



**Notice** is hereby given that the **41<sup>st</sup> Annual General Meeting** of **Filtron Engineers Limited** will be held on **Friday, December 22, 2023**, at **12.30 p.m.** At **6, Sitabag Colony, Sinhagad Road, Pune - 411030, Maharashtra, India** to transact the following business:

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**Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ending March 31, 2023, together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a director, in place of Mr. Atul Thakkar (DIN: 01935338), who retires by rotation, and being eligible offers himself for re-appointment.

**Special Business:**

3. **Re-appointment of Mr. Sadanand Ganapati Hegde (DIN: 00195106) as Whole-time Director of the Company for a period of five years**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read along with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulation’) (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), if any and in terms of recommendation of the nomination and remuneration committee and Board of Directors of the Company; consent of the Company (i.e. Members) be and is hereby accorded for the re-appointment and terms of remuneration of Mr. Sadanand Ganapati Hegde (DIN: 00195106) as the Whole Time Director of the Company for a period of 5 years i.e., from February 11, 2023 till February 10, 2028 on such other terms and conditions as may be agreed to between the Board of Directors and Mr. Sadanand Ganapati Hegde.

**RESOLVED FURTHER THAT** approval of the members of the Company be and is hereby accorded for the continuation of Directorship of Mr. Sadanand Ganapati Hegde as a Whole time Director of the Company who has completed 70 (Seventy) years of Age.

**RESOLVED FURTHER THAT** the terms of remuneration as set out in the Explanatory Statement of this resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as Minimum Remuneration to Mr. Sadanand Ganapati Hegde for his entire term subject to such other approvals as may be necessary.



**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as deem necessary and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution."

**4. Appointment of Mr. Tanaji Gunaji Kadu (DIN: 08425482) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152,160 and other applicable provisions of the Companies Act, 2013 ('the Act'), read along with the companies (Appointment and Qualification of Directors) Rules, 2014 and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation') (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), and in terms of recommendation of the nomination and remuneration committee and Board of Directors of the Company, Mr. Tanaji Gunaji Kadu (DIN: 08425482), who was appointed as Additional Independent Director of the Company by the board of directors pursuant to section 161 of the companies Act, 2013 and, in respect of whom the company has received a notice in writing from a Member proposing his candidature of Independent Director, be and is hereby appointed as an Independent Director of the company for a term of 5 (Five) consecutive years with effect from November 11, 2022 up to November 10, 2027 and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Tanaji Gunaji Kadu (DIN: 08425482), shall be entitled to receive such fees and remuneration including by way of commission not exceeding in the aggregate 1% per annum of the net profits of the Company for each Financial year as permitted to be received in a capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as deem necessary and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution."

**5. Appointment of Ms. Nivedita Sen (DIN: 07796043) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152,160 and other applicable provisions of the Companies Act, 2013 ('the Act'), read along with the companies (Appointment and Qualification of Directors) Rules, 2014 and applicable



regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation') (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), and in terms of recommendation of the nomination and remuneration committee and Board of Directors of the Company, Ms. Nivedita Sen (DIN: 07796043), who was appointed as Additional Independent Director of the Company by the board of directors pursuant to section 161 of the companies Act, 2013 and, in respect of whom the company has received a notice in writing from a Member proposing her candidature of Independent Director, be and is hereby appointed as an Independent Director (Woman Director) of the company for a term of 5 (Five) consecutive years with effect from November 13, 2023 up to November 12, 2028 and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Ms. Nivedita Sen (DIN: 07796043) shall be entitled to receive such fees and remuneration including by way of commission not exceeding in the aggregate 1% per annum of the net profits of the Company for each Financial year as permitted to be received in a capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as deem necessary and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution."

**6. Appointment of Mr. Gajanan Chidambar Hegde (DIN: 00195154) as Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152,160 and other applicable provisions of the Companies Act, 2013 ('the Act'), read along with the companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the companies Act, 2013 and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation') (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), and in terms of recommendation of the nomination and remuneration committee and Board of Directors of the Company, Mr. Gajanan Chidambar Hegde (DIN: 00195154), who was appointed as Additional Non-Executive Director of the Company by the board of directors pursuant to section 161 of the companies Act, 2013 and, in respect of whom the company has received a notice in writing from a Member proposing his candidature of Independent Director, be and is hereby appointed as an Non-Executive Director of the company and shall not be liable to retire by rotation.



