

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. 8 and item No.9 in the accompanying Notice dated August 05, 2022

Item No.8

To appoint Mr. Jack Michael Kienzler (DIN: 09623178) as Director of the Company.

Mr. Jack Michael Kienzler (DIN: 09623178) was appointed as an Additional Director of the Company by the Board w.e.f June 10, 2022 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.

Mr. Jack Michael Kienzler (DIN: 09623178) is having relevant business experience. The Board considers that his experience and expertise would benefit the Company and it would be desirable to continue to avail his services as a Director.

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. Jack Michael Kienzler
2.	DIN	09623178
3.	Date of Birth	November 11, 1985
4.	Age	36 Years
5.	Nationality	USA
6.	Date of appointment on the Board	June 10, 2022
7.	Shareholding in the Company	NIL
8.	Directorships held in other Companies	NIL
9.	Membership/ Chairmanship of Committees	NIL
10.	Qualifications	Master of Business Administration, Certified Public Accountant
11.	Experience	More than 10 Years
12.	No. of Board meeting/s attended during the year	0
13.	No. of Committee meeting/s attended during the year	0

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
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(Dispute, if any, subject to appropriate court in Pune jurisdiction only)

14.	Terms and conditions of appointment / re-appointment	He will be Non-executive Director and Chairman of the Company
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 for inspection are requested to send an email to skk@fleetguard-filtrum.com.

The Board recommends the resolution as set out in Item No.8 of the Notice for the approval of the Members.

Except Mr. Jack Michael Kienzler, being the appointee himself none of the other Directors are deemed to be concerned or interested in the said resolution.

ITEM No.9

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, 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 2022-2023, at a remuneration of Rs. 4.75 Lakhs (Rupees Four Lakhs Seventy-Five 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. 9 of the notice for approval and ratification by members of the Company.

No Director, Key Managerial Personnel or their relatives are, in any way, concerned or interested, in the resolution.

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

**SD/-
NIRANJAN KIRLOSKAR
MANAGING DIRECTOR
88, Bahar, Aditya Nisarg, Bavdhan, Pune-411021
DIN: 00045933**

**August 05, 2022
Pune**

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ROUTE MAP FOR THE ANNUAL GENERAL MEETING OF FLEETGUARD FILTERS PRIVATE LIMITED DATED SEPTEMBER 15, 2022.



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