THIRTY YEARS OF SERVICE TO FOOD INDUSTRY
1982-2012
REGISTERED OFFICE
PLOT NO. 36, WMDC INDUSTRIAL ESTATE
AMBETHAN ROAD, CHAKAN, DIST. : PUNE 410 501
TEL.: +91-20-24338642
E-mail : filtron@vsnl.com, info@filtronindia.com
Website : www.filtronindia.com
CIN : L57909PN1982PLC026929
FILTRON ENGINEERS LTD.

Notice of Postal Ballot

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the members of the Company,

Notice is hereby given that the resolutions set out below is proposed to be passed by the members of **Filtron Engineers Limited ("the Company")** by means of the Postal Ballot, only by way of remote e-voting process **("e-voting"),** pursuant to and in compliance with the provisions of sections 108 and 110 of the Companies Act, 2013 **("the Act")** read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 **("the Rules")** and other applicable provisions of the Act and the Rules, recent Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs and recent SEBI Circular No. : SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, issued by the Securities and Exchange Board of India (collectively 'SEBI Circulars') and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively known as **"Circulars"),** Secretarial Standard on General Meetings **("SS-2")** issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), to seek your consent for the resolutions as set out hereunder and proposed to be passed through postal ballot **("Postal Ballot")** by way of e-voting process.

In compliance Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of sections 108 and 110 of the Act read with the Rules, the Circulars and SS-2, the Company is providing e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The hard copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelopes are not being sent to the members. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialized form as on **Friday, August 22, 2025** ("**cut-off date**") and whose email addresses are registered with the Company/ Depositories/ Depositories participant.

The Explanatory Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors in its meeting held on **Wednesday, August 27, 2025** have appointed Mr. Vijay Yadav, Partner of AVS & Associates, Company Secretaries as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of Central Depository Services Ltd **('CDSL')** for the purpose of providing remote e-voting facility to all its members. In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than **5:00 p.m. IST** on **Friday**, **September 26, 2025**, (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and/ or Whole-time Director of the Company or any person authorized by him. The results of e-voting will be announced on or before **Monday**, **September 29, 2025** and will be displayed on the Company's website www.filtronindia.com and will also be communicated to the Stock Exchange i.e. BSE Limited **("BSE")**, National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). The Company will also display the results of the Postal Ballot at its Registered Office.

ITEM OF BUSINESSES REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT/E-VOTING:

1. **Reclassification and Increase in Authorised Share Capital of the Company and making consequential Amendments to the Memorandum of Association of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Section 61 and all other applicable provisions, if any, of the Companies Act, 2013 **(the "Act")** (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the rules made thereunder, the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the enabling provisions of the Memorandum and Articles of Association of the Company, on recommendation of Board of Director's, subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority as required, Consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing **Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lakhs Only) divided into 35,00,000 (Thirty-Five Lakhs) Equity Shares having face value of Rs. 10/- each to Rs. 85,00,00,000/- (Rupees Eighty-Five Crores Only) divided into 6,55,00,000 (Six Crores Fifty-Five Lakhs) Equity Shares having face value of Rs. 10/- each and 1,95,00,000 (One Crore Ninety-Five Lakhs) Preference Shares having face value of Rs. 10/- each.**

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder, consent of the members of the Company be and is hereby further accorded for alteration of Clause V of the Memorandum of Association of the Company by substituting the following new Clause V as under:

"V: The Authorized Share Capital of the Company is Rs. 85,00,00,000/- (Rupees Eighty-Five Crores) divided into following classes:

i. 6,55,00,000 (Six Crores Fifty-Five Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each

ii. 1,95,00,000 (One Crore Ninety-Five Lakhs) Preference Shares of face value of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents 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.**"**

2. To consider and approve issue of Equity Shares on preferential basis to Non-Promoters for Consideration other than Cash:

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

"RESOLVED THAT pursuant to Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) **("the Act")** and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **("SEBI (ICDR) Regulations")**, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI (LODR), Regulations")** and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **("SEBI (Takeover) Code")** (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India **("GOI")**, Reserve Bank of India **("RBI")** and the provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies **(the "ROC")**, Ministry of Corporate Affairs **("MCA")**, Securities and Exchange Board of India **("SEBI")** and the Stock Exchange where the shares of the Company are listed ("Stock Exchange") and/ or any other competent authorities (hereinafter referred to as '**Applicable Regulatory Authorities'**) to the extent applicable, the Listing Agreement entered into by the Company with the Stock Exchange and subject to the approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/ or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create offer, issue allot and deliver in one or more tranches up to **4,50,00,000 (Four Crores and Fifty Lakhs)** Equity Shares of **Rs. 10/- (Rupees Ten only)** at a price of **Rs. 10/- (Rupees Ten)** per Equity Share (at par) on a preferential basis ("Preferential Allotment Price"), aggregating to not exceeding **Rs. 45,00,00,000/- (Rupees Forty Five Crores Only)**, which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "Floor Price"), for consideration other than cash (i.e. swap of shares of Proposed Allottees as listed in the below table) towards part payment of the total consideration payable to the shareholders of Gabrielle Infra Speciality Private Limited (**"GISPL"** or **"Selling Company")** for acquisition of their entire issued and paid-up share capital of the GSIPL which represent 5,10,000 Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each on a preferential basis ("Preferential Allotment"), who are currently not a Promoter and who does not belong to the Promoter Group of the Company, pursuant to such terms and conditions, as determined by the Board, in accordance with the SEBI ICDR Regulations, and other applicable laws and the aforesaid 4,50,00,000 fully paid-up Equity Shares shall be issued and

allotted to the Proposed Allottees, on a proportionate basis in proportion to the shareholding held by them in Selling Company.