**RESOLVED FURTHER THAT** approval of the members of the Company be and is hereby accorded for the continuation of Directorship of Mr. Gajanan Chidambar Hegde as a Non-Executive Director of the Company who has completed 75 (Seventy-Five) years of Age.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as deem necessary and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution."

**7. Authorisation and approval of Limits under Section 180(1)(a) of the Companies Act, 2013**

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

**"RESOLVED THAT** in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors or any Committee of Directors as may be authorized by the Board in this regard (hereinafter referred to as "the Board") to sell, lease, mortgage or otherwise dispose of or to create charge, mortgage and/or hypothecate the whole or substantially the whole of the undertaking(s) of the Company, where undertaking (both present and future) shall have the meaning as stated in explanation to Clause (a) of Sub-Section (1) of Section 180 of the Companies Act, 2013, at such time and on such terms and conditions as the Board may deem fit, in the best interest of the affairs of the Company up to amount of **Rs. 200 Crores (Rupees Two Hundred Crores Only)**;

**RESOLVED FURTHER THAT** in connection with afore-stated resolution, the Board shall have the power to mortgage or otherwise offer as collateral, substantial property, assets and/or undertakings of the Company in certain events, to banks/financial institutions, other lending agencies, and/or trustees for the holders of debentures/bonds/other instruments, to secure any rupee loans, foreign currency loans and/or the issue of debentures whether partly or fully convertible or non-convertible and/or securities linked to equity shares and/or rupee / foreign currency convertible bonds and/or bonds with share warrants attached thereto;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."





**8. Authorisation and approval of Limits under Section 180(1)(c) of the Companies Act, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in supersession of all earlier resolutions passed in this regard under the Companies Act (earlier in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of **Rs. 200 Crores (Rupees Two Hundred Crores Only)** over and above the aggregate of the paid up share capital and free reserves of the Company;

**RESOLVED FURTHER THAT** that the Board of Directors of the of the Company, be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**9. Authorisation and approval of the limits for the Loans and Investment by the Company**

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

**“RESOLVED THAT** pursuant to the provision of section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed there under, subject to the approval of Members of the Company the approval of Board of Directors (hereinafter referred to as “the Board”) to give any loan to any person or other body corporate or to give guarantee or provide security in connection with a loan to any person or other body corporate and to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, on such terms and conditions as the Board may think fit notwithstanding that the aggregate of such loans / guarantee / investment in securities may exceed 60% of the aggregate of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account but not exceeding **Rs.100 Crores (Rupees Hundred Crores Only)** in excess of the limit specified under section 186 of the Act, on such terms and conditions as may be decided by the Board from time to time;

**RESOLVED FURTHER THAT** that the Board of Directors of the of the Company, be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all



matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution;

**RESOLVED FURTHER THAT** any of the Director and/ or Company Secretary be and is hereby appointed and authorized to use the digital signature certificate, to make necessary applications, sign & certify the relevant E-Form if necessary, and to deal with the related authorities regarding the above stated purpose."

**By Order and on behalf of the Board of Directors of  
Filtron Engineers Limited  
Sd/-  
Sadanand Hegde  
Whole-time Director**

**Place:** Pune

**Date:** 13/11/2023

**NOTES:**

- i. A member of the company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/ herself and the proxy need not be a member of the company.
- ii. Members/proxies should bring duly attendance slip sent herewith to attend the meeting.
- iii. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
- iv. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
- v. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Purva Shareregistry (India) Pvt Ltd (Purva Shareregistry) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system will be provided by Purva Shareregistry.
- vi. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution in terms of Section 113 of the Act, together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting, to the Company's Registrar and Transfer Agent



