

WÄRTSILÄ INDIA PRIVATE LIMITED

[CIN: U99999MH1986PTC062170]

**Registered Office: SEAWOODS GRAND CENTRAL, 10TH FLOOR,
TOWER 1, SECTOR 40, SEAWOODS RAILWAY STATION, NERUL NODE,
NAVIMUMBAI 400706.**

NOTICE

Notice is hereby given that the 38th Annual General Meeting of the Members of Wärtsilä India Private Limited ("the Company") will be held on Thursday, 27th June 2024 at 11:00 A.M. at the Registered Office of the Company at Seawoods Grand Central, 10th floor, Tower 1, Sector 40, Seawoods Railway Station, Nerul Node, Navi Mumbai 400706 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended December 31, 2023, together with the Board's Report and the Auditors' Report thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended December 31, 2023 together with the Auditors' Report thereon.
3. To confirm the Interim Dividends already paid during the Financial Year i.e., 1st Interim Dividend @ 172.86 % (Rs. 17.28 per share) declared on 19th December 2023.
4. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

Confirmation of Appointment of Auditors:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the company hereby confirms the appointment of M/s Price Waterhouse Chartered Accountants LLP (FRN-012754N/N500016), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 41st AGM of the Company to be held in the year 2027, to examine and audit the accounts of the Company for the Financial Years up to and including 2026 on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

Special Business:

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

Ratification of Remuneration of Cost Auditors:

“RESOLVED THAT:

- a. pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), the remuneration of Rs. 2,90,000/- (Rupees Two Lakh Ninety Thousand Only) (including therein the XBRL conversion fees amounting to Rs 20000/- only)) plus out of pocket expenses payable to M/s. Kishore Bhatia & Associates, Cost Accountants, Mumbai (Firm Registration Number No. 00294), the Cost Auditor appointed by the Board of Directors of the Company to conduct the audit of the cost accounts of the Company for the financial year ending 31 December 2024 be and is hereby ratified and confirmed.
- b. The Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Notes:

1. **A Member entitled to attend and vote at the meeting is entitled to appoint proxy and such proxy need not be a Member of the Company. Proxies, in order to be valid, must be received at the Registered Office of the Company not less than 48 hours before the meeting.**
2. To facilitate registration an attendance slip is enclosed.
3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the Special Business set out above is annexed hereto.

By Order of the Board,

S Srinivas .

**S SRINIVAS
COMPANY SECRETARY
F11382**

**Navi Mumbai,
15th May 2024**

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013, the following Statement sets out all the material facts relating to each item of the Special Business mentioned in the accompanying Notice and should be taken as forming part of the said Notice.

Item No. 5.

The Board has at its Meeting held on 3rd April 2024, approved the appointment of M/s. Kishore Bhatia & Associates (Firm Registration No. 00294) as cost auditors of the Company at a remuneration of Rs. 2,90,000/- (Rupees Two Lakh and Ninety Thousand Only) (including therein the XBRL conversion fees of Rs 20000/- only) plus out of pocket expenses for the Financial Year ending 31 December 2024.

In accordance with the provisions of Section 148 of the Companies Act, 2013 (Act), read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31 December 2023.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolution at Item No. of the Notice.

The Board recommends the passing of this Resolution at Item No. 5 of the accompanying Notice in the interest of the Company.

By Order of the Board,

S Srinivas .

Navi Mumbai, 15th May 2024

**S SRINIVAS
COMPANY SECRETARY
F11382**

**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]*

CIN	U99999MH1986PTC062170
Name of the Company	WÄRTSILÄ INDIA PRIVATE LIMITED
Registered Office	Seawoods Grand Central, 10 th floor, Tower 1, Sector 40, Seawoods Railway Station, Nerul Node, Navi Mumbai 400706.
Name of the Member(s)	
Registered Address	
Email ID	
Folio No./ Client ID	
DP ID	

We, being the member (s) of ___ shares of the above-named Company,
hereby appoint

Name	
Address	
Email ID	
Signature	

Or failing him/ her

Name	
Address	
Email ID	
Signature	

Or failing him/ her

Name	
Address	
Email ID	
Signature	

as my/ our proxy to attend and vote (on a poll) for me and on my behalf at the 36th Annual General Meeting of the Company, to be held on **Thursday, 27th June 2024 at 11.00 a.m.** at the Registered Office of the Company at Seawoods Grand Central, 10th floor, Tower 1, Sector 40, Seawoods Railway Station, Nerul Node, Navi Mumbai 400706.and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos.:

1. Adoption of the Audited Standalone Financial Statements for the financial year ended on 31 December 2023 and the Reports of the Board and Auditors thereon.
2. Adoption of the Audited Consolidated Financial Statements for financial year ended on 31 December 2023 and the Reports of the Auditors thereon.
3. To confirm the Interim Dividends already paid during the Financial Year i.e.,1st Interim Dividend @172.86 % (Rs.17.28 per share) declared on 19th December 2023.
4. Confirmation of Appointment of Statutory Auditors
5. Ratification of remuneration to the Cost Auditors

Signed this ___ day of June 2024

Signature of Shareholder	
Signature of Proxyholder	

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

