

NOTICE OF FIFTY SEVENTH (57TH) ANNUAL GENERAL MEETING

Notice is hereby given that the Fifty Seventh (57th) Annual General Meeting (“AGM”) of the Members of MAHLE ANAND Filter Systems Private Limited will be held on Friday, 4th August 2023, 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**
38th Milestone, NH-8
Behrampur Road, Khandsa,
Gurugram-122 001, Haryana, India
Email: mafs.contact@mahle.com
CIN: U74899DL1966PTC004919
Phone +91 124-4501200, 4501201
www.mahleanandfiltersystems.com

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements as at 31st March 2023 comprising of Balance Sheet, Statement of Profit & Loss, Statement of Changes in Equity, Cash Flow Statement and Notes annexed thereto for the financial year ended on that date and the Report of the Auditors and Directors’ thereon.
2. To confirm interim dividend and declare final dividend for the financial year 2022-23.

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 Rules made thereunder, the Members of the Company hereby ratify the remuneration payable to M/s R. J. Goel & Co., Cost Accountants, New Delhi, Firm Registration Number: 000026 (appointed by the Board of Directors to conduct the audit of Cost records for the financial year 2023-24) amounting to INR 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.”

Registered Office :
1, Sri Aurobindo Marg, Hauz Khas,
New Delhi-110 016, India

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

Sd/-

DURGESH BABBAR

COMPANY SECRETARY

ICSI Membership No: A56037

Address: 310 Ward No. 9, Housing Board Colony Ext., Sonipat, Haryana-131001 India

Date: 15th June, 2023

Place: Gurugram

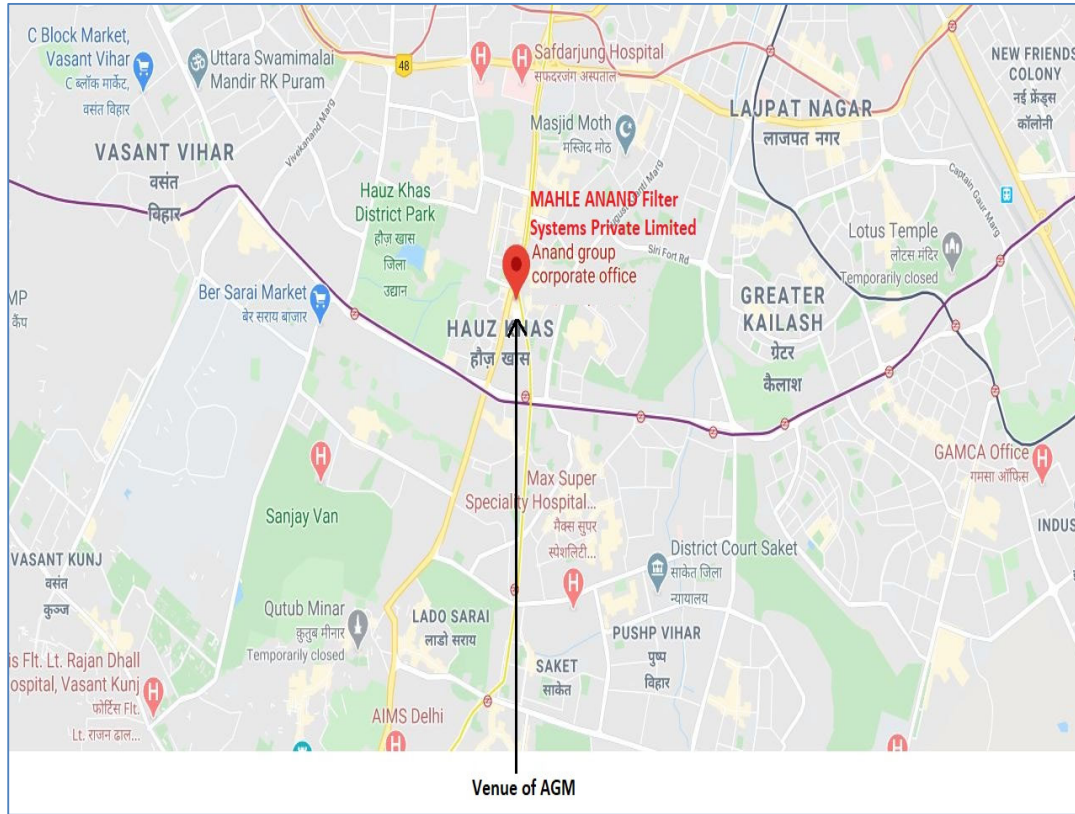
NOTES:

1. A Member entitled to attend and vote at the 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, Khandasa, Gurugram, Haryana – 122001, India on all working days except Saturdays and Sundays, between 9:00 A.M. and 6:00 P.M. up to the date of the AGM.
6. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in relation to Item No. 3 of the Notice are annexed hereto.

7. The Company has sent the Annual Report only in electronic form to the registered email addresses of the Members.
8. Final Dividend, as may be declared by the Members at the AGM, will be paid to those Members whose names stand on the Company's Register of Members as on the date of AGM i.e. 4th August 2023.
9. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate the risks associated with maintaining physical shares and for ease of portfolio management.
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
11. Members are requested to:
 - (i) Notify immediately the updated E-mail Id for receiving electronic communications from the Company.
 - (ii) Notify immediately of any change in their address to the Company.
 - (iii) Quote their Folio no. / Demat Account no. in all correspondences with 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 Business mentioned in the notice of Fifty Seventh (57th) Annual General Meeting:

Item No. 3:

Ratification of remuneration payable to the Cost Auditors

The Board of Directors, on recommendation of the Audit Committee, in its meeting held on 15th June, 2023 has reappointed M/s R. J. Goel & Co., Cost Accountants as Cost Auditors to conduct the audit of Cost records of the Company at the Plants situated at Gurugram, Parwanoo Units - I & II, Pune, and Chennai for the financial year 2023-24, on the remuneration of INR 364,500/- (Rupees Three Lakh Sixty Four Thousand Five Hundred only) plus GST as applicable and re-imbursment of out of pocket expenses incurred by them. 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 ratification of remuneration payable to the Cost Auditors for the financial year 2023-24.

The Board recommends ratification of 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 are 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/-

DURGESH BABBAR

COMPANY SECRETARY

ICSI Membership No: A56037

Address: 310 Ward No. 9, Housing Board Colony Ext., Sonipat, Haryana-131001 India

Date: 15th June, 2023

Place: Gurugram

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, **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 Seventh (57th) Annual General Meeting of the Company, to be held on Friday, 4th August 2023, 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 2023 comprising of Balance Sheet, Statement of Profit & Loss, Statement of Changes in Equity, Cash Flow Statement and Notes annexed thereto for the financial year ended on that date and the Report of the Auditors and Directors' thereon.

2. To confirm interim dividend and declare final dividend for the financial year 2022-23.

Special Business:

3. Ratification of remuneration payable to the Cost Auditors.

Signed this _____ day of _____, 2023.

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, **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 57th Annual General Meeting of the Members of the Company at 1, Sri Aurobindo Marg, New Delhi–110016, India, being held on Friday, 4th August 2023, 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