- vii. Aparna Tripathi, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  - viii. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall not make later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - ix. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company, viz [www.filtronindia.com](http://www.filtronindia.com) and on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com). The results shall also be immediately forwarded to the BSE Limited, Mumbai.
  - x. Explanatory Statement under section 102 of the Companies Act, 2013 is annexed herewith
- i. **Permanent Account Number (PAN)**  
The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in securities market. Members are requested to submit their PAN to their DPs. Members are requested to inform change in address or Bank mandate to their respective DPs with whom they are maintaining their DEMAT accounts and with the R & T Agent.
  - ii. In case members wish to ask for any information about accounts and operations of the Company, they are requested to send their queries in writing at least 7 days in advance of the date of the meeting so that the information can be made available at the time of the meeting.
  - iii. Members are requested to register their changed addresses/email addresses with the concerned DPs for holding shares in dematerialized form. Members are requested to immediately inform about their change of address, change of e-mail address, if any, to the Company's Share Transfer Agent. Please note that as per the MCA Circulars the Company will be sending copies of Annual Reports in soft form only hence it is requested to intimate the changed e-mail addresses as early as possible to the Company's Share Transfer Agent.
  - iv. Notice of the AGM along with the Annual Report 2022-23 available on Company's website and on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com) as well as on the website of the RTA at [www.purvashare.com](http://www.purvashare.com).
  - v. Those shareholders who have not registered their email address with the Company or wish to update a fresh email address may do so by contacting the Registrar and Transfer Agent of the Company at <http://www.purvashare.com/email-and-phone-updation/> and request the RTA by consenting to send the Annual Report and other documents in electronic form at the said e-mail address.  
The Notice along with the Annual Report will also be available on the Company's website, viz., [www.filtronindia.com](http://www.filtronindia.com)
  - vi. **The instructions of shareholders for remote e-voting AGM are as under:**
    - (i) The voting period begins on December 18, 2023 at 9.00 am and ends on December 21, 2023 at 5.00 p.m. During this period shareholders of the Company, holding



shares either in physical form or in dematerialized form, as on the cut-off December 15, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page.</li> </ol>





	<p>Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

**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. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**(v) Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>



- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non - Individual Shareholders and Custodians -Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [info@filtronindia.com](mailto:info@filtronindia.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS VOTING DURING MEETING ARE AS UNDER:**

- (i) Members who do not have access to remote e-voting facility may send duly completed Ballot Form (enclosed with the Notice) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, at the Registered Office of the Company. Ballot Forms deposited in person or sent by post or courier at the expenses of the Member will also be accepted. Ballot from received after this date will be treated as invalid.
- (ii) The facility for voting through ballot paper shall be made available at the AGM and the members attending the AGM who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- (iii) A Member can opt for only one mode of voting i.e. either through e-voting or by ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.



THIRTY YEARS OF SERVICE  
TO FOOD INDUSTRY  
**30**  
1 9 8 2 - 2 0 1 2

**REGISTERED OFFICE**  
PLOT NO. 36, WMDC INDUSTRIAL ESTATE  
AMBETHAN ROAD, CHAKAN, DIST. : PUNE 410 501  
TEL.: +91-20-24338642  
E-mail : [filtron@vsnl.com](mailto:filtron@vsnl.com), [info@filtronindia.com](mailto:info@filtronindia.com)  
Website : [www.filtronindia.com](http://www.filtronindia.com)  
CIN : L57909PN1982PLC026929



**FILTRON<sup>®</sup>**  
**ENGINEERS LTD.**

*FILTRON... You Can Rely On.*

THIRTY YEARS OF SERVICE  
TO FOOD INDUSTRY  
**30**  
1 9 8 2 - 2 0 1 2

**REGISTERED OFFICE**  
PLOT NO. 36, WMDC INDUSTRIAL ESTATE  
AMBETHAN ROAD, CHAKAN, DIST. : PUNE 410 501  
TEL.: +91-20-24338642  
E-mail : [filtron@vsnl.com](mailto:filtron@vsnl.com), [info@filtronindia.com](mailto:info@filtronindia.com)  
Website : [www.filtronindia.com](http://www.filtronindia.com)  
CIN : L57909PN1982PLC026929