Sr. No.	Name of the Proposed Allottees	No of Equity Shares of the Company to be Issued and Allotted swapping	Current Status / Category	Proposed Status / Category
1	Mr. Tarak Bipinchandra Gor	2,25,00,000	Non-Promoter	Promoter
2	Mr. Jayesh Sheshmal Rawal	2,25,00,000	Non-Promoter	Promoter
	Total	**4,50,00,000**		

RESOLVED FURTHER THAT the equity shares to be issued and allotted to the proposed Allottees shall be fully paid up and rank pari passu with the existing equity shares of the Company, in all respects from the date of allotment thereof, and subject to the requirements of all applicable laws, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares is **Tuesday, August 26, 2025** i.e., 30 days prior to the date of Passing of the Special Resolution through Postal Ballot. Since **Wednesday, August 27, 2025** falls on holiday, the day preceding the holiday is reckoned as relevant date i.e. **Tuesday, August 26, 2025.**

RESOLVED FURTHER THAT the offer, issue, and allotment of the aforesaid Equity Shares to the proposed allottees shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

a. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals as the case maybe.
b. The equity shares to be allotted shall be subject to lock-in for such period, as specified in the provisions of Chapter V of the SEBI ICDR Regulations and allotted equity shares shall be listed on the stock exchange subject to the receipt of necessary permissions and approvals.
c. The equity shares shall be allotted in dematerialized form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any Regulatory Authority or Government of India, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions, as the case maybe.
d. The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.
e. Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.
f. The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.

g. The Equity Shares so offered and issued to the Proposed Allottees, are being issued for consideration other than cash against the Swap Shares, being the acquisition of Shares of Selling Company from the Proposed Allottees for non-cash consideration and the transfer of such Shares to the Company will constitute the consideration for the Equity Shares to be issued by the Company to the Proposed Allottees pursuant to this resolution; and

h. The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchange.

RESOLVED FURTHER THAT pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottees through private placement offer cum application letter in Form PAS - 4 as prescribed under the Companies Act, 2013, without being required to seek any further Consent or Approval of the Members.

RESOLVED FURTHER THAT the members of the company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issue of equity shares on preferential basis is being made in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and application for in-principle approval, listing approval thereof with the Stock Exchanges as appropriate, and filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, issue and allotment of the Shares and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any committee of the board of directors of the Company or to any one or more directors, key managerial personnel, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates

to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents 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.**"**

3. **To consider and approve the Issue of 0.5% Non-Convertible Compulsorily Redeemable Preference Shares ("NCCRPS") on Private Placement basis to Non-Promoters for Consideration other than Cash:**

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

"RESOLVED THAT pursuant to Sections 23, 42 and 55 of the Companies Act, 2013 and rules made thereunder **("the Act")** and the enabling provisions of the Memorandum and Articles of Association of the Company (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India **("GOI")**, Reserve Bank of India **("RBI")** and the provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies **(the "ROC")**, Ministry of Corporate Affairs **("MCA")**, Securities and Exchange Board of India **("SEBI")** and the Stock Exchange where the shares of the Company are listed ("Stock Exchange") and/ or any other competent authorities (hereinafter referred to as '**Applicable Regulatory Authorities'**) to the extent applicable, the Listing Agreement entered into by the Company with the Stock Exchange and subject to the approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/ or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue, allot and deliver in one or more tranches up to **1,92,09,000 (One Crore Ninety Two Lakhs and Nine Thousand) 0.5% Non-Convertible Compulsorily Redeemable Preference Shares ("NCCRPS")** of face value of **Rs. 10/- (Rupees Ten only) each** at a price of **Rs. 10/- (Rupees Ten Only)** per NCCRPS (at par) on a Private Placement basis ("Private Placement Allotment Price"), aggregating to not exceeding **Rs. 19,20,90,000/- (Rupees Nineteen Crores Twenty Lakhs and Ninety Thousand Only)**, which is not less than the price determined in accordance with applicable provisions (hereinafter referred to as the "Floor Price"), for consideration other than cash (i.e. swap of shares of Proposed Allottees as listed in the below table) towards part payment of the total consideration payable to the shareholders of **Gabrielle Infra Speciality Private Limited** (**"GISPL"** or **"Selling Company")** for acquisition of their entire issued and paid-up share

capital of the GSIPL which represent 5,10,000 Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each on a Private Placement Basis ("Private Placement"), who are currently not a Promoter and who does not belong to the Promoter Group of the Company, pursuant to such terms and conditions, as determined by the Board, in accordance with the applicable laws and the aforesaid **1,92,09,000 (One Crore Ninety Two Lakhs and Nine Thousand)** fully paid-up NCCRPS shall be issued and allotted to the Proposed Allottees, on a proportionate basis in proportion to the shareholding held by them in Selling Company.

Sr. No.	Name of the Proposed Allottees	No of NCCRPS of the Company to be Issued and Allotted swapping	Current Status/ Category	Proposed Status/ Category
1	Mr. Jayesh Sheshmal Rawal	96,04,500	Non-Promoter	Promoter
2	Mr. Tarak Bipinchandra Gor	96,04,500	Non-Promoter	Promoter
	Total	**1,92,09,000**		

RESOLVED FURTHER THAT the offer, issue, and allotment of the aforesaid NCCRPS to the proposed allottees shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

a. **Listing at Stock Exchange**: The NCCRPS will not be listed on any stock exchange.
b. **Payment of Dividend or Repayment of Capital Vis-À-Vis Equity Shares:** NCCRPS shall carry preferential right vis-à-vis the Equity Shares of the Company in respect of dividend or repayment of capital.
c. **Participation in Surplus Funds:** To the extent of unpaid Dividend.
d. **Participation in surplus assets and profits, on winding-up which may remain after the entire:** NCCRPS shall be participating in the surplus assets and profits to the extent of Preference Share Capital and accrued dividend, if any which remain unpaid on winding up of the Company;
e. **Payment of Dividend on Cumulative or Non-Cumulative Basis:** Non-Cumulative
f. **Conversion of Preference Shares into Equity Shares:** Not Applicable
g. **Voting Rights:** Not Applicable
h. **Fully paid Status:** The NCCRPS will be fully paid-up at the time of allotment.
i. **Redemption of Preference Shares:** NCCRPS shall be redeemable at par at any time at the option of the Company within a period not exceeding 7 years from the date of allotment at the option of the preference shareholder or the Company.
j. **Rate of Dividend:** NCCRPS will carry a Fixed Dividend 0.5% p.a. on the Issue Price in respect of each NCCRPS (net of dividend distribution tax) payable annual and on the date of redemption.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of '**Form PAS-4**') immediately after passing of this resolution.

