

FILTRA CONSULTANTS AND ENGINEERS LIMITED

(CIN: L41000PN2011PLC209700)

Thirteenth Annual Report - 2023-24



BOARD OF DIRECTORS

MR. KETAN KHANT (DIN: 03506163)

Chairman & Managing Director

MRS. ANJALI KHANT (DIN: 03506175)

Whole-time Director

MR. ASHFAK MULLA (DIN: 03506172)

Whole-time Director

MR. ABHAY NALAWADE (DIN: 00342055)

Independent Director

MR. YOGESH TAVKAR (DIN: 07011793)

Independent Director

MR. HARESH MALUSARE (DIN: 02246773)

Independent Director

CHIEF FINANCIAL OFFICER

MS. VAISHALI PAI

Company Secretary and Compliance Officer

MS. KESHMIRA BEHRAM BEHRAMKAMDIN

STATUTORY AUDITORS

M/S. KRUNAL M. SHAH & COMPANY

Chartered Accountants

SECRETARIAL AUDITORS

HEMANSHU KAPADIA & ASSOCIATES

Practicing Company Secretaries

INTERNAL AUDITORS

CNK & Associates LLP

Chartered Accountants

BANKERS

HDFC BANK

REGISTERED OFFICE & PUNE OFFICE

W-27, T BLOCK, MIDC BHOSARI,

HAVELI, PUNE - 411 026

CONTACT NO.: 8446294002 / 003

VASAI OFFICE

GALA NO. 2 & 3, GROUND FLOOR,
NEMINATH INDUSTRIAL ESTATE NO. 2,
NAVGHAR ROAD, NAVGHAR, VASAI
(EAST), PALGHAR - 401208

BHIWANDI OFFICE

BUILDING NO.202 & 213, UNIT NO. 6 TO 9
INDIAN CORPORATION COMPLEX, OPP.
GAJANAN PETROL PUMP, MANKOLI NAKA,
DAPODE-BHIWANDI ROAD,
BHIWANDI- 421302

NAGPUR OFFICE

PLOT NO.33, GROUND FLOOR, JAI HIND CO-
OP SOCIETY, GANGADHAR FADNAVIS
LAYOUT, KHADGAON ROAD, WADI,
NAGPUR - 440023

AHMEDABAD OFFICE (1)

214, NILKANTH PALACE B,
100 FT. SACHIN TOWER ROAD,
SATELLITE, AHMEDABAD - 380015

AHMEDABAD OFFICE (2)

14 AND 15, PANCHRATNA ESTATE, BAWLA
CHANGODAR HIGHWAY, CHANGODAR,
AHMEDABAD - 382210

INDORE OFFICE

FIRST FLOOR, 131-B, KATJU COLONY, OPP.
KARBALA MAIDAN, INDORE - 452007

REGISTRAR & SHARE TRANSFER AGENT

BIG SHARE SERVICES PRIVATE LIMITED
OFFICE NO S6-2, 6TH FLOOR, PINNACLE
BUSINESS PARK, NEXT TO AHURA CENTRE,
MAHAKALI CAVES ROAD,
ANDHERI (EAST) MUMBAI - 400093
TEL. NO.: 022 -62638200

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NOTICE

NOTICE is hereby given that the 13th Annual General Meeting of the Members of **Filtra Consultants and Engineers Limited** will be held on **Tuesday, July 02, 2024** at 11:30 a.m. through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) which will be deemed to be held at the Registered Office of the Company to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial Statement of the Company for the Financial Year ended March 31, 2024 including the Audited Balance Sheet as at March 31, 2024, Statement of Profit & Loss and Cash Flow Statement of the Company for the financial year ended on that date and notes related thereto along with the Reports of the Board and Auditors thereon.
2. To declare final Dividend on Equity Shares for the financial year 2023-24.
3. To appoint a Director in place of Mrs. Anjali Khant (DIN: 03506175), who retires by rotation and, being eligible, offers herself for re-appointment.
4. **To appoint Statutory Auditors of the Company and fix their remuneration:**

