

# FILTRA CONSULTANTS AND ENGINEERS LTD

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

Tel: 61898700 / 65214354; Fax: 61898725

Email: [dir@filtra.in](mailto:dir@filtra.in); Web Site: [www.filtrain.in](http://www.filtrain.in)

CIN: L41000MH2011PLC217837



Date: **September 05, 2020**

To,

The Deputy Manager

Corporate Relations Department,

**BSE Limited**

P. J. Towers, Dalal Street,

Mumbai - 400001

Fax No: 2272 1919

Dear Sir/Madam,

**Sub: Submission of notice of 9<sup>th</sup> Annual General Meeting of the Company.**

**Ref.: Company Code: BSE – 539098**

Pursuant to the provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, we hereby inform you that the Ninth Annual General Meeting of the Members of our Company is scheduled to be held on Monday, September 28, 2020 at 12 Noon (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

Pursuant to the Circulars issued by the Ministry of Corporate Affairs namely, General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 05, 2020 (Collectively referred as "MCA Circulars") and SEBI Circular dated May 12, 2020 for the Annual General Meeting to be held through VC/OAVM, the Notice of the AGM along with the Annual Report for the financial year 2019-20 has been sent to the Members only through electronic mode to those Members whose email addresses are registered with the Company/R&TA/Depositories.

The Notice of AGM for Financial Year 2019-20 is enclosed herewith. Further, notice of the said AGM is also available on Company's website at [https://www.filtrain.in/upload/investment/1599281286.Filtra - \\_Notice - 2019-20.pdf](https://www.filtrain.in/upload/investment/1599281286.Filtra_-_Notice_-_2019-20.pdf).

Please take the same on your record and display on your website.

Thanking you,

Yours faithfully,

For **Filtra Consultants and Engineers Limited**,

*Shikha Sunil Chaurasia*

Shikha Sunil Chaurasia

Company Secretary & Compliance Officer

**Membership No.:** A59412

**Place:** Mumbai

Encl.: As above.

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## NOTICE

NOTICE is hereby given that the 9<sup>th</sup> Annual General Meeting of the Members of **Filtra Consultants and Engineers Limited** will be held on **Monday, September 28, 2020** at 12 Noon through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") which will deemed to be held at the Registered Office of the Company to transact the following business:

### ORDINARY BUSINESS:

1.
  - a) To receive, consider and adopt the Standalone Audited Financial Statement of the Company for the Financial Year ended March 31, 2020 including the Audited Balance Sheet as at March 31, 2020 and Statement of Profit & Loss and Cash Flow Statement of the Company for the financial year ended on that date and notes related thereto along with the Reports of the Board and Auditor's Report thereon.
  - b) To receive, consider and adopt the Consolidated Audited Financial Statement of the Company for the Financial Year ended March 31, 2020 including the Audited Balance Sheet as at March 31, 2020 and Statement of Profit & Loss and Cash Flow Statement of the Company for the financial year ended on that date and notes related thereto along with the Report of the Auditor's thereon.
2. To appoint a Director in place of Mr. Ashfak Mulla (DIN: 03506172), who retires by rotation and being eligible, offered himself for re-appointment.

By the order of the Board

For **Filtra Consultants and Engineers Limited**,

Sd/-

**Ketan Khant**

Chairman and Managing Director

(DIN: 03506163)

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

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2. A Member entitled to attend and vote at the general meeting is entitled to appoint a proxy, who need not be a Member, to attend and vote on poll on behalf of himself/herself. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circular through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars and the SEBI Circular, the facility for appointment of proxies by the Members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members, such as the President of India or the Governor of a State or body corporate, can attend this AGM through VC/OAVM and cast their votes through e-voting.
3. The Company's Registrar & Share Transfer Agents are M/s. Bigshare Services Private Limited ('R & TA') located at 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai - 400059, Maharashtra, Tel. No.: 022 -62638200.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, September 22, 2020 to Monday, September 28, 2020 (both days inclusive) for taking record of the Members of the Company for the purpose of AGM.
5. The Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.
6. Members who have not encashed/received the dividend warrants so far in respect of the below mentioned dividend, are requested to make their claim to the R&TA well in advance before due dates. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid/unclaimed Dividend Account, will be transferred to the Investor Education and Protection Funds (IEPF). Pursuant to the provisions of Section 124(2) of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company on its website: [www.filtra.in](http://www.filtra.in) and also on the website of the Ministry of Corporate Affairs.

