

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SECOND EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF ENPRO INDUSTRIES PRIVATE LIMITED FOR FY 25-26 WILL BE HELD ON THURSDAY, THE 19TH DAY OF JUNE, 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:

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 LOAN TO ENPRO SAUDI ARABIA LTD.:

“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 are hereby accorded to the Board of Directors to provide loan up to **SAR 4,00,00,000 (INR 91,76,00,000/- 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 the time being in force.

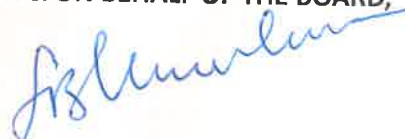
RESOLVED FURTHER THAT Mr. Srikrishna Bhargava Karkare, Managing Director of the Company be and is hereby severally authorized to sign and execute all requisite papers, documents, application forms, etc. or deeds/agreements if any required and to act as Authorized Representative of the Company to do all 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 Bhargava 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:

- . 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: 27.05.2025
PLACE: Pune

ENPRO INDUSTRIES PVT. LTD.

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



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 4,00,00,000 (INR 91,76,00,000/- approx.)** 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 4,00,00,000 (INR 91,76,00,000/- 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 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.

FOR & ON BEHALF OF THE BOARD,

A handwritten signature in blue ink, appearing to read 'Srikrishna B. Karkare', is written over the printed name.

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



DATE: 27.05.2025
PLACE: Pune