

FILTRA CONSULTANTS AND ENGINEERS LIMITED

(CIN: L41000PN2011PLC209700)

Twelfth Annual Report - 2022-23



BOARD OF DIRECTORS

DIRECTORS	:	MR. KETAN KHANT (DIN: 03506163) <i>Chairman & Managing Director</i>
	:	MRS. ANJALI KHANT (DIN: 03506175) <i>Whole-time Director</i>
	:	MR. ASHFAK MULLA (DIN: 03506172) <i>Whole-time Director</i>
	:	MR. ABHAY NALAWADE (DIN: 00342055) <i>Independent Director</i>
	:	MR. YOGESH TAVKAR (DIN: 07011793) <i>Independent Director</i>
	:	MR. HARESH MALUSARE (DIN: 02246773) <i>Independent Director</i>
CHIEF FINANCIAL OFFICER	:	Ms. Vaishali Pai
COMPANY SECRETARY AND COMPLIANCE OFFICER	:	Ms. Keshmira Behram Behramkamdin (Appointed w.e.f. November 12, 2022)
AUDITORS	:	M/S. KRUNAL M. SHAH & COMPANY <i>Chartered Accountants</i>
BANKERS	:	HDFC BANK
REGISTERED OFFICE& PUNE OFFICE	:	W-27, T Block, MIDC Bhosari, Haveli, Pune - 411 026 Contact No.: 8446294002/ 003
MUMBAI OFFICE	:	Ind. Gala No. 2&3, Ground Floor, Neminath Industrial Estate No. 2, Survey No. 29 Plot No. 10, Navghar, Vasai (East), Palghar - 401208
BHIWANDI OFFICE	:	Building No.202 & 213, Unit No. 6 to 9, Indian Corporation, Opp. Gajanan Petrol Pump, Mankoli Naka, Dapode-Bhiwandi Rd, Bhiwandi-421302
NAGPUR OFFICE	:	Plot No.33, Jai Hind Co-Operative Soc, Gangadhar Fadnavis Layout, Khadgaon Road, Wadi Nagpur - 440023
AHMEDABAD OFFICE	:	214-B, Nilkanth Palace, Opp. Seema Hall, 100 Ft. Anand Nagar Road, Satellite, Ahmedabad - 380 015
INDORE OFFICE	:	First Floor, 131-B, Katju Colony, Opp. Karbala Maidan, Indore - 452007
REGISTRAR & SHARETRANSFER AGENT	:	BIGSHARE SERVICES PRIVATE LIMITED Office No S6-2, 6 th 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 12th Annual General Meeting of the Members of **Filtra Consultants and Engineers Limited** will be held on **Friday, September 22, 2023** 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, 2023 including the Audited Balance Sheet as at March 31, 2023, 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 appoint a Director in place of Mr. Ashfak Mulla (DIN: 03506172), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To approve increase in remuneration of Mr. Ketan Khant (DIN: 03506163) as Managing Director of the Company:

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

"RESOLVED THAT subject to the provisions of Sections 117, 179, 197, Clause (A) of Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all the other applicable Rules made under the Companies Act, 2013 (including any statutory modification, amendments or re-enactment thereof for the time being in force), the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Nomination and Remuneration Policy of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the approval of the Members be and is hereby given to increase in remuneration of Mr. Ketan Khant (DIN: 03506163), Managing Director of the Company, w.e.f. April 01, 2023 for his remaining tenure as Managing Director of the Company i.e. till March 31, 2024, on such terms and conditions, as mentioned in the Supplementary Agreement, which is available for inspection, and details of which is given in explanatory statement, be and is hereby considered and approved.

RESOLVED FURTHER THAT subject to the provisions of Sections 117, 179, 197 read with Rules made thereunder, Schedule V, and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification, amendments or re-enactment thereof for the time being in force), the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Nomination and Remuneration Policy of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors, the approval of the Members be and is hereby given for giving performance incentive up to 20% p.a. of maximum approved remuneration as performance reward to Mr. Ketan Khant (DIN: 03506163), Managing Director of the Company, for the financial year 2021-22 and 2022-23.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers to any of its committee(s) or any Director or officer or person to give effect to the aforesaid resolution and to do all such acts, deeds things and matters as may be deemed necessary."