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and all other Rules made under the Companies Act, 2013 (including any statutory modifications, amendments and re-enactments thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to appoint M/s. Rajendra B. Shah & Co., Chartered Accountants (Firm Registration No. 112596W), to hold office for a period of five (5) consecutive years i.e. from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held for the financial year 2028-29 at such remuneration as decided by Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to fix and/or change the remuneration payable to them during their tenure as the Statutory Auditors of the Company, as determined by the Audit Committee in consultation with the said Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

5. **To consider increase the Authorised share capital of the Company and alteration of Memorandum of Association:**

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other Rules made thereunder (including any statutory modifications, amendments and re-enactments thereof, for the time being in force), provisions of the Memorandum and Articles of Association of the Company, the Authorized Share Capital of the Company be and is hereby increased from Rs.10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs.10/- (Rupees Ten Only) each to

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Rs.20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs.10/- (Rupees Ten Only) each by creation of 1,00,00,000 (One Crore) further Equity Shares of Rs.10/- (Rupees Ten Only) each ranking *pari passu* with the existing equity shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modifications, amendments and re-enactments thereof, for the time being in force), the existing Clause V (a) of the Memorandum of Association of the Company be altered and substituted by the following new clause:

V. (a) The Authorized Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) Equity shares of Rs.10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To approve the capitalization of profit and free reserves for issue of Bonus Shares:

To consider and, if thought fit, to pass, 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 the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications, amendments and re-enactments thereof, for the time being in force), Chapter XI and other applicable Regulations of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modifications, amendments and re-enactments thereof, for the time being in force), subject to the Article no. 167 of the Articles of Association of the Company and subject to such approvals, consent, permissions, conditions and sanctions, as may be necessary, from appropriate Authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions and modifications by the Board of Directors and as recommended by the Board of Directors of the Company, approval of the Members of the Company be and is given to capitalize a sum not exceeding Rs. 2,71,40,000/- (Rupees Two Crores Seventy One Lacs Forty Thousand Only) standing in Company’s Profit and loss account credit balance/surplus accounts, as per the audited accounts of the Company as on March 31, 2024, and that the said sum so capitalised be applied for issuance of 27,41,000 (Twenty Seven Lacs Forty One Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) 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 of the Company as the holders of Equity Shares of Rs. 10/- (Rupees Ten Only) each of the Company/List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date, as may be fixed in this regard by the Board of Directors, (hereinafter referred to as ‘Record date’), in the proportion of 1:3, i.e. 1 (One) fully paid bonus Equity Share of Rs. 10/- each for every 3 (Three) fully paid Equity Shares of Rs. 10/- (Rupees Ten Only) 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 the 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.

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

RESOLVED FURTHER THAT that no fractions arising out of the issue and allotment of bonus equity shares shall be allotted by the Company and the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements shall be consolidated and the bonus equity shares, in lieu thereof, shall be allotted by the Board to the Nominee(s) appointed by the Board, who shall hold the same as Trustees for the Members entitled thereto, and sell the said Equity Shares so arising at the then prevailing market rate and pay to the Company net sale proceeds thereof, after adjusting there from the cost and expenses in respect of such sale, for distribution to Members in proportion to their fractional entitlement.

RESOLVED FURTHER THAT the issue and allotment of the bonus shares to the extent they relate to Non-Resident Indians, Persons of Indian Origin, Foreign Nationals, Overseas Corporate Bodies and other foreign investors of the Company will be subject to the approval of the Reserve Bank of India or any other regulatory authority, if required.

