

FILTRA CONSULTANTS AND ENGINEERS LTD

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

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

Web Site: www.filtra.in

CIN: L41000MH2011PLC217837



NOTICE

Notice is hereby given that the 1st Extra-Ordinary General Meeting of the Financial Year 2021-22 of the Members of **Filtra Consultants and Engineers Limited** will be held on Saturday, January 08, 2022 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-400063 to transact the following business:

Special Business:

1. To consider Shifting of Registered Office from Mumbai to Pune:

To Consider and, if thought fit, to pass, with or without modifications, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provision of section 12, 13 read with the Rule 25, 27 and 28 of the Companies (Incorporation) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), if any, and subject to the approval of the Regional Director, Western Region, Mumbai, Registrar of Companies and of any other authority(ies), as required under the Companies Act, 2013 or otherwise, the approval of the Members be and is hereby accorded to shift Registered Office of the Company from "1501, Synergy Business Park, Sahakar Wadi, Next to Synthofine Indus. Estate, Off Aarey Rd, Goregaon (E) Mumbai-400063" to "W-27, T-Block, MIDC, Bhosari, Haveli, Pune - 411026", i.e. from the jurisdiction of the Registrar of Companies, Mumbai to the jurisdiction of the Registrar of Companies, Pune within the State of Maharashtra.

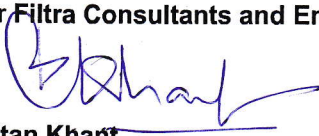
RESOLVED FURTHER THAT pursuant to the provision of section 13 and any other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), if any, and subject to the approval of the Regional Director, Western Region, Mumbai and Registrar of Companies and upon shifting of the Registered Office being effective, the existing clause II of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause II:

II. The Registered Office of the Company will be situated in the State of Maharashtra, i.e. within the jurisdiction of Registrar of Companies, Maharashtra at Pune.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matter as may be required in this regards, take all such steps and actions and give such directions as they may in its absolute discretion deem necessary to give effect to the above resolution and to settle any doubts, difficulties or questions as may arise in this regard, on behalf of the Company."

By order of the Board,

For **Filtra Consultants and Engineers Limited**


Ketan Khant
Chairman & Managing Director
(DIN: 03506163)



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

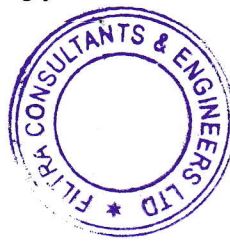
Date: December 03, 2021 **Place:** Mumbai

Registered Office: 1501, Synergy Business Park, Sahakar Wadi, off Aarey Road, Near Synthofine Industrial Estate, Goregaon (E), Mumbai - 400063
CIN: L41000MH2011PLC217837

Notes:

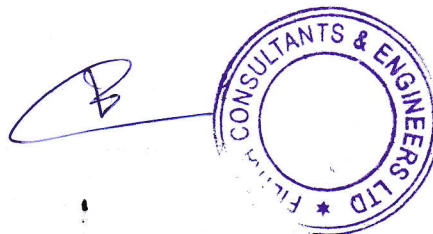
1. A Member entitled to attend and vote at the General Meeting is entitled to appoint a proxy/proxies to attend and vote instead of himself/herself and the proxy/proxies need not be a Member of the Company. The proxy, in order to be valid, must be duly completed, stamped and signed and must reach at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

