

## NOTICE

### (Pursuant to Section 101 of the Companies Act, 2013)

**NOTICE** is hereby given that the Thirty Eighth Annual General Meeting of Fleetguard Filters Private Limited will be held on Thursday, August 28, 2025, at 11.00 a.m. through Microsoft Teams, Video Conferencing (VC) / other Audio-Visual Means ('OAVM')/at the registered office of the Company at 136, Park Marina Road, Baner, Pune-411045, 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 March 31, 2025, the report of Board of Directors' and Auditors thereon.
2. To receive, consider and adopt the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2025. and the report of the Auditors thereon.
3. To confirm the payment of interim dividend declared by the Board of Directors.
4. To declare final dividend on equity shares of the Company.
5. To appoint Director in place of Mr. Jack Kienzler (DIN: 09623178), who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint Director in place of Ms. Stephanie Disher (DIN:09019356), who retires by rotation and being eligible, offers herself for re-appointment.
7. To appoint Director in place of Mr. Ajay Kirtane (DIN: 02711040), who retires by rotation and being eligible, offers himself for re-appointment.
8. To appoint Director in place of Ms. Avani Shah (DIN: 09772573), who retires by rotation and being eligible, offers herself for re-appointment.

#### SPECIAL BUSINESS:

9. To appoint Mr. Ajay Shriram Patil (DIN: 01217000) as Director of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force read with articles of association of the company, Mr. Ajay Shriram Patil (DIN: 01217000), who was appointed as an Additional Director by the Board of Directors of the Company on April 01, 2025, and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a in a Professional Capacity as Non-Executive Director of the Company, liable to retire by rotation."

## Fleetguard Filters Private Limited

Corporate Identification No. U29197MH1987PTC042672

Regd. Office: 136, Park Marina Road, Baner, Pune-411 045 Maharashtra, India. Tel.: +91 20 6717 9111/222, +91 20 3997 0111/222  
Fax: +91 20 3997 0333 | Email: marketing@fleetguard-filtrum.com | Website: www.fleetguard-filtrum.com

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**10. To ratify remuneration of Mrs. Varsha Limaye, Cost Auditors, for the financial year 2025-26.**

To consider and, if thought fit, to pass with or without modification(s), 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 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration of Rs. 5,50,000/- (Rupees Five Lakh Fifty Thousand only) plus applicable Government Taxes, 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 2025-2026, be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is 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 FLEETGUARD FILTERS PRIVATE LIMITED**



**NIRANJANA KIRLOSKAR**  
**MANAGING DIRECTOR**  
**DIN: 00045933**

**88, Bahar, Aditya Nisarg, Bavdhan, Pune-411021**

**August 04, 2025**  
**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 38<sup>th</sup> Annual General Meeting (the ‘Meeting/AGM’) is annexed hereto.
2. The Ministry of Corporate Affairs (“MCA”) vide its circular No. 14/2020 dated April 8, 2020 and No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5 2022, 10/2022 dated 28 December 2022 and 09/2023 dated 25 September 2023 (collectively referred to as “MCA Circulars”) has permitted holding of the Annual General Meeting (“AGM”) 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 AGM of the Company is being held through VC /OAVM and the physical attendance of the members is dispensed with. The deemed venue for the 38<sup>th</sup> AGM shall be the registered office of the Company.
3. In compliance with MCA circulars, the Notice of the 38<sup>th</sup> AGM along with the Annual Report for FY 2024-25 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 38<sup>th</sup> AGM will also be available on the Company’s website till the conclusion of the AGM.

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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 AGM 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 AGM and hence the proxy form and attendance slip are not annexed to this notice.
5. Corporate Members intending to attend the AGM 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 [skk@fleetguard-filtrum.com](mailto:skk@fleetguard-filtrum.com).
7. Members who would like to express their views/have questions to be asked at the AGM may register themselves as a speaker by sending their request from their registered email address to the President of the Company on the email address [skk@fleetguard-filtrum.com](mailto:skk@fleetguard-filtrum.com).
8. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
9. Members attending the AGM through VC/OAVM shall be counted for reckoning the quorum under Section 103 of the Act.
10. Instructions for attending the AGM through VC:
  - A) A Microsoft Teams meeting Invite will be sent to the Members of the Company 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 webcam 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. Pratik Borkar, Executive on [p.g.borkar@fleetguard-filtrum.com](mailto:p.g.borkar@fleetguard-filtrum.com).
  - G) The facility for joining the meeting through VC / OAVM shall be open for members 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.