RESOLVED FURTHER THAT pursuant to the applicable provisions, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter in Form PAS-4 as prescribed under the Companies Act, 2013, without being required to seek any further Consent or Approval of the Members.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents 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.**"**

4. **To consider and approve the issue of Equity Shares on preferential basis to Non-Promoters for Cash Consideration:**

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

"**RESOLVED THAT** pursuant to sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) ("**the Act**") and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **["SEBI (ICDR) Regulations"]**, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **["SEBI (LODR), Regulations"]** and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **["SEBI (Takeover) Code"]** (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Foreign Exchange Management Act, 1999, as amended from time to time, and rules and regulations made thereunder, if any, as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India **("GOI")**, Reserve Bank of India **("RBI")**, the Registrar of Companies **(the "ROC")**, Ministry of Corporate Affairs **("MCA")**, Securities and Exchange Board of India **("SEBI")** and the Stock Exchanges where the shares of the Company are listed **("Stock Exchanges")** and/or any other competent authorities (hereinafter referred to as 'Applicable Regulatory Authorities') to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called '**the Board'** which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, Consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time, in one or more tranches upto **1,59,00,000 (One Crore Fifty Nine Lakhs)** Equity Shares having face value of **Rs.10/- (Rupees Ten Each)** for cash at an issue price of **Rs. 10/- (Rupees Ten Only)** per share aggregating to **Rs.15,90,00,000/- (Rupees Fifteen Crores Ninety Lakhs Only)** to the below mentioned proposed allottee(s) by way of preferential issue in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI (ICDR) Regulations and other applicable laws:

Sr. No.	Name of the Proposed Allottees	Maximum No. of proposed to be allotted	Current Category/ Status	Proposed Category/ Status

1.	Sachin Mohanlal Kakrecha	30,00,000	Non-Promoter	Non-Promoter
2.	Nitin Jobanputra	20,00,000	Non-Promoter	Non-Promoter
3.	Gauri Dilip Patel	10,00,000	Non-Promoter	Non-Promoter
4.	Jaimin Zaverchand Haria	11,00,000	Non-Promoter	Non-Promoter
5.	Dharmishtha B Sanghavi	10,00,000	Non-Promoter	Non-Promoter
6.	Manish Upendra Shanghvi	10,00,000	Non-Promoter	Non-Promoter
7.	Nakchhatra V Mehta	10,00,000	Non-Promoter	Non-Promoter
8.	Viral Suresh Jain (HUF)	5,00,000	Non-Promoter	Non-Promoter
9.	Aman Sanjeev Jain (HUF)	5,00,000	Non-Promoter	Non-Promoter
10.	Mansi Meet Bhanushali	5,00,000	Non-Promoter	Non-Promoter
11.	Bharati Ashok Bhanushali	5,00,000	Non-Promoter	Non-Promoter
12.	Bhupendra P Joshi Mobina B Joshi	5,00,000	Non-Promoter	Non-Promoter
13.	Kalpesh Purushottam Shah	5,00,000	Non-Promoter	Non-Promoter
14.	Shamsuddin Abdulla Parkar	5,00,000	Non-Promoter	Non-Promoter
15.	Zaverchand Damji Haria (HUF)	4,00,000	Non-Promoter	Non-Promoter
16.	Zaverben Zaverchand Haria	4,00,000	Non-Promoter	Non-Promoter
17.	Chetan Bhanwarlal Agrawal	2,50,000	Non-Promoter	Non-Promoter
18.	Reema Ashok Dhumale	2,50,000	Non-Promoter	Non-Promoter
19.	Siddhartha Rajesh Shah	2,50,000	Non-Promoter	Non-Promoter
20.	Gautam Rajesh Shah	2,50,000	Non-Promoter	Non-Promoter
21.	Jaimin Z Haria (HUF)	2,00,000	Non-Promoter	Non-Promoter
22.	Shilpa Nilesh Daga	1,00,000	Non-Promoter	Non-Promoter
23.	Preeti Jaimin Haria	1,00,000	Non-Promoter	Non-Promoter
24.	Tanishq Vikas Patil	50,000	Non-Promoter	Non-Promoter
25.	Mukesh Hiralal Dubey	50,000	Non-Promoter	Non-Promoter
	TOTAL	**1,59,00,000**		

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares is **Tuesday, August 26, 2025** i.e., 30 days prior to the date of Passing of the Special Resolution through Postal Ballot. Since **Wednesday, August 27, 2025** falls on holiday, the day preceding the holiday is reckoned as relevant date i.e. **Tuesday, August 26, 2025.**

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Equity Shares to the proposed allottees shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

a. The Allottee shall be required to bring in 100% of consideration, for the relevant equity shares to be allotted on or before the date of allotment hereof.
b. The consideration for allotment of relevant equity shares shall be paid to the company by the proposed allottee from their respective bank accounts.
c. The pre-preferential shareholding of the Proposed Allottees (if any) and Equity Shares to be allotted to the Proposed Allottees shall be under lock- in for such period as may be prescribed under Chapter V of SEBI (ICDR) Regulations;
d. The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted there under;
e. Allotment of the Equity Shares shall only be made in dematerialized form;

f. The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval, as the case maybe
g. The Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any
h. The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.
i. The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of '**Form PAS-4**') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchange i.e. BSE.

RESOLVED FURTHER THAT pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter in Form PAS-4 as prescribed under the Companies Act, 2013, without being required to seek any further Consent or Approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment the Equity Shares and application for in-principle approval, listing approval thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

By Order of the Board
For Filtron Engineers Limited

SD/-
Sadanand Ganapati Hegde
Whole-time Director

DIN: 00195106
Date: August 27, 2025
Place: Pune
Registered Office: Plot No.36, WMDC Industrial Area,
Ambethan Road Chakan, Pune - 410501, Maharashtra, India,
CIN: L57909PN1982PLC026929
Website: www.filtronindia.com

Notes:

1. In terms of Section 102 and other applicable provisions of the Companies Act, 2013 read together with rules and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning special business to be transacted through Postal Ballot is annexed and forms part of this Notice.

2. In compliance with the MCA Circulars and SEBI Circular, if any, the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialised form, whose names appear in the Register of Members/ list of beneficial owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") on **Friday, August 22, 2025.**

3. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility for its Members to enable them to cast their votes on the resolutions electronically.

4. Each Member's voting rights shall be in proportion to their share of the Paid-Up Equity Share Capital of the Company as on cut-off date, which will only be considered for voting.

5. Members whose names appear on the Register of Members/ List of Beneficial Owners as on **Friday, August 22, 2025**, will be considered for the purpose of voting. A person who is not a Member as **Friday, August 22, 2025** i.e. the cut-off date for reckoning voting rights should treat this Notice for information purposes only.

