

# FILTRA CONSULTANTS AND ENGINEERS LIMITED

(CIN: L41000MH2011PLC217837)

Eighth Annual Report 2018-19



## NOTICE

NOTICE is hereby given that the 8<sup>th</sup> Annual General Meeting of the Members of **Filtra Consultants and Engineers Limited** will be held on **Thursday, August 22, 2019** at 11.30 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 – 400 063 to transact the following business:

### ORDINARY BUSINESS:

1.
  - a) To receive, consider and adopt the Standalone Audited Financial Statement of the Company for the Financial Year ended March 31, 2019 including the Audited Balance Sheet as at March 31, 2019 and 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 Board's Report and Auditor's Report thereon.
  - b) To receive, consider and adopt the Consolidated Audited Financial Statement of the Company for the Financial Year ended March 31, 2019 including the Audited Balance Sheet as at March 31, 2019 and 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 Board's Report and Auditor's Report thereon.
2. To confirm the 1<sup>st</sup> Interim Dividend on Equity Shares declared for the financial year 2018-19.
3. To declare final Dividend on Equity Shares for the financial 2018-19.
4. To appoint a Director in place of Mrs. Anjali Khant (DIN: 03506175), who retires by rotation and being eligible, offered herself for re-appointment.
5. To reappoint the Statutory Auditors of the Company and to fix their remuneration:

M/s. Krunal M. Shah & Co. Chartered Accountants (Firm Registration No. 131794W) were appointed as Statutory Auditors of the Company by the Members in the AGM held on September 30, 2014 for a period of 5 years and whose tenure is valid till the conclusion of the ensuing Annual General Meeting. The Audit Committee, in their meeting held on May 22, 2019, has proposed and the Board of Directors has recommended the re-appointment of M/s. Krunal M. Shah & Co. Chartered Accountants (Firm Registration No. 131794W) as Statutory Auditors of the Company for a further period of 5 years. M/s. Krunal M. Shah & Co. will hold office for a further period of 5 consecutive years from the conclusion of the Eighth Annual General Meeting of the Company till the conclusion of the Thirteen Annual General Meeting, i.e. Annual General Meeting to be held for the financial year 2023-24.

Therefore, the Members are requested to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), and in pursuance of the recommendation of the Audit Committee and the Board of Directors, M/s. Krunal M. Shah & Co, Chartered Accountants, Mumbai (Firm Registration No: 131794W) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a period of five years i.e. from the conclusion of this Annual General Meeting till the conclusion of the Sixth consecutive Annual General Meeting (with the meeting wherein such appointment has been made being counted as the first meeting) i.e. till the conclusion of the Annual General Meeting to be held for the Financial Year 2023-24, on a remuneration as may be recommended by the Audit Committee and mutually agreed between the Board of Directors of the Company and the Auditors at a later date."

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## SPECIAL BUSINESS:

6. To consider re-appointment of Mr. Abhay Nalawade (DIN: 00342055) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Abhay Nalawade (DIN: 00342055), who was appointed as an Independent Director of the Company for a term of five years up to September 29, 2019 by the members at the Third AGM, in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in the Act and who is eligible for re-appointment and based on his evaluation of performance the Nomination and Remuneration Committee has recommended his re-appointment to the Board, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from September 30, 2019 up to September 29, 2024, not liable to retire by rotation.”

7. To consider re-appointment of Mr. Haresh Malusare (DIN: 02246773) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Haresh Malusare (DIN: 02246773), who was appointed as an Independent Director of the Company for a term of five years up to February 1, 2020, by the Members at the Extra–Ordinary General Meeting held on February 2, 2015, in respect of whom the Company has received a notice in writing under section 160 of the Act from a Member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in the Act and who is eligible for re-appointment and based on his evaluation of performance the Nomination and Remuneration Committee has recommended his re-appointment to the Board, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from February 2, 2020 up to February 1, 2025, not liable to retire by rotation.”