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 the delegation of all or any of its powers herein conferred to any Director(s), Company Secretary or any other authorised signatory of the Company for obtaining necessary approvals, statutory, contractual or otherwise, in relation to the above and to 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 the order of the Board of Directors of
Filtra Consultants and Engineers Limited,

Sd/-

Ketan Khant

Chairman and Managing Director

(DIN: 03506163)

Address: 17-34-A, Kutchi House, Brahmanwada Road, Matunga, Mumbai – 400019

Date: May 27, 2024 **Place:** Mumbai

Registered Office: W-27, T Block, MIDC Bhosari, Haveli, Pune – 411 026

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NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 09/2023 dated September 25, 2023 read with General Circular No.10/2022 dated December 28, 2022, General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') without the physical presence of the Members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. In compliance with the provisions of the Companies Act, 2013 (the 'Act') and MCA Circulars, the 13th AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM will be the Registered Office of the Company.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 5 and 6 of the Notice, is annexed hereto. Further, the relevant details with respect to Item No. 3 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed. Mrs. Anjali Khant (DIN: 03506175), Director proposed to be re-appointed at this AGM, has furnished the relevant consent for her re-appointment.
3. As per the provisions of clause 3.A.II. of the General Circular No. 20/2020 dated May 05, 2020 read with other MCA Circulars, the matters of Special Business, as appearing at item nos. 5 & 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
4. A Member entitled to attend and vote at the general meeting is entitled to appoint a proxy, who need not be a Member, to attend and vote on poll on behalf of himself/herself. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars, the facility for appointment of proxies by the Members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/ OAVM and cast their votes through e-voting.
5. The Company's Registrar & Share Transfer Agents are M/s. Bigshare Services Private Limited ('R & TA') located at Office No S6-2, 6th Floor, Pinnacle Business Park, Next To Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093 Tel. No.: 022-62638200.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, June 26, 2024 to Tuesday, July 02, 2024 (both days inclusive) for taking record of the Members of the Company for the purpose of AGM and determining the names of the Members eligible for payment of final dividend on equity shares for the financial year 2023-24, if declared at the AGM.
7. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, such dividend, subject to deduction of tax at source, will be paid/dispatched on or after Monday, July 08, 2024 to below persons (or their mandates):
 - a) whose names appear as beneficial owners as at the end of the business hours on Tuesday, June 25, 2024 in the list of the Beneficial Owners to be obtained from the Depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited, in respect of the shares held in electronic/dematerialized mode; and
 - b) whose names appear as Members in the Register of Members of the Company as on Tuesday, June 25, 2024, after giving effect to valid transmission or transposition request lodged with the Company/R & TA, in respect of the shares held in physical mode.
8. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for Members, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Board Committees, Auditors etc., as per the MCA Circulars.

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9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
10. Members who have not encashed/received the dividend warrants/Demand Draft so far in respect of the below mentioned period, are requested to make their claim to the R&TA well in advance before due dates. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Funds (IEPF). Pursuant to the provisions of Section 124(2) of the Act read with the Companies (Declaration and Payment of Dividend) Rules, 2014, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on its website: www.filtra.in and also on the website of the Ministry of Corporate Affairs.

Due date of transferring unclaimed and unpaid dividends declared by the Company to IEPF, is as follows:

| Financial Year | Date of declaration of dividend | Last date for claiming unpaid/ unclaimed dividend |
|--|---------------------------------|---|
| 2018-19 (1 st Interim Dividend) | August 23, 2018 | September 25, 2025 |
| 2019-20 (Final Dividend for FY 2018-19) | August 22, 2019 | September 24, 2026 |

11. Pursuant to the applicable provisions of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the shares in respect of which dividend has not been paid or claimed by the Members for seven consecutive years or more shall also be transferred to the demat account created by the IEPF Authority. Since seven years have not been elapsed from the date of transfer of amount to Unpaid Dividend Account, no dividend is due for transfer to IEPF.
12. Steps for updation of mandate for receiving dividend directly in bank account through Electronic Clearing System or any other means in a timely manner are as follows:

a) **Shares held in physical form:** Members are requested to send the following details/documents to R&TA before June 25, 2024:

- i. Form ISR-1 along with supporting documents. The said form is available on the website of the Company at https://www.filtra.in/upload/investment/1661767882.Form_ISR-1.pdf and on the website of RTA at <https://www.bigshareonline.com/Resources.aspx>
- ii. Cancelled cheque in original bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:
 - Cancelled cheque in original
 - Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch
- iii. Self-attested copy of the PAN Card of all the holders; and
- iv. Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

b) **Shares held in electronic form:** Members may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend and the Company will not be able to accede to any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to ensure that their Electronic Bank Mandate is updated with their respective DPs by June 25, 2024.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid to be paid on shares held in electronic form.