**FILTRON<sup>®</sup>**  
**ENGINEERS LTD.**

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43

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## EXPLANATORY STATEMENT

### ITEM NO 3:

Mr. Sadanand Ganapati Hegde (DIN: 00195106) was appointed as Whole-Time Director of the Company. The members are further informed that, he has exceeded the age of Seventy Years. Considering his long term association in the Company along with active participation and contribution towards growth of the Company, Management of the Company has proposed, Nomination and Remuneration Committee has recommended, and Board of Directors has approved his re-appointment as Whole-Time Director of the Company for a further period of five Year w.e.f. February 11, 2023 to February 10, 2028, liable to retire by rotation on the terms and conditions including remuneration mentioned below:

<b>Name</b>	Mr. Sadanand Ganapati Hegde
<b>Designation</b>	Whole-time Director
<b>Period</b>	5 Year w.e.f. February 11, 2023 to February 10, 2028
<b>Remuneration</b>	Not exceeding ₹ 50,00,00/- Per Annum during her tenure

Mr. Sadanand Ganapati Hegde would be entitled to Company's contribution to provided fund and other perquisites benefits, facilities including leave encashment, traveling allowance, Medical Reimbursement as per Company's policies applicable from time to time.

In terms of pursuant to provisions of Section 196, 197, 198, 203 and read with Schedule V to the extent applicable and all other applicable provisions along with rules made there under, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the proposed re-appointment requires approval of members of the Company in form of Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

None of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution.

The Board recommends the **Special Resolution** set out at **Item No. 03** of the accompanying Notice in the interests of the Company.

### ITEM NO 4:

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mr. Tanaji Gunaji Kadu (DIN: 08425482) as an Additional Director, in the category of Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years with effect from November 11, 2022. In terms of Section 161(1) of the Companies Act, 2013, Mr. Tanaji Gunaji Kadu holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting.



The Company has received declaration from him that, he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16 of the Listing Regulations. He has confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority and has given his consent to act as a Director. The Board of Directors has taken on record the declaration and confirmation submitted by him.

Further, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Further, Mr. Tanaji Gunaji Kadu shall be entitled to receive such fees and remuneration including by way of commission not exceeding in aggregate 1% per annum of the net profits of the Company for each Financial year as permitted under the Act and Listing Regulations and the quantum, proportion, manner of such payment and distribution shall be as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

None of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution.

The Board recommends the **Special Resolution** set out at **Item No. 04** of the accompanying Notice in the interests of the Company.

**ITEM NO 5:**

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Ms. Nivedita Sen (DIN: 07796043) as an Additional Director, in the category of Non-Executive Independent Women Director of the Company for a term of 5 (Five) consecutive years with effect from November 13, 2023. In terms of Section 161(1) of the Companies Act, 2013, Ms. Nivedita Sen holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting.

The Company has received declaration from her that, she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16 of the Listing Regulations. She has confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority and has given her consent to act as a Director. The Board of Directors has taken on record the declaration and confirmation submitted by her.

Further, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

Further, Ms. Nivedita Sen shall be entitled to receive such fees and remuneration including by way of commission not exceeding in aggregate 1% per annum of the net profits of the Company for each Financial year as permitted under the Act and Listing Regulations and the quantum, proportion, manner of such payment and distribution shall





be as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

None of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution.

The Board recommends the **Special Resolution** set out at **Item No. 05** of the accompanying Notice in the interests of the Company.

**ITEM NO 6:**

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mr. Gajanan Chidambar Hegde (DIN: 00195154) as an Additional Director (Non-Executive) from November 11, 2022. In terms of Section 161(1) of the Companies Act, 2013, Mr. Gajanan Chidambar Hegde holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting.

Mr. Gajanan Chidambar Hegde has also conveyed his consent to act as a Non-Executive Director of the Company and declaration confirming that he is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority, pursuant to Circular No. LIST/COMP/14/2018-19 Dated June 20, 2018 w.r.t. Enforcement of SEBI Orders Regarding Appointment of Directors by Listed Companies has also been received from him.

Relevant details relating to the appointment of Mr. Gajanan Chidambar Hegde, including his profile, as required by the Act, Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India ("ICSI") are provided in the "Annexure" to the Notice.

None of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution.

The Board recommends the **Special Resolution** set out at **Item No. 06** of the accompanying Notice in the interests of the Company.

