

NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the members of WILO Mather and Platt Pumps Private Limited will be held on Saturday, September 30, 2023, at 10.30 A.M. at the registered office of the Company at Greaves Compound, Chinchwad Works, Mumbai Pune Road, Chinchwad, Pune 411 019 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated audited financial statements of the Company for the financial year ended March 31, 2023, together with the reports of the Auditors and the Board thereon.
2. To fix the remuneration of the Statutory Auditors.

"RESOLVED THAT M/s. B S R & Associates., LLP, Chartered Accountants (FRN 116231W/W-100024), the Statutory Auditors of the Company, be paid remuneration as may be fixed by the Board of Directors of the Company on progressive billing basis, plus the service tax and actual out-of-pocket expenses incurred in connection with the audit of the financial statements of the Company to be reimbursed for the financial year ending March 31, 2024."

SPECIAL BUSINESS:

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

Ordinary Resolution:

Ratification of remuneration payable to M/s. S. R. Bhargave & Co., Cost Accountants, Pune appointed as Cost Auditors of the Company for Financial Year 2023-24:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, the remuneration amounting to INR 95,000/- (Rupees Ninety-Five Thousand Only) plus applicable Goods and Service Tax and out of pocket expenses that may be incurred, payable to M/s. S. R. Bhargave & Co., Cost Accountants, Pune (having Firm Registration Number 000218) appointed as Cost Auditors by the Board of Directors of the Company to conduct audit the cost records of the Company for the financial year 2023-24, be and is hereby ratified and confirmed.

By the Order of the Board of Directors
For WILO Mather and Platt Pumps Private Limited

Manjiri Patil

Place: Pune
Date: 29/09/2023



Manjiri Patil
Company Secretary
FCS 10393

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of his/herself. A proxy need not be a member of the Company. Proxies, in order to be effective, must be received at the registered office of the company not less than forty-eight hours before the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A blank proxy form is enclosed.

Proxies shall be excluded for determining the quorum.

2. As per Clause 15 of new Articles of Association adopted by the Company, no Directors are liable to retire by rotation.
3. Explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of items of Special Business is given in Annexure I hereto.
4. The Register of Members/Beneficial Owners and the Share Transfer Registers of the Company will remain closed from Monday, September 25, 2023 to Friday, September 29, 2023 (both days inclusive).
5. The register of directors and key managerial personnel and their shareholding shall be produced at the commencement of the annual general meeting and shall remain open and accessible during the continuance of the meeting to any person having a right to attend the meeting.
6. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
7. Members desirous of obtaining any information pertaining to the annual accounts may forward such queries in writing to the Finance & Accounts Department at the Registered Office at least 7 days prior to the meeting in order to enable the Company to keep the information ready to the extent possible.

By the Order of the Board of Directors

For WILO Mather and Platt Pumps Private Limited

Place: Pune
Date: 29/09/2023




Manjiri Patil
Company Secretary
FCS 10393

Annexure I

Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013:

Item No.3

Ratification of remuneration payable to the Cost Auditors for the financial year ended March 31, 2024:

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 appoint a Cost Auditor to audit the cost records of the applicable products of the Company. As per the Rules, remuneration payable to the cost auditor is required to be ratified by the members of the Company in the general meeting.

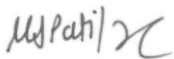
The Board of Directors of the Company at its meeting held on May 3, 2023, has considered and approved the appointment of M/s. S. R. Bhargave & Co., (having Firm Registration Number 000218), Cost Accountants, Pune as the Cost Auditors of the Company for the financial year 2023-24 at a remuneration of INR 95,000 (Rupees Ninety-Five Thousand Only) plus applicable Goods and Service tax and out of pocket expenses that may be incurred.

The Board, therefore, recommends the Ordinary Resolution for the approval of the Members for ratification of the remuneration payable to the Cost Auditor for the financial year 2023-24.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 are, in any way, financially or otherwise, concerned or interested in the resolution.