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4. **To consider re-appointment of Mr. Ketan Khant (DIN: 03506163) as Managing Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Clause (A) of Section II of Part II of Schedule V and all the other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all the other applicable Rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company, Nomination and Remuneration Policy of the Company, subject to the approval of the Central Government or other Government authority/agency/board, if any and to the extent required, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, consent and approval of the Members be and is hereby accorded to re-appoint Mr. Ketan Khant (DIN: 03506163) as Managing Director of the Company for a further period of three years with effect from April 01, 2024 till March 31, 2027, without break of service, on such terms and conditions as stated in the Managing Director Agreement, which is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to “the Board”) to alter and vary the remuneration and/or agreement subject to the limits specified in Schedule V of the Companies Act, 2013, including any statutory modification or reenactment thereof for the time being in force, as may be agreed to between the Board and Mr. Ketan Khant (DIN: 03506163).

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper, expedient or desirable to give effect to this resolution or to make modifications as may be deemed to be in the interest of the Company, with liberty to the Board to alter and vary the terms and conditions of the aforesaid re-appointment of Mr. Ketan Khant (DIN: 03506163), from time to time, in accordance with and subject to the limits as stated in the Managing Director Agreement, or any of its supplementary agreements, or as may be stipulated by the Central Government, if and to the extent necessary and applicable, and to do all such acts, deeds, matters and things as may be deemed necessary for giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers to any of its committee(s) or any Director or officer or person to give effect to the aforesaid resolution.”

5. **To approve increase in remuneration of Ms. Anjali Khant (DIN: 03506175) as Whole-time Director of the Company:**

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

“RESOLVED THAT subject to the provisions of Section 197, Clause (A) of Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all the other applicable Rules made under the Companies Act, 2013 (including any statutory modification, amendments or re-enactment thereof for the time being in force), the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Nomination and Remuneration Policy of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the approval of the Members be and is hereby given to increase in remuneration of Mrs. Anjali Khant (DIN: 03506175), Whole-time Director of the Company, w.e.f. April 01, 2023 for her remaining tenure as Whole-time Director of the Company i.e. till March 31, 2024, on such terms and conditions, as mentioned in the Supplementary Agreement, which is available for inspection, and details of which is given in explanatory statement, be and is hereby considered and approved.

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RESOLVED FURTHER THAT subject to the provisions of Section 197 read with Rules made thereunder, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification, amendments or re-enactment thereof for the time being in force), the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Nomination and Remuneration Policy of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the approval of the Members be and is hereby given for giving performance incentive up to 20% p.a. of maximum approved remuneration as performance reward to Mrs. Anjali Khant (DIN: 03506175), Whole-time Director of the Company, for the financial year 2021-22 and 2022-23.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers to any of its committee(s) or any Director or officer or person to give effect to the aforesaid resolution and to do all such acts, deeds things and matters as may be deemed necessary."

6. To consider re-appointment of Ms. Anjali Khant (DIN: 03506175) as Whole-time Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, Clause (A) of Section II of Part II of Schedule V and all the other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all the other applicable Rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company, Nomination and Remuneration Policy of the Company, subject to the approval of the Central Government or other Government authority/agency/board, if any and to the extent required, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, consent and approval of the Members be and is hereby accorded to re-appoint Ms. Anjali Khant (DIN: 03506175) as Whole-time Director of the Company for a further period of three years with effect from April 01, 2024 till March 31, 2027, without break of service, on such terms and conditions as stated in the Whole-time Director Agreement, which is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to "the Board") to alter and vary the remuneration and/or agreement subject to the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, as may be agreed to between the Board and Ms. Anjali Khant (DIN: 03506175).

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper, expedient or desirable to give effect to this resolution or to make modifications as may be deemed to be in the interest of the Company, with liberty to the Board to alter and vary the terms and conditions of the aforesaid re-appointment of Ms. Anjali Khant (DIN: 03506175), from time to time, in accordance with and subject to the limits as stated in the Whole-time Director Agreement or as may be stipulated by the Central Government, if and to the extent necessary and applicable, and to do all such acts, deeds, matters and things as may be deemed necessary for giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers to any of its committee(s) or any Director or officer or person to give effect to the aforesaid resolution."

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7. To approve increase in remuneration of Mr. Ashfak Mulla (DIN: 03506172) as Whole-time Director of the Company.