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13. In respect of the Members holding shares in electronic form, the bank details obtained from the respective depositories will be used for the purpose of distribution of dividend through various approved/permissible electronic mode of payment viz. National Automated Clearing House ('NACH'), Electronic Clearing Services (ECS), National Electronic Funds Transfer (NEFT), Real Time Gross Settlement (RTGS), etc.

In respect of the Members holding shares in the physical form, the bank details obtained from the R & TA will be used for the purpose of distribution of dividend through various approved/permissible electronic modes of payment. Any query related to dividend should be directed to R & TA.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023) has mandated that with effect from April 01, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

The FAQs published by SEBI on its website in this regard can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf

14. Members may note that the Income Tax Act, 1961 ("IT Act"), as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after April 01, 2020 shall be taxable in the hands of the Members. The Company shall therefore be required to deduct Tax at Source ("TDS") at the time of making the final dividend. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

A. For Resident Shareholders, TDS shall be deducted under Section 194 of the IT Act as follows:

| | |
|---|--|
| Members having valid Permanent Account Number (PAN) updated in the Company's Register of Members | 10%* or as notified by the Government of India |
| Members not having PAN / valid PAN not updated in the Company's Register of Members/ PAN is not linked with AADHAR in case of an individual | 20% or as notified by the Government of India |

**As per the Finance Act, 2021, Section 206AB has been inserted effective July 01, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section.*

However, no TDS shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during the financial year 2024-25 does not exceed Rs. 5,000, and also in cases where members provide Form 15G/Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower/nil withholding of tax. PAN is mandatory for members providing Form 15G/15H or any other document as mentioned above. Please note that this includes the future dividend, if any, which may be declared by the Board in the financial year 2024-25.

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source.

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B. For Non-resident Members, TDS is required to be deducted in accordance with the provisions of Section 195 of the IT Act at the rates in force. As per the relevant provisions of the IT Act, the tax shall be deducted @ 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable to them. However, as per Section 90 of the IT Act, the non-resident Member has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI) between India and the Country of tax residence of the Member, if they are more beneficial to them.

For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income tax Rules, 1962
- Copy of the Tax Residency Certificate for financial year 2024-25 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders
- Self-declaration in Form 10F
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the shareholders

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act at the rate of 20%** (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

**As per the Finance Act, 2021, Section 206AB has been inserted effective from July 1, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid section. However, in case a non-resident shareholder or a non-resident Foreign Portfolio Investor (FPI) / Foreign Institutional Investor (FII), higher rate of tax as mentioned in Section 206AB shall not apply if such non-resident does not have a permanent establishment in India.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non- Resident Member.

15. Form 15G/15H/10F for current financial year can be downloaded from the Link <https://www.bigshareonline.com/Resources.aspx> under the tab "Forms & Procedure" click on tab "Forms".
16. Kindly note that the aforementioned documents can be submitted to the Company/R&TA at tds@bigshareonline.com and cs@filtra.in on or before June 21, 2024 in order to enable your Company to determine and deduct appropriate TDS rate. No communication on the tax determination/ deduction shall be entertained post June 21, 2024. It may be further noted that in case the tax on said dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/ documents from you, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible.
17. The Company will issue soft copy of TDS certificate to its Members through email registered with Company/Company's RTA post payment of dividend. In addition, Members will be able to download the TDS certificate from the Income Tax Department's website <https://incometaxindiaefiling.gov.in> (refer to Form 26AS).
18. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Members, such

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Members will be responsible to indemnify the Company and also, provide the Company with all information/documents and co-operation in any assessment/appellate proceedings.

