

FELIX INDUSTRIES LIMITED

Felix

Registered Office: 208, Devshruti Complex, Opposite Medisurge Hospital, Near Mithakali Cross Roads, Ellisbridge, Ahmedabad-380006, Gujarat

CIN: L40103GJ2012PLC072005

Phone No. 079-26463658/59

Email: info@felixindustries.co

Website: www.felixindustries.co

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-ordinary General Meeting ('EGM') of the Members of Felix Industries Limited will be held on Saturday, January 27, 2024, at 12.30 P.M. at the Registered Office of the Company at 208, Devshruti Complex, Opposite Medisurge Hospital, Near Mithakali Cross Roads, Ellisbridge, Ahmedabad-380006, Gujarat to transact the following business: -

SPECIAL BUSINESS: -

ITEM NO. 1: TO CONSIDER AND APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND SUBSEQUENT ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

To consider and if thought fit to pass, with or without modification, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and read with the Companies (Share Capital & Debentures) Rules, 2014 rules framed thereunder, if any, approval of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 13,00,00,000 /- (Rupees Thirteen Crores Only) divided into 1,30,00,000 (One Crore Thirteen Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 19,00,00,000/- (Rupees Nineteen Crores Only) divided into 1,90,00,000 (One Crore Ninety Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to rank pari-passu with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act, read with the Companies (Incorporation) Rules, 2014, including any statutory modification(s) thereof, the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause:

"V. The Authorised Share Capital of the Company is Rs. 19,00,00,000/- (Rupees Nineteen Crores Only) divided into 1,90,00,000 (One Crore Ninety Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each."

RESOLVED FURTHER THAT the Board of Directors of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf], be and is hereby authorized to undertake, execute all such acts, deeds, matters and things as they may deem necessary, proper and/ or expedient, to apply for requisite approval(s) of the statutory or regulatory authorities, as may be required, to carry out all requisite, incidental, consequential steps and to settle any question, difficulty or doubt that may arise in order to give full effect to this resolution."

ITEM NO. 2: TO ISSUE FULLY CONVERTIBLE SHARE WARRANTS ON PREFERENTIAL BASIS:

To consider and if thought fit to pass, with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 23, 42, 62(1)(c), and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (‘ICDR Regulations’), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (‘Takeover Regulations’), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India or any other competent authority, as may be necessary, including the Securities and Exchange Board of India (‘SEBI’), National Stock Exchange of India Limited (‘NSE’) where the equity shares of the Company are listed and subject to the necessary approval(s), consent(s), permissions(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Director of the Company (‘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), the consent of the members of the company be and is hereby accorded to create, issue, offer and allot, from time to time in one or more tranches, up to 57,00,000 (Fifty Seven Lakhs) Convertible Warrants (‘Warrants’) of face value of ₹ 10/- each on a preferential basis, for cash, at an issue price of ₹ 175/- (Rupees One Hundred and Seventy Five Only) (including premium of ₹ 165/- each (Rupees One Hundred and Sixty Five Only) per Warrant (‘Warrant Issue Price’) aggregating to an amount not exceeding ₹ 99,75,00,000/- (Rupees Ninety Nine Crores Seventy Five Lakhs Only) to the following individual/entities (hereinafter referred to as the ‘Proposed Allottees/Warrant holder’), entitling the warrant holders to exercise option to convert and get allotted 1 (One) equity share of face value of ₹ 10/- (Rupees Two only) each of the Company (‘Equity Shares’) for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, and in such form and manner and in accordance with the provisions of ICDR Regulations and Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

Sr. no.	Names of the Investors/ proposed Allottees	Category (Promoter and Non-promoter)	No. of Shares Warrants (Up to)	Outcome of the subscription/ Investment amount (INR) (Approx.)
1	DSP Technical and Financial Services Private Limited	Promoter Group	17,10,000	29,92,50,000
2	Rishita Naitik Shah	Promoter Group	75,000	1,31,25,000
3	Naitik A Shah	Promoter Group	75,000	1,31,25,000
4	NVS Corporate Consultancy Services Pvt Ltd	Non- Promoter	4,05,000	7,08,75,000
5	Elara India Opportunities Fund Ltd.	Non- Promoter	4,00,000	7,00,00,000
6	Sneha Bhandari	Non- Promoter	2,50,000	4,37,50,000
7	Resonance opportunity fund	Non- Promoter	2,00,000	3,50,00,000
8	NAV Capital VCC – NAV Capital Emerging Star Fund	Non- Promoter	1,80,000	3,15,00,000