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

“RESOLVED THAT subject to the provisions of Section 197, Clause (A) of Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all the other applicable Rules made under the Companies Act, 2013 (including any statutory modification, amendments or re-enactment thereof for the time being in force), the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Nomination and Remuneration Policy of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the approval of the Members be and is hereby given to increase in remuneration of Mr. Ashfak Mulla (DIN: 03506172), Whole-time Director of the Company, w.e.f. April 01, 2023 for his remaining tenure as Whole-time Director of the Company i.e. till March 31, 2024, on such terms and conditions, as mentioned in the Supplementary Agreement, which is available for inspection, and details of which is given in explanatory statement, be and is hereby considered and approved.

RESOLVED FURTHER THAT subject to the provisions of Sections 178, 197 read with Rules made thereunder, Schedule V, and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification, amendments or re-enactment thereof for the time being in force), the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Nomination and Remuneration Policy of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the approval of the Members be and is hereby given for giving performance incentive up to 20% p.a. of maximum approved remuneration as performance reward to Mr. Ashfak Mulla (DIN: 03506172), Whole-time Director of the Company, for the financial year 2021-22 and 2022-23.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers to any of its committee(s) or any Director or officer or person to give effect to the aforesaid resolution and to do all such acts, deeds things and matters as may be deemed necessary.”

8. To consider re-appointment of Mr. Ashfak Mulla (DIN: 03506172) as Whole-time Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 read with Clause (A) of Section II of Part II of Schedule V and all the other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all the other applicable Rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company, Nomination and Remuneration Policy of the Company, subject to the approval of the Central Government or other Government authority/agency/board, if any and to the extent required, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, consent and approval of the Members be and is hereby accorded to re-appoint Mr. Ashfak Mulla (DIN: 03506172) as Whole-time Director of the Company for a further period of three years with effect from April 01, 2024 till March 31, 2027, without break of service, on such terms and conditions as stated in the Whole-time Director Agreement, which is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to “the Board”) to alter and vary the remuneration and/or agreement subject to the limits specified in Schedule V to the Companies Act, 2013, including any statutory

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modification or re-enactment thereof for the time being in force, as may be agreed to between the Board and Mr. Ashfak Mulla (DIN: 03506172).

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper, expedient or desirable to give effect to this resolution or to make modifications as may be deemed to be in the interest of the Company, with liberty to the Board to alter and vary the terms and conditions of the aforesaid re-appointment of Mr. Ashfak Mulla (DIN: 03506172), from time to time, in accordance with and subject to the limits as stated in the Whole- time Director Agreement or as may be stipulated by the Central Government, if and to the extent necessary and applicable, and to do all such acts, deeds, matters and things as may be deemed necessary for giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers to any of its committee(s) or any Director or officer or person to give effect to the aforesaid resolution."

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: August 18, 2023 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.10/2022 dated December 28, 2022 read with 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 12th 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. 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.
3. 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.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 16, 2023 to Friday, September 22, 2023 (both days inclusive) for taking record of the Members of the Company for the purpose of AGM.

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5. The Members can join the AGM in the 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. Members will be able to view the proceedings on e-voting website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to all the Members, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Board Committees, Auditors etc. as per the MCA Circulars.
6. 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.
7. 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.filtrainand 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

8. 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.
9. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM are annexed to the Notice of AGM. The Directors proposed to be re-appointed has furnished the relevant consent for their re-appointment.
10. 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.
11. 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/upload/investment/1661767821.Form_SH-13.pdf
2. Form SH-14 - https://www.filtrain/upload/investment/1661767843.Form_SH-14.pdf
3. Form ISR-3 - https://www.filtrain/upload/investment/1661767924.Form_ISR-3.pdf

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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.

12. 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.
13. 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.
14. 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@filtra.in on or before Saturday, September 16, 2023 through your registered email address so as to enable the Management to reply at the AGM.
15. 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 September 22, 2023. Members seeking to inspect such documents can send an email to cs@filtra.in. During the 12th 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.
16. 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.
17. 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.
18. 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 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.
19. The Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 read with Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/ 2020/79 dated May 12, 2020 (collectively referred to as "SEBI Circulars") has allowed relaxation from requirement of sending the hard copy of annual report

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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 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/R&TA/Depositories. The Notice of AGM and Annual Report 2022-23 are available on the Company's website viz. <https://www.filtrain.com/index.php/home/investment> 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).