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## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

As required by Section 102(1) of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out the material facts relating to the Special Business mentioned under item No.9 and item No. 10 in the accompanying Notice dated August 04, 2025.

### Item No.9

#### To appoint Mr. Ajay Shriram Patil (DIN: 01217000) as Director of the Company.

Mr. Ajay Shriram Patil (DIN: 01217000) was appointed as an Additional Director of the Company by the Board w.e.f April 01, 2025, and he holds office till the conclusion of this Annual General Meeting of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and is eligible to be appointed as a Director of the Company.

Mr. Ajay Shriram Patil (DIN: 01217000) has relevant business experience. The Board considers that his experience and expertise would benefit the Company and it would be desirable to continue to obtain his services as Director in the category of Professional, non-executive director.

He has given a notice in writing to the Company, proposing his candidature for the office of Non-Executive Director of the Company.

Details of Director seeking appointment at the forthcoming Annual General Meeting  
(in pursuance of Secretarial Standard 2 of ICSI)

#	Particulars	Details
1.	Name of Director	Mr. Ajay Shriram Patil
2.	DIN	01217000
3.	Date of Birth	12/12/1964
4.	Age	60 years
5.	Nationality	Indian
6.	Date of appointment on the Board	April 01, 2025
7.	Shareholding in the Company	NIL
8.	Directorships held in other Companies	1. RSB Transmissions India Limited- Global Chief Financial Officer 2. Alicon Castalloy Limited-Director and Chairman of Audit Committee, Member of Risk and CSR Committee 3. KSH International Limited- Independent Director, Chairman of Audit Committee, Member of Risk and Nomination and Remuneration Committee.

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9.	Membership/ Chairmanship of Committees	NA
10.	Qualifications	Cost Accountant
11.	Experience	More than 25 Years
12.	No. of Board meeting/s attended during the year	0
13.	No. of Committee meeting/s attended during the year	NA
14.	Terms and conditions of appointment / re-appointment	Non-Executive Director, Professional Category
15.	Details of remuneration sought to be paid	NIL
16.	Remuneration last drawn	NA
17.	Relationship with other Directors / KMP	NA

Relevant documents in this regard will be available for inspection electronically. The Members interested in inspection are requested to send an email to [skk@fleetguard-filtrum.com](mailto:skk@fleetguard-filtrum.com).

The Board recommends the resolution as set out in **Item No.9** of the Notice for the approval of the Members.

Except Mr. Ajay Shriram Patil, being the appointee himself, none of the other Directors are deemed to be concerned or interested in the said resolution. The provisions of appointment of KMP are not applicable to the Company.

#### ITEM No.10

#### To ratify remuneration payable to the cost auditors, Mrs. Varsha Limaye, for the financial year 2025-26

The Board of Directors in their meeting held on August 04, 2025, has approved the appointment of Mrs. Varsha Limaye, Cost Accountant, to conduct the audit of the cost records of the Company for the financial year 2025-2026, at a remuneration of Rs. 5,50,000/- (Rupees Five Lakh Fifty 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.

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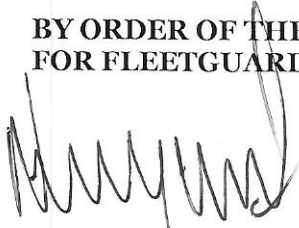
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The Board recommends the resolution set out in item No. 10 of the notice for approval and ratification by members of the Company.

None of the Directors / their relatives is in any way, concerned or interested, in the resolution. The provisions of appointment of KMP are not applicable to the company.

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR FLEETGUARD FILTERS PRIVATE LIMITED**



**NIRANJANA KIRLOSKAR  
MANAGING DIRECTOR**

**88, Bahar, Aditya Nisarg, Bavdhan,  
Pune-411021**

**DIN: 00045933**

**August 04, 2025  
Pune**

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