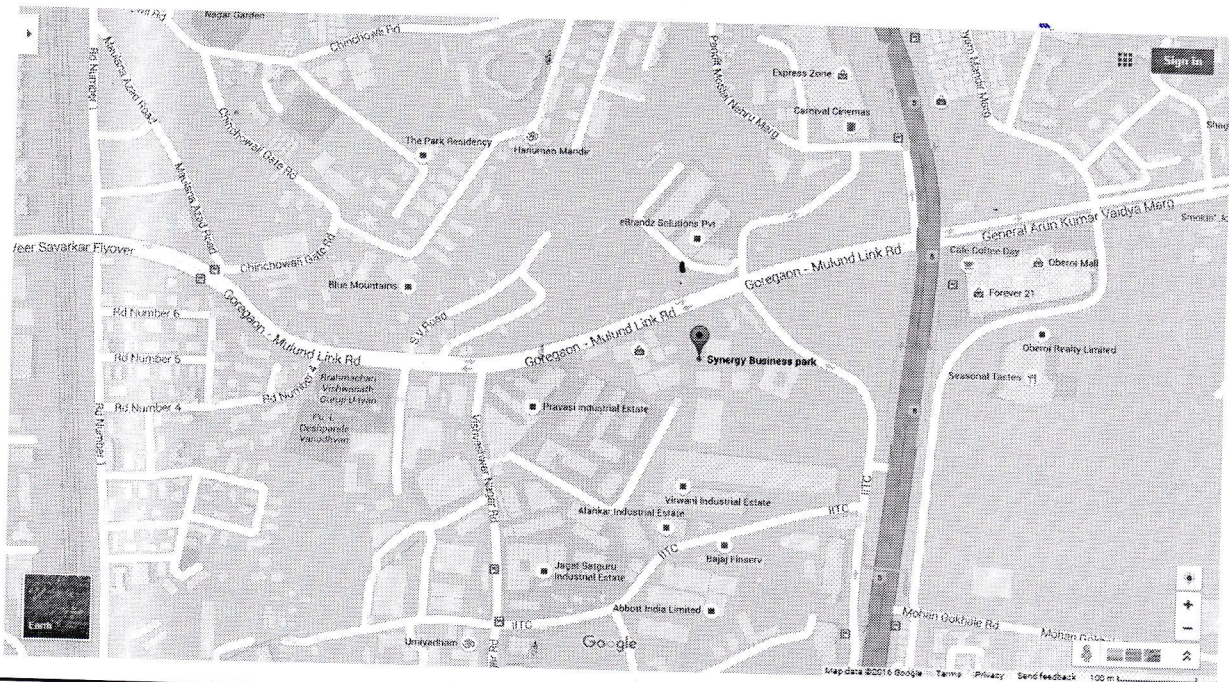
A person can act as proxy on behalf of Members holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as his/her proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business as set out in the notice is annexed hereto and forms part of the notice of this AGM.
3. The Company's Registrar & Share Transfer Agents are M/s. Bigshare Services Private Limited ('R & TA') located at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai - 400059, Maharashtra, Tel. No.: 022 -62638200
4. Members are requested to
 - a) 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;
 - b) 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; and
 - c) 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..
5. 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.
6. 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, notice of 1st Extra-ordinary General Meeting for the financial year 2021-22 including inter alia the Attendance Slip and Proxy Form 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, Members 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 duly quoting your 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. This notice is also available on the Company's website at <http://www.filtral.in> and will also be made available for inspection at the Registered Office of the Company during business hours.

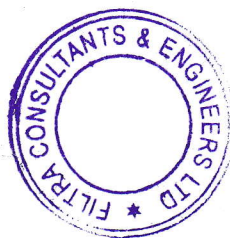
7. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are, therefore, requested to kindly bring their copies at the time of attending the Meeting.
8. For the convenience of the Members, attendance slip is enclosed with the notice of the Extra-Ordinary General Meeting. Members/Proxy Holders/Authorized Representatives are requested to fill in and sign at the space provided therein and submit the same at the venue of the Meeting. Proxy/Authorized Representatives of Members should state on the attendance slip as 'Proxy' or 'Authorized Representative', as the case may be. Further, Members are requested to write their folio number on the attendance slip for easy identification at the meeting.
9. Corporate Members are requested to forward a certified copy of the Board Resolution authorizing their representatives to attend and vote at the Extra-ordinary General Meeting.
10. Members are informed that in case joint holders attending 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.
11. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during 03:00 p.m. to 05:00 p.m. on all working days except Saturdays, Sundays and public holidays upto and including the date of 1st Extra-Ordinary General Meeting of the Financial Year 2021-22 of the Company.
12. In terms of Section 108 of the Companies Act, 2016 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, 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 Extra-ordinary General Meeting by electronic means.
13. Members are requested to bring their copy of the Notice of Extra-ordinary General Meeting, Attendance slip and their photo identity proof at the Extra-ordinary General Meeting.
14. The Map of the venue of the Extra-Ordinary General Meeting is given below.





