



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **18th Annual General Meeting (AGM)** of the Members of **A. O. Smith India Water Products Private Limited** will be held on **Monday, the September 30, 2024 at 10 AM** at the registered of the Company at No. 300, KIADB Industrial Area, Phase-II, Harohalli, Kanakapura Taluk, Ramanagara Dist, 562112, to transact following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2024 and the Report of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

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

2. **Ratification of remuneration payable to M/s. Rao, Murthy & Associates, Cost Auditors (Firm Registration No. 000065) of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), payment of INR 1.50 Lakh (Rupees One Lakh Fifty Thousand only) plus applicable taxes thereon and reimbursement of out-of-pocket expenses at actuals, to M/s. Rao, Murthy & Associates, Cost Accountants (Firm Registration No. 000065), who have been re-appointed by the Board as Cost Auditors of the Company for conducting the cost audit of the accounts for the financial year ending March 31, 2025 be and is hereby ratified.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient for or in connection with this resolution and to settle any question or difficulty that may arise in this regard in the best interest of the Company."

By Order of the Board of Directors
For A. O. Smith India Water Products Private Limited

Date: September 26, 2024

Place: Harohalli


Brinda Teramballi Basappa
Company Secretary & Senior Legal Specialist - FCS 9865
Email: brindab@aosmith.com



A.O. Smith India Water Products Private Limited.

300, Phase-II, KIADB Industrial Area, Harohalli, Kanakapura (TQ), Ramanagara Dist, Karnataka - 562 112, India.
Phone : +91 80 2801 1200 Fax : +91 80 2801 1205 Website : www.aosmithindia.com
CIN : U31909KA2006PTC040282

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on poll instead of himself/herself and such proxy need not be a member of the Company.
2. A person can act as 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 proxy for any other person or shareholder.
3. Proxies in order to be effective must be received by the Company at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
4. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to special business to be transacted at the meeting is annexed hereto and forms part of the Notice.
5. Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representative to attend and vote at the Annual General Meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued thereunder will be available for inspection by the members at the Annual General Meeting.
7. The Memorandum and Articles of Association of the Company, and documents, if any, referred to in the Notice may be inspected at the Registered Office of the Company on any working day during business hours between 11:00 A.M. to 05:00 P.M. upto the date of Meeting.
8. Members are requested to bring their attendance slips duly completed and signed mentioning therein details.

By Order of the Board of Directors
For A. O. Smith India Water Products Private Limited

Date: September 26, 2024
Place: Harohalli


Brinda Teramballi Basappa
Company Secretary & Senior Legal Specialist

FCS 9865

Email: brindab@aosmith.com



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ANNEXURE TO THE NOTICE

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

Item No. 2

In terms of the provisions of Section 148 of the Act and the Rules made thereunder, the Company is required to maintain Cost Audit records and have the same audited by a Cost Auditor.

Based on the recommendation of the Board of Directors M/s. Rao, Murthy & Associates have been re-appointed as Cost Auditor for conducting the Cost Audit for the financial year ending 31st March, 2025, on a remuneration of INR 1.50 Lakh (Rupees One Lakh Fifty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals.

Rule 14 of Companies (Audit and Auditors) Rules, 2014 as amended, requires that the remuneration payable to the Cost Auditor be ratified by the Members. Hence, the resolution at Item No. 2 is set out in the Notice.

The Directors recommend that the remuneration payable to the Cost Auditor in terms of the resolution set out at Item No. 2 of the accompanying Notice be ratified by the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the accompanying Notice.

By Order of the Board of Directors
For A. O. Smith India Water Products Private Limited

Date: September 26, 2024

Place: Harohalli



Brinda Teramballi Basappa
Company Secretary & Senior Legal Specialist

FCS 9865


Email: brindab@aosmith.com

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ATTENDANCE SLIP

A. O. Smith India Water Products Private Limited

CIN: U31909KA2006PTC040282

Registered office: No. 300, Phase-II, KIADB Industrial Area, Harohalli, Kanakapura Tq., Ramanagar
Dist- 562112 Karnataka

Tel: 080 – 2801 1200 Fax: 080 – 2801 1205 Website: www.aosmithindia.com

Name of the Member:

.....

Registered Address:

.....

Folio No.:

.....

No. of Shares:

.....

I/We hereby record my/our presence at the Annual General Meeting of the Company, to be held on **Monday, the September 30, 2024 at 10 AM** at the registered office of the Company - No. 300, Phase-II, KIADB Industrial Area, Harohalli, Kanakapura Tq., Ramanagar Dist-562112 Karnataka.

Signature of Member/ Proxy

Form No. MGT-11

Proxy Form

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

A. O. Smith India Water Products Private Limited

CIN: U31909KA2006PTC040282

Registered office: No. 300, Phase-II, KIADB Industrial Area, Harohalli, Kanakapura Tq., Ramanagar
Dist- 562112 Karnataka

Tel: 080 – 2801 1200 Fax: 080 – 2801 1205 Website: www.aosmithindia.com

Name of the member:
Registered address:
E- Mail Id:
Folio No.:

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

Name:
E-mail ID:
Address:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on **Monday, the September 30, 2024 at 10 AM** at the registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Item. No.	Resolution	For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2024 and the Report of the Board of Directors and Auditors thereon.		
2	Ratification of remuneration payable to M/s. Rao, Murthy & Associates, Cost Auditors (Firm Registration No. 000065) of the Company:		

Signed this.....day of..... 2024

Signature of Shareholder

Signature of Proxy holder(s)

Affix Re 1
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.