

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Fifty Fourth (54th) Annual General Meeting of the Members of MAHLE ANAND Filter Systems Private Limited will be held on Thursday, 31st December, 2020, at 11:00 A.M. at the Registered Office of the Company at 1, Sri Aurobindo Marg, New Delhi-110016, India to transact the following businesses:

**MAHLE ANAND Filter Systems
Private Limited**

(formerly known as MAHLE Filter
Systems (India) Private Limited)

38th Milestone, NH-8

Behrampur Road, Khandsa,

Gurugram-122 001, Haryana, India

Email: mafs.contact@in.mahle.com

CIN: U74899DL1966PTC004919

Phone +91 124-4501200, 4501201

Fax +91 124-4501216

www.mahleanandfiltersystems.com

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements as at 31st March, 2020 comprising of Balance Sheet, Statement of Profit & Loss, Statement of Changes in Equity, Cash Flow Statement and Notes annexed thereto for the year ended on that date and the Report of the Auditors and Directors' thereon.
2. To confirm interim dividend for the Financial Year 2019-20.

SPECIAL BUSINESS

3. Ratification of remuneration payable to the Cost Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, the Members of the Company hereby ratify the remuneration of Cost Auditors amounting to Rs. 364,500/- (Rupees Three Lakh Sixty Four Thousand Five Hundred only) plus GST as applicable and reimbursement of out of pocket expenses as may be incurred by M/s R. J. Goel & Co., Cost Accountants, New Delhi (Firm Registration Number 000026) as appointed by the Board of Directors of the Company in their Meeting held on 15th June, 2020 to conduct the audit of the cost records of the Company for the Financial Year 2020-21.”

Registered Office :

1, Sri Aurobindo Marg, Hauz Khas,

New Delhi-110 016, India

4. Appointment of Mr. Martin Josef Weidlich as Director

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

“RESOLVED THAT Mr. Martin Josef Weidlich (DIN: 08751099), who was appointed as an Additional Director of the Company w.e.f 15th June, 2020 by the Board of Directors under Section 161(1) of the Companies Act, 2013 and the Rules made thereunder, holds office upto the date of this Fifty Fourth (54th) Annual General Meeting, be and is hereby appointed as a Non-Executive Director of the Company with immediate effect.”

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
MAHLE ANAND FILTER SYSTEMS PRIVATE LIMITED**

Sd/-

RITURAJ SINGH KALRA

DIRECTOR

DIN: 08156041

Date: 9th December, 2020

Place: Pune

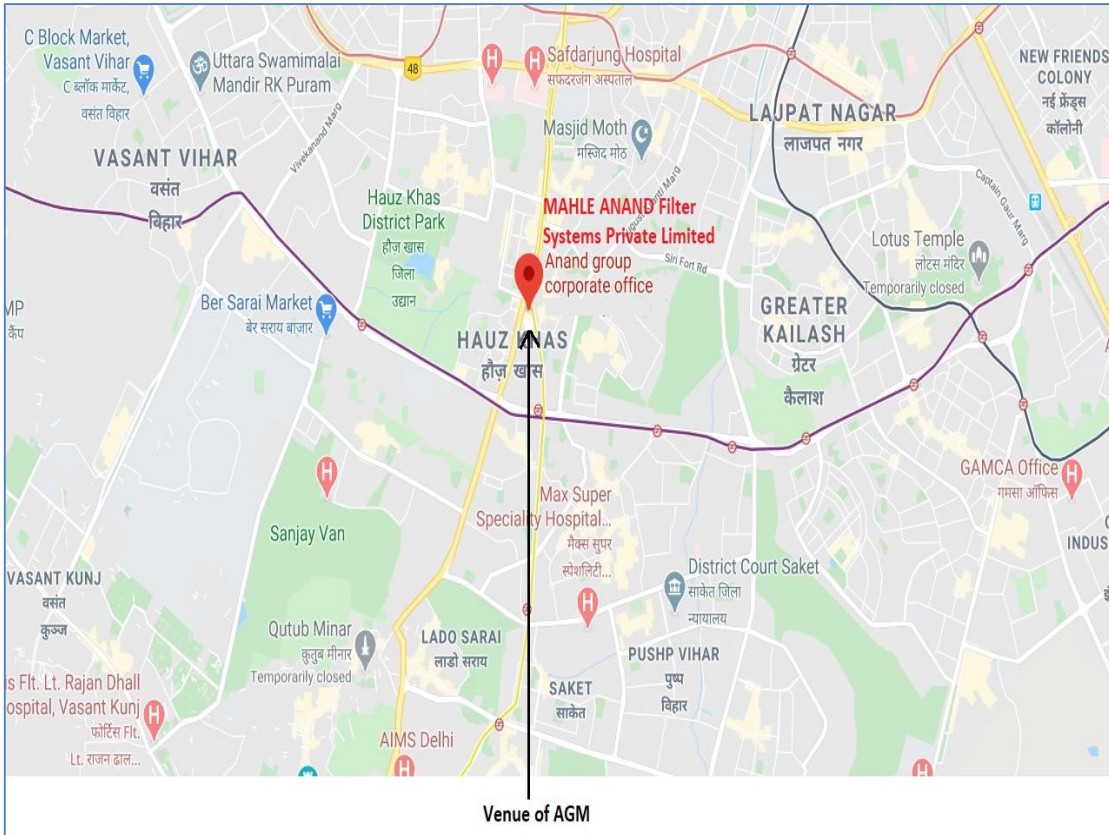
NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a Member of the Company. The instrument appointing a proxy, in order to be effective, must be duly filled, stamped and signed and must reach the Registered Office of the Company not later than forty-eight hours before the commencement of the Annual General Meeting. A blank Proxy Form MGT-11 is enclosed.
2. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.
3. Corporate Members are requested to send to the Company a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorising their representative to attend and vote on their behalf at the Annual General Meeting.