Due dates of transferring unclaimed and unpaid dividends declared by the Company to IEPF, are as follows:

Financial Year	Date of declaration of dividend	Last date for claiming unpaid/unclaimed dividend
2018-19 (1 <sup>st</sup> Interim Dividend)	August 23, 2018	September 25, 2025
2019-20 (Final Dividend for FY 2018-19)	August 22, 2019	September 24, 2026

7. Pursuant to the applicable provisions of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the shares in respect of which dividend has not been paid or claimed by the Members for seven consecutive years or more shall also be transferred to the demat account created by the IEPF Authority. Since seven years have not been elapsed from the date of transfer of amount to Unpaid Dividend Account, no dividend is due for transfer to IEPF.
8. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed to the Notice of AGM. The Director proposed to be re-appointed has furnished the relevant consent for his re-appointment.
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details, etc., to their DPs in case the shares are held by them in electroe3(n)@cs,

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10. In terms of Section 72 of the Act read with the applicable Rules made under the Act, every holder of shares in the Company may at any time nominate, in the prescribed manner (Form No. SH-13), a person to whom his/her shares in the Company shall vest, in the event of his/her death. Nomination Form can be obtained from the R&TA. The duly filled in Nomination Form shall be sent to R&TA at the above mentioned address by the Members holding shares in physical mode. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
11. Members are informed that in case joint holders attending the Meeting, only such joint holder who is higher in the order of names in the Register of Members/Beneficial Holders will be entitled to vote.
12. Non-Resident Indian (NRI) Members are requested to inform the Company/RTA the following immediately:
  - i) Change in the residential status on return to India for settling permanently,
  - ii) Particulars of NRE Bank Account maintained in India with complete name & address of the Bank, if not furnished earlier.
13. Electronic copies of all the documents referred to in the accompanying Notice of the AGM shall be made available for inspection electronically without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. till September 28, 2020. Members seeking to inspect such documents can send an email to [cs@filtra.in](mailto:cs@filtra.in). During the 9<sup>th</sup> AGM also, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under section 189 of the Act.
14. As per Regulation 40 of the Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
15. The SEBI vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to our R&TA viz, M/s. Bigshare Services Private Limited, by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook/statement attested by the bank. Members holding shares in demat form are, requested to submit the aforesaid information to their respective Depository Participant.
16. In line with the General Circular No. 20/2020 dated May 05, 2020, issued by the MCA and the SEBI Circular, Notice of the AGM along with the Annual Report for the financial year 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/R&TA/Depositories. The Notice of AGM and Annual Report 2019-20 are available on the Company's website viz. <https://www.filtrain.com/index.php/home/investment> and may also be accessed from the relevant section of the websites of BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also hosted on the website of NSDL (agency providing Remote e-Voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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## 17. Voting through electronic means:

- a) In terms of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, Companies listed on SME Segment of Stock Exchanges are exempted from the compliance of provisions related to e-voting. As the Company is listed on SME Segment of BSE Limited, the e-voting provisions mentioned in said Section are not applicable. However, as the 9<sup>th</sup> AGM is being conducted through VC/OAVM, as per the MCA Circulars and SEBI Circular, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 9<sup>th</sup> AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-voting system as well as venue voting on the date of the AGM will be provided by the NSDL. The instructions for e-voting system are given herein below.
- b) Subject to the applicable provisions of the Act read with the Rules made there under, as amended, the voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date for the purpose of remote e-voting, being Monday, September 21, 2020. Members are eligible to cast vote only if they are holding shares on Monday, September 21, 2020.
- c) The remote e-voting period will commence at 09:00 a.m. (IST) on Friday, September 25, 2020 to and will end at 05:00 p.m. (IST) on Sunday, September 27, 2020. During this period, the Members of the Company holding shares in physical form or in dematerialized form as on cut-off date may cast their vote through remote e-voting. The remote e-voting module shall be blocked/disabled for voting thereafter.

### d) Instructions for remote e-voting prior to the AGM:

The voting period begins on Friday, September 25, 2020 at 09:00 a.m. (IST) and ends on Sunday, September 27, 2020 at 05:00 p.m. (IST). Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Monday, September 21, 2020, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

The way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are mentioned below:

#### **Step 1 : Log-in to NSDL e-voting system**

- i. Visit the e-voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholders' section.
- iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsd.com/> with your existing IDeAS login. Once you log in to NSDL eservices after using your log in credentials, click on e-voting and you can proceed to step 2 i.e. Cast your vote electronically.

iv. Your User ID details will be as per details given below:

- a. **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).
- b. **For members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).
- c. **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the Company.(For example if your folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*)

v. Your password details are given below:

- a. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below:

vi. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:

- a. Click on '**Forgot User Details/Password?**' option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) (If you are holding shares in your demat account with NSDL or CDSL).
- b. Click on '**Physical User Reset Password?**' option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) (If you are holding shares in physical mode).
- c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

vii. After entering your password, tick on 'I hereby agree to all Terms and Conditions'.

viii. Now, you will have to click on 'Login' button.

ix. After you click on the 'Login' button, Home page of e-voting will open.