**ITEM NO 7:**

The Banks and Financial Institutions sanctions/advances credit facilities to the companies subject to mortgaging or charge over the immovable and movable properties (present and future) of the company, along with hypothecation on the stocks, goods, book debts etc. of the company. The company has to borrow from time to time and thus the proposed resolution enables the company to comply with the requirements of creating charge/mortgage over assets of the company to secure repayment of loan, interest, etc. in favor of Banks and financial institutions up to Rs. 200 Cr. (Rupees Two Hundred Crores Only).

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, necessary powers required by the Board to sell, lease, mortgage and/or dispose of whole or substantially the whole of the undertaking(s). The same requires the approval of the



members by way of special resolution as per the requirements of Section 180(1)(a) of the Companies Act, 2013. Accordingly, the Board recommends the above as special resolutions for the approval by the shareholders of the Company.

None of the Directors, Key Managerial Personnel and their relatives are interested or concern in the resolution.

**ITEM NO 8:**

The provisions of Section 180(I)(c) of the Companies Act, 2013 provides that the Board of Directors of a company shall borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company upto the aggregate of its paid up share capital and free reserve, and consent of the shareholders by a special resolution is required in case where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid up share capital and free reserves.

The company is constantly reviewing opportunities for new and expansion of its business operations and would, therefore required to borrow in order to achieve greater financial flexibility and therefore proposed that the board of directors of the company be authorized to borrow from time to time such sum of money even though the money so borrowed together with money already borrowed exceed in the aggregate of the paid up share capital and free reserves of the company provided however that the total borrowing (apart from temporary loans obtained or to be obtained from company bankers in the ordinary course of business) shall not exceed as specified in proposed resolution.

It is, therefore, proposed that a special resolution be passed by the members of the Company authorizing the Board to borrow money upto **Rs.200 Crores (Rupees Two Hundred Crores Only)** in excess of the aggregate of the paid-up share capital and free reserves of the Company.

None of the Directors, Key Managerial Personnel and their relatives are interested or concern in the resolution.

**ITEM NO 9:**

Section 186 of the Companies Act, 2013 that the Board of Directors shall not to grant loans or make investment or provide security or guarantee in excess of 60% of paid-up capital, free reserves and securities premium account or 100% of free reserves and securities premium account, except with the consent of the company accorded by way of a special resolution.

It is, therefore, necessary for the members to pass a Special Resolution under Section 186 and other applicable provisions of the Companies Act, 2013, to enable to the Board of Directors to grant loans or make investment or provide security or guarantee in excess of 60% of paid-up capital, free reserves and securities premium account or 100% of free reserves and securities premium account, of the Company.



Approval of members is being sought to grant loans or make investment or provide security or guarantee upto Rs.100 Crores (Rupees Hundred Crores) in excess of 60% of paid-up capital, free reserves and securities premium account or 100% of free reserves and securities premium account of the Company.

It is, therefore, proposed that a special resolution be passed by the members of the Company authorizing the Board to grant loans or make investment or provide security or guarantee as provided in the special resolution.

None of the Directors, Key Managerial Personnel and their relatives are interested or concern in the resolution.



**Additional Disclosures/Information/Brief Resume pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and applicable provisions of Secretarial Standards - 2**

• **For appointment of Mr. Sadanand Ganapati Hegde**

<b>Name of Director</b>	Mr. Sadanand Ganapati Hegde	
<b>DIN</b>	00195106	
<b>Age</b>	10/07/1944	
<b>Date of first appointment on the Board</b>	April 16, 1982	
<b>Category</b>	Whole Time Director	
<b>Qualification</b>	B. E and BBA	
<b>Nature of expertise in specific functional areas and Experience</b>	40 years' experience in Food Processing and Technology Manufacturing	
<b>Terms and Condition of Appointment &amp; Last Remuneration including Sitting Fees</b>	As per the resolution set out in this Notice read with the Explanatory Statement thereto Last Remuneration Drawn FY 2022-23: Nil	
<b>Number of shares held in the Company</b>	11,54,980 Equity Shares	
<b>Remuneration sought to be paid</b>	As mentioned in Notice	
<b>Directorships held in other companies including the Company as on the date of the Notice</b>	Schmidt Bretten (India) Private Limited Real Centrifuges Asia Private Limited	
<b>Membership/ Chairmanship of Committees of other Boards as on date of the Notice</b>	Nil	
<b>Relationship with other Director, Manager and other Key Managerial Personnel of the Company</b>	Common Directorship in Other Company with Mr. Gajanan Hegde	
<b>Board Meeting attended (F.Y. 2022-23)</b>	05	

