

FILTRA CONSULTANTS AND ENGINEERS LTD

Registered Office: - 1501, Synergy Business Park, Sahakar Wadi, Off Aarey Road,
Near Synthofine Industrial Estate, Goregaon (E), Mumbai 400063

Tel: 61898700 / 65214354 email:dir@filtra.in

Web Site: www.filtra.in

CIN: L41000MH2011PLC217837



NOTICE

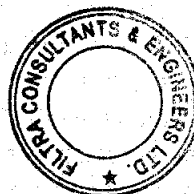
Notice is hereby given that the Extra-ordinary General Meeting of the Members of Filtra Consultants And Engineers Limited will be held on Tuesday, March 29, 2016 at 11.00 a.m. at the Registered Office of the Company at 1501, Synergy Business Park, Sahakar Wadi, Off Aarey Road, Near Synthofine Industrial Estate, Goregaon (E), Mumbai 400063 to transact the following business:

Special Business

1. To consider, and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 (as amended from time to time), Chapter IX of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors (hereinafter referred to as 'The Board', which expression shall be deemed to include a committee of directors duly authorised in this behalf) of the Company and such permissions, sanctions and approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board to capitalize a sum of Rs.4,11,15,000/- (Rupees Four Crore Eleven Lacs Fifteen Thousand Only) out of the Company's Free Reserve, Profit and loss account credit balance, Securities Premium account or such other accounts as are permissible to be utilized for the purpose as per the audited accounts of the Company as on September 30, 2015 and that the said sum so capitalised be applied for issuance of 41,11,500 (Forty One Lacs Eleven Thousand Five Hundred) Equity Shares of Rs.10/- each (hereinafter referred to as the 'Bonus Shares') at par in the share capital of the Company as fully paid-up Bonus Shares to and amongst the eligible Members of Company whose names appear in the Register of Members/beneficial holders of the Company as the holders of Equity Shares of Rs.10/- each in the Company on Friday, April 8, 2016 (hereinafter referred to as 'Record date'), in the proportion of 3 (Three) bonus fully paid equity shares of Rs.10/- each for every 2 (Two) existing fully paid equity share of Rs.10/- each held by such Members on the Record date and that the new Bonus Equity Shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the Equity Share Capital of the Company held by each such Members and not as income and the said Bonus Equity Shares shall be issued and allotted shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid Equity Shares of the Company except that they shall not be entitled to participate in any dividend which may be declared or paid by the Company in respect of any period prior to the financial year in which the bonus shares may be allotted.

(2)



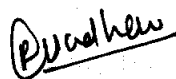
RESOLVED FURTHER THAT no letters of allotment shall be issued to the allottees of the bonus shares.

RESOLVED FURTHER THAT in making the distribution of the bonus shares as aforesaid, the Board shall not issue fractional shares if the same shall arise out of such distribution but the said bonus shares represented by the total number of such fractional shares shall be allotted to such person or persons as may be appointed in this behalf by the Board upon trust to sell the same as soon as practicable and, after payment of all expenses of the sale, to distribute the net proceeds thereof amongst the members in proportion to their respective fractional entitlements thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for Listing of the Bonus Equity Shares so allotted on the Stock Exchanges where the securities of the Company are listed as per the Listing Agreement with the Stock Exchange concerned and other applicable laws and regulations and to make necessary application with the National Security Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for crediting the Bonus shares to the individual depository accounts of all the allottees.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may in its absolute discretion, deem necessary, expedient including settling any question, doubt or difficulties that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution and the Board's decision in this regard shall be final and binding."

By order of the Board of Directors of
Filtra Consultants and Engineers Limited,
(CIN: L41000MH2011PLC217837)


Rupesh Jadhav
Company Secretary and Compliance Officer
(Mem No: ACS38001)



Address: 05, Rachna Kutir Chawl,
Navjala Pada,
Haji Babu Road,
Malad (E), Mumbai, 400097

Date: February 22, 2016

Place: Mumbai

Registered Office:

1501, Synergy Business Park,
Sahakar Wadi, off Aarey Road,
Near Synthofine Industrial Estate,
Goregaon (E), Mumbai - 400063

Notes:

1. A Member entitled to attend and vote at the Extra-ordinary General Meeting is entitled to appoint a proxy/ proxies to attend and vote instead of himself/herself and the proxy/proxies need not be a Member of the Company. The proxies, in order to be valid, must be duly completed, stamped and signed and must reach the Company's Registered Office not less than 48 hours before the commencement of the meeting.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the 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 his/her proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.

2. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to Special Business to be transacted at the Meeting is annexed hereto.
3. Electronic copy of the notice of the Extra-ordinary General Meeting, inter alia, along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the notice of the Extra-ordinary General Meeting, inter alia, along with Attendance Slip and Proxy Form is being sent in the physical mode.
4. Members are requested to promptly notify any changes in their address/registered email IDs/ status at the Registered Office of the Company.
5. For the convenience of the Members, attendance slip is enclosed with the notice of the Extra-ordinary General Meeting. Members/ Proxy Holders/Authorized Representatives are requested to fill in and sign at the space provided therein and submit the same at the venue of the Meeting. Proxy/Authorized Representatives of Members should state on the attendance slip as 'Proxy' or 'Authorized Representative', as the case may be.
6. Corporate Members are requested to forward a certified copy of the Board Resolution authorizing their representatives to attend and vote at the Extra-ordinary General Meeting.
7. Members are informed that in case joint holders attend the Meeting, only such joint holder who is higher in the order of names in the Register of Members/Beneficial Holders will be entitled to vote.
8. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 a.m. to 3.00 p.m.) on all working days except Sundays and public holidays upto and including the date of the this Extra-ordinary General Meeting of the Company.
9. The Companies (Management and Administration) Amendment Rules, 2015 dated March 19, 2015 the e-voting provisions in terms of section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014, exempts the Company listed on SME Segment of Stock Exchanges from the compliance of provisions related to e-voting. As the Company is listed on SME Segment of BSE Limited, the e-voting provisions mentioned under said section are not applicable. Therefore the Company has not made arrangement to its members to exercise their right to vote at Extra-ordinary General Meeting by electronic means.


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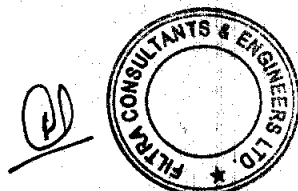


10. The members shall note that the facility for voting shall be provided at the meeting through by show of hands or through poll paper (if demanded in accordance with the provisions of the Companies Act, 2013 and Rules made there under). The members attending the meeting shall be able to exercise their voting rights at the meeting.
11. Members are requested to bring their copy of the Notice of Extra-ordinary General Meeting, Attendance slip and their photo identity proof at the Extra-ordinary General Meeting.
12. Map of venue of the AGM is enclosed after the notice.

EXTRA-ORDINARY GENERAL MEETING VENUE



 1501, Synergy Business Park, Sahakar Wadi, Off Aarey Road, Near Synthofine Industrial Estate, Goregaon (E), Mumbai – 400 063



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

Item No. 1:

The Company has sufficient free reserves, profits and Securities Premium to its credit. Therefore, the Board has decided that the Members of the Company be given the benefit of the reserves and surplus built by the Company. The Audited Financial Statement of the Company as on September 30, 2015 represents the sufficient balance standing to the credit of Securities Premium Account/ Free Reserves and Profit and Loss account to issue Bonus Shares. In view of the above circumstances, Directors of the Company in their meeting held on February 22, 2016 have considered it desirable to issue Bonus Shares to the equity shareholders of the Company after capitalizing a sum of Rs. 4,11,15,000/- (Rupees Four Crores Eleven Lacs Fifteen Thousands Only) out of the Company's Free Reserve, Profit and loss account credit balance, Securities Premium account or such other accounts as are permissible to be utilized for the purpose, as per the audited accounts of the Company as on September 30, 2015 and distributed in the proportion of 3 fully paid equity shares of Rs.10/- of the Company for every 2 existing fully paid equity share of Rs.10/- of the Company held by them as on the Record date as may be decided by the Members, which is proposed to be Friday, April 8, 2016, and that such new shares as and when issued and fully paid shall rank pari-passu with the existing issued ordinary shares.