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 12th 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 12th 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 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 of the paid up equity share capital of the Company as on the cut-off date for the purpose of remote e-voting, being **Friday, September 15, 2023**. Members are eligible to cast vote only if they are holding shares on Friday, September 15, 2023.
- d) The remote e-voting period will commence at **09:00 a.m. (IST) on Tuesday, September 19, 2023** to and will end at **05:00 p.m. (IST) on Thursday, September 21, 2023**. 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. Friday, September 15, 2023, 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.





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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"> 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. 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.jsp 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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <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: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

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Individual Shareholders (holding securities in demat mode) login through their depository participants	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.
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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.

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.co.in or call at 022 - 4886 7000 and 022 - 2499 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***

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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'.
 - (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

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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 and 022 - 2499 7000 or send a request to Ms. Prajakta pawle at evoting@nsdl.co.in.

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:

1. 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.

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3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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 Friday, September 15, 2023. The same will be replied by the Company suitably.

20. 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.
21. 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.
22. 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.
23. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the 12th AGM i.e. Friday, September 22, 2023.

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: August 18, 2023

Place: Mumbai

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Annexure to resolutions mentioned at item nos. 3 to 8 to the notice calling 12th 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 re-appointment at this AGM

Name of the Director and DIN	Mr. Ketan Khant (DIN: 03506163)	Mrs. Anjali Khant (DIN: 03506175)	Mr. Ashfak Mulla (DIN: 03506172)
Date of Birth	August 10, 1969	January 02, 1970	June 22, 1968
Age	54 years	53 years	55 years
Nationality	Indian	Indian	Indian
Date of Appointment on the Board	May 24, 2011	May 24, 2011	May 24, 2011
Qualification	Diploma in Chemical Engineering and Diploma in Marketing Management	Diploma in Chemical Engineering	Mechanical Engineering
Brief resume (including nature of expertise and experience in specific functional areas)	Having approx 29 years of vast experience in the marketing and dealing of water treatment plants, water components and Machinery	Approx 20 years in water treatment industry	Having around 27 years of vast experience in the marketing and dealing of water treatment plants and related products and machinery.
Shareholding in the Company (Rs.10/- each)	44,40,000 Equity Shares	14,99,940 Equity Shares	18,012 Equity shares
List of Directorship held in other Companies	Nil	Nil	Nil
Committee Membership	Nil	Nil	Nil
Last Remuneration drawn (in the year 22-23)	Rs. 83,16,000/- (Rupees Eighty Three Lakhs Sixteen Thousand Only)	Rs. 71,35,000/- (Rupees Seventy One Lakhs Thirty Five Thousand Only)	Rs. 46,76,000/- (Rupees Forty Six Lakhs Seventy Six Thousand Only)
Remuneration to be drawn after appointment /re-appointment	As per Explanatory Statement to item no. 3 and 4 of the attached notice calling AGM.	As per Explanatory Statement to item no. 5 and 6 of the attached notice calling AGM.	As per Explanatory Statement to item no. 7 and 8 of the attached notice calling AGM.
Relationship with Directors, Managers or other KMP	He is Managing Director and his wife Mrs. Anjali Khant (DIN: 03506175) is Whole-time Director of the Company.	She is Whole-time Director & her husband Mr. Ketan Khant (DIN: 03506163) is Managing Director of the Company.	He is Whole-time Director of the Company and not related with other Director, Manager or KMP.
Number of Meeting of Board attended during the Year (F.Y. 2022-23)	4 (Four)	2 (Two)	3 (Three)
Terms and Conditions of Appointment/ re-appointment	As mentioned in the Managing Director Agreement.	As mentioned in the Whole-time Director Agreement.	As mentioned in the Whole-time Director Agreement.

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: August 18, 2023 **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 12TH ANNUAL GENERAL MEETING OF THE MEMBERS OF FILTRA CONSULTANTS AND ENGINEERS LIMITED

Item No. 3 to 8:

Mr. Ketan Khant (DIN: 03506163) was designated as the Managing Director of the Company w.e.f. April 01, 2012 for a period of 3 years i.e. till March 31, 2015. He was then re-appointed as Managing Director of the Company from time to time. His present term as a Managing Director will expire on March 31, 2024.

Further, Mrs. Anjali Khant (DIN: 03506175) was designated as the Whole-time Director of the Company w.e.f. April 01, 2012 for a period of 3 years i.e. till March 31, 2015. She was then re-appointed as Whole-time Director of the Company from time to time. Her present term as a Whole-time Director will expire on March 31, 2024.