19. This communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.
20. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to R&TA in case shares are held by them in physical form.
21. In terms of Section 72 of the Act read with the applicable Rules made under the Act, every holder of shares in the Company may at any time nominate, in the prescribed manner (Form No. SH-13), a person to whom his/her shares in the Company shall vest, in the event of his/her death. Accordingly, the facility for making nomination is available to the Members in respect of the shares held by them. Members, who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be.

The said forms can be downloaded from the Company's website as follows:

1. Form SH-13 - https://www.filtrain.com/upload/investment/1661767821.Form_SH-13.pdf
2. Form SH-14 - https://www.filtrain.com/upload/investment/1661767843.Form_SH-14.pdf
3. Form ISR-3 - https://www.filtrain.com/upload/investment/1661767924.Form_ISR-3.pdf

The same are also available on the website of the R&TA at <https://bigshareonline.com/Resources.aspx>.

The duly filled in Nomination Form shall be sent to R&TA by the Members holding shares in physical mode. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

22. 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.
23. Non-Resident Indian (NRI) Members are requested to inform the Company/R&TA the following immediately:
 - i) Change in the residential status on return to India for settling permanently, if any/applicable.
 - ii) Particulars of NRE Bank Account maintained in India with complete name & address of the Bank, if not furnished earlier.
24. Members desiring any information pertaining to the Financial Statement or any matter to be placed at the AGM, are requested to write to the Investor Relation Officer at cs@filtrain.com on or before Wednesday, June 26, 2024 through your registered email address so as to enable the Management to reply at the AGM.
25. Electronic copies of all the documents referred to in the accompanying Notice of the AGM shall be made available for inspection electronically without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. till July 02, 2024. Members seeking to inspect such documents can send an email to cs@filtrain.com. During the 13th AGM also, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under section 189 of the Act.
26. As per Regulation 40 of Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialisation, eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are advised to convert their holdings to dematerialized form.

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27. SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated issuance of Securities in dematerialized form in case of Investor Service Requests received from holder of physical shares pertaining to; (i) Issue of duplicate securities certificate; (ii) Claim from Unclaimed Suspense Account; (iii) Renewal/Exchange of securities certificate; (iv) Endorsement; (v) Sub-division/Splitting of securities certificate; (vi) Consolidation of securities certificates/folios; (vii) Transmission; and (viii) Transposition. The R&TA will issue a 'Letter of Confirmation' in place of Security certificate. The 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the Depository Participant for dematerializing the said securities.
28. SEBI vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to R&TA by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook/ statement attested by the bank. Members holding shares in demat form are, requested to submit the aforesaid information to their respective Depository Participant.
29. The Securities and Exchange Board of India ("SEBI") vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 (collectively referred to as "SEBI Circulars") has provided relaxation from requirement of sending the hard copy of annual report and sending proxy forms, as required under the Listing Regulations. In line with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the financial year 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/R&TA/Depositories. The Notice of the 13th AGM and Annual Report for the financial year 2023-24 are available on the Company's website viz. <https://www.filtra.in/index.php/home/investment> under the Tab "Annual Reports" under sub tab "2023-24" and may also be accessed from the relevant section of the websites of BSE Limited at www.bseindia.com. The AGM Notice is also hosted on the website of NSDL (agency providing Remote e-voting at www.evoting.nsdl.com).
30. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the R&TA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

Voting through Electronic Means:

- a) In terms of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, Companies listed on SME Segment of Stock Exchanges are exempted 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 in said Section are not applicable. However, as the 13th AGM is being conducted through VC/OAVM, as per MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 13th AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- b) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing

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Regulations (as amended), MCA Circulars, the Company is providing its Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means (by using the electronic voting system provided by NSDL). The instructions for e-voting system are given herein below.

- c) Subject to the applicable provisions of the Act read with the Rules made there under, as amended, the voting rights of the Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date for the purpose of remote e-voting, being **Tuesday, June 25, 2024**. Members are eligible to cast vote only if they are holding shares on Tuesday, June 25, 2024.
- d) The remote e-voting period will commence at **09:00 a.m. (IST) on Saturday, June 29, 2024** to and will end at **05:00 p.m. (IST) on Monday, July 01, 2024**. During this period, the Members of the Company holding shares in the Company as on cut-off date may cast their vote through remote e-voting. The remote e-voting module shall be blocked/disabled for voting thereafter.
- e) Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Tuesday, June 25, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:





| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen |

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| | |
|---|---|
| | <p>will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of Filtra to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vipin@hkacs.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request to Ms. Prajakta pawle at evoting@nsdl.co.in.

