

**NOTICE OF EXTRA ORDINARY GENERAL MEETING
(Pursuant to Section 101 of the Companies Act, 2013)**

NOTICE is hereby given that the Extra Ordinary General Meeting of Filtrum Autocomp Private Limited will be held on Monday, May 27, 2024 at 11.00AM through Microsoft Teams, Video Conferencing (VC) / other Audio-Visual Means ('OAVM'), (Deemed Venue- S. No.129&130, P. No. 101, CTS No.1132/1133, 4th Floor, Flat No.401+402, "Aquila", Anand Park Co-op Hsg. Soc., Aundh, Pune-411007, Maharashtra, India) to transact the following business:

SPECIAL BUSINESS:

Alteration of object clause of Memorandum of Association of the Company.

To consider and if thought fit, to pass with or without modification, the following as a Special Resolution:

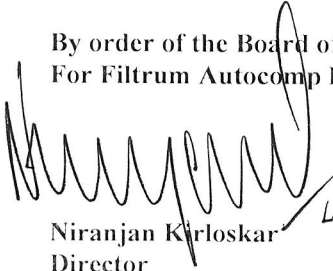
"RESOLVED THAT pursuant to Section 13 and other applicable provisions, if any of the Companies Act, 2013 (the Act) read with the rules and regulations made there under, as amended, and subject to confirmation of the Registrar of Companies and other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, consent of the members, be and is hereby accorded for amendment in the object clause of Memorandum of Association (MOA) in the following manner:

- i. The following clauses be **inserted** as **sub clause Nos. 2 and 3** under **Clause III – A** of the Main Object Clause of the Memorandum of Association after the existing sub clause No. 1:
 2. To carry on the business of Software and/or Application designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing with computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centers or over the web) or otherwise deal with own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centers using owned /hired or third party infrastructure and equipment, providing solutions/ Packages/ services through applications services provider mode via internet or otherwise, to undertake IT enabled services like call Centre Management, Back office processing, data warehousing and database management.
 3. To carry on the business of dealing and/or maintenance of hardware, computer systems and assemble data processors, program designs and to buy, sell or otherwise deal with such hardware and software packages and all types of accounting machines, calculators, computerized telecommunication systems and network, their components, spare parts, equipment and devices and to carry on the business of networking and network management, data centre management and in providing consultancy services in all above mentioned areas.

- ii. The existing sub clause nos. 2 to 49 under Clause III B of the Object Incidental or Ancillary to the attainment of Main Object clause of the Memorandum of Association be renumbered as clause nos. 4 to B 51 respectively.
- iii. The existing sub clause nos. 50 to 79 under Clause III C of the Object clause of the Memorandum of Association be renumbered as clause nos. 52 to 81 respectively.

RESOLVED FURTHER THAT Mr. Niranjan Kirloskar, (DIN:00045933) Director and Mr. Jaydeep Bhagat, (DIN:08137018) Whole Time Director of the Company be and are hereby authorized severally to take all the requisite, incidental, consequential steps to implement the above resolution and to perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, for giving effect to this resolution.”

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



Niranjan Kirloskar

Director

DIN: 00045933

Address: Bahar, 88, Aditya Nisarg, Pune-21

Pune

May 03, 2024

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 Extraordinary General Meeting (the 'Meeting/EOGM') is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") vide its circular No. 14/2020 dated April 8, 2020 , No. 17/2020 dated April 13, 2020 No. 20/2020 dated May 5, 2020 and No. 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") has permitted holding of the Extraordinary General Meeting ("EOGM") through Video Conferencing or OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act and MCA, the EOGM of the Company is being held through VC /OAVM and the physical attendance of the members is dispensed with. The deemed venue for the EOGM shall be the registered office of the Company.
3. In compliance with MCA circulars, the Notice of the EOGM along with the required documents 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 EOGM will also be available on the Company's website till the conclusion of the EOGM.
4. A member entitled to attend, vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself, and such proxy need not be a member of the company. Since this EOGM is being held through OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EOGM and hence the proxy form and attendance slip are not annexed to this notice.
5. Corporate Members intending to attend the EOGM through VC/OAVM through their authorized representative are requested to send to the Company a duly certified copy of the Board Resolution or authority letter authorizing their representative to attend and vote on their behalf at the Meeting.
6. 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@filrum.co.in.
7. Since the EOGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
8. Members attending the EOGM through VC/OAVM shall be counted for reckoning the quorum under Section 103 of the Act.
9. Instructions for attending the EOGM through VC:
 - A) A Microsoft Teams meeting Invite will be sent to the Members of the Company alongwith the Notice of EOGM (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 EOGM through VC in a smooth manner. Participants may experience audio/video loss in case of fluctuation in their respective networks.

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

The following Statement sets out, in terms of Section 102 of the Companies Act, 2013 (the Act), all material facts relating to Special business of the accompanying Notice dated May 03, 2024.

Alteration of object clause of Memorandum of Association of the Company.

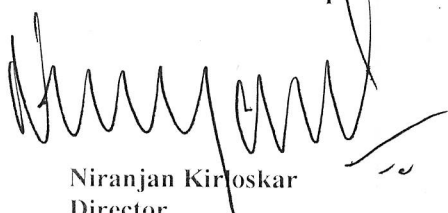
Considering the future prospects of the Company, two new clauses are proposed to be added in the Main object clause of Memorandum of Association ('MOA' hereafter) of the Company and consequential renumbering of the clauses in the MOA is proposed.

The alteration in object clause is subject to approval of members and subsequent confirmation of Registrar of Companies. The Board recommends the Special Resolution set forth in the Notice for approval of the Members.

Relevant documents referred to in this regard will be available for inspection electronically. The Members interested in inspection are requested to send an email to jaydeep.bhagat@filtrum.co.in.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice. The Company has not appointed any Key Managerial Personnel in absence of applicability of the provisions with respect to appointment of Key Managerial Personnel.

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



Niranjana Kirtoskar

Director

DIN: 00045933

Address: Bahar, 88, Aditya Nisarg, Pune-21

Pune

May 03, 2024