



Notice is hereby given that the **43rd Annual General Meeting of Filtron Engineers Limited** will be held on **Tuesday, September 30, 2025, at 01.30 p.m.** At **6, Sitabag Colony, Sinhagad Road, Pune - 411030, Maharashtra, India** to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ending March 31, 2025, together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a director, in place of Mr. Gajanan Chidambar Hegde (DIN: 00195154), who retires by rotation, and being eligible offers himself for re-appointment.

Special Business:

3. **Appointment of Ms. Saloni Sonkar (DIN: 11238725) 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 the Board of Directors of the Company, **Ms. Saloni Sonkar (DIN: 11238725)**, 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 August 12, 2025, up to August 11, 2030, 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. Saloni Sonkar (DIN: 11238725) 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."



4. **Appointment of M/s. Pooja Gala & Associates, Practicing Company Secretary as the Secretarial Auditor of the company for a period of one term of five years from 1st April, 2025 to 31st March, 2030 w.e.f. 1st April, 2025**

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

“RESOLVED THAT pursuant to the provisions of section 204 and any other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Director of the Company, M/s. Pooja Gala & Associates, Practicing Company Secretary, be and is hereby appointed as Secretarial Auditor of the company for a term of five (5) consecutive financial years commencing from the conclusion of the 43rd Annual General Meeting until the conclusion of the 48th Annual General Meeting to be held in the financial year 2030-31, covering the audit period of five financial years from 2025-26 to 2029-30 on such remuneration as may be mutually agreed between the Board of Directors in consultation with the Secretarial Auditors of the Company in addition to applicable taxes, reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit as more particularly set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to sign and execute all applications, documents, writings and filling of requisites forms 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 this resolution.”

**By Order and on behalf of the Board of Directors of
Filtron Engineers Limited
Sd/-
Sadanand Hegde
Whole-time Director
DIN: 00195106**

Place: Pune

Date: 08/09/2025

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. Information regarding appointment/ re-appointment of Director(s) and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/ or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard II is annexed hereto.
- vi. 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 and Disclosure Requirements) Regulations 2015



- (as amended), the MCA Circulars and SEBI Circulars, 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 CDSL 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 CDSL.
- vii. Electronic dispatch of Notice and Annual Report in accordance with the Ministry of Corporate Affairs ('MCA') vide General Circular No. 14/2020 dated April 08, 2020 and subsequent circulars issued in this regard and the latest one being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars'), Circulars issued by Securities and Exchange Board of India with the latest one being October 03, 2024 ('SEBI Circulars'), the Financial Statements (including Board's Report, Auditors' Report or other documents required to be attached therewith) for the Financial Year ended March 31, 2025 pursuant to Section 136 of the Companies Act, 2013 and Notice calling the AGM pursuant to section 101 of the Companies Act, 2013, read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose email addresses are registered with the Company/ RTA or the Depository Participant(s). The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same.
 - viii. 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
 - ix. **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.
 - x. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Tuesday, September 23, 2025.
 - xi. The Register of members and share transfer books of the Company will be closed from Wednesday, September 24, 2025 to Tuesday, September 30, 2025 (both days inclusive) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Tuesday, September 23, 2025, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date i.e. September 23, 2025, shall treat this Notice as intimation only.
 - xii. 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 or two working days from the conclusion of the AGM, whichever is earlier, 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.
 - xiii. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company, viz www.filtronindia.com and on the website of CDSL (agency for providing the Remote e-Voting facility for the AGM/EGM) i.e. www.evotingindia.com. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
 - xiv. Members seeking clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the meeting. This would enable the Company to compile the information and provide the replies at the Meeting.
 - xv. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified
 - xvi. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, the Company wishes to inform shareholders that a Special Window has been opened for re-lodgement of physical transfer requests that were originally lodged on or before March 31, 2019, and were subsequently rejected or returned due to deficiencies. This



window will remain open from July 7, 2025, to January 6, 2026. Eligible shareholders are encouraged to avail this one-time facility within the stipulated period. For any queries or assistance, shareholders may contact the Company at info@filtronindia.com or the Registrar and Transfer Agent at support@purvashare.com.