8. To consider re-appointment of Mr. Yogesh Tavkar (DIN: 07011793) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Yogesh Tavkar (DIN: 07011793), who was appointed as an Independent Director of the Company for a term of five years i.e. up to February 1, 2020, by the Members at the Extra–Ordinary General Meeting held on February 2, 2015, in respect of whom the Company has received a notice in writing under section 160 of the Act from a Member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in the Act and who is eligible for re-appointment and based on his evaluation of performance the Nomination and Remuneration Committee has recommended his re-appointment to the Board, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from February 2, 2020 up to February 1, 2025, not liable to retire by rotation.”

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By the order of the Board

For **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:** July 23, 2019

**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 Annual 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 a 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 Member. 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/her identity at the time of attending the Meeting.**

2. Map of venue of the AGM is enclosed after the notice.
3. The relevant Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), setting out the material facts relating to the special business, as set out in the Notice, is annexed hereto and forms part of the notice of this AGM.
4. The Company's Registrar & Share Transfer Agents are M/s. Bigshare Services Private Limited ('R & TA') located at 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai - 400059, Maharashtra, Tel. No.: 022 -62638200
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, August 17, 2019 to Thursday, August 22, 2019 (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 2018-19, if declared at the AGM.
6. The Dividend, if declared at the AGM, would be paid/dispatched on/after Thursday, August 22, 2019 but within thirty days from the date of declaration of dividend to those persons (or their mandates):
  - i. whose names appear as beneficial owners as at the end of the business hours on Saturday, August 17, 2019 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
  - ii. Whose names appear as Members in the Register of Members of the Company as on Saturday, August 17, 2019, in respect of the shares held in physical mode.

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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. Electronic Clearing Services (ECS), National Electronic Funds Transfer (NEFT), Real Time Gross Settlement (RTGS), etc. The Company/R & TA will not act on any direct request from the Members holding shares in dematerialized form for change/deletion of such bank details. Such changes are to be intimated by the Members to their Depository Participants. 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.

7. Members who have not encashed/received the dividend warrants 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.filtrain.in](http://www.filtrain.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 <sup>st</sup> Interim Dividend)	August 23, 2018	September 26, 2025

8. Pursuant to the applicable provisions of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Central Government, after the completion of seven years. Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed by the shareholders 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.
9. Members are requested to :-
- Write to the Company at least 7 days before the date of the meeting, in case they desire any information as regards the Audited Financial Statement for the financial year ended March 31, 2019, so as to enable the Company to keep the information ready.
  - Bring their copy of the Annual Report, Attendance Slip and their photo identity proof at the Annual General Meeting.
  - Intimate to the Registrar & Transfer Agent (R&TA) of the Company immediately, about any change in their address. Where the shares are held in electronic form, such change is to be informed to the Depository Participant (DP) and not to the Company/ R&TA.
  - Quote Registered Folio no. or DP ID/Client ID no. in all their correspondence.
  - Send all share transfer lodgments physical mode (only in case of transmission or transposition)/ correspondence to the R&TA of the Company, M/s. Bigshare Services Private Limited up to the date of book closure.
  - Please note that pursuant to SEBI Circular dated December 3, 2018, except, in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository with effect from April 1, 2019.
10. 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. The duly filled in Nomination Form shall be sent to R&TA at the above mentioned address by the Members holding shares in physical mode. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

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11. For the convenience of the Members, Attendance Slip is enclosed in the Annual Report. 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.
12. Corporate Members are requested to forward a certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
13. 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.
14. Members, who are holding Shares in identical order of names in more than one Folio, are requested to apply to the Company/ R&TA along with the relevant Share Certificates for consolidation of such Folios in one Folio.
15. Non-Resident Indian (NRI) Members are requested to inform the Company / RTA 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.
16. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 a.m. to 6.00 p.m.) on all working days except Sundays and public holidays, up to and including the date of ensuing Annual General Meeting of the Company.
17. 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. Therefore the Company has not made arrangement for its Members to exercise their right to vote at Annual General Meeting by electronic means.
18. As per Sections 101, 136 and other applicable provisions of the Act, read with the Rules made there under and circulars issued by the Ministry of Corporate Affairs, Companies can now send various reports, documents, communications, including but not limited to notice of General Meetings, annual report, etc. to its Members through electronic mode at their registered e-mail addresses. The Company believes in green initiative and is concerned about the environment. Hence, 8<sup>th</sup> Annual Report including inter alia the Board's Report, Auditor's Report, Financial Statements, Notice of 8<sup>th</sup> AGM, Attendance Slip, Proxy Form, etc. is being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company/R&TA/Depositories unless a Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the relevant documents are being sent by the permitted mode.