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Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@filtra.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@filtra.in. If you are Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/ members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- a) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against Company's name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- b) Members are encouraged to join the Meeting through Laptops for better experience.
- c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e) Members who have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number to reach the Company's email address at cs@filtra.in on or before 05:00 p.m. (IST) on Wednesday, June 26, 2024. The same will be replied by the Company suitably.

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31. Mr. Vipin Mehta (FCS: 8587 and CP: 9869), Partner of M/s. VPP & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
32. The Scrutinizers shall immediately, after the conclusion of voting at the AGM, first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting and make, within 48 hours from the conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favor or against of the resolutions transacted in the AGM and submit forthwith the same to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.
33. The Chairman or the authorised person shall declare the results of the voting forthwith and the results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. <https://www.filtra.in/index.php/home/investment> and on the website of NSDL i.e. <https://www.evoting.nsdl.com>. The Company shall also simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
34. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the 13th AGM i.e. Tuesday, July 02, 2024.

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

Sd/-

Ketan Khant

Chairman and Managing Director

(DIN: 03506163)

Address: 17-34-A, Kutchi House, Brahmanwada Road, Matunga, Mumbai - 400019

Date: May 27, 2024

Place: Mumbai

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Annexure to resolution mentioned at item no. 3 to the notice calling 13th Annual General Meeting providing details as required to be furnished as per para 1.2.5 of the Secretarial Standard - 2 and Regulation 36(3) of the SEBI (LODR) Regulations, 2015 with respect to Director seeking re-appointment at this AGM

| | |
|--|---|
| Name of the Director and DIN | Mrs. Anjali Khant (DIN: 03506175) |
| Date of Birth | January 02, 1970 |
| Age | 54 years |
| Nationality | Indian |
| Date of Appointment on the Board | May 24, 2011 |
| Qualification | Diploma in Chemical Engineering |
| Brief resume (including nature of expertise and experience in specific functional areas) | She has approx 21 years in water treatment industry which include 13 years of association with the Company as Whole-time Director. She is having expertise in Administration and Human Resources Development. |
| Shareholding in the Company | 14,99,940 Equity Shares of Rs. 10/- each |
| List of Directorship held in other Companies | Nil |
| Committee Membership | Nil |
| Last Remuneration drawn (in the year 23-24) | Rs.1,36,50,000/- (Rupees One Crore Thirty Six Lac Fifty Thousand only) |
| Remuneration to be drawn after appointment/re-appointment | To be re-appointed as retire by rotation on the existing terms and conditions including remuneration. |
| Relationship with Directors, Managers or other KMP | Her husband Mr. Ketan Khant (DIN: 03506163) is Chairman, Managing Director and Promoter of the Company. |
| Number of Meeting of Board attended during the Year (F.Y. 2023-24) | 2 (Two) |
| Terms and Conditions of Appointment/ re- appointment | To be re-appointed as retire by rotation on the existing terms and conditions including remuneration. |

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

Sd/-

Ketan Khant

Chairman and Managing Director

(DIN: 03506163)

Address: 17-34-A, Kutchi House, Brahmanwada Road, Matunga, Mumbai - 400019

Date: May 27, 2024

Place: Mumbai

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS MENTIONED IN THE NOTICE CALLING 13TH ANNUAL GENERAL MEETING OF THE MEMBERS OF FILTRA CONSULTANTS AND ENGINEERS LIMITED

Pursuant to provisions of Section 102(1) of the Companies Act, 2013 nature of concern and interest of Directors and Key Managerial Persons in resolutions mentioned at item nos. 4 to 6 of the notice calling this AGM are as follows:

Item No. 4:

This explanatory statement for item no. 4 is in compliance of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 only and not required under section 102 of the Act.