Also, Mr. Ashfak Mulla (DIN: 03506172) was designated as the Whole-time Director of the Company w.e.f. April 01, 2012 for a period of 3 years i.e. till March 31, 2015. He was then re-appointed as Whole-time Director of the Company from time to time. His present term as a Whole-time Director will expire on March 31, 2024.

The Nomination and Remuneration Committee ("NRC") in its meeting held on February 27, 2023 has reviewed the performance of the Company and efforts taken by the Mr. Ketan Khant (DIN: 03506163) as Managing Director and Mrs. Anjali Khant (DIN: 03506175) & Mr. Ashfak Mulla (DIN: 03506172) as Whole-time Directors of the Company ("Executive Directors") in progress of the Company and recommended to the Board increase of their remuneration as well as payment of performance incentive for the financial year 2021-22 and 2022-23. The Board in its meeting held on February 27, 2023 has considered the recommendation of the NRC and entered into Supplementary Agreements for revision in remuneration to be paid to Executive Directors subject to the approval of the Members.

The Board has reviewed the performance of all the Executive Directors and their contribution in growth of the Company. The Board also reviewed the performance of the Company and future prospectus and growth of the Company. Accordingly, the Board of Directors, on the recommendation of the NRC, in its meeting held on August 18, 2023 has approved re-appointment of Executive Directors for a further period of three years w.e.f. April 01, 2024 i.e. till March 31, 2027 and payment of remuneration. The above re-appointments and payment of remuneration are subject to the terms and conditions mentioned in the Agreements to be executed with them and are also subject to the approval of the Members in the General Meeting.

As the Company's profits are inadequate during the financial year to pay remuneration on the proposed scale, payment of remuneration to the Executive Directors fall within the preview of proviso to Clause (A) of Section II of Part II of Schedule V of the Companies Act, 2013.

The following additional information as required under Section II of Part II of Schedule V to the Companies Act, 2013 are given below:

I. GENERAL INFORMATION:

- (1) Nature of Industry:** Trader and Consultants for water treatment products.
- (2) Date or expected date of Commencement of commercial production:** The Company is presently in trading business and not proposing to start manufacturing activity.

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(3) In case of new Companies, expected date of Commencement of activities as per project approved by Financial Institutions appearing in the Prospectus: Not Applicable

(4) Financial Performance based on given indicators: As per the audited Financial Statement, following are the details of financial performance of the Company for last three years:

(Amount in lakhs)

Particulars	Year ended 31 st March		
	2023	2022	2021
Financial Parameters			
Turnover (net)	9,066.02	7,391.17	5,658.16
Other Income	32.34	34.07	21.35
Net Profit (as per Profit & Loss account)	344.32	300.79	131.05
Net Worth	2,015.66	1,671.34	1,370.55

(5) Foreign Investments or Collaborations, if any: There is a foreign investment but in secondary market by Public shareholder. As on March 31, 2023 total foreign holding in the Company was 1,35,000 Equity Shares i.e. 1.64%. Further, there was no foreign collaboration in the Company.

II. INFORMATION ABOUT THE APPOINTEE:

A) Mr. Ketan Khant (DIN: 03506163):

(1) Background details:

Mr. Ketan Khant (DIN: 03506163) holds a Diploma in Chemical Engineering from S B M P Institute Mumbai and also holds Diploma in Marketing Management from Prin. L N Welingkar Institute of Management Development and Research. He is having approx 29 years of vast experience in dealing of water treatment plants and related products and Machinery.

(2) Past Remuneration:

The Members of the Company in 10th AGM has approved the payment of remuneration of upto Rs. 84,00,000/- per annum to him effective from April 01, 2021. The Board, in its meeting held on February 27, 2023, has approved increase in his remuneration effective from April 01, 2023 for his remaining tenure to Rs. 1,20,00,000/- per annum and also approved payment of performance incentive of 20% of maximum basic salary. Further, in the same meeting the Board has approved payment of performance incentive up to 20% p.a. of maximum approved remuneration as performance reward for the financial year 2021-22 and 2022-23. The said increase in remuneration and Performance Incentive is subject to approval of the Members at this general meeting.

He has been paid remuneration (including performance incentive) during past three financial years as follows:

During 2020-21: Rs. 49,14,000/-

During 2021-22: Rs. 53,23,500/-

During 2022-23: Rs. 83,16,000/-

(3) Recognition/Awards:

He has worked with NGO Cry, REAP and RSVK to spread the awareness and necessity of education mainly for economically poor segment of society. He is a rank holder in college and has won many certificates for educational excellence in Chemical Engineering.