The issue of fully paid Bonus Equity Shares by way of capitalization of profits/ reserves is permitted under Section 63 of the Companies Act, 2013. The proposed issue of Bonus Equity Shares also fulfills the SEBI Regulations. Applications will be made to the Stock Exchanges for permission to listing and dealing in such Bonus Equity Shares. The Article No.167 of the Articles of Association of the Company permits capitalization of reserves by applying the same towards issue and distribution of fully paid shares to the Members, after obtaining approval of the Members of Company by way of an Ordinary Resolution and hence the above resolution is proposed for the approval of the Members as an Ordinary Resolution.

It is also necessary/expedient to authorize the Board of Directors of the Company or any Committee thereof, to complete all the regulatory formalities in connection with the issue of Bonus Shares that may be prescribed by the Companies Act, 2013, SEBI, the Stock Exchanges on which the Company's securities are listed or any other regulatory authority.

Pursuant to provisions of Section 102(1) of the Companies Act, 2013 nature of concern and interest of Directors and Key Managerial Persons are as follows:

Following Directors are interested only to the extent of their shareholding and to the extent of shares which may be allotted to them by the Company as Bonus Shares;

- a. Mr. Ketan Khant (DIN: 03506163) holds 15,00,000 equity shares in the Company.



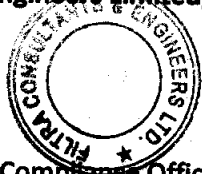
- b. Mrs. Anjali Khant (DIN: 03506175) holds 4,99,980 equity shares in the Company.
c. Mr. Ashfak Mulla (DIN: 03506172) holds 4 equity share in the Company

Other than the above, no other financial interest of the Directors of the Company in the said resolution.

The Board of Directors is of the opinion that aforesaid issuance of Bonus Shares is in the best interest of the Company and Investors hence recommends passing of Resolution as set out at Item No.1 of the accompanying notice as Ordinary Resolution for the approval of the Members.

By order of the Board of Directors of
Filtra Consultants and Engineers Limited,

Rupesh Jadhav



Rupesh Jadhav
Company Secretary and Compliance Officer
(Mem No: ACS38001)

Address: 05, Rachna Kutir Chawl,
Navjala Pada,
Haji Babu Road,
Malad (E), Mumbai, 400097

Date: February 22, 2016

Place: Mumbai

Registered Office:

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**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]

FILTRA CONSULTANTS AND ENGINEERS LIMITED

CIN: L41000MH2011PLC217837

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Extra-ordinary General Meeting – Tuesday, March 29, 2016

Name of the Member(s):

Registered Address:

Email:

Folio no. / Client ID:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:..... Email Id:

Address:
.....

Signature:....., or failing him/her

2. Name:..... Email Id:

Address:
.....

Signature:....., or failing him/her

3. Name:..... Email Id:

Address:
.....

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company to be held on the Tuesday, March 29, 2016 at 11.00 a.m. at the Registered Office of the Company situated at 1501, Synergy Business Park, Sahakar Wadi, off Aarey Road, Near Synthofine Industrial Estate, Goregaon (E), Mumbai - 400063 and at any adjournment thereof in respect of resolution as indicated below:

Res. No.	Resolution	For	Against
Special Business			
1.	To issue Bonus Shares by capitalization of Profit, free reserves and securities premium account. (Ordinary Resolution)		

Signed this _____ day of _____ 2016

<p>Affix revenue stamp</p>

Signature of shareholder

Signature of Proxy holder(s)

Signature of Proxy holder(s)

Signature of Proxy holder(s)

Note:

1. 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.

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ATTENDANCE SLIP

Please fill attendance slip and hand it over at the entrance of the meeting hall

Name of the member(s).....

Name of the Proxy/Authorised Representative*.....

Registered address.....

.....

E-mail ID:

DP ID Client ID.....

Number of shares held

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and I hereby record my presence at the Extra-ordinary General Meeting of the Company on Tuesday, March 29, 2016 at 11.00 a.m. at the Registered Office of the Company at 1501, Synergy Business Park, Sahakar Wadi, Off Aarey Road, Near Synthofine Industrial Estate, Goregaon (E), Mumbai - 400063.

.....
Signature of shareholder/ Authorised Representative/proxy holder

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

*Applicable in case Proxy/Authorised Representative is attending the meeting.