote Company's interests and welfare.
4. During his term of employment, he may undertake such travelling in and outside India as may be necessary in the interests of the Company's business or as may from time to time be required or directed by the Board in connection with or in relation to the business of the Company.
5. Remuneration shall be paid to him as may be determined by Board of Directors from time to time.

**Details of Directors seeking re-appointment as Managing Director at the forthcoming Annual General Meeting**

**(In pursuance of Secretarial Standard 2 of ICSI)**

<b>Name of Director</b>	Srikrishna Bhargava Karkare
<b>DIN</b>	00409347
<b>Date of Birth</b>	13/10/1959
<b>Age</b>	65 Years
<b>Nationality</b>	Indian
<b>Date of first appointment on the Board</b>	15/03/1999
<b>Shareholding in Enpro Industries Pvt. Ltd.</b>	58.83%
<b>Other Directorships</b>	-
<b>Qualifications</b>	B Tech (Mechanical)
<b>Experience</b>	43 Years
<b>Terms and conditions of appointment OR re-appointment</b>	Re-appointment for a term of 5 years on the same T & Cs as mentioned in LOA.
<b>No. of Board meetings attended during the year 01.04.2024 till 31.03.2025</b>	All-10
<b>Membership/ Chairmanship of Committees of other Boards</b>	Nil
<b>Relationship with Other Directors, Manager and Other Key Managerial Personnel of the Company</b>	Spouse of Alka Karkare, Whole-Time Director Father of Anuj Karkare, Whole-Time Director
<b>Details of remuneration sought to be paid</b>	As may be decided by the Board of Directors from time to time
<b>Last drawn remuneration - (FY 24-25)</b>	Rs. 4,61,55,000/- p.a.

The relevant documents in this regard are open for inspection by the members at the Registered Office of the Company during business hours up to the date of the Annual General Meeting.

Save and except Mr. Srikrishna Bhargava Karkare, Mrs. Alka Srikrishna Karkare, Mr. Anuj Srikrishna Karkare and their relatives to the extent of their shareholding interest, if any, in the company, none of the other directors and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board hereby recommends the Ordinary resolution as set out in Item no. 2 of the Notice for approval of the members.

**ITEM NO. 3:**

Mrs. Alka Srikrishna Karkare (DIN: 00409408) was appointed as Whole-Time Director of the Company by the Board under the Companies Act 1956, since the inception of the Company.

As per Section 196 of the Companies Act 2013, it is proposed to re-appoint Mrs. Alka Srikrishna Karkare for 5 years w.e.f. 01<sup>st</sup> April, 2025 till 31<sup>st</sup> March, 2030 on continuation basis without any interruption/break in service and the remuneration shall be paid as may be determined by the Board of Directors from time to time.

She is Founder & promoter of the Company and has been actively involved in the day-to-day affairs of the Company. The Company has made progress due to her able business acumen and vast experience. The Company has gained from her varied business experience and foresighted leadership. In short, the credit of the strong foundation, growth and the reputation, which the company yielded, goes to Mrs. Alka Srikrishna Karkare along with the Managing Director Mr. Srikrishna B. Karkare.

Considering this and recognizing the need of such experienced personality to look after the affairs of the Company and to guide the future course of the Company, the Board of Directors is of the considered opinion that the services of Mrs. Alka Srikrishna Karkare be availed by the Company for further period of 5 years.

In view of the above, the Board of Directors in its meeting held on 20<sup>th</sup> March, 2025 has recommended her re-appointment as Managing Director for a period of 5 years from 01<sup>st</sup> April, 2025 till 31<sup>st</sup> March, 2030 on the following terms and conditions:

1. She will carry out such functions, exercise such powers and performs such duties as the Board of Directors of the Company (hereinafter called "the Board") shall from time to time in its absolute discretion determine and entrust to her.
2. Subject to the superintendence, control and direction of the Board, she will have the general control of the business of the Company and she will be vested with the powers of general management and day to day affairs of the Company, to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts and things which in the ordinary course of such business, she may consider necessary or proper or in the best interests of the Company.
3. During her term of employment, she will devote her whole time and attention during business hours to the business of the Company and shall exert her best endeavor's to promote Company's interests and welfare.
4. During her term of employment, she may undertake such travelling in and outside India as may be necessary in the interests of the Company's business or as may from time to time be required or directed by the Board in connection with or in relation to the business of the Company.
5. Remuneration shall be paid to her as may be determined by Board of Directors from time to time.

**Details of Directors seeking re-appointment as Managing Director at the forthcoming Annual General Meeting**

**(In pursuance of Secretarial Standard 2 of ICSI)**

<b>Name of Director</b>	Mrs. Alka Srikrishna Karkare
<b>DIN</b>	00409408
<b>Date of Birth</b>	21/10/1959
<b>Age</b>	65 Years
<b>Nationality</b>	Indian
<b>Date of first appointment on the Board</b>	15/03/1999
<b>Shareholding in Enpro Industries Pvt. Ltd.</b>	35.29%
<b>Other Directorships</b>	Nominee Director at COEP'S Bhau Institute of Innovation Entrepreneurship and Leadership
<b>Qualifications</b>	B Tech (Chemical)
<b>Experience</b>	43 Years

<b>Terms and conditions of appointment OR reappointment</b>	Re-appointment for a term of 5 years on the same T & Cs as mentioned in LOA.
<b>No. of Board meetings attended during the year 01.04.2024 till 31.03.2025</b>	All-10
<b>Membership/ Chairmanship of Committees of other Boards</b>	Nil
<b>Relationship with Other Directors, Manager and Other Key Managerial Personnel of the Company</b>	Spouse of Srikrishna Karkare, the Managing Director Mother of Anuj Karkare, Whole-Time Director
<b>Details of remuneration sought to be paid</b>	As may be decided by the Board of Directors from time to time
<b>Last drawn remuneration - (FY 24-25)</b>	Rs. 3,96,55,000/- p.a.

The relevant documents in this regard are open for inspection by the members at the Registered Office of the Company during business hours up to the date of the Annual General Meeting.

Save and except Mrs. Alka Srikrishna Karkare, Mr. Srikrishna Bhargava Karkare, Mr. Anuj Srikrishna Karkare and their relatives to the extent of their shareholding interest, in the company, none of the other directors and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

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

**ITEM NO. 4:**

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 8<sup>th</sup> April, 2025 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 2025-26 at a remuneration up to INR 2,25,000/- p.a. (Indian Rupees Two Lakh Twenty Five 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 approval of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2026 as set out in Item no. 2 of this the Notice.

The Board hereby recommends the Ordinary resolution as set out in Item no. 2 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,**



Srikrishna B. Karkare

**CHAIRMAN & MANAGING DIRECTOR**

(DIN:00409347)



**DATE: 08.04.2025**

**PLACE: Pune**