AO Smith
Innovation has a name.

NOTICE OF 20th ANNUAL GENERAL MEETING

Notice is hereby given that the **20th Annual General Meeting** (AGM) of the Members of **A. O. Smith India Water Products Private Limited** will be held on **Friday, October 30, 2026 at 12 PM, at a shorter notice,** at the registered of the Company at No. 300, KIADB Industrial Area, Phase-II, Harohalli, Kanakapura, Ramanagara, Bengaluru South 562112**,** to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2026 and the Report of the Board of Directors and Auditors thereon.**

SPECIAL BUSINESS:

2. Appointment of Ms. Carrie Lynn Anderson (DIN: 11996438) as Director 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 the Companies Act, 2013, read with the rules made thereunder, including any statutory modification(s), amendment(s), re-enactment(s) thereof for the time being in force, and in accordance with the Articles of Association of the Company, Ms. Carrie Lynn Anderson (DIN: 11996438), be and is hereby appointed as a Director of the Company.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, and to execute all such documents, filings and writings as may be considered necessary, desirable or expedient to give effect to this resolution."

3. Appointment of Mr. Paul Jay Jones (DIN: 11863361) as a Director 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 the Companies Act, 2013, read with the rules made thereunder, including any statutory modification(s), amendment(s), re-enactment(s) thereof for the time being in force, and in accordance with the Articles of Association of the Company Mr. Paul Jay Jones (DIN: 11863361), who was appointed as an Additional Director of

the Company by the Board of Directors with effect from September 28, 2026, pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, and to execute all such documents, filings and writings as may be considered necessary, desirable or expedient to give effect to this resolution."

4. **Ratification of the 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), remuneration of INR 1.65 Lakh (Rupees One Lakh Sixty Five Thousand only) plus applicable taxes thereon and reimbursement of out-of-pocket expenses at actuals as approved by the Board of Directors payable 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, 2027 be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, and to execute all such documents, filings and writings as may be considered necessary, desirable or expedient to give effect to this resolution."

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

Date: October 29, 2026
Place: Harohalli

Brinda Teramballi Basappa
Company Secretary & Senior Legal Specialist - FCS 9865
Email: brindab@aosmith.com Phone: +91 9986021399

AO Smith
Innovation has a name.

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: October 29, 2026
Place: Harohalli

Brinda Teramballi Basappa
Company Secretary & Senior Legal Specialist
FCS 9865
Email: brindab@aosmith.com
Phone: +91 9986021399

A.O. Smith
Innovation has a name.

ANNEXURE TO THE NOTICE

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

Item No. 2: Appointment of Ms. Carrie Lynn Anderson (DIN: 11996438) as Director of the Company

The Board of Directors of the Company at their meeting held on October 29, 2026 proposed the appointment of Ms. Carrie Lynn Anderson (DIN: 11996438) as a Director of the Company and to place this appointment for your approval under Section 152 of the Companies Act, 2013 in this Annual General Meeting.

The details of Ms. Carrie Lynn Anderson with respect to item No. 2 in accordance with para 1.2.5 of the Secretarial Standard on General Meetings (SS 2) is mentioned herein below:

Sl No.	Particulars	Details
1	DIN	11996438
2	Age	58 years
3	Qualification	Bachelor of Science in Chemical Engineering from Purdue University and a Master of Business Administration from Ball State University. She serves on the board of directors of Embecta Corporation.
4	Experience	She was executive vice president and chief financial officer of The Campbell's Company. She previously served as executive vice president and chief financial officer of Integra LifeSciences and held senior finance leadership roles at Dover Corporation and Delphi Corporation. She began her career as an engineer with General Motors.
5	Remuneration sought to be paid	Nil
6	Details of shareholding in the Company	Nil
7	Details of relationship with other Directors, manager and Key Managerial Personnel	None
8	Details of Directorship in other Companies (Past)	None

9	Membership / Chairmanship of committee of other Boards	None

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the Members.