To support "Green Initiative" in full measure, Members holding shares in Demat form and who have not registered their e-mail address with the Depositories; are requested to register the same with their DPs. In case of shares hold in physical mode, are requested to contact the R&TA of the Company for updation of their e-mail Ids. In case you desire to receive the documents mentioned above in physical form, you are requested to send an e-mail to [cs@filtra.in](mailto:cs@filtra.in) duly quoting his / her DP ID & Client ID or Folio Number, as the case may be, and the said documents will be dispatched to the Members, free of cost. Annual Report is also available on the Company's website at <http://www.filtra.in> and will also be made available for inspection at the Registered Office of the Company during business hours.



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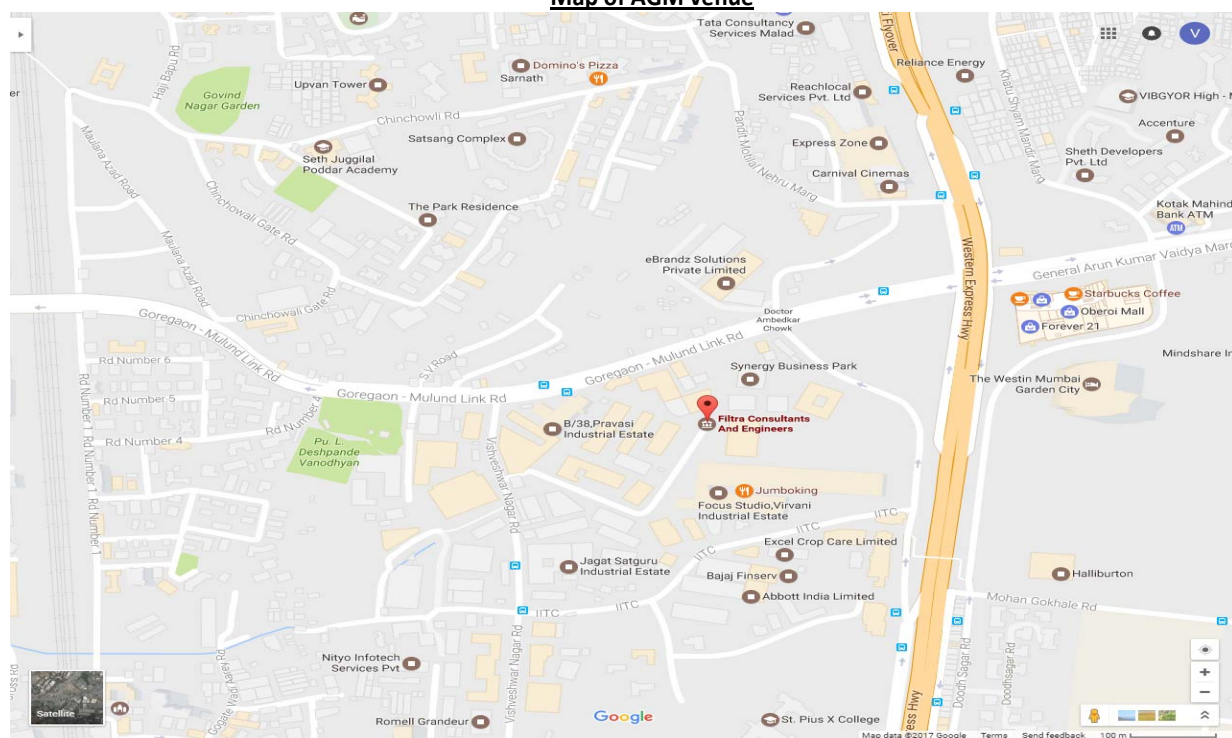
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19. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are, therefore, requested to kindly bring their copies at the time of attending the Meeting.
20. The Securities and Exchange Board of India (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 viz, M/s. Bigshare Services Private Limited 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.
21. Approval of the Members is sought for re-appointment of Mr. Abhay Nalawade (DIN: **00342055**), Mr. Hareesh Malusare (DIN: **02246773**) and Mr. Yogesh Tavkar (DIN: **07011793**) as an Independent Directors of the Company at the 8<sup>th</sup> Annual General Meeting. Further, approval of the Members is also sought for re-appointment of Mrs. Anjali Khant (DIN: 03506175), who retires by rotation and being eligible, offered herself for re-appointment. Information required pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as mandated under Secretarial Standards – 2 (para 1.2.5) issued by the Institute of Company Secretaries of India, are given below as Annexure to the Notice and Forms Part of the Explanatory statement.