• **For appointment of Mr. Tanaji Gunaji Kadu & Ms. Nivedita Sen:**

<b>Name of the Director</b>	Mr. Tanaji Gunaji Kadu	Ms. Nivedita Sen
<b>DIN</b>	08425482	07796043
<b>Age</b>	26/08/1965	09/11/1986
<b>Date of first appointment on the Board</b>	November 11, 2022	November 13, 2023
<b>Category</b>	Non- Executive, Independent Director	Non- Executive, Independent Women Director
<b>Qualification</b>	Bcom, Mcom	B.Sc. in Hospitality and Hotel Administration from Institute of Hotel Management, Kolkata; Gutsog eMarketing - Advance Program in Digital Marketing from Internet and Mobile Association of India; Executive





		Management Program in Sales and Marketing from IIM, Lucknow
<b>Nature of expertise in specific functional areas and Experience</b>	Accounting and Financial Management	Key Account Management Budgeting and Cost Analysis Process Set-up Revenue Management
<b>Terms and conditions of appointment &amp; Remuneration</b>	As per the resolution set out in this Notice read with the Explanatory Statement thereto.	As per the resolution set out in this Notice read with the Explanatory Statement thereto.
<b>Number of shares held in the Company</b>	Nil	Nil
<b>Remuneration to be paid</b>	As per the resolution set out in the Notice read with Explanatory Statement thereto	As per the resolution set out in the Notice read with Explanatory Statement thereto
<b>Directorships held in other companies including the Company as on the date of the Notice</b>	Nil	Varyaa Creations Limited Magnus Retail Limited Gendercode Private Limited Teal Factory Private Limited
<b>Membership/ Chairmanship of Committees of other Boards as on date of the Notice</b>	Nil	
<b>Relationship with other Director, Manager and other Key Managerial Personnel of the Company</b>	No Relations	No Relations
<b>Name of listed entities from which the person has resigned in the past three years as Director</b>	Nil	Nil
<b>Skills and capabilities required for position of Independent Director and the manner in which the proposed person meets such requirements</b>	He possesses all the skills and capabilities as required for the position of Independent Director	She possesses all the skills and capabilities as required for the position of Independent Director
<b>Board Meeting attended (F.Y. 2022-23)</b>	2	NA

• **For appointment of Mr. Gajanan Chidambar Hegde (DIN: 00195154)**

<b>Name of Director</b>	Mr. Gajanan Chidambar Hegde
<b>DIN</b>	00195154
<b>Age</b>	28/09/1947
<b>Date of first appointment on the Board</b>	November 11, 2022