4. Members are requested to bring their Attendance Slip duly filled and signed mentioning therein details of their DP ID and Client ID/ Folio No. The attendance slip for AGM is enclosed in the Annual Report.
5. All the documents referred to in the Notice shall be open for inspection at the Head Office of the Company at 38th Milestone, National Highway No. 8, Behrampur Road, Khandsa, Gurugram, Haryana – 122001, India on all working days except Saturdays and Sundays, between 9:00 A.M. and 6:00 P.M. and up to the date of the AGM.
6. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in relation to Business Item No. 3 & 4 of the Notice are annexed hereto.
7. Members are requested to:
 - (i) Notify immediately of any change in their address to the Company.
 - (ii) Quote their Folio no. / Demat Account no. in all correspondences with the Company.
 - (iii) Notify the updated and valid E-mail Id for receiving electronic communications from the Company.

ROUTE MAP TO THE AGM VENUE

Venue: 1, Sri Aurobindo Marg, New Delhi-110016, India



EXPLANATORY STATEMENTS

(Pursuant to Section 102 of the Companies Act, 2013 and Rules made thereunder)

The following explanatory statements set out all material facts relating to the Special Businesses mentioned in the notice of Fifty Fourth (54th) Annual General Meeting:

Item No. 3:

Ratification of remuneration payable to the Cost Auditors

The Board, on recommendation of the Audit Committee, at its meeting held on 15th June, 2020 has reappointed M/s R. J. Goel & Co., Cost Accountants as Cost Auditors, on the remuneration of Rs. 364,500/- (Rupees Three Lakh Sixty Four Thousand Five Hundred only) plus GST as applicable and re-imburement of out of pocket expenses incurred by them, to conduct the audit of the cost records of the Company for the Financial Year 2020-21. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Rules made thereunder, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item no. 3 of the Notice for approval of the remuneration payable to the Cost Auditors for the Financial Year 2020-21.

The Board recommends approval of the remuneration payable to the Cost Auditors and passing of the resolution set out at Item No. 3 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution.

Item No. 4:

Appointment of Mr. Martin Josef Weidlich as Director

The Board has, by a resolution passed at its meeting held on 15th June, 2020, appointed Mr. Martin Josef Weidlich (DIN: 08751099) as a Non-Executive Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Rules made thereunder. The appointment of Mr. Martin Josef Weidlich was effective from 15th June, 2020 and he holds the office of Director upto the date of Fifty Fourth (54th) Annual General Meeting of the Company. Therefore, it is proposed to regularise the appointment of Mr. Martin Josef Weidlich as Director of the Company.

Intimation under Section 164(2) of the Companies Act, 2013 has been received from Mr. Martin Josef Weidlich i.e. Mr. Martin Josef Weidlich is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has consented to act as the Director of the Company.