Map of AGM venue



Landmark: Synthofine Industrial Estate

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EXPLANATORY STATEMENT PURSUANT TO REGULATION 36(5) OF THE SEBI (LODR) REGULATIONS, 2015 IN RESPECT OF THE ITEM NO 5 OF ORDINARY BUSINESS MENTIONED IN THE NOTICE CALLING 8<sup>TH</sup> ANNUAL GENERAL MEETING AND SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS MENTIONED IN THE NOTICE CALLING 8<sup>TH</sup> ANNUAL GENERAL MEETING

## **Item No. 5:**

**Terms of re-appointment of Statutory Auditor:** Proposed re-appointment is on existing terms for a period of 5 consecutive years from the conclusion of the Eighth Annual General Meeting of the Company till the conclusion of the Thirteen Annual General Meeting, i.e. Annual General Meeting to be held for the financial year 2023-24

**Proposed Fees payable to Statutory Auditor:** Auditors remuneration shall be decided by board of directors on recommendation of Audit Committee.

**Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:** Not Applicable as the existing Auditors is proposed to be re-appointed as Auditors.

**Basis of recommendation for reappointment of Statutory Auditor:** Since tenure of M/s. Krunal M. Shah & Co. is valid upto conclusion of ensuing Annual General Meeting, the Audit Committee has reviewed the performance and Audit Process of the Auditors and considering their experience and performance the Audit Committee has recommend to the Board and accordingly, the Board of Directors is recommending the reappointment of M/s. Krunal M. Shah & Co. for a further period of 5 consecutive years to the Members of the company for their approval at the Annual General Meeting by way of passing an ordinary resolution.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution as mentioned at item no. 5 to the notice convening Annual General Meeting.

## **Item No. 6, 7 and 8:**

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Members of the Company at the 3<sup>rd</sup> Annual General Meeting held on September 30, 2014 approved the appointment of Mr. Abhay Nalawade (DIN: 00342055) as an Independent Director of the Company for a period of 5 years i.e. up to September 29, 2019. As per the provisions of Section 149 of the Companies Act, 2013 an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment for another term of upto five years on passing of a special resolution by shareholders.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Members of the Company at the Extra-Ordinary General Meeting held on February 2, 2015 approved the appointment of Mr. Haresh Malusare (DIN: 02246773) as an Independent Director of the Company for a period of 5 years i.e. up to February 1, 2020. As per the provisions of Section 149 of the Companies Act, 2013 an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment for another term of upto five years on passing of a special resolution by shareholders.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Members of the Company at the Extra-Ordinary General Meeting held on February 2, 2015 approved the appointment of Mr. Yogesh Tavkar (DIN: 07011793) as an Independent Director of the Company for a period of 5 years i.e. up to February 1, 2020. As per the provisions of Section 149 of the Companies Act, 2013 an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment for another term of upto five years on passing of a special resolution by shareholders.