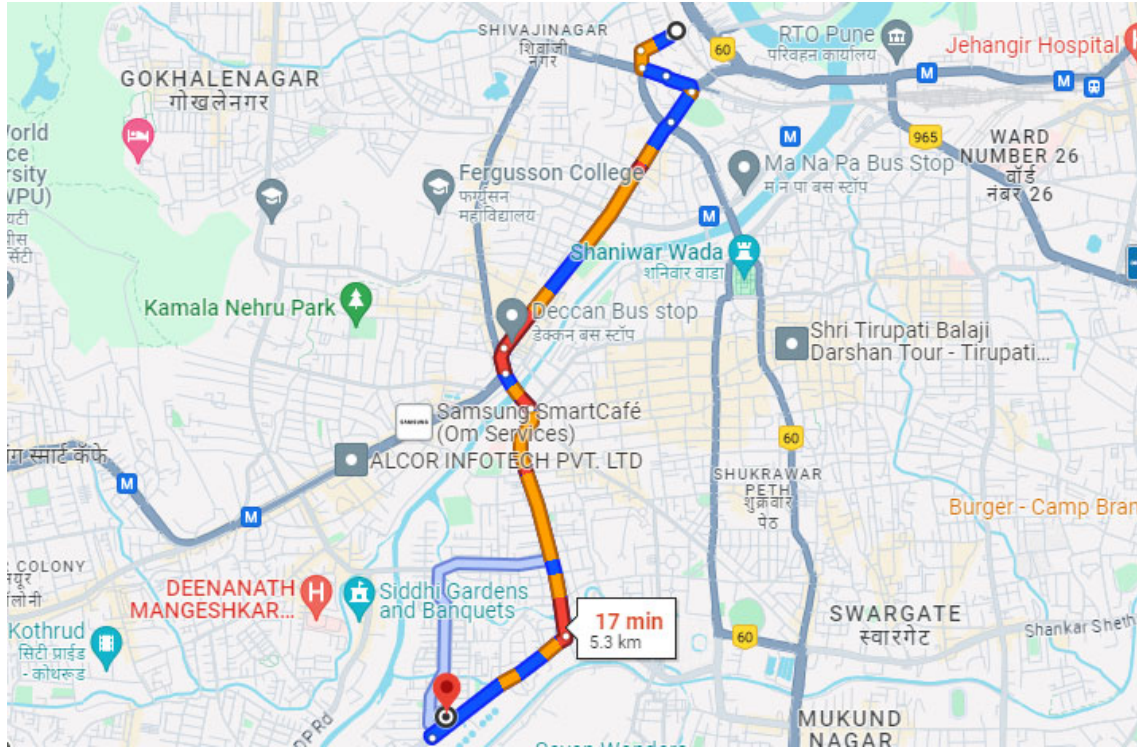


<b>Category</b>	Non-Executive Director
<b>Qualification</b>	BSc.
<b>Nature of expertise in specific functional areas and Experience</b>	30 years in Industrial Management
<b>Terms and Condition of Appointment</b>	As per the resolution set out in this Notice read with the Explanatory Statement thereto
<b>Number of shares held in the Company</b>	Nil
<b>Remuneration sought to be paid</b>	As mentioned in Notice
<b>Directorships held in other companies including the Company as on the date of the Notice</b>	Schmidt Bretten (India) Private Limited Real Centrifuges Asia Private Limited
<b>Membership/ Chairmanship of Committees of other Boards as on date of the Notice</b>	Nil
<b>Relationship with other Director, Manager and other Key Managerial Personnel of the Company</b>	Common Directorship in Other Company with Mr. Sadanand Hegde
<b>Board Meeting attended (F.Y. 2022-23)</b>	2



## Route Map

Land Mark: Parvati Water Works





## ATTENDANCE SLIP

41<sup>st</sup> Annual General Meeting

Filtron Engineers Limited

DP ID No. & Client ID No. / Folio No.	
Name and Address of the Shareholder in Block Letters.	
Name of Joint Holder(s), if any.	
No. of Shares held.	
Name of Proxy (if any) in Block Letters.	

I certify that I am a member/proxy of the Company.

I/We hereby record my/our presence at the **41<sup>st</sup> Annual General Meeting** of **Filtron Engineers Limited** will be held on **Friday, December 22, 2023**, at **12.30 p.m.** At **6, Sitabag Colony, Sinhagad Road, Pune - 411030, Maharashtra, India** and/or any adjournment thereof.

\_\_\_\_\_  
Member's/ Proxy's Signature.

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



**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]

<b>Name of the member(s):</b>	<b>Email ID</b>
<b>Registered Address:</b>	<b>Folio No./Client ID:</b> <b>DP Id:</b>

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

1.  
Name:.....

Address:.....

E-mail Id:.....Signature:  
..... or failing him.

2.  
Name:.....

Address:.....