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## Step 2: Cast your vote electronically on NSDL e-voting system

- i. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then click on Active Voting Cycles.
- ii. After clicking on Active Voting Cycles. You will be able to see all the Companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
- iii. Select 'EVEN' of the Company for casting your vote.
- iv. Now you are ready for e-voting as the Voting page opens.
- v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
- vi. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### e) Instructions for remote e-voting during AGM

- i. The procedure for remote e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC/OAVM.
- ii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-voting system for all those Members who will be present in the AGM through VC/OAVM facility but have not casted their vote on the resolutions by availing the remote e-voting facility and are otherwise not barred from doing so. The remote e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
- iii. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

### General Guidelines for Shareholders

- i. Institutional/corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of of its Board or governing body Resolution/Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting, to the Scrutinizer by email to [filtra.scrutinizer@hkacs.com](mailto:filtra.scrutinizer@hkacs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/ Password?' or 'Physical User Reset Password?' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

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- iii. In case of any queries/grievances pertaining to remote e-voting (prior to and/or during the AGM), you may refer to the Frequently Asked Questions ('FAQs') for Shareholders and e-voting user manual for Shareholders available in the 'Downloads' section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free number: 1800-222- 990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

In case of any grievances connected with facility for e-voting, please contact Mr. Amit Vishal, Senior Manager, NSDL. email id: [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) telephone no: 022-9900 or Vishal,



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- iv. The members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Members will be able to view the proceedings on e-voting website of National Securities Depository Limited ('NSDL') at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC/OAVM will be made available to all the members, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Board Committees, Auditors etc. as per the MCA Circulars.
  - v. Members, who need assistance before or during the AGM, can contact NSDL to Mr. Amit Vishal, Senior Manager - NSDL, email id: [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) on telephone no: 022-24994360 or Ms. Pallavi Mhatre, Manager - NSDL, email id: [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) on telephone no: 022-24994545 or on toll free number:1800-222-990.
18. Mr. Hemanshu Kapadia (FCS: 3477 and CP: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, failing him, Mr. Vipin Mehta (FCS: 8587 and CP: 9869), Partner of M/s. VPP & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the e-voting process (Remote as well as at the AGM) in a fair and transparent manner.
  19. The Scrutinizers shall immediately, after the conclusion of voting at the AGM, first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting and make, within 48 hours from the conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favor or against of the resolutions transacted in the AGM and submit forthwith the same to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.
  20. The Chairman or the authorised person shall declare the results of the voting forthwith and the results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. <https://www.filtra.in/index.php/home/investment> and on the website of NSDL i.e. <https://www.evoting.nsdl.com>. The Company shall also simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
  21. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the 9<sup>th</sup> AGM i.e. Monday, September 28, 2020.

By the order of the Board

For **Filtra Consultants and Engineers Limited**,

Sd/-

**Ketan Khant**

Chairman and Managing Director

(DIN: 03506163)

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

**Date:** September 02, 2020

**Place:** Mumbai

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Annexure to item no. 2 to the notice calling 9<sup>th</sup> Annual General Meeting providing details as required to be furnished as per para 1.2.5 of the Secretarial Standard – 2 and Regulation 36(2) of the SEBI (LODR) Regulations, 2015 with respect to Directors seeking re-appointment at the 9<sup>th</sup> Annual General Meeting

<b>Name of the Director and DIN</b>	Mr. Ashfak Mulla (DIN: 03506172)
<b>Date of Birth</b>	June 22, 1968
<b>Age</b>	52 years
<b>Nationality</b>	Indian
<b>Date of Appointment on the Board</b>	May 24, 2011
<b>Qualification</b>	Mechanical Engineering.
<b>Brief resume (including nature of expertise and experience in specific functional areas)</b>	He has around 24 years of vast experience in the marketing and dealing of water treatment plants and related products and machinery.
<b>Shareholding in the Company</b>	18,012 Equity shares
<b>List of Directorship held in other Companies</b>	Nil
<b>Committee Membership</b>	Nil
<b>Last Remuneration drawn</b>	Rs. 33,01,000/- (Rupees Thirty Three Lakh One Thousand Only) in the financial year 2019-20.
<b>Remuneration to be drawn after appointment /re-appointment</b>	As mentioned in the terms and conditions of Whole-time Director Agreement effective from April 1, 2018 for a period of 3 years.
<b>Relationship with Directors, Managers or other KMP</b>	He is Whole-time Director of the Company and does not have any relationship with other Director, Manager (as defined in the Companies Act, 2013) or KMP.
<b>Number of Meeting of Board attended during the Year (F.Y. 2019-20)</b>	5 (Five)
<b>Terms and Conditions of Appointment/ re- appointment</b>	As mentioned in the Whole-time Director Agreement effective from April 1, 2018 for a period of 3 years.

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

Sd/-

**Ketan Khant**

Chairman and Managing Director

**(DIN: 03506163)**

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

**Date:** September 02, 2020

**Place:** Mumbai