The Board of Directors, based on the performance evaluation on various parameters of Independent Directors and recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Act, considered that given the background and contributions made by Mr. Abhay Nalawade(DIN: 00342055), Mr. Haresh Malusare(DIN: 02246773)and Mr. Yogesh Tavkar(DIN: 07011793) during their tenure, their continued association would be

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beneficial to the Company and hence it is desirable to continue to avail their services as Independent Director. Accordingly, The Board of Directors recommends the proposal to re-appoint Mr. Abhay Nalawade (DIN: 00342055), Mr. Haresh Malusare (DIN: 02246773) and Mr. Yogesh Tavkar (DIN: 07011793) as Independent Directors of the Company, not liable to retire by rotation, for a term as mentioned in the respective special resolutions

In the opinion of the Board, Independent Directors fulfills the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 for re-appointment as an Independent Directors of the Company and are independent of the Management.

Mr. Abhay Nalawade (DIN: 00342055), Mr. Haresh Malusare (DIN: 02246773) and Mr. Yogesh Tavkar (DIN: 07011793) are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from a Member pursuant to provision of Section 160 of the Act proposing the candidature of Mr. Abhay Nalawade (DIN: 00342055), Mr. Haresh Malusare (DIN: 02246773) and Mr. Yogesh Tavkar (DIN: 07011793) for the office of Independent Directors of the Company.

The Company has also received intimation from Mr. Abhay Nalawade (DIN: 00342055), Mr. Haresh Malusare (DIN: 02246773) and Mr. Yogesh Tavkar (DIN: 07011793), that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 6, 7, and 8, are provided in the Annexure to the Notice pursuant to the provisions of (i) the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Abhay Nalawade(DIN: 00342055), Mr. Haresh Malusare(DIN: 02246773) and Mr. Yogesh Tavkar(DIN: 07011793)are concerned and interested in the resolutions set out respectively at Item Nos. 6, 7, and 8 of the Notice with regard to their respective re-appointments.

None of the other Directors and Key Managerial Personnel of the Company except, as mentioned above are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Special Resolutions set out at Item Nos. 6, 7, and 8 of the Notice for approval by the Members.

All documents, including draft letter of appointment setting out the terms and conditions of re-appointment, referred at item nos. 6, 7 and 8 of the accompanying Notice and the Explanatory Statement are open for inspection for the Members during normal business hours (10.00 a.m. to 6.00 p.m.) on all working days except Sundays and public holidays, up to and including the date of ensuing Annual General Meeting of the Company at the Registered Office of the Company.

By the order of the Board

For **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:** July 23, 2019

**Place:** Mumbai



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Annexure to resolutions mentioned at item no 4, 6, 7 and 8 to the notice calling 8<sup>th</sup> Annual General Meeting providing details as required to be furnished as per para 1.2.5 of the Secretarial Standard – 2 and Regulation 36(2) of the SEBI (LODR) Regulations, 2015 with respect to Directors seeking appointment or re-appointment at the 8<sup>th</sup> Annual General Meeting