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 2024-25 available on Company's website and on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com as well as on the website of the RTA at 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

vi. The instructions of shareholders for remote e-voting AGM are as under:

(i) The voting period begins on **September 26, 2025 at 9.00 am** and ends on **September 29, 2025 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 **September 23, 2025** 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	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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.



<p>Demat mode with CDSL</p>	<ol style="list-style-type: none"> 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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. 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 & voting during the meeting. 2) If the user is 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 3) 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 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 & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 & 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 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
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 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.
- 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 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:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
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"> • 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.
Dividend Bank Details OR 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"> • 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).

- (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 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.
- 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 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 (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 cast 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 or contact at 022- 23058738 and 022-23058542/43.

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 or call on 022-23058542/43



EXPLANATORY STATEMENT

Item No. 3

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Ms. Saloni Sonkar (DIN: 11238725), 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 August 12, 2025. In terms of Section 161(1) of the Companies Act, 2013, Ms. Saloni Sonkar 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. Saloni Sonkar 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.

In the opinion of the Board, Ms. Saloni Sonkar possesses appropriate skills, experience and knowledge and fulfils the conditions for appointment as an Independent Director of the Company as specified in the Act and Rules thereunder and the SEBI Listing Regulations.

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

Pursuant to the amendments introduced under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all listed companies are required to appoint a Peer Reviewed Practicing Company Secretary/ Firm of Company Secretaries as the Secretarial Auditor for a minimum continuous period of five years, with effect from the financial year 2025-26.

The Board of Directors of the Company, on the recommendation of the Audit Committee, has considered and approved the appointment of M/s. Pooja Gala & Associates, Practicing Company Secretary, as the Secretarial Auditor of the Company for a term of five consecutive financial years commencing from FY 2025-26 to FY 2029-30, subject to the approval of the Members.

The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

Sr. No.	Particulars	Details
1	Proposed Secretarial Auditor	M/s. Pooja Gala & Associates, Practicing Company Secretary



2	Basis of Recommendation	<p>After evaluating all proposals and considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc., M/s. Pooja Gala & Associates has been recommended to be appointed as the Secretarial Auditors of the Company. The Company has received written consent from M/s. Pooja Gala & Associates and a certificate that they satisfy the qualification criteria provided under SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 ("SEBI Circular") and that the appointment, if made, shall be in accordance with the applicable provisions of the Act, Rules framed thereunder, SEBI Listing Regulations, SEBI Circular and other applicable circulars, if any, in this regard. The firm has agreed to the said appointment, and confirmed that their appointment, if made, would be within the limits specified under the Act. They have further confirmed that they are eligible for the proposed appointment as Secretarial Auditor of the Company and have not incurred any of the disqualifications as specified vide the said SEBI Circular.</p> <p>While recommending M/s. Pooja Gala & Associates for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, and its technical expertise. M/s. Pooja Gala & Associates was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company</p>
3	Credentials of Proposed Secretarial Auditor	<p>M/s. Pooja Gala & Associates is a Peer Reviewed Firm of Company Secretaries based in Thane, with extensive experience in the field of Company Law, Capital Market, SEBI Compliances, NBFC Compliances and MCA Compliances. She has handled takeover, merger, reduction of capital, public issue of Listed Company and NBFC</p>
4	Term of Appointment	<p>For a period of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the 48th Annual General Meeting of the Company to be held for the financial year ended 31st March, 2030.</p>
5	Proposed Fees	<p>₹1.25 Lakhs (excluding tax and reimbursement of out-of-pocket expenses) for FY 2025-26. The authority to decide the remuneration for the balance period of the tenure has been delegated to the Board of Directors which shall be decided mutually by them and the secretarial auditor.</p>



The Board, recommends passing of this Ordinary Resolutions as set out at **Item No. 04** of this Notice, for your approval.