 Near Synthofine Industrial Estate





EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT TO SPECIAL BUSINESS MENTIONED IN THE 1ST EXTRA-ORDINARY GENERAL MEETING OF THE FINANCIAL YEAR 2021-22 OF THE MEMBERS OF FILTRA CONSULTANTS AND ENGINEERS LIMITED

Item No. 1:

Presently, the Company's Registered Office is located at 1501, Synergy Business Park, Sahakar Wadi, Next to Synthofine Indus. Estate, Off Aarey Rd, Goregaon (E) Mumbai -400063, which is taken on lease from Promoters of the Company. The Board of Directors of the Company at their meeting held on December 03, 2021 has decided to shift the Registered Office of the Company to 'W-27, T-Block, MIDC, Bhosari, Haveli, Pune - 411026' to carry on the business of the Company more economically and efficiently and with better operational convenience. As the premises where the Registered Office is proposed to be shifted is owned by the Company, this shifting of Registered Office will save cost on the rent which Company currently paying for Registered Office premises taken on lease basis.


Pursuant to Section 12 read with Section 13 of the Companies Act, 2013, the proposed shifting of Registered Office within the State of Maharashtra but from the jurisdiction of Registrar of Companies, Mumbai to Registrar of Companies, Pune will require approval of the Members by passing Special Resolution and of the Regional Director, Western Region, Mumbai, Maharashtra. Once approval of the Members is received, a petition u/s 12 of the Companies Act, 2013 will be filed with the Regional Director, Western Region, Mumbai seeking their approval for the shifting of the Registered Office and consequential alteration in Clause II of the Memorandum of Association of the Company. From the date of passing the order by the Regional Director, the Registered Office of the Company will be shifted from the jurisdiction of the Registrar of Companies, Maharashtra, Mumbai to the jurisdiction of the Registrar of Companies, Maharashtra, Pune.

In terms of Section 12, 13 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 made thereunder, shifting of the Registered Office within the same State from the jurisdiction of one Registrar of Companies to the jurisdiction of another Registrar of Companies and alteration of the Memorandum of Association requires the approval of Members by way of Special Resolution. Hence, the Board recommends the resolution mentioned at item no. 1 of the accompanying notice for the approval of the Members as Special Resolution.

All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during 03:00 p.m. to 05:00 p.m. on all working days except Saturdays, Sundays and public holidays upto and including the date of 1st Extra-Ordinary General Meeting of the Financial Year 2021-22 of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be interested/concerned in this resolution.

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


Ketan Khant
Chairman & Managing Director
(DIN: 03506163)

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



Date: **December 03, 2021** Place: **Mumbai**

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**1st Extra-ordinary General Meeting of Financial Year 2021-22: Saturday, January 08, 2022 at 11:30 a.m.
at the Registered Office of the Company at 1501, Synergy Business Park, Sahakar Wadi, Off Aarey
Road, Near Synthofine Industrial Estate, Goregaon (E), Mumbai - 400063**

ATTENDANCE SLIP

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

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

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

Registered address.....

E-mail ID:

DP ID & Client ID..... Folio No.

Number of shares held

I certify that I am a registered shareholder/Authorised Representative/proxy for the registered Shareholder of the Company and I hereby record my presence at the 1st Extra-ordinary General Meeting of the Financial Year 2021-22 of the Company on Saturday, January 08, 2022 at 11:30 a.m. at the Registered Office of the Company at 1501, Synergy Business Park, Sahakar Wadi, Off Aarey Road, Near Synthofine Industrial Estate, Goregaon (E), Mumbai - 400063.

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

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

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

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

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CIN: L41000MH2011PLC217837

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1st Extra-ordinary General Meeting of Financial year 2021-22– Saturday, January 08, 2022

Name of the Member(s):

Registered Address:

Email:

Folio no. / Client ID:

DP ID:

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

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

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

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

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

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

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1st Extra-ordinary General Meeting for the financial year 2021-22 of the Company to be held on Saturday, January 08, 2022 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 - 400063 and at any adjournment thereof in respect of resolution as indicated below:

Res. No.	Resolution	For	Against
Special Business			
1.	To consider shifting of Registered office from Mumbai to Pune.		

Signed this _____ day of _____ 2021/22

Affix
revenue
stamp

Signature of shareholder

Signature of Proxy holder(s)

Signature of Proxy holder(s)

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. The Proxy need not to be a Member.
3. It is optional to put (v) in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the Resolution, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. For Resolution and Notes please refer to the Notice of the General Meeting.
5. The Company reserves its right to ask for identification of the Proxy.
6. The proxy form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company.