6. The E-voting will remain open for the Members for exercising their voting from **Thursday, August 28, 2025** at 9.00 a.m. (IST) till **Friday, September 26, 2025** at **5.00 p.m.** (IST) both days inclusive. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, August 22, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

7. Members may note that the Postal Ballot Notice will be available on the Company's website www.filtronindia.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the website of Satellite Corporate Services Private Limited ("Satellite") at http:// www.purvashare.com

8. A Copy of Memorandum and other necessarily documents of the Company pursuant to Section 102 of the Companies Act, 2013 are open for inspection for the shareholders in electronic mode. Members can inspect the same by sending an email to info@filtronindia.com till the last date of voting.

9. The Board of Directors have appointed Mr. Vijay Yadav, Practicing Company Secretary (CP No. 16806), Partner of AVS & Associates., Company Secretaries, as Scrutinizer for conducting voting process in a fair and transparent manner.

10. The results of the postal ballot will be declared not later than 2 working days of conclusion of remote e-voting i.e. on or before **Monday**, **September 29, 2025**. 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 www.evotingindia.com immediately after the declaration of result by the Chairman or Whole-time Director or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchange where the Company's shares are listed.

11. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for remote e-voting i.e. **Friday, September 26, 2025**. Further, resolutions passed by the Members through remote e-voting are deemed to have been passed effectively at a general meeting.

12. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the listing regulations, the details pertaining to the postal ballot shall be published in one English national daily newspaper circulating throughout India (in English language) and one Marathi daily newspaper circulating in Mumbai (in vernacular language, i.e. Marathi).

INSTRUCTION FOR REMOTE E-VOTING

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

(i) The voting period begins on **Thursday, August 28, 2025** at **9.00 a.m**. and ends on **Friday, September 26, 2025** at **5.00 p.m. (IST**). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, August 22, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) 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.

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.

(iii) 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	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. 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.

Individual Shareholders holding securities in demat mode with **NSDL**	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
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.

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

B. 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) • 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. • 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 (3).

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen.
9. **Create Password:**
   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.

10. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
12. 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.
13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
14. 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.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

17. 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.
18. **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.

C. **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 email to Company's email ID info@filtronindia.com or to RTA's e-mail ID support@purvashare.com
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.

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.

By Order and on behalf of the Board of Directors of
Filtron Engineers Limited
SD/-

Sadanand Ganapati Hegde
Whole-time Director
DIN: 00195106

Date: August 27, 2025
Place: Pune

Registered Office: Plot No.36, WMDC Industrial Area,
Ambethan Road Chakan, Pune - 410501, Maharashtra, India,
CIN: L57909PN1982PLC026929
Website: **www.filtronindia.com**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED TO THE POSTAL BALLOT NOTICE

Item No: 1

The present Authorised Share Capital of the Company is **Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lakhs Only) divided into 35,00,000 (Thirty-Five Lakhs) Equity Shares having face value of Rs. 10/- each**. Considering the increased fund requirements and future plans of the Company, the Board at its Meeting held on Wednesday, August 27, 2025, had accorded its approval for increasing the Authorised Share Capital from **Rs. 3,50,00,000/- (Rupees Three Crores Fifty Only)** to **Rs. 85,00,00,000/- (Rupees Eighty-Five Crores Only) divided into 6,55,00,000 (Six Crores Fifty-Five Lakhs) Equity Shares having face value of Rs. 10/- each and 1,95,00,000 (One Crore Ninety-Five Lakhs) Preference Shares having face value of Rs. 10/- each**, subject to shareholder's approval.

It is therefore proposed to increase the Authorised Share Capital of the Company from **Rs. 3,50,00,000/- (Rupees Three Crores Fifty Only)** to **Rs. 85,00,00,000/- (Rupees Eighty-Five Crores Only) divided into 6,55,00,000 (Six Crores Fifty-Five Lakhs) Equity Shares having face value of Rs. 10/- each and 1,95,00,000 (One Crore Ninety-Five Lakhs) Preference Shares having face value of Rs. 10/- each** as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration/ substituted so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of shareholders.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the Notes to this Notice. None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The Board recommends the **Ordinary Resolution** set out at **Item No. 1** of the accompanying Notice in the interests of the Company.

Item No: 2 and 3:

The Members are hereby informed that the Board in its meeting held on **Wednesday, August 27, 2025**, has approved the acquisition of 100% shareholding of Gabrielle Infra Speciality Private Limited ("Selling Company"). The Selling Company is in the business of general contracting, engineering, and civil work projects. For the said acquisition it is decided to acquire 5,10,000 Equity Shares constituting 100% stake of the Selling Company from the equity shareholders of the Selling Company. As a purchase consideration for the said acquisition, the Company has proposed to allot its Equity shares and **0.5% Non-Convertible Compulsorily Redeemable Preference Shares ("NCCRPS")** to the shareholders of the Selling company being consideration towards the swap shares. For acquisition of the equity shares of Selling company, it is proposed to issue and allot equity shares and NCCRPS of the Company on preferential basis for consideration other than cash. Accordingly, the Board pursuant to

its resolution dated **Wednesday, August 27, 2025**, has approved the issue of up to 4,50,00,000 (Four Crores Fifty Lakhs) **Equity Shares** having face value of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 10/- (Rupees Ten Only) per share on preferential basis to the Proposed Allottees for a consideration other than cash, which is not less than the floor price prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") on a preferential basis and issue of up to 1,92,09,000 **0.5% Non-Convertible Compulsorily Redeemable Preference Shares (NCCRPS)** having face value of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 10/- (Rupees Ten Only) per share (at par) on private placement basis to the Proposed Allottees for a consideration other than cash. Pursuant to the above transaction, there will be change in the management, control and thus result in the transfer of ownership of the Company to the Proposed Allottees.

Consequent to the discharge of the Purchase Consideration partly by way of equity shares and partly by issue of 0.5% Non-Convertible Compulsorily Redeemable Preference Shares of the Company, Gabrielle Infra Speciality Private Limited will become a wholly-owned subsidiary of the Company.

For Item No. 2: Issue of Equity Shares on a preferential basis as Swap of Shares:

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations ") are as follows:

1. **The Purpose/ Objects of the preferential issue:** The object of the issue is to discharge the part payment of total Purchase Consideration payable for the acquisition of the Selling Company by acquiring 5,10,000 Equity Shares constituting 100% stake of the Selling Company from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item Number 2 in this notice and explanatory statement, subject to SEBI ICDR Regulations, Companies Act, 2013 and requisite approvals from stock exchange for Equity Shares.

2. **The total/ maximum number of securities to be issued/ particulars of the offer/ Kinds of securities offered and the price at which security is being offered, number of securities to be issued and pricing along with date of passing Board Resolution:** The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 4,50,00,000 (Four Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 10/- (Rupees Ten Only) per share on preferential basis and private Placement basis to the Proposed Allottees for a consideration other than cash and resolution for the same has been passed by the Board of Directors in their meeting held on Wednesday, August 27, 2025.