None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 4 of the Notice.

**By Order and on behalf of the Board of Directors of
Filtron Engineers Limited
Sd/-
Sadanand Hegde
Whole-time Director
DIN: 00195106**

Place: Pune
Date: 08/09/2025



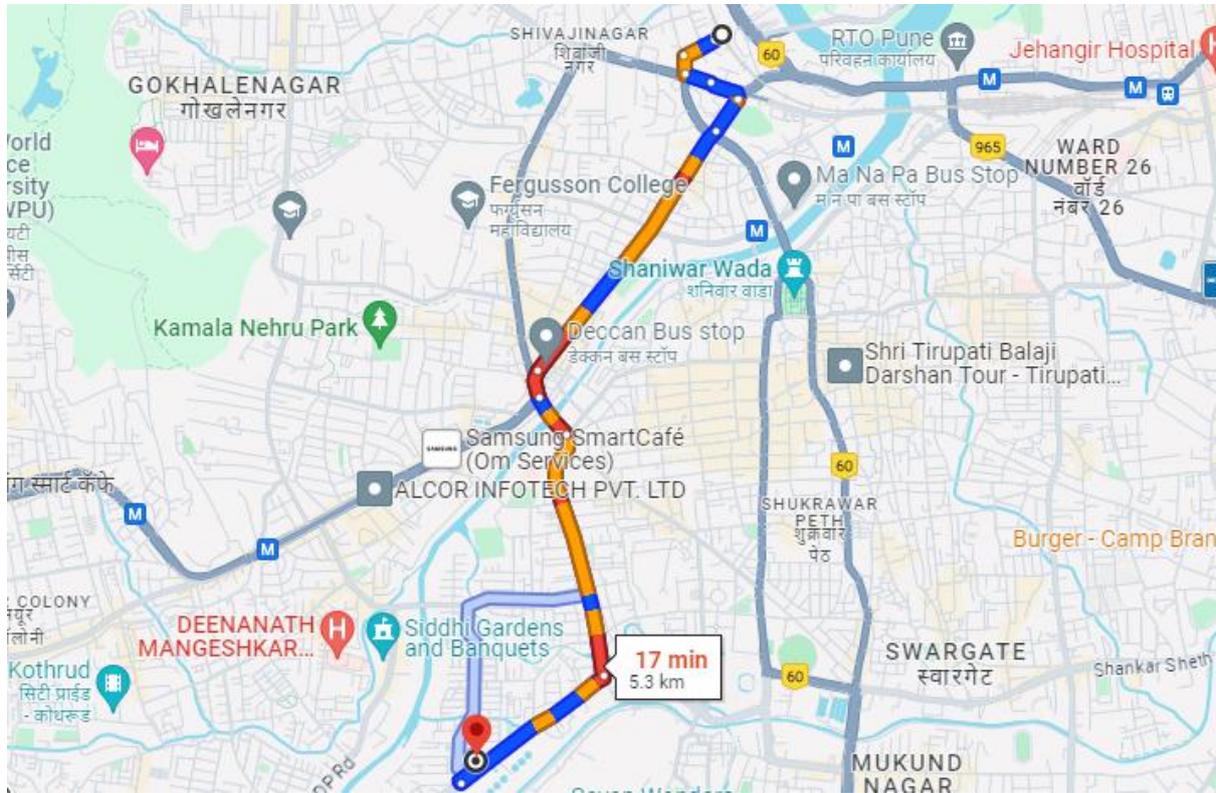
Additional Disclosures/Information/Brief Resume pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and applicable provisions of Secretarial Standards - 2