M/s. Krunal M. Shah & Co., existing Statutory Auditors of the Company, will be completing the second terms of 5 years as Statutory Auditors of the Company in the 13th Annual General Meeting. In terms of Section 139(2) of the Companies Act, 2013 read with Rules made thereunder, they are not eligible for re-appointment.

On the recommendation of the Audit Committee and subject to the approval of the Members of the Company, the Board, in its meeting held on May 27, 2024 has considered, approved and recommended to the Members appointment of M/s. Rajendra B. Shah & Co., Chartered Accountants, Mumbai (Firm Registration No: 112596W) as Statutory Auditors of the Company for a period of five consecutive years from the conclusion of the 13th Annual General Meeting ('AGM') till the conclusion of the 18th AGM to be held for the financial year 2028-29. The first year of audit will be of the financial statement for the financial year ending on March 31, 2025. The said firm expressed their eligibility and willingness to act as Auditors of the Company and consented to act as Auditors of the Company, if appointed by the Members. It is now proposed to appoint M/s. Rajendra B. Shah & Co. as the Statutory Auditors of the Company for a period of 5 (five) consecutive years from the conclusion of the 13th AGM to be held on July 02, 2024 till the conclusion of the AGM of the Company to be held for the financial year 2028-29.

Brief:

M/s. Rajendra B. Shah & Co., Chartered Accountants (Proprietor CA Rajendra Shah Membership No.: 045812), is an experienced Chartered Accounting Proprietary Concern established in the year 1992. The said firm is a Peer Reviewed Firm and having more than 32 years of gruelling, hard-core and penetrating experience in the areas of Statutory Audits, Internal Audits, Company Law Matters, Direct Taxations, Charity Commissioner Work, Appeals and Indirect Taxation. The concern is predominantly in practice of Taxations & Audits of Private Limited & Limited Companies.

The terms and conditions of appointment of the Statutory Auditors and the proposed fees are as follows:

- a) **Term of appointment:** Appointment is for a period of 5 (Five) consecutive years from the conclusion of 13th AGM to be held on July 02, 2024 till the conclusion of the AGM of the Company to be held for the financial year 2028-29.
- b) **Proposed Fees payable to the Statutory Auditors:** The details of fees payable to the said firm in connection with the statutory audit of the Company for the year 2024-25 will be Rs. 7,00,000/- (Rupees Seven Lacs only).

Applicable taxes, travelling and other out-of-pocket expenses incurred by the said firm would be in addition to the above-mentioned remuneration.

The fees for services in the nature of statutory certifications and other permissible professional work will be in addition to the fees mentioned above and will be determined by the Board of Directors of the Company in consultation with the said Statutory Auditors as per the recommendations and approval of the Audit Committee.

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The proposed fees payable to the Statutory Auditors are based on knowledge, expertise, experience, time and effort required to be put in by them.

There is no material change in the fee payable to M/s. M/s. Rajendra B. Shah & Co., if appointed in the ensuing AGM, from that paid to the outgoing auditor, M/s. Krunal M Shah & Co.

- c) **Basis for recommendation for appointment:** Taking into account the credentials of the firm and based on the evaluation of the quality of the audit work, the Board of Directors of the Company, based on the recommendation of the Audit Committee, unanimously approved and recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for the approval of the Members of the Company.

All documents referred at item no. 4 of the accompanying Notice and the Explanatory Statement are open for inspection for the Members on all working days of the Company till the date of ensuing AGM in the manner provided in notes to the notice of the 13th AGM.

The above resolution is the statutory requirement that shareholders should approve the said resolution to appoint Statutory Auditors. None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way interested or concerned in resolution given at item no. 4.

Item No. 5:

The Authorised Share Capital of the Company presently stands at Rs. 10 crore divided into 1,00,00,000 Equity Shares of Rs. 10/- each whereas the paid-up share capital of the Company stands at Rs. 8,22,30,000/- divided into 82,23,000 Equity Shares of Rs. 10/- each fully paid-up. So the Company has unissued authorized share capital of Rs. 1,77,70,000/- divided into 17,77,000 Equity Shares of Rs. 10/- each.