3. **Material Terms for Issue of Equity Shares:** The material terms are as follows:
   a. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals as the case maybe.

b. The equity shares to be allotted shall be subject to lock-in for such period, as specified in the provisions of Chapter V of the SEBI ICDR Regulations and allotted equity shares shall be listed on the stock exchange subject to the receipt of necessary permissions and approvals.

c. The equity shares shall be allotted in dematerialized form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any Regulatory Authority or Government of India, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions, as the case maybe.

d. The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.

e. Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

f. The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.

g. The Equity Shares so offered and issued to the Proposed Allottees, are being issued for consideration other than cash against the Swap Shares, being the acquisition of Shares of Selling Company from the Proposed Allottees for non-cash consideration and the transfer of such Shares to the Company will constitute the consideration for the Equity Shares to be issued by the Company to the Proposed Allottees pursuant to this resolution; and

h. The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.

4. **Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:** The Equity Shares of the Company are listed on BSE Limited. The Equity shares of the Company is infrequently traded, the price is determined pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Relevant Date, as per the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for determination of the issue price of Equity Shares is **Tuesday, August 26, 2025**, since **Wednesday, August 27, 2025,** falls on holiday, the day preceding the holiday is reckoned as relevant date. The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 10/- (Rupees Ten) per Equity Share which is not less than the price as determined by the registered valuer.

As the proposed allotment is of more than five per cent of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link ***https://filtronindia.com/postal-ballot-25-26.htm***

5. **Name and address of Valuer who performed valuation:**

   - **For Gabrielle Infra Speciality Private Limited**

   Bhavesh M Rathod, Chartered Accountants, Registered Valuer - SFA
   IBBI Reg. No.: IBBI/RV/06/2019/10708
   Address: 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066
   Email: Info.cabhavesh@gmail.com
   Mobile: +91 9769113490.

   - **For Filtron Engineers Limited**

   Rashmi Shah FCA
   IBBI Reg. No.: IBBI/RV/06/2018/10240
   Address: 702, Shah Trade Centre, Station Road, Malad (East), Mumbai - 400097, Maharashtra, India
   Email: rashmi@rvs-ca.com
   Mobile: +91 98202 99754

   Note: As the proposed allotment is of more than five per cent of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

   The valuation report of the Registered Valuer pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link **https://filtronindia.com/postal-ballot-25-26.htm**

6. **Amount which the Company intends to raise by way of issue of Equity Shares:** The shares are being allotted for a consideration other than cash as part of the consideration payable for the acquisition as mentioned above.

7. **Principal terms of Assets charged as securities:** Not Applicable

8. **Intention/ Contribution of Promoters/ Directors/ Key Managerial Personnel/ Senior Management Personnel to subscribe to the offer:** None of the existing Promoter or Directors

or Key Managerial Personnel or Senior Management Personnel are subscribing to the proposed issue or furtherance of objects.

9. **Shareholding Pattern of the Company before the proposed issue and after proposed issue of Equity Shares as follows:** Please refer ***"Annexure – A"*** to this Notice for details

10. **Proposed time schedule/ time frame within which the allotment/preferential issue shall be completed:** The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority/ body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

11. **The name of the proposed allottee, the identity of the natural persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottee, the percentage of post preferential issue capital that may be held by them and change in control:**

Sr. No.	Details of Allottee	Current Status (Pre-Issue Category/ Class)	Ultimate Beneficial Owners of shares/ proposed allottee	Pre-Issue Holding		No of Equity shares to be issued	Post Issue/Allotment of Equity Shares*		Proposed Status (Post-Issue Category/ Class)
				No of Equity Shares	% of Holding		No of Equity Shares	% of Holding	
1	Mr. Tarak Bipinchandra Gor	Non-Promoter	NA	0	0.00	2,55,00,000	2,55,00,000	35.42	Promoter
2	Mr. Jayesh Sheshmal Rawal	Non-Promoter	NA	0	0.00	2,55,00,000	2,55,00,000	35.42	Promoter

** The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares.*

12. **Change in control, if any, in the Company that would occur consequent to the preferential offer/ issue:** The proposed preferential issue shall result change in control of the Company. The Proposed allottee Mr. Tarak Bipinchandra Gor (Acquirer-1) and Mr. Jayesh Sheshmal Rawal (Acquirer-2) (hereinafter collectively referred to as the "Acquirers") shall trigger the open offer process pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') requiring the Public Announcement ('PA') in terms of Regulation 13 (1) of the said Regulations. Further, Acquirers may further deposit 100% of offer consideration in escrow account, Accordingly there may be change in management/ control of the company after 15 working days from the date of publication of the detailed public statement in accordance with Regulation 24(1) of Takeover regulations or there may be change in management/ control of the company after 21 working days from the date of publication of the detailed public statement in accordance with Regulation 22(2) of Takeover regulations pursuant to transfer of shares under Share Purchase Agreement. Accordingly, After the said change in control the above stated acquirers shall be classified as promoters in accordance with the provisions of Applicable Law.

13. **No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:** During the year, no preferential allotment has been made to any person by the Company.

14. **Undertaking:** The Company hereby undertakes that:
    a. It would re-compute the price of the securities specified above, in terms of the provisions of the SEBI (ICDR) Regulations, if it is required to do so; and
    b. If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.
    c. All the equity shares held by the proposed allottees, if any in the company are in dematerialized form only.

15. **Valuation for consideration other than cash:** In compliance with Regulation 163(3) of the SEBI (ICDR) Regulations. The valuation of the same is based on the independent valuation report received from following:

    - **For Gabrielle Infra Speciality Private Limited**

    Bhavesh M Rathod, Chartered Accountants, Registered Valuer - SFA
    IBBI Reg. No.: IBBI/RV/06/2019/10708
    Address: 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066
    Email: Info.cabhavesh@gmail.com
    Mobile: +91 9769113490.