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

Item No. 3: Appointment of Mr. Paul Jay Jones (DIN: 11863361) as Director of the Company

Mr. Paul Jay Jones (DIN: 11863361) was appointed as an Additional Director of the Company by the Board of Directors with effect from September 28, 2026, pursuant to Section 161 of the Companies Act, 2013 (the Act). In terms of the said provisions, he holds office up to the date of the ensuing Annual General Meeting and accordingly his appointment as a director of the Company is placed before the shareholders in accordance with Section 152 of the Act.

The Board of Directors of the Company, at its meeting held on October 29, 2026, recommended the appointment of Mr. Paul Jay Jones as a Director of the Company, subject to the approval of the shareholders.

The Company has received from Mr. Jones his consent to act as a Director in Form DIR-2 and declarations confirming that he is not disqualified from being appointed as a Director under the Companies Act, 2013.

The details of Mr. Paul Jay Jones with respect to item No. 3 in accordance with para 1.2.5 of the Secretarial Standard on General Meetings (SS 2) is mentioned herein below:

Sl No	Particulars	Details
1	DIN	11863361
2	Age	55 years
3	Qualification	Bachelor of Science degree from the University of Wisconsin-Whitewater, a Juris Doctor degree from Georgetown University, and a Master of Business Administration degree from Northwestern University. He has also completed a postgraduate programme in Strategy and Innovation from the University of Oxford.

4	Experience	He was vice president of university relations at Marquette University and also served as its General Counsel. Prior to joining Marquette University, Paul spent 10 years as an executive officer at Harley-Davidson Inc., as vice president and chief legal officer and head of strategy, sustainability and corporate development. Before that, he was vice president and general counsel at Regal-Beloit Corp. and a partner at Foley & Lardner in Milwaukee.
5	Remuneration sought to be paid	Nil
6	Details of shareholding in the Company	Nil
7	Details of relationship with other Directors, manager and Key Managerial Personnel	None
8	Details of Directorship in other Companies (Past)	None
9	Membership / Chairmanship of committee of other Boards	None

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company, or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

Item No. 4: Ratification of Remuneration of Cost Auditor

Pursuant to the provisions of Section 148 of the Companies Act, 2013 ("the Act") read with the Companies (Cost Records and Audit) Rules, 2014, as amended, the Company is required to maintain cost records and have such records audited by a Cost Auditor.

The Board of Directors of the Company, at its meeting held on June 04, 2026, re-appointed M/s. Rao, Murthy & Associates, Cost Accountants, as the Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027, at a remuneration of INR 1.65 lakh (Rupees One Lakh Sixty-Five Thousand only), plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit, at actuals.

In accordance with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly,

the Ordinary Resolution set out at Item No. 4 of the accompanying Notice is placed before the Members for their ratification.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company, or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

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

Date: October 29, 2026
Place: Harohalli

Brinda Teramballi Basappa
Company Secretary & Senior Legal Specialist
FCS 9865
Email: brindab@aosmith.com
Phone: +91 9986021399

AO Smith
Innovation has a name.

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 **Friday, October 30, 2026 at 12 PM** at the registered office of the Company - No. 300, Phase-II, KIADB Industrial Area, Harohalli, Kanakapura, Ramanagara - 562112 Karnataka.

_____
Signature of Member/ Proxy

AO Smith
Innovation has a name.

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 **Friday, October 30, 2026 at 12 PM** 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, 2026 and the Report of the Board of Directors and Auditors thereon.		
2	Appointment of Ms. Carrie Lynn Anderson (DIN: 11996438) as Director of the Company		
3	Appointment of Mr. Paul Jay Jones (DIN: 11863361) as Director of the Company		
4	Ratification of the Remuneration Payable to M/s. Rao, Murthy & Associates, Cost Auditors (Firm Registration No. 000065), of the Company		

Signed this.....day of..... 2026

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.