

NOTICE

NOTICE is hereby given that the **THIRTEENTH** Annual General Meeting of **FILTRUM AUTOCOMP PRIVATE LIMITED** will be held on Monday, September 12, 2022 at 10.30 AM through Microsoft Teams, Video Conferencing (VC) / other Audio Visual Means ('OAVM'), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for Financial Year ended March 31, 2022, together with the reports of Directors' and the Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint Director in place of Mr. Dhaval Arun Kirloskar (DIN: 00028818) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Director in place of Mr. Jaydeep Shantaram Bhagat (DIN: 08137018), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Director in place of Mr. Rohit Suresh Sapre (DIN: 09243114), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

6. To ratify remuneration payable to the cost auditors, Mrs. Varsha Limaye, for the financial year 2022-23.

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

“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, as amended from time to time, the remuneration of Rs.90,000/- (Rupees Ninety Thousand only) plus applicable Government Taxes, as recommended and approved by the Board of Directors, payable to Mrs. Varsha Limaye, Cost Accountants, as Cost Auditors, in connection with the audit of the relevant Cost records of the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, for the financial year 2022-2023, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

By order of the Board of Directors
For Filtrum Autocomp Private Limited

SD/-

Niranjan Kirloskar

Chairman

DIN: 00045933

88, Bahar, Aditya Nisarg, Bavdhan, Pune-21

August 05, 2022

Pune

NOTES:

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the ‘Act’), with respect to the Special Business to be transacted at the Thirteenth Annual General Meeting (the ‘Meeting/AGM’) is annexed hereto.
2. The Ministry of Corporate Affairs (“MCA”) has, vide its circular dated May 5, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021 and December 14, 2021 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“the Act”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the 13th AGM shall be 136, Park Marina Road, Baner, Pune-411045.
3. In compliance with MCA circulars, the Notice of the 13th AGM along with the Annual Report for FY 2021-22 is being sent only by email to the Members, on the email addresses registered with the Company. Members may note that the Notice of the 13th AGM will also be available on the Company’s website till the conclusion of the AGM.
4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.

5. Relevant documents referred to in the accompanying Notice, the Explanatory Statement and the statutory registers will be available for inspection electronically. The Members interested in inspection are requested to send an email to jaydeep.bhagat@filtrum.co.in.
6. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
7. Members attending the AGM through VC/OAVM shall be counted for reckoning the quorum under Section 103 of the Act.
8. As prescribed in the MCA Circulars and complying with the provisions of the Companies Act, 2013, a member may exercise voting right by show of hands. If demand of voting by poll is made by any member, in accordance with Section 109 of the Companies Act, 2013, the members are requested to convey their vote during the meeting on any resolution on which poll is demanded, on Company's designated e-mail id jaydeep.bhagat@filtrum.co.in.
9. The Members are requested to:
 - a. Intimate to the Company changes, if any, in their registered addresses, registered E-mail addresses, if any, at an early date.
 - b. Quote Ledger Folio numbers in all the correspondence.
 - c. Keep the copy of Annual Report at the Annual General Meeting.
10. Instructions for attending the AGM through VC:
 - A) A Microsoft Teams meeting Invite is sent to the Members of the Company in the email alongwith the Notice of AGM (hereinafter referred to as 'Link').
 - B) Members are requested to click on the link and join the meeting.
 - C) Members who do not have Microsoft Teams software are encouraged to join the meeting using Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge or Mozilla Firefox.
 - D) Members will be required to grant access to the web-cam to enable two-way video conferencing.
 - E) Members are advised to use stable Wi-Fi or LAN connection to participate at the AGM through VC in a smooth manner. Participants may experience audio/video loss in case of fluctuation in their respective networks.
 - F) Members who need technical assistance before or during the AGM, can contact Mr. Monik Taware on email id monik.taware@filtrum.co.in.
 - G) Members may pose questions during the Annual General Meeting or may submit questions in advance on email id jaydeep.bhagat@filtrum.co.in.
 - H) The facility for joining the meeting through VC / OAVM shall open for members from 10.15 a.m. IST i.e. 15 minutes before the time scheduled for the meeting and the Company may close the window for joining VC/OAVM facility 15 minutes after the scheduled time to start the AGM.

EXPLANATORY STATEMENT UNDER SECTION 102

THIS STATEMENT SETS OUT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT 2013, THE MATERIAL FACTS RELATING TO SPECIAL BUSINESS MENTIONED AT ITEM NO. 6 IN THE ACCOMPANYING NOTICE DATED AUGUST 05, 2022

Item No. 6.

To ratify remuneration payable to the cost auditors, Mrs. Varsha Limaye, for the financial year 2022-23.

The Board of Directors in their meeting held on August 05, 2022, approved the appointment of Mrs. Varsha Limaye, Cost Accountant to conduct the audit of the cost records of the Company for the financial year 2022-2023, at a remuneration of Rs. 90,000/- (Rupees Ninety Thousand only) plus applicable Government Taxes.

Pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company.

The Board recommends the resolution set out in item No.6 of the notice for approval and ratification by members of the Company.

No Director or their relatives are, in any way, concerned or interested, in the resolution. The Company has not appointed any key managerial personnel, in absence of applicability of such requirement and hence the question of disclosure of information with respect to key managerial personnel or their relatives, does not arise.

**By order of Board of Directors
For Filtrum Autocomp Private Limited**

SD/-
Niranjan Kirloskar
Chairman
DIN: 00045933
88, Bahar, Aditya Nisarg, Bavdhan, Pune-21

August 05, 2022
Pune