

NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the members of WILO Mather and Platt Pumps Private Limited will be held on Thursday, September 26, 2024, at 10:00 am at the registered office of the Company at Greaves Compound, Chinchwad Works, Mumbai Pune Road, Chinchwad, Pune 411019 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, 2024, 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, 2025."

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 2024-25:

"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 2024-25, be and is hereby ratified and confirmed.

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

Special Resolution:

Alteration in the Object Clause of the Memorandum of Association of the Company:

"RESOLVED that pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactments thereof for the time being in force and the Rules framed thereunder, as amended from time to time, and subject to the approval of the Registrar of Companies, and/or of any other statutory or regulatory authority, as may be necessary, Clause III (A) - (Main Objects Clause) of the Memorandum of Association of the

Company, be and is hereby altered by replacing the existing sub-clause (3a) with the following sub-clause (3a):

"To carry on all or any of the business of design engineers, development, manufacture, installation and servicing of centrifugal pumps, submersible pumps, Reciprocating and any other type of pumps, pump sets, valves, fire systems, erection and fabrication contractors, constructional engineers, contracts of pumping systems on turnkey basis with civil construction work of head works, jack well, pump house, piping and any other activity in connection with civil work and erection contract work."

RESOLVED FURTHER that any one of the Directors of the Company, the Vice President-Finance and the Company Secretary, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, as may be required by the ROC and/or any statutory/regulatory authority."

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



Manjiri Patil
Company Secretary
FCS 10393

Place: Pune
Date: 31/08/2024

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 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.
5. 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.
6. 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: 31/08/2024




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, 2025:

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 June 24, 2024, 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 2024-25 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 Auditors for the financial year 2024-25.

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: 31/08/2024

Place: Pune

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

Item No.4:

Alteration in the Object Clause of the Memorandum of Association of the Company:

The Board of Directors of the Company, at their meeting held on 31st August 2024, have recommended to alter the sub-clause (3a) of Clause III (A) – the Main Objects of the Memorandum of Association of the Company, so as to enable the Company to enter into other types of pump business.

Pursuant to Section 13 of the Companies Act, 2013, the said proposal requires consent of the members by way of special resolution.

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

A copy of the Memorandum of Association of the Company containing the proposed alteration is available for inspection by the members at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on all working days till the date of Annual General Meeting.

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



**Manjiri Patil
Company Secretary
FCS 10393**



**Date: 31/08/2024
Place: Pune**

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