    - **For Filtron Engineers Limited**

Rashmi Shah FCA
IBBI Reg. No.: IBBI/RV/06/2018/10240
Address: 702, Shah Trade Centre, Station Road, Malad (East), Mumbai - 400097, Maharashtra, India
Email: rashmi@rvs-ca.com
Mobile: +91 98202 99754

16. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered Valuer OR Where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:** The object of the issue is to discharge the total Purchase Consideration payable for the acquisition of the Selling Company by acquiring 5,10,000 Equity Shares constituting 100% stake of the Selling Company from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company and 0.5% Non-Convertible Compulsorily Redeemable Preference Shares as mentioned in resolution at Item Number 2 and 3 in this notice and explanatory statement and subject to SEBI ICDR Regulations and requisite approvals from stock exchange.
17. **Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:** It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163 (1)(i) of Chapter V read with schedule VI of SEBI (Issue of

Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

18. **The Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:**

No.	Name of the Allottee(s)	Current Status	Proposed Status post preferential issues
1	Mr. Tarak Bipinchandra Gor	Non-Promoter	Promoter
2	Mr. Jayesh Sheshmal Rawal	Non-Promoter	Promoter

19. **Lock-in:** The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.

20. **Listing:** The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

21. **Certificate**: As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, is available for inspection by the Members on the website of the Company by clicking on link **https://filtronindia.com/postal-ballot-25-26.htm**

For Item No 3: Issue of 0.5% Non-Convertible Compulsorily Redeemable Preference Shares for Swap of Shares:

Disclosure as required under rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the terms of issue are as follows:

1. **Purposes/ Objective of the issue:** The object of the issue is to discharge the part payment of total Purchase Consideration payable for the acquisition of the Selling Company by acquiring, 5,10,000 Equity Shares constituting 100% stake of the Selling Company from the Proposed Allottees for consideration other than cash-settled by allotment of 0.5% Non-Convertible Compulsorily Redeemable Preference Shares ("NCCRPS") of the Company as mentioned in resolution at Item Number 3 in this notice and explanatory statement, subject to Companies Act, 2013 and requisite approvals as may be required.

2. **Kind of Security, Issue size, number of Preference Shares to be offered and issued, nominal value of each share and Issue Price along with date of passing Board Resolution:** The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 1,92,09,000 **0.5% Non-Convertible Compulsorily Redeemable Preference Shares (NCCRPS)** having face value of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 10/- (Rupees Ten Only) per share (at par) on Private Placement basis to the Proposed Allottees for a consideration other than cash and resolution for the same has been passed by the Board of Directors in their meeting held on Wednesday, August 27, 2025.

3. **The nature of such shares, i.e. cumulative or non - cumulative, participating or non - participating, convertible or non – convertible:**
   - Non-Convertible Compulsorily Redeemable Preference Shares ('NCCRPS')
   - It shall be participating in the surplus fund to the extent of unpaid dividend.
   - It shall be shall be participating in the surplus assets and profits to the extent of Preference Share Capital and accrued divided, if any, which remain unpaid on winding up of the Company;

4. **Manner of Issue of Shares:** The NCCRPS are proposed to be issued on private placement basis, at an issue price of Rs. 10/- (Rupees Ten Only) per share at par for a consideration other than cash.

5. **Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:** The NCCRPS will be issued at par based on the valuation report taken from the registered valuer under the applicable provisions of the Companies Act, 2013 and applicable SEBI Laws, as applicable.

6. **Amount which the Company intends to raise by way of issue of securities:** The shares are being allotted for a consideration other than cash as part of the consideration payable for the acquisition as mentioned above.

7. **Name and Address of the Valuer:**
   - **For Gabrielle Infra Speciality Private Limited**

   Bhavesh M Rathod, Chartered Accountants, Registered Valuer - SFA
   IBBI Reg. No.: IBBI/RV/06/2019/10708
   Address: 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066
   Email: Info.cabhavesh@gmail.com
   Mobile: +91 9769113490.

   - **For Filtron Engineers Limited**

   Rashmi Shah FCA
   IBBI Reg. No.: IBBI/RV/06/2018/10240
   Address: 702, Shah Trade Centre, Station Road, Malad (East), Mumbai - 400097, Maharashtra, India

Email: rashmi@rvs-ca.com
Mobile: +91 98202 99754

8. **Terms of issue and rate of dividend on each share:**
   i. The NCCRPS will not be listed on any stock exchange;
   ii. Preference Shares shall carry preferential right vis-à-vis the Equity Shares of the Company in respect of dividend or repayment of capital;
   iii. The NCCRPS will be fully paid-up at the time of allotment;
   iv. Preference Shares shall be participating in the surplus fund to the extent of unpaid dividend;
   v. Preference Shares shall be participating in the surplus assets and profits to the extent of Preference Share Capital and accrued divided, if any, which remain unpaid on winding up of the Company;
   vi. Holders of Preference Shares shall be paid dividend on cumulative basis at the rate of 0.5 %,
   vii. Preference Shares shall non-convertible;
   viii. Preference Shares shall not carry voting rights as per provisions of Companies Act, 2013;
   ix. Preference Shares shall be redeemable at par, at any time within a period of 7 years from date of Allotment at the option of the preference shareholder or Company.

9. **Terms, manner and modes of redemption:**
   NCCRPS shall be redeemable at par within a period of 7 years from the date of allotment of such NCCRPS at the option of the preference shareholder or Company in accordance with the provisions of the Companies Act, 2013.

   The proposed preference shares shall be redeemed in accordance with the provisions of the Companies Act, 2013 read with relevant rules as amended from time to time.

10. **The manner and modes of redemption:** The proposed preference shares shall be redeemed in accordance with the provisions of the Companies Act, 2013 read with relevant rules as amended from time to time.

11. **The expected dilution in equity share capital upon conversion of preference shares:** Not Applicable.

12. **Variation in terms:** Any variation in the terms of NCCRPS after allotment shall be made in accordance with applicable provisions of the Companies Act, 2013 and Rules made thereunder.

13. **Intention of Promoters, Directors, Key Managerial Personnel of Senior Management Personnel to subscribe to the offer/ Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:** None of the existing Promoter or Directors or Key Managerial Personnel or Senior Management Personnel are subscribing to the proposed issue or furtherance of objects.

14. **Principle terms of assets charged as securities:** Not Applicable

15. **Shareholding pattern of the Company:** Please refer ***"Annexure – A"*** to this Notice for details

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the **Special Resolution** as set out in **Item No. 2 and 3** in the accompanying notice for approval by the Members.

Item No: 4:

We wish to inform you that the Company has identified a requirement for the infusion of additional funds to strengthen its capital base and support the long-term growth and sustainability of the business. This strategic move is crucial to addressing both the immediate and future funding needs.

Accordingly, the Company proposes to raise funds by way of issuance of equity shares, on a preferential basis to identified Non-Promoters of the Company. The proposed issue shall be made in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and the applicable provisions of the Companies Act, 2013, and the rules framed thereunder.