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(4) Job Profile and Suitability:

Mr. Ketan Khant (DIN: 03506163) was appointed as Managing Director of the Company on April 01, 2012. He was again re-appointed as Managing Director w.e.f. April 01, 2015, April 01, 2018 and April 01, 2021. Being Managing Director, he is over all in charge of the management and affairs of the Company and performs his duties under the supervision and control of the Board of Directors of the Company. Taking into consideration his qualification, experience and expertise in water treatment plants and related products and machinery he is best suited person for the responsibilities entrusted to him by the Company's Board.

(5) Remuneration proposed:

i) For the period from April 01, 2023 to March 31, 2024

A. **Salary:** Rs. 10,00,000/- (Rupees Ten Lacs Only) per month or Rs.1,20,00,000/- (Rupees One Crore Twenty Lacs Only) per annum.

B. **Performance Incentive:** Upto 20% of maximum approved Basic Salary.

ii) For the period from April 01, 2024 to March 31, 2027

A. **Salary:** Salary of Rs. 2,40,00,000/- (Rupees Two Crore Forty Lacs Only) per annum.

B. **Performance Incentive:** Upto 20% of maximum approved Basic Salary.

C. **Provision of a car with driver, a telephone at residence and mobile phone by the Company:**

The Company shall provide a car with a driver for official and personal use. All operating and maintenance expenses of the car shall be borne by the Company. The Company shall provide a telephone at residence and mobile/cell phone and reimburse all telephone expenses; except expenses of International personal calls.

D. **Leave:** Paid leave of thirty (30) days will be given for every eleventh months of service. Unavailed leave can be accumulated. The accumulated leave can be encashed at the end of the tenure.

E. **Reimbursement of out-of-pocket expenses:** The Company shall reimburse from time to time all the expenses that he may be required to incur in the course of performance of duties as Managing Director of the Company.

(6) Comparative Remuneration Profile with respect to Industry, size of the Company, Profile of the position and person:

Since the Industry in which Company operates is not organized and fragmented with many small and medium size Companies, no comparable figures are available. The NRC as well as the Board of Directors feel that remuneration payable to Mr. Ketan Khant (DIN: 03506163) is commensurate with his qualification, experience, the duties and responsibilities entrusted to him.

(7) Pecuniary Relationship, directly or indirectly, with the Company or relationship with the Managerial Personnel, if any:

Mr. Ketan Khant (DIN: 03506163) is one of the Promoters and First Directors of the Company holding 44,40,000 Equity Shares of Rs. 10/- each in the Company constituting 53.99% of total issued capital in the Company in his own name. He is drawing remuneration as Managing Director of the Company. His wife, Mrs. Anjali Khant (DIN: 03506175) is Whole-time Director of the Company and drawing remuneration. She is also Promoter of the Company and holding 14,99,940 Equity Shares of Rs. 10/- each in the Company constituting 18.24% of total issued capital in the Company.

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B) Mrs. Anjali Khant (DIN: 03506175):

(1) Background details:

Mrs. Anjali Khant (DIN: 03506175) is Diploma in Chemical Engineer from S B M P Institute. She is having approx 20 years of vast experience in dealing of water treatment plants and related products and Machinery.

(2) Past Remuneration:

The Members of the Company in 10th AGM has approved the payment of remuneration of upto Rs. 72,00,000/- per annum to her effective from April 01, 2021. The Board, in its meeting held on February 27, 2023, has approved increase in her remuneration effective from April 01, 2023 for her remaining tenure to Rs. 1,20,00,000/- per annum and also approved payment of performance incentive of 20% of maximum basic salary. Further, in the same meeting the Board has approved payment of performance incentive up to 20% p.a. of maximum approved remuneration as performance reward for the financial year 2021-22 and 2022-23. The said increase in remuneration and Performance Incentive is subject to approval of the Members at this general meeting.

She has been paid remuneration (including performance incentive) during past three financial years as follows:

During 2020-21: Rs. 37,80,000/-

During 2021-22: Rs. 40,95,000/-

During 2022-23: Rs. 71,35,000/-

(3) Recognition/Awards:

Mrs. Anjali Khant (DIN: 03506175) has worked with NGO Cry, REAP and RSVK to spread the awareness and necessity of education mainly for economically poor segment of society. She has been a rank holder in college and has won many certificates for educational excellence in chemical engineering.