<b>Name of the Director and DIN</b>	Mr. Abhay Nalawade (DIN: 00342055)	Mr. Haresh Malusare (DIN: 02246773)	Mr. Yogesh Tavkar (DIN: 07011793)
<b>Date of Birth</b>	February 23, 1949	October 3, 1983	November 21, 1968
<b>Age</b>	70 years	36 Years	50 years
<b>Nationality</b>	Indian	Indian	Indian
<b>Date of Appointment on the Board</b>	September 30, 2014	February 2, 2015	November 6, 2014
<b>Qualification</b>	He holds Bachelors Degree in Science, MBA from University of Poona & Management Development Program from Harvard University Graduate School of Business Administration	He holds Masters Degree in Commerce, He also a Bachelors Degree in Law and is a Member of Institute of Company Secretaries of India.	He holds a Bachelors Degree in Arts. He also holds Diploma in Chemical Engineering from Shri Bhagubhai Mafatlal Polytechnic Institute. He has also Completed MBA from Mumbai University.
<b>Brief resume (including nature of expertise in specific functional areas)</b>	He has an experience of around 50 years. He Started his career as a marketing professional and later held various managerial positions in energy/environment technologies Companies. He has around 25 years of experience in Thermax Limited a corporation in the energy and environment field. He is on Advisory Board of Infinite-uptime (infinite-uptime.com), which is an IoT Company focused on unique online tracking of mechanical parameters of equipment and plant, tri-axial high-frequency mechanical vibrations, temperature and acoustics, etc.	Presently, he is Practicing Company Secretary. In Past he has been associated with Ashapura Minichem Limited, NABARD Consultancy Services Private Limited and Vipul Impex & Infra Build Limited. He has 5 years of experience in Secretarial department in Corporate organization. Currently, he is a Practicing Company Secretary based in Mumbai.	He has experience of around 29 years. In the past he has worked with ICICI Bank in Mumbai for almost 5 years in managing fee based business there including Mutual funds, Insurance and Foreign Exchange. He has also worked with Deutusche Mutual Fund for 9 years in after sales department and was designated as Regional head AVP in Western India Region.
<b>Experience</b>	Around 50 years.	Around 10 years	Around 29 years
<b>Shareholding in the Company</b>	Nil	Nil	Nil
<b>List of Directorship held in other Companies</b>	1. Neeti Solutions Private Limited 2. Dimple International Private Limited	Rak Financial Services Private Limited	Nil
<b>Committee Membership</b>	In our Company he is Chairman of Nomination and Remuneration Committee , Member of Stakeholders' Relationship and Audit Committee	Chairman of Audit Committee and Member of Nomination and Remuneration and Stakeholders' Relationship Committee.	Chairman of Stakeholders' Relationship Committee, Member of Nomination and Remuneration and Audit Committee.
<b>Last Remuneration drawn (Sitting Fees)</b>	Rs. 60,000/- in the financial year 2018-19	Rs.80,000/- in the financial year 2018-19	Rs.60,000/- in the financial year 2018-19

# FILTRA CONSULTANTS AND ENGINEERS LIMITED

(CIN: L41000MH2011PLC217837)

## Eighth Annual Report 2018-19



Remuneration to be drawn after appointment /re-appointment	No Remuneration will be paid except sitting fees for attending Board Meeting, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors		
Relationship with Directors, Managers or other KMP	Not related to any other Director, Manager or KMP		
Number of Meeting of Board attended during the Year (F.Y. 2018-19)	4 (Four)	6(Six)	5(Five)
Terms and Conditions of Appointment/ re-appointment	As per the Explanatory Statement for resolutions at item no 6, 7 and 8 of the Notice of the 8 <sup>th</sup> Annual General Meeting and draft letter of Appointment.		

Name of the Director and DIN	Mrs. Anjali Khant (DIN: 00342055)
Date of Birth	January 2, 1970
Age	49 years
Nationality	Indian
Date of Appointment on the Board	May 24, 2011
Qualification	She holds Diploma in Chemical Engineering from Shri Bhagubhai Mafatlal Polytechnic Institute.
Brief resume (including nature of expertise in specific functional areas)	She has an experience of around 16 years in water treatment industry. She is Director of our Company since incorporation. In the past she has been associated with NGO's viz.CRY, REAP and RSVK. She has been rank holder in college and has won many certificates for educational excellence in chemical engineering. She is currently looking after Company's Administrative and Human Development Departments.
Experience	Around 16 years.
Shareholding in the Company	1499898 Equity shares
List of Directorship held in other Companies	Nil
Committee Membership	Nil
Last Remuneration drawn	Rs.36,25,000/-(Rupees Thirty Six Lakhs Twenty Five Thousand Only)
Remuneration to be drawn after appointment /re-appointment	As mentioned in the terms and conditions of whole-time director agreement effective from April 1, 2018 for a period of 3 years.
Relationship with Directors, Managers or other KMP	She is Whole-time Director of the Company and her husband Mr. Ketan Khant (DIN: 03506163) is Managing Director.
Number of Meeting of Board attended during the Year (F.Y. 2018-19)	5 (Five)
Terms and Conditions of Appointment/ re-appointment	As mentioned in the whole-time director agreement effective from April 1, 2018 for a period of 3 years.

By the order of the Board  
For **Filtra Consultants and Engineers Limited,**

Sd/-

**KetanKhant**

Chairman and Managing Director

**(DIN: 03506163)**

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

**Date:** July 23, 2019

**Place:** Mumbai