The relevant details in respect of the proposed preferential issue, as required under applicable laws, are provided in the resolution and annexures accompanying this notice.

The Board of Directors of the Company in their meeting held on **Wednesday, August 27, 2025,** subject to approval of shareholder, has approved issuance and allotment of up to 1,59,00,000 (One Crore Fifty-Nine Lakhs) Equity Shares of face value of ₹10/- (Rupees Ten only) each, on a preferential basis at par, to the proposed allottee(s) as set out below in accordance with the provisions of Sections 23, 42, and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), together with the applicable provisions of the SEBI ICDR Regulations, and the SEBI (LODR), Regulations, each as amended from time to time.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations ") are as follows:

1. **Objects of the Preferential Issue:** The object of the issue are:
   - To meet working capital requirements of the Company – **Not less than Rs. 3,97,50,000/- (Rupees Three Crores Ninety-Seven Lakh and Fifty Thousand Only)**
   - Investment in Subsidiaries/Proposed Subsidiaries - For undertaking investments in or providing loans to the subsidiaries/Proposed Subsidiary of the Company for the purposes of development of its existing and new business, either in the form of equity / quasi equity/ unsecured loan – **Upto Rs. 7,95,00,000/- (Rupees Seven Crores Ninety-Five Lakhs Only)**

- To meet general corporate purpose which shall not exceed 25% of the Issue Size i.e. Not exceeding **Rs. 3,97,50,000/- (Rupees Three Crores Ninety-Seven Lakh and Fifty Thousand Only)**

Any amount in excess unutilised portion of the receipt under general corporate purpose or Investment in Subsidiaries/ Proposed Subsidiaries will be utilised by the Company for meeting working capital requirement of the Company.

The said proceeds will be used within a span of 12 months from the date of receipt or from the date the receipts can be utilised, whichever is later. Till the time the proceeds are not utilised by the Company, it will be kept in the Bank Account of the Company and/ or in the form Fixed Deposit with Banks, etc.

2. **The total/ maximum number of securities to be issued/ particulars of the offer/ Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing along with date of passing Board Resolution:** The resolution set out in the accompanying notice authorises the Board to create, offer, issue and allot from time to time, in one or more tranches up to 1,59,00,000 (One Crore Fifty Nine Lakhs) Equity Shares for cash at an issue price of Rs.10/- (Rupees Ten Only) per share of the face value of Rs.10/- each of the Company ("Equity Shares") at par per share aggregating to Rs. 15,90,00,000/- (Rupees Fifteen Crores Ninety Lakhs Only) on preferential and private placement basis and resolution for the same has been passed by the Board of Directors in their meeting held on **Wednesday, August 27, 2025**.

3. **Material Terms for Issue of Equity Shares:** The material terms are as follows:
   a. The Allottee shall be required to bring in 100% of consideration, for the relevant equity shares to be allotted on or before the date of allotment hereof.
   b. The consideration for allotment of relevant equity shares shall be paid to the company by the proposed allottee from their respective bank accounts.
   c. The pre-preferential shareholding of the Proposed Allottees (if any) and Equity Shares to be allotted to the Proposed Allottees shall be under lock- in for such period as may be prescribed under Chapter V of SEBI (ICDR) Regulations;
   d. The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted there under;
   e. Allotment of the Equity Shares shall only be made in dematerialized form;
   f. The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval, as the case maybe
   g. The Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any
   h. The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.
   i. The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.

4. **Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:** The Equity Shares of the Company are listed on BSE Limited. The Equity shares of the Company is infrequently traded, the price is determined pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

   The Relevant Date, as per the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for determination of the issue price of Equity Shares is **Tuesday, August 26, 2025**, since **Wednesday, August 27, 2025,** falls on holiday, the day preceding the weekend is reckoned as relevant date. The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

   As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 10/- (Rupees Ten Only) per Equity Share which is not less than the price as determined by the registered valuer.

   As the proposed allotment is of more than five per cent. of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

   The valuation report of the Registered Valuer pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following **www.filtronindia.com**

5. **Name and Address of Valuer who performed Valuation:**
   Rashmi Shah FCA
   IBBI Reg. No.: IBBI/RV/06/2018/10240
   Address: 702, Shah Trade Centre, Station Road, Malad (East), Mumbai - 400097, Maharashtra, India
   Email: rashmi@rvs-ca.com
   Mobile: +91 98202 99754

   As the proposed allotment is of more than five per cent of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

   The valuation report of the Registered Valuer pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link www.filtronindia.com

6. **Amount which the Company intends to raise by way of issue of Equity Shares:** Upto Rs.15,90,00,000/- (Rupees Fifteen Crores Ninety Lakhs Only)

7. **Principal terms of Assets charged as securities:** Not Applicable

8. **Intention/ Contribution of Promoters/ Directors/ Key Managerial Personnel/ Senior Management Personnel to subscribe to the offer:** None of the existing Directors or Key Managerial Personnel or Promoters or Senior Management Personnel intends to subscribe to the proposed issue or furtherance of objects.

9. **The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:** Please refer ***"Annexure – A"*** to this Notice for details.

10. **Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:** The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority/ body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

11. **Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:** There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares since all allotte(s) are belongs to Non-Promoter Category.

12. **No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:** During the year, no preferential allotment has been made to any person by the Company.

13. **Valuation for consideration other than cash:** Not applicable.

14. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR Where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:** Not applicable.

15. **Lock-in:** The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations

16. **Listing:** The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank *pari-passu* with the existing equity shares of the Company in all respects, including dividend.

17. **Certificate:** As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate of the practising company secretary can also be accessed on the company website on the following link **https://filtronindia.com/postal-ballot-25-26.htm**

18. **Undertakings:** The Company hereby undertakes that:
    i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI(ICDR) Regulations, where it is so required;

ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;

iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;

19. **Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower**: It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Director's or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

20. **Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:**

Sr. No.	Name of the proposed allottee	Current Status (Pre-issue Category/ Class)	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of Equity shares to be issued	Post Issue/ Allotment of Equity Shares		Proposed Status (Post-issue Category/ Class)
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1	Sachin Mohanlal Kakrecha	Non-Promoter	-	0	0.00	30,00,000	30,00,000	4.72	Non-Promoter
2	Nitin Jobanputra	Non-Promoter	-	0	0.00	20,00,000	20,00,000	3.15	Non-Promoter
3	Gauri Dilip Patel	Non-Promoter	-	0	0.00	10,00,000	10,00,000	1.57	Non-Promoter
4	Jaimin Zaverchand Haria	Non-Promoter	-	0	0.00	11,00,000	11,00,000	1.73	Non-Promoter
5	Dharmishtha B Sanghavi	Non-Promoter	-	0	0.00	10,00,000	10,00,000	1.57	Non-Promoter
6	Manish Upendra Shanghvi	Non-Promoter	-	0	0.00	10,00,000	10,00,000	1.57	Non-Promoter
7	Nakchhatra V Mehta	Non-Promoter	-	0	0.00	10,00,000	10,00,000	1.57	Non-Promoter
8	Viral Suresh Jain (HUF)	Non-Promoter	Viral Suresh Jain	0	0.00	5,00,000	5,00,000	0.79	Non-Promoter
9	Aman Sanjeev Jain (HUF)	Non-Promoter	Aman Sanjeev Jain	0	0.00	5,00,000	5,00,000	0.79	Non-Promoter

10	Mansi Meet Bhanushali	Non-Promoter	-	0	0.00	5,00,000	5,00,000	0.79	Non-Promoter
11	Bharati Ashok Bhanushali	Non-Promoter	-	0	0.00	5,00,000	5,00,000	0.79	Non-Promoter
12	Bhupendra P Joshi Mobina B Joshi	Non-Promoter	-	0	0.00	5,00,000	5,00,000	0.79	Non-Promoter
13	Kalpesh Purushottam Shah	Non-Promoter	-	0	0.00	5,00,000	5,00,000	0.79	Non-Promoter
14	Shamsuddin Abdulla Parkar	Non-Promoter	-	0	0.00	5,00,000	5,00,000	0.79	Non-Promoter
15	Zaverchand Damji Haria (HUF)	Non-Promoter	Zavercha nd Damji Haria	0	0.00	4,00,000	4,00,000	0.63	Non-Promoter
16	Zaverben Zaverchand Haria	Non-Promoter	-	0	0.00	4,00,000	4,00,000	0.63	Non-Promoter
17	Chetan Bhanwarlal Agrawal	Non-Promoter	-	0	0.00	2,50,000	2,50,000	0.39	Non-Promoter
18	Reema Ashok Dhumale	Non-Promoter	-	0	0.00	2,50,000	2,50,000	0.39	Non-Promoter
19	Siddhartha Rajesh Shah	Non-Promoter	-	0	0.00	2,50,000	2,50,000	0.39	Non-Promoter
20	Gautam Rajesh Shah	Non-Promoter	-	0	0.00	2,50,000	2,50,000	0.39	Non-Promoter
21	Jaimin Z Haria (HUF)	Non-Promoter	Jaimin Zavercha nd Haria	0	0.00	2,00,000	2,00,000	0.31	Non-Promoter
22	Shilpa Nilesh Daga	Non-Promoter	-	0	0.00	1,00,000	1,00,000	0.16	Non-Promoter
23	Preeti Jaimin Haria	Non-Promoter	-	0	0.00	1,00,000	1,00,000	0.16	Non-Promoter
24	Tanishq Vikas Patil	Non-Promoter	-	0	0.00	50,000	50,000	0.08	Non-Promoter
25	Mukesh Hiralal Dubey	Non-Promoter	-	0	0.00	50,000	50,000	0.08	Non-Promoter
	TOTAL			**0**	**0.00**	**1,59,00,000**	**1,59,00,000**	**25.03**	

**** The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares.***

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the **Special Resolution** as set out **in Item No. 4** in the accompanying notice for approval by the Members.

By Order of the Board
For Filtron Engineers Limited

SD/-
Sadanand Ganapati Hegde
Whole-time Director
DIN: 00195106

Date: August 27, 2025
Place: Pune

Registered Office: Plot No.36, WMDC Industrial Area,
Ambethan Road Chakan, Pune - 410501, Maharashtra, India,
CIN: L57909PN1982PLC026929
Website: www.filtronindia.com

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

Annexure – A

Shareholding Pattern

The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sr. No.	Category	Pre-issue shareholding		Post- issue shareholding	
		No. of Equity Shares	% of Shareholding	No. of Equity Shares	% of Shareholding
A	**Promoters and Promoter Group Holding**				
1	**Indian**				
	Individual	14,68,400	56.12	4,64,68,400**	73.15
	Body Corporates	69,300	2.65	69,300	0.11
	Sub Total	**15,37,700**	**58.77**	**4,65,37,700**	**73.26**
2	**Foreign**	65,000	2.48	65,000	**0.10**
	Sub Total (A)	**16,02,700**	**61.25**	**4,66,02,700**	**73.36**
B					
B1	**Institutions**	-	0.00	-	0.00
B2					
1	Individuals (share Capital up to Rs. 2 lakhs)	8,16,471	31.20	11,16,471	1.76
2	Individuals (share Capital in excess of Rs. 2 lakhs)	0	0.00	1,40,00,000	22.04
3	Directors and their relatives (excluding independent directors and nominee directors)	0	0.00	0	0.00
4	**Others:**				
a.	Body Corporates	32,900	1.26	32,900	0.05
b.	Clearing Member	1,000	0.04	1,000	0.00
c.	HUF	1,064	0.04	16,01,064	2.52
d.	NRI	1,22,365	4.68	1,22,365	0.19
e.	Foreign Nationals	40,000	1.53	40,000	0.06
f.	Unclaimed or Suspense or Escrow Account	-	0.00	-	0.00
g.	Firms	-	0.00	-	0.00
	Sub-Total (B)	**10,13,800**	**38.75**	**1,69,13,800**	**26.64**
C1	**Shares underlying DRs**	-	0.00	-	0.00
C2	**Shares held by Employee Trust**	-	0.00	-	0.00
C	**Non-Promoter – Non-Public**	-	0.00	-	0.00
	Grand Total	**26,16,500**	**100**	**6,35,16,500**	**100.00**

Notes:

a. ***The post-issue shareholding percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities.***

b. *****The proposed allottees, Mr. Tarak Bipinchandra Gor (Acquirer-1) and Mr. Jayesh Sheshmal Rawal (Acquirer-2) (hereinafter collectively referred to as the "Acquirers") shall trigger the open offer process pursuant to Regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011 ("the Regulations"). This will require the Public Announcement ("PA") in terms of Regulation 13(1) of the said Regulations. Upon completion of the open offer process, they will become the Promoters of the Company***

c. Upon completion of the open offer, the existing promoter and promoter group will be reclassified as public shareholders.