E-mail Id:.....Signature:  
.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **41<sup>st</sup> Annual General Meeting of Filtron Engineers Limited** will be held on **Friday, December 22, 2023, at 12.30 p.m. At 6, Sitabag Colony, Sinhagad Road, Pune - 411030. Maharashtra, India** and at any adjournment thereof in respect of such resolutions as are indicated below:





Resolution No.	Description of Resolution	Vote*	
		For	Against
<b>Ordinary Business</b>			
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ending March 31, 2023, together with the Report of the Board of Directors and the Auditors thereon.		
2	To appoint a director, in place of Mr. Atul Thakkar (DIN: 01935338), who retires by rotation, and being eligible offers himself for re-appointment.		
<b>Special Business</b>			
3	Re-appointment of Mr. Sadanand Ganapati Hegde (DIN: 00195106) as Whole-time Director of the Company for a period of five years		
4	Appointment of Mr. Tanaji Gunaji Kadu (DIN: 08425482) as an Independent Director of the Company		
5	Appointment of Ms. Nivedita Sen (DIN: 07796043) as an Independent Director of the Company		
6	Appointment of Mr. Gajanan Chidambar Hegde (DIN: 00195154) as Director of the Company		
7	Authorisation and approval of Limits under Section 180(1)(a) of the Companies Act, 2013		
8	Authorisation and approval of Limits under Section 180(1)(c) of the Companies Act, 2013		
9	Authorisation and approval of the limits for the Loans and Investment by the Company		

\*It is optional to indicate your preference. If you leave the 'for or against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder (s) \_\_\_\_\_

Rs.1/-  
Revenue  
Stamp

**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 form should be signed across the stamp as per specimen signature registered with the Company.
3. A Proxy need not be a member of the Company.



**BALLOT FORM**  
**To be returned to scrutinizer appointed by**  
**Filtron Engineers Limited ("The Company")**

1. Name(s) of Member(s)  
(including joint-holders, if any)

2. **Registered Folio No. /**  
**DPID No. / Client Id No.\***  
(\*Applicable to Members holding shares  
In dematerialized form)

3. Number of Shares Held:

4. I/We hereby exercise my/our vote in respect of the Resolution(s) as specified in the Notice of **Filtron Engineers Limited** dated **November 13, 2023**, to be passed through Ballot for the business stated in the said Notice by conveying my/our assent or dissent to the said resolution in the relevant box below:

Item No.	Description	Type of resolution (Ordinary/Special)	Number of Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (For)
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ending March 31, 2023, together with the Report of the Board of Directors and the Auditors thereon.	Ordinary			
2.	To appoint a director, in place of Mr. Atul Thakkar (DIN: 01935338), who retires by rotation, and being eligible offers himself for re-appointment.	Ordinary			
3.	Re-appointment of Mr. Sadanand Ganapati Hegde (DIN: 00195106) as Whole-time Director of the Company for a period of five years	Special			
4.	Appointment of Mr. Tanaji Gunaji Kadu (DIN: 08425482) as an Independent Director of the Company	Special			



5.	Appointment of Ms. Nivedita Sen (DIN: 07796043) as an Independent Director of the Company	Special			
6.	Appointment of Mr. Gajanan Chidambar Hegde (DIN: 00195154) as Director of the Company	Special			
7.	Authorisation and approval of Limits under Section 180(1)(a) of the Companies Act, 2013	Special			
8.	Authorisation and approval of Limits under Section 180(1)(c) of the Companies Act, 2013	Special			
9.	Authorisation and approval of the limits for the Loans and Investment by the Company	Special			

**Place:**

**Date:**

\_\_\_\_\_  
**(Signature of Member/ Beneficial Official Owner)**

**E mail:** \_\_\_\_\_

**Tel No.** \_\_\_\_\_

### **INSTRUCTIONS**

1. Consent must be accorded by either placing a tick mark (√) in the appropriate column in the Ballot form. This Form should be completed and signed by the Shareholder(s) (as per the specimen signature registered/ recorded with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
2. There will be only one Ballot Form for every folio/ Client ID irrespective of the number of joint Shareholder(s).
3. In case of shares held by companies, trusts, societies etc. the duly completed Ballot Form should be accompanied by a certified true copy of Board resolution/ Power of Attorney / authority letter / attested specimen signatures, etc.
4. The Scrutinizer's decision on the validity of a Ballot will be final and binding.
5. Incomplete, unsigned or incorrect Ballot Forms will be rejected.
6. The result of the Ballot will be posted on the website of the Company.