(4) Job Profile and Suitability:

Mrs. Anjali Khant (DIN: 03506175) was appointed as Whole-time Director of the Company w.e.f. April 01, 2012 with general power of management and administration of the affairs of the Company and she performs her duties under the supervision and control of the Board of Directors of the Company. She is looking after Company's Administrative and Human Development Departments. Taking into consideration her qualification, past experience and expertise and industry in which Company operates, she is best suited person for the responsibilities entrusted to her by the Company's Board.

(5) Remuneration proposed: Remuneration proposed to be paid for the period from April 01, 2023 to March 31, 2027 is as follows:

A. Basic Salary:

For the period from April 01, 2023 to March 31, 2024:

Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakhs Only) per annum or Rs. 10,00,000/- (Rupees Ten Lakhs Only) per month.

For the period from April 01, 2024 to March 31, 2027:

Basic Salary: Salary of Rs.2,40,00,000/- (Rupees Two Crore Forty Lacs Only) per annum.

B. Performance Incentive: 20% of basic salary approved.

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- C. Provision of a car with driver, a telephone at residence and mobile phone by the Company:**
The Company shall provide a car with a driver for official and personal use. All operating and maintenance expenses of the car shall be borne by the Company. The Company shall provide a telephone at residence and mobile/cell phone and reimburse all telephone expenses; except expenses of International personal calls.
- D. Leave:** Paid leave of thirty (30) days will be given for every eleven (11) months of service. Unavailed leave can be accumulated. The accumulated leave can be encashed at the end of the tenure.
- E. Reimbursement of out-of-pocket expenses:** The Company shall reimburse from time to time all expenses that she may be required to incur in the course of performance of duties as Whole-time Director of the Company.
- F. Others:** As per Company's Policy.

(6) Comparative Remuneration Profile with respect to Industry, size of the Company, Profile of the position and person:

Since the Industry in which Company operates is not organized and fragmented with many small and medium size Companies, no comparable figures are available. The NRC as well as the Board of Directors feel that remuneration payable to Mrs. Anjali Khant (DIN: 03506175) is commensurate with her qualification, experience, the duties and responsibilities entrusted to her.

(7) Pecuniary Relationship, directly or indirectly, with the Company or relationship with the Managerial Personnel, if any:

Mrs. Anjali Khant (DIN: 03506175) is one of the Promoters and First Directors of the Company holding 14,49,940 Equity Shares of Rs. 10/- each in the Company constituting 18.24% of total issued capital in the Company in her own name. She is drawing remuneration as Whole-time Director of the Company. Her husband, Mr. Ketan Khant (DIN: 03506163) is Managing Director of the Company and drawing remuneration as Managing Director of the Company. He is also Promoter of the Company and holding 44,40,000 Equity Shares of Rs. 10/- each in the Company constituting 53.99% of total issued capital in the Company.

C) Mr. Ashfak Mulla (DIN: 03506172):

(1) Background details:

Mr. Ashfak Mulla (DIN: 03506172) is having Diploma in Mechanical Engineering from Shriram Polytechnic Institute. He is having approx 27 years of vast experience in the marketing and dealing of water treatment plants and related products and Machinery.

(2) Past Remuneration:

The Members of the Company in 10th AGM has approved the payment of remuneration of upto Rs. 48,00,000/- per annum to him effective from April 01, 2021. The Board, in its meeting held on February 27, 2023, has approved increase in his remuneration effective from April 01, 2023 for his remaining tenure to Rs. 1,20,00,000/- per annum and also approved payment of performance incentive of 20% of maximum basic salary. Further, in the same meeting the Board has approved payment of performance incentive up to 20% p.a. of maximum approved remuneration as performance reward for the financial year 2021-22 and 2022-23. The said increase in remuneration and Performance Incentive is subject to approval of the Members at this general meeting.

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He has been paid remuneration (including performance incentive) during past three financial years as follows:

During 2020-21: Rs. 41,76,000/-

During 2021-22: Rs. 35,49,000/-

During 2022-23: Rs. 46,76,000/-

(3) Recognition/Awards:

He has received award from RPG group for developing Furnace from scrap material during his service tenure with RPG Group at their Nagpur Plant.