The Board recommends passing of the Ordinary Resolution as set out at Item No. 3

By Order of the Board of Directors
WILO Mather and Platt Pumps Private Limited



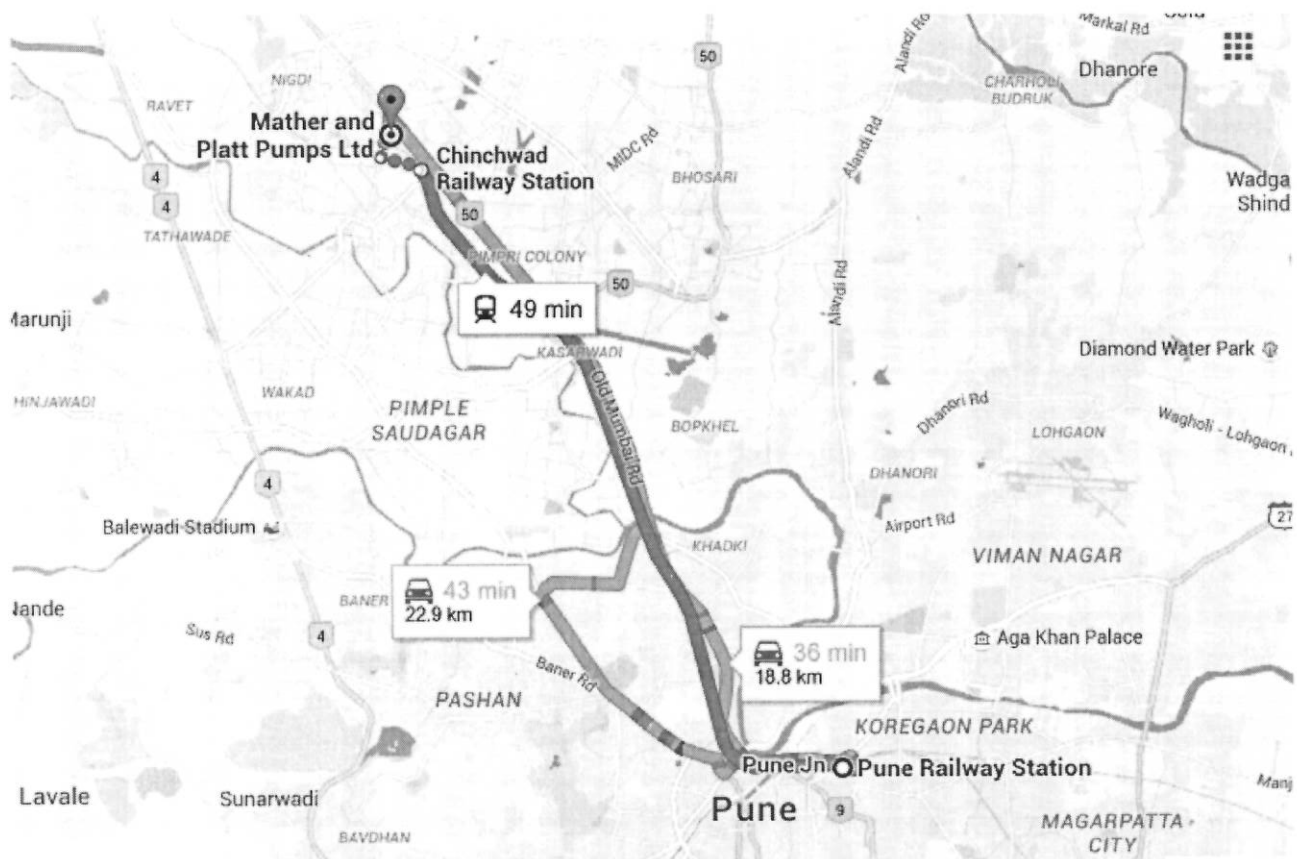
Manjiri Patil
Company Secretary
FCS 10393



Date: 20/09/2023

Place: Pune

Route map from Pune Station to WILO Mather and Platt Pumps Private Limited:



Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U51909PN1996PTC014499
Name of the company: WILO Mather and Platt Pumps Private Limited
Registered office: Greaves Compound, Chinchwad Works, Bombay-Pune Road, Chinchwad, Pune- 411019

Name of the member(s):
Registered Address:
E-mail ID:
Folio No./Client ID
DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature: , or failing him
2. Name:
Address:
E-mail Id:
Signature: , or failing him
3. Name:
Address:
E-mail Id:
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General meeting of the Company, to be held on Saturday, 30th September 2023 at 10.30 A.M. at Greaves Compound, Chinchwad Works, Mumbai-Pune Road, Chinchwad, Pune – 411019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- 1.....
- 2.....
- 3.....

Signed this..... day of..... 20....

Signature of Proxy holder(s)

Affix
revenue stamp

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

WILO MATHER AND PLATT PUMPS PRIVATE LIMITED

REGISTERED OFFICE

MUMBAI-PUNE ROAD, CHINCHWAD, PUNE-411 019

ATTENDANCE SLIP

26th Annual General Meeting

DP ID:

Client ID:

Folio No.:

No. of Shares:

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the 26th Annual General Meeting of the Company on Saturday, 30th September 2023 at 10.30 A.M. at the registered office of the Company at Greaves Compound, Chinchwad Works, Mumbai Pune Road, Chinchwad, Pune 411 019.

.....
Member's/Proxy's name in BLOCK Letters

.....
Member's/Proxy's Signature

Note: Please fill in this attendance slip and hand it over at the entrance of the hall.