Name of Director	Mr. Gajanan Chidambar Hegde	Ms. Saloni Sonkar
DIN	00195154	11238725
Age/ Date of Birth	28/09/1947	11/01/1996
Date of first appointment on the Board	November 11, 2022	August 12, 2025
Category	Non-Executive Director	Non-Executive Independent Director
Qualification	BSc.	BSC, MBA and Diploma in Optometry
Nature of expertise in specific functional areas and Experience	30 years in Industrial Management	More than 4 years of experience in varied fields such as Digital Marketing, Strategic selling, etc
Terms and Condition of Appointment & Last Remuneration including Sitting Fees	There is no change in terms and condition of the re-appointment and the remuneration sought to be paid.	As per the resolution set out in this Notice read with the Explanatory Statement thereto
Number of shares held in the Company	Nil	Nil
Remuneration sought to be paid	Nil	Nil
Directorships held in other companies including the Company as on the date of the Notice	1. Schmidt Bretten (India) Private Limited 2. Real Centrifuges Asia Private Limited 3. Filtron Engineers Limited	1. Filtron Engineers Limited
Listed entities from which the person has resigned in the past three years	Nil	Nil
Membership/ Chairmanship of Committees of other Boards as on date of the Notice	Nil	Nil
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	Common Directorship in Other Company with Mr. Sadanand Hegde	No Relation
Board Meeting attended (F.Y. 2024-25)	6	Not Applicable
Others Information	The Director being re- appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	The Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.



Route Map

Land Mark: Parvati Water Works





ATTENDANCE SLIP

43rd 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 **43rd Annual General Meeting** of **Filtron Engineers Limited** will be held on **Tuesday, September 30, 2025**, at **01.30 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]

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

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 **43rd Annual General Meeting of Filtron Engineers Limited** will be held on **Tuesday, September 30, 2025**, at **01.30 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
Ordinary Business			
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ending March 31, 2025, together with the Report of the Board of Directors and the Auditors thereon.		
2	To appoint a Director, in place of Mr. Gajanan Chidambar Hegde (DIN: 00195154), who retires by rotation, and being eligible offers himself for re-appointment.		
Special Business			
3	Appointment of Ms. Saloni Sonkar (DIN: 11238725) as an Independent Director of the Company		
4	Appointment of M/s. Pooja Gala & Associates, Practicing Company Secretary as the Secretarial Auditor of the company for a period of one term of five years from 1st April, 2025 to 31st March, 2030 w.e.f. 1st April, 2025		

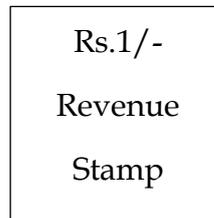


*It is optional to indicate your preference. If you leave the 'for or against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Signed this _____ day of _____ 2025

Signature of Shareholder _____

Signature of Proxy holder (s) _____



Note:

1. *This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.*
2. *The 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 **September 08, 2025**, 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, 2025, together with the Report of the Board of Directors and the Auditors thereon.	Ordinary			
2.	To appoint a Director, in place of Mr. Gajanan Chidambar Hegde (DIN: 00195154), who retires by rotation, and being eligible offers himself for re-appointment.	Ordinary			
3.	Appointment of Ms. Saloni Sonkar (DIN: 11238725) as an Independent Director of the Company	Special			
4.	Appointment of M/s. Pooja Gala & Associates, Practicing Company Secretary as the Secretarial Auditor of the company for a period of one term of five years from 1st April, 2025 to 31st March, 2030 w.e.f. 1st April, 2025	Ordinary			

Place:

Date:

(Signature of Member/ Beneficial Official Owner)

E mail: _____

Tel No. _____

INSTRUCTIONS

- 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.
- There will be only one Ballot Form for every folio/ Client ID irrespective of the number of joint Shareholder(s).
- 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.
- The Scrutinizer's decision on the validity of a Ballot will be final and binding.
- Incomplete, unsigned or incorrect Ballot Forms will be rejected.
- The result of the Ballot will be posted on the website of the Company.