(4) Job Profile and Suitability:

Mr. Ashfak Mulla (DIN: 03506172) was designated as Whole-time Director of the Company on April 01, 2012. Being a Whole-time Director, he was entrusted with power of administration of Company's office situated in Pune and sale and promotion of Company's products in Pune region under the supervision and control of the Board of Directors of the Company. Taking into consideration his qualification, experience, knowledge of Region and expertise in marketing, he is best suited person for the responsibilities entrusted to him by the Company's Board.

(5) Remuneration proposed: Remuneration proposed to be paid for the period from April 01, 2023 to March 31, 2027 is as follows:

A. Basic Salary:

For the period from April 01, 2023 to March 31, 2024:

Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakhs Only) per annum or Rs. 10,00,000/- (Rupees Ten Lakhs Only) per month.

For the period from April 01, 2024 to March 31, 2027:

Basic Salary: Salary of Rs.2,40,00,000/- (Rupees Two Crore Forty Lacs Only) per annum.

B. Performance Incentive: Upto 20% of maximum salary approved by members.

C. Provision of a car with driver, a telephone at residence and mobile phone by the Company:

The Company shall provide a car with a driver for official and personal use. All operating and maintenance expenses of the car shall be borne by the Company. The Company shall provide a telephone at residence and mobile phone and reimburse all telephone expenses; except expenses of International personal calls.

D. Leave: Paid leave of thirty (30) days will be given for every eleven (11) months of service. Un-availed leave can be accumulated. The accumulated leave can be encashed at the end of the tenure.

E. Reimbursement of out-of-pocket expenses: The Company shall reimburse from time to time all expenses that he may be required to incur in the course of performance of duties as Whole-time Director of the Company.

F. Others: As per Company's Policy.

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(6) Comparative Remuneration Profile with respect to Industry, size of the Company, Profile of the position and person:

Since the Industry in which Company operates is not organized and fragmented with many small and medium size Companies, no comparable figures are available. The NRC as well as the Board of Directors feel that remuneration payable to Mr. Ashfak Mulla (DIN: 03506172) is commensurate with his qualification, experience, the duties and responsibilities entrusted to him.

(7) Pecuniary Relationship, directly or indirectly, with the Company or relationship with the Managerial Personnel, if any:

Mr. Ashfak Mulla (DIN: 03506172) is one of the Promoters and First Directors of the Company holding 18,012 Equity Shares of Rs. 10/- each in the Company constituting 0.22% of total issued capital in the Company in his own name. He is drawing remuneration as Whole-time Director of the Company. His wife Mrs. Rehana Mulla is Manager Administration and Human Resource of the Company.

III. OTHER INFORMATION:

(1) Reasons for loss or inadequacy of profits:

The Company is not incurring loss but it is earning Profit. However, the profit is not sufficient to pay remuneration on the proposed scale. The Company's turnover as well as profit is increasing year on year.

(2) Steps taken or proposed to be taken for improvement:

The Company is doing well and its sales and profits are increasing year on year. The Management is expanding Company's area of operation in new markets and also adopting new sales strategy combined with use of technology in its operations. The Management is also proposing to include more products in its umbrella which are technological advance. Further, the Company has launched its e-commerce website for faster order processing, which is well accepted by the customer. The said steps are resulting into increase in turnover of the Company, reducing man hour in preparing and processing order, which in turn increases profitability of the Company.

(3) Expected increase in productivity and profits in measurable terms:

The Company is not engaged in the production or manufacturing activity. The projected revenue and profits are as follow:

(Rs. in Crores)			
Particulars	2023-24	2024-25	2025-26
Net Revenue	125	150	175
Profit	4.00	5.50	7.00

The approval of the Members by passing Special Resolutions at item nos. 3 to 8 of this notice is sought for approving re-appointment and remuneration paid/to be paid to Mr. Ketan Khant (DIN: 03506163) as Managing Director, Mrs. Anjali Khant (DIN: 03506175) and Mr. Ashfak Mulla (DIN: 03506172) as Whole-time Directors of the Company for a term as mentioned in the respective said resolutions. The Board of Directors considers that they should be adequately remunerated for their efforts hence, the Board proposed resolutions mentioned at item no. 3 to 8 of the notice of this AGM.

All documents referred at item nos. 3 to 8 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 12th AGM.

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None of the Directors and/or Key Managerial Personnel of the Company, except as mentioned in point no. 7 above against their respective names, are concerned or interested in the said Resolutions.

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: August 18, 2023

Place: Mumbai