Since the Board of Directors of the Company in its meeting held on May 27, 2024 has proposed issue of Bonus Shares by way of capitalization of amount standing in Company's Profit and loss account credit balance/surplus accounts, as per the audited accounts of the Company as on March 31, 2024, which is subject to the approval of the shareholder, the Company needs to increase its Authorised Share Capital as the present unissued authorized capital is not sufficient to issue Bonus shares proposed.

Hence, the Board of Directors has proposed to increase the authorized share capital of the Company to Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- each by creation of 1,00,00,000 Equity Shares of Rs. 10/- each.

Further, the increase in authorized share capital shall also require alteration in Capital Clause i.e. Clause V of the Memorandum of Association of the Company.

In terms of provisions of Section 13 and 61 of the Companies Act, 2013, increase in authorized share capital and amendment in Capital Clause of Memorandum of Association of the Company requires approval of the Shareholders by passing Ordinary Resolution. Thus, the Board recommends passing of the resolution at item no. 5 of the notice calling 13th AGM regarding proposal to increase the authorized share capital of the Company and consequent alteration in the Clause V (a) of the Memorandum of Association of the Company to the Members to be passed as an Ordinary Resolution.

All documents referred at item no. 5 of the accompanying Notice and the Explanatory Statement are open for inspection for the Members on all working days of the Company till the date of ensuing Annual General Meeting in the manner provided in notes to the notice of the 13th AGM.

The above resolution is the statutory requirement that shareholders should approve the said resolution which will enable the Board to issue further shares. None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way interested or concerned in resolution given at item no. 5. Thus, there is no such disclosure required under section 102(1) of the Companies Act, 2013.

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Item No. 6:

The Company has sufficient free reserves and profits 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 March 31, 2024 represents the sufficient balance standing to the credit of Profit and Loss account to issue Bonus Shares. In view of the above circumstances, Directors of the Company in their meeting held on May 27, 2024 have considered it desirable to issue Bonus Shares to the equity shareholders of the Company after capitalizing a sum of Rs. 2,74,10,000/- (Rupees Two Crores Seventy Four Lacs Ten Thousand Only) out of the Company's Profit and Loss account credit balance or such other accounts as are permissible to be utilized for the purpose, as per the audited financial statements of the Company as on March 31, 2024 distributed in the proportion of 1:3, i.e. 1 (One) fully paid equity share of Rs. 10/- each of the Company for every 3 (Three) existing fully paid equity shares of Rs. 10/- each of the Company held by them as on the Record date fixed by the Board in this regard, and that such new shares as and when issued shall rank pari-passu with the existing issued Equity 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 conditions of the SEBI Regulations. Hence, 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 at item no. 6 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, the SEBI Act and Regulations made thereunder, the Stock Exchange on which the Company's securities are listed or any other regulatory authority.

The above resolution is the statutory requirement that shareholders should approve the said resolution and there is no financial interest of the Directors of the Company in the said resolution, except to the extent of their shareholding in the Company and to the extent of shares which may be allotted to them by the Company by virtue of Bonus Issue. Other than as mentioned earlier, there is no other interest of the Directors or Key Managerial Person of the Company in resolution given at item no. 6.

The Board of Directors is of the opinion that aforesaid issuance of Bonus Shares is in the best interest of the Company and Investors and hence recommends passing of Resolution as set out at Item No. 6 of the accompanying notice as Ordinary Resolution for the approval of the Members.

All documents referred at item no. 6 of the accompanying Notice and the Explanatory Statement are open for inspection for the Members on all working days of the Company till the date of ensuing Annual General Meeting in the manner provided in notes to the notice of the 13th AGM.

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

Sd/-

Ketan Khant

Chairman and Managing Director

(DIN: 03506163)

Address: 17-34-A, Kutchi House, Brahmanwada Road, Matunga, Mumbai - 400019

Date: May 27, 2024

Place: Mumbai