A brief profile of Mr. Martin Josef Weidlich is as follows:

Age	49 Years
Qualifications	Engineering and Technical Business Management from University of Cologne
Experience	More than 29 years
Terms and Conditions of Appointment	Non - Executive Director
Remuneration Sought to be Paid	Not Applicable
Date of First Appointment on the Board	15 th June, 2020 as an Additional Director
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel	NIL
Number of Meetings of the Board attended during the year 2020	4
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Managing Director: <ul style="list-style-type: none"> • MAHLE Filtration Systems (Hubei) Co. Ltd. • MAHLE Filter Systems (Tianjin) Co. Ltd. • MAHLE Shanghai Filter Systems Co. Ltd. • MAHLE Filtersysteme GmbH, Stuttgart • MAHLE Filtersysteme GmbH, Oehringen • MAHLE Filtersysteme GmbH, Muehlacker • MAHLE GmbH, Stuttgart • MAHLE GmbH, Fellbach • MAHLE GmbH, Rottweil • MAHLE Filter Systems Japan Corporation

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item no. 4 of the Notice for appointment of Mr. Martin Josef Weidlich as Director of the Company. The Board recommends approval for appointment of Mr. Martin Josef Weidlich as Director of the Company and passing of the resolution set out at Item No. 4 of the Notice.

Except Mr. Martin Josef Weidlich, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF
MAHLE ANAND FILTER SYSTEMS PRIVATE LIMITED**

Sd/-

RITURAJ SINGH KALRA

DIRECTOR

DIN: 08156041

Date: 9th December, 2020

Place: Pune

MAHLE ANAND Filter Systems Private Limited

Head Office: 38th Milestone, National Highway No. 8, Behrampur Road,
Khandsa, Gurugram, Haryana – 122001 India

Tel: +91 124 4501200, 4501201 / Fax: +91 124 - 2215-216

Mail: mafs.contact@mahle.com / **Web:** www.mahleanandfiltersystems.com

Registered Office: 1, Sri Aurobindo Marg, New Delhi – 110016 India

CIN: U74899DL1966PTC004919

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: U74899DL1966PTC004919

Name of the Company: MAHLE ANAND FILTER SYSTEMS PRIVATE LIMITED

Registered office: 1, SRI AUROBINDO MARG, NEW DELHI-110016, INDIA

Name of the Member(s): _____

Registered Address: _____

E-mail Id: _____

Folio No/ Client Id: _____

DP ID: _____

I/ We, being the Member(s) and holding _____
shares of the above named Company, hereby appoint:

1. **Name:** _____
Address: _____
E-mail Id: _____
Signature: _____, or failing him

2. **Name:** _____
Address: _____
E-mail Id: _____
Signature: _____, or failing him

3. **Name:** _____
Address: _____
E-mail Id: _____
Signature: _____

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Fifty Fourth (54th) Annual General Meeting of the Company, to be held on Thursday, 31st December, 2020, at 11:00 A.M. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution/ Item No:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements as at 31st March, 2020 comprising of Balance Sheet, Statement of Profit & Loss, Statement of Changes in Equity, Cash Flow Statement and Notes annexed thereto for the year ended on that date and the Report of the Auditors and Directors' thereon.
2. To confirm Interim Dividend for the Financial Year 2019-20.

Special Business:

3. Ratification of remuneration payable to the Cost Auditors.
4. Appointment of Mr. Martin Josef Weidlich as Director.

Signed this _____ day of _____, 2020.

Name and Signatures of Member(s):

Name and Signatures of Proxy Holder(s):

Affix Revenue Stamp

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.

MAHLE ANAND Filter Systems Private Limited

Head Office: 38th Milestone, National Highway No. 8, Behrampur Road,
Khandsa, Gurugram, Haryana – 122001 India

Tel: +91 124 4501200, 4501201 / Fax: +91 124 - 2215-216

Mail: mafs.contact@mahle.com / **Web:** www.mahleanandfiltersystems.com

Registered Office: 1, Sri Aurobindo Marg, New Delhi – 110016 India

CIN: U74899DL1966PTC004919

Attendance Slip

(Members attending the Meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.)

I/ We hereby record my/ our presence at the 54th Annual General Meeting of the Members of the Company at 1, Sri Aurobindo Marg, New Delhi–110016, India, being held on Thursday, 31st December, 2020, at 11:00 A.M.

No. of Shares held _____

Full name of Member
(in block capital letters)

Signatures

Folio No. _____ / DP ID No.* _____ & Client ID No.* _____

*Applicable for Members holding shares in demat form.

Full name of Proxy

Signatures