9	Dhairya Dhiraj Shah	Non- Promoter	1,50,000	2,62,50,000
10	Morde Foods Private Limited	Non- Promoter	1,50,000	2,62,50,000
11	Vaghela Hemrajsinh	Non- Promoter	1,00,000	1,75,00,000
12	Moheet Vinodkumar Agrawal	Non- Promoter	1,00,000	1,75,00,000
13	Shalini Chandrakant Morde	Non- Promoter	1,00,000	1,75,00,000
14	Growfast Securities and Credit Private Limited	Non- Promoter	90,000	1,57,50,000
15	Ganesh Dass Gupta	Non- Promoter	90,000	1,57,50,000
16	Wow investments	Non- Promoter	90,000	1,57,50,000
17	Vineet Arora	Non- Promoter	90,000	1,57,50,000
18	Pradip Ratanchand Surana	Non- Promoter	50,000	87,50,000
19	Satra Aditi N	Non- Promoter	50,000	87,50,000
20	Nikhil Tyagi	Non- Promoter	50,000	87,50,000
21	Bridgemonte Advisors Private Limited	Non- Promoter	50,000	87,50,000
22	Neha Shhyam Taparria	Non- Promoter	50,000	87,50,000
23	Shashank Agarwal	Non- Promoter	50,000	87,50,000
24	Sureshchand Narsinglal Jain	Non- Promoter	45,000	78,75,000
25	Rahul Pramod Menon	Non- Promoter	45,000	78,75,000
26	Harsha Bharat Sheth	Non- Promoter	40,000	70,00,000
27	Amar Alliance Securities Private limited	Non- Promoter	40,000	70,00,000
28	Amit Jain HUF	Non- Promoter	40,000	70,00,000
29	Sourav Choudhary	Non- Promoter	40,000	70,00,000
30	Abhay D Musale	Non- Promoter	30,000	52,50,000
31	Gautam Biharilal Patel	Non- Promoter	30,000	52,50,000
32	Shilpa Abhijit Salecha	Non- Promoter	30,000	52,50,000
33	Kamlesh R Adhiya	Non- Promoter	30,000	52,50,000
34	Rajeev Singh	Non- Promoter	30,000	52,50,000
35	Abhishek Agarwala	Non- Promoter	30,000	52,50,000
36	Pranaya B Gandhi	Non- Promoter	30,000	52,50,000
37	Kishorekumar Sunderdas	Non- Promoter	30,000	52,50,000
38	N Ravichandran	Non- Promoter	30,000	52,50,000
39	R Shankari	Non- Promoter	30,000	52,50,000
40	R S Financial Consultants & Servcies Pvt Ltd	Non- Promoter	30,000	52,50,000
41	Venkatram Mandalapu	Non- Promoter	30,000	52,50,000
42	Mahaveer Kumar Chhajer	Non- Promoter	30,000	52,50,000
43	Chetan Singla	Non- Promoter	30,000	52,50,000
44	Dipti Uday Shah	Non- Promoter	30,000	52,50,000
45	Kshma Jaswant Shah	Non- Promoter	25,000	43,75,000
46	Kanhaiya Lal Rathi	Non- Promoter	25,000	43,75,000
47	Mukesh Kumar	Non- Promoter	25,000	43,75,000
48	Gala Bijal Jigar	Non- Promoter	25,000	43,75,000
49	Adarsh Dharmendra Solanki	Non- Promoter	25,000	43,75,000
50	Sanjaykumar T Bucha	Non- Promoter	25,000	43,75,000
51	Varun Shankarlal Jain	Non- Promoter	25,000	43,75,000
52	Rajesh kumar Gupta	Non- Promoter	25,000	43,75,000
53	Riya Aggarwal	Non- Promoter	25,000	43,75,000

54	Jagatsingh Thakor	Non- Promoter	20,000	35,00,000
55	Navin Khimji Dedhia	Non- Promoter	20,000	35,00,000
56	Naba Krushna Dash	Non- Promoter	20,000	35,00,000
57	Ravi Navin shah HUF	Non- Promoter	20,000	35,00,000
58	Puneet Tandon	Non- Promoter	20,000	35,00,000
59	Deviyam Finvest Private Limited	Non- Promoter	20,000	35,00,000
60	Guarav Chhajer	Non- Promoter	20,000	35,00,000
61	Prashant Sharma	Non- Promoter	20,000	35,00,000
62	Monel Mukesh Thakkar	Non- Promoter	15,000	26,25,000
63	Bishir K Mehta	Non- Promoter	10,000	17,50,000
64	Sanjeev Kumar Singh	Non- Promoter	10,000	17,50,000
65	Neel Jagdish Kalolia	Non- Promoter	10,000	17,50,000
66	Ketan Manubhai Shah HUF	Non- Promoter	10,000	17,50,000
67	Naman Rajesh Shah HUF	Non- Promoter	5,000	8,75,000
	Total		57,00,000	99,75,00,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations including Regulation 161, the “Relevant Date” for determining the Floor Price of Warrants shall be Thursday, December 28, 2023, being the date 30 days prior to the date of the Extra ordinary general meeting of the shareholders of the Company scheduled to be held on Saturday, January 27, 2024.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of the Warrants shall be subject to the following terms and conditions apart from the other terms and conditions as prescribed under applicable laws:

- a. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations, and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of ₹ 10/- (Rupees Ten only) each to the Warrant holders;
- b. An amount equal to 25% (Twenty Five Percent) of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% (Seventy Five Percent) of the Warrant Issue Price shall be payable by the Warrant Holder(s) on or before the exercise of the entitlement attached to the Warrant(s) to subscribe for the Equity Shares;
- c. The respective Warrant holder shall make payment of Warrant price from their own bank account into to the designated bank account of the Company;
- d. The Warrants shall be exercised in a manner that shall be in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contract (Regulation) Rules, 1957;
- e. The Warrants themselves until converted into Equity Shares, does not give to the Warrant Holder any rights (including any dividend or voting rights) in the Company in respect of such Warrants;
- f. The Equity Shares to be so allotted upon the exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respect including dividend, with the existing Equity Shares of the Company;

- g. The Warrants and the Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under Chapter V of the ICDR Regulations from time to time;
- h. The Company shall re-compute the price of the Warrants/ Equity Shares issued upon exercise of the Warrants in terms of the ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holders to the Company in accordance with the provisions of the ICDR Regulations;
- i. The allotment of Warrants pursuant to this resolution shall be completed within a period of 15 (fifteen) days from the passing of special resolution by the Members, provided that, where the allotment pursuant to aforesaid resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval(s);
- j. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottee; and warrants so allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- k. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse, and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- l. The Company shall procure the listing and trading approvals for the resulting Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the ICDR Regulations and the Listing Regulations.

RESOLVED FURTHER THAT any of the Director of the board or the Company Secretary of the Company be and are hereby severally authorized to issue and allot the said Warrants and such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the Warrants held by the Warrant holders.

RESOLVED FURTHER THAT any of the Director of the board or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental / regulatory authorities to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT any of the Director of the board or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot the said Warrants and Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making application to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India)

Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Proposed Allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard;

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified to be true by anyone of the Directors of the Company or the Company Secretary of the Company be furnished to the appropriate authorities with a request to act thereon.”

DATE: January 2, 2024

PLACE: Ahmedabad

Registered Office:

208, Devshruti Complex,
Opposite Medisurge Hospital,
Near Mithakhali Cross Road,
Ellisbridge, Ahmedabad-380006, Gujarat

By the order of the Board
For FELIX INDUSTRIES LIMITED

Sd/-

RITESH V. PATEL
MANAGING DIRECTOR
(DIN: 05350896)

Notes:

1. A member entitled to attend and vote at the Extra Ordinary General Meeting is entitled to appoint a proxy/proxies to attend and vote on a poll instead of himself/herself and such proxy/ proxies need not be a member of the company. Duly completed instrument of proxies in order to be effective must be reached the registered office of the Company not less than 48 hours before the scheduled time of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company, provided a member holding more than 10% of the total share capital may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
2. Corporate members intending to send their authorized representative to attend the Extra Ordinary General Meeting are requested to ensure that the authorized representative carries a certified copy of the Board resolution, Power of Attorney or such other valid authorizations, authorizing them to attend and vote on their behalf at the Extra Ordinary General Meeting.
3. The statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to the Special Business to be transacted at the meeting, is annexed hereto.
4. The Notice of the Extraordinary General Meeting ('EGM') is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant ("DPs")/ Registrar and Transfer Agent (Bigshare Services Private Limited) in accordance with the aforesaid MCA and SEBI Circulars. Members may note that the Notice of Extraordinary General Meeting will also be available on the Company's website i.e. www.felixindustries.co and on the websites of the Stock Exchange i.e. NSE SME Emerge Platform at www.nseindia.com.
5. All documents referred to in the accompanying notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays during business hours i.e. 9 A.M. to 5 P.M. up to the date of the Extraordinary General Meeting.
6. In case of joint holders attending the Extraordinary General Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. Members seeking any information are requested to write to the Company at least 7 days before the meeting so as to enable the management to keep the information ready.
8. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
9. **Process and manner for members opting for voting through electronic means:**
 - i. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and May 05, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") as the authorised e-Voting agency for facilitating voting through electronic means. The facility of casting votes by members using remote e-voting will be provided by NSDL.
 - ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Saturday, January 20, 2024 shall be entitled to avail the facility of remote e-voting. Any recipient of Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
 - iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. Saturday, January 20, 2024 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting by following the procedure mentioned in this part
 - iv. The remote e-voting will commence on Wednesday, January 24, 2024 at 9.00 A.M. and will end on Friday, January 26, 2024 at 5.00 P.M. During this period, the members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e. Saturday, January 20, 2024 may cast their vote

electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.

- v. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- vi. Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vii. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Saturday, January 20, 2024.

10. Process for those members whose email ids are not registered:

a) For members holding shares in Physical mode

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 cs@felixindustries.co

b) Members holding shares in Demat mode:

Please provide Demat account details (CDSL-16digit beneficiary ID or NSDL-16digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@felixindustries.co

11. The instructions for shareholders for remote voting are as under:




- (i) 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.
- (ii) 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.

Step 1: Access to NSDL e-Voting system

- A) Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- B) 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.

LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE

Type of shareholders	Login Method
Individual Shareholders holding securities	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.nsd.com/ either on a Personal Computer or on a mobile.

<p>in demat mode with NSDL.</p>	<p>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 options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> 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 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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
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. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 or 022-23058542-43

LOGIN METHOD FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE.

<u>How to Log-in to NSDL e-Voting website?</u>
<ol style="list-style-type: none"> 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. <p><i>Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after</i></p>

using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical Your User ID is:

a) For Members who hold shares in demat account with NSDL.

8 Character DP ID followed by 8 Digit Client ID

For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.

16 Digit Beneficiary ID

For example if your Beneficiary ID is 12***** then your user ID is 12*****.

c) For Members holding shares in Physical Form.

EVEN Number followed by Folio Number registered with the company

For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

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

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

12. The Company has appointed CS Vishwas Sharma, Practising Company Secretary (Membership No. FCS: 12606; CP No: 16942), to act as the Scrutinizer for conducting the remote e-voting process for the EGM, in a fair and transparent manner.
13. The declared Results, along with the Scrutinizer’s Report will be submitted with the Stock Exchanges where the Company’s equity shares are listed (i.e. National Stock Exchange of India Limited) and shall also be displayed on the Company’s website i.e. www.felixindustries.co and on the website of NSE i.e. www.nseindia.com
14. Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided that not less than three days’ notice in writing of the intention so to inspect is given to the Company.
15. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.

DATE: January 2, 2024

PLACE: Ahmedabad

Registered Office:

208, Devshruti Complex,
Opposite HCG Hospital,
Near Mithakhali Cross Road,
Ellisbridge, Ahmedabad-380006, Gujarat

By the order of the Board
For, FELIX INDUSTRIES LIMITED

Sd/-

RITESH V. PATEL
MANAGING DIRECTOR
(DIN:05350896)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

ITEM NO. 1:

The present Authorized Share Capital of the Company is Rs. 13,00,00,000/- (Rupees Thirteen Crores Only). The Company proposes to increase its authorized share capital to 19,00,00,000/- (Rupees Nineteen Crores Only) divided into 1,90,00,000 (One Crore Ninety Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to facilitate fund raising in future via issuance of equity shares.

The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company and pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect therefore, the proposed Clause V of the Memorandum of Association of the Company after increase in Authorized Share Capital reflects face value of Rs.10/- each.

The Board of Directors of your Company considers that the proposed resolution set out in Item No. 1 of this notice is in the interest of the Company, and the Board recommends your approval as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

ITEM NO.2:

The Board of Directors in their meeting held on Tuesday, January 2, 2024 subject to necessary approval(s), has approved the proposal for raising of funds by issue and allot up to 57,00,000 (Fifty Seven Lakhs) Convertible warrants of the Company at a price of Rs. 175/- per warrants to Promoter Group and Non-Promoter Group on preferential basis.

This proposal is subject to the approval of the shareholders through a special resolution and in accordance with the requirements contained in the SEBI (ICDR) Regulations 2018, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any and Sections 42 and 62(1)(c) of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable legislations.

The information as required under SEBI (ICDR) Regulations and the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

1. Objects of the Preferential Issue:

The Company will use proceeds of proposed Preferential Issue of Warrants to further strengthen the Company's capital base and to augment the long-term resources for meeting funding requirements of its business activities including BOOT projects, Assets Acquisitions, Acquisition of Plant & Machinery and other Fixed Assets, to fund Subsidiary Company in Oman by Loan and/or Equity Participation, future expansion plans/ activities, financing the future growth opportunities, to meet working capital requirements and general corporate purposes.

2. Maximum number of specified securities to be issued including date of Board Resolution:

The board in its meeting held on Tuesday, January 2, 2024 has given their consent and passed a resolution, subject the approval of shareholders, to offer, issue and allot up to 57,00,000 (Fifty Seven Lakhs) Share Warrants each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company presently have face value of Rs. 10/- (Rupees Ten Only) ("Equity Share") at a price of Rs. 175/- each including premium of ₹ 165/- each or at a price as may be determined in accordance with the Regulation 166A read with Regulation 164 of Chapter V of the SEBI (ICDR) Regulation, 2018 ("Warrant Issue Price"),

whichever is higher on preferential basis in accordance with SEBI (ICDR) Regulations, 2018 and other applicable laws.

3. Pricing of preferential issue:

The pricing of the equity shares to be allotted on conversion of warrants on preferential basis shall not be lower than the price determined in accordance with Chapter V of SEBI (ICDR) Regulations 2018 and applicable law.

The issue of equity shares arising out of exercise of warrants issued on preferential basis shall be made at a price not less than higher of the following or as per the law prevailing at the time of allotment of warrants:

- i. 90 trading days volume weighted average price (VWAP) of the script preceding the relevant date i.e. Rs. 132.86/- (Rupees One Hundred Thirty-Two and Eighty-Six Paisa Only) per equity share; or
- ii. 10 trading days volume weighted average price (VWAP) of the script preceding the relevant date i.e. Rs. 162.86/- (Rupees One Hundred Sixty-Two and Eighty-Six Paisa Only) per equity share.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

Report of independent registered valuer:

As per regulation 166A of SEBI (ICDR) Regulations 2018 and the provisions of Articles of Association of the company, any preferential issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price. Accordingly, the Company has obtained the Valuation Report from Independent Valuer i.e. RV Barkha Deshmukh, IBBI Registered Valuer for price to be determined in accordance with the Chapter V of SEBI (ICDR) Regulations 2018 as on Relevant date i.e. Thursday, December 28, 2023 and also in accordance with Regulation 166A(1) of the ICDR Regulations.

The Floor Price of the Equity Share of the Company having Face Value of Rupees 10.00 each in terms of first Proviso to the Sub-Regulation 1 of Regulation 166A of the SEBI ICDR Regulations and in terms of the Regulation 164 (1) of the SEBI ICDR Regulations as at Relevant date is Rs.162.86/- (Rupees One Hundred sixty-two and eighty six paisa only). The price at which the warrants shall be issued is Rs. 175/- (One Hundred Seventy -Five) per warrant which is not lower than the floor price determined in compliance with applicable provisions of SEBI (ICDR) Regulations.

The Valuation Report received from Independent Valuer i.e. RV Barkha Deshmukh, IBBI Registered Valuer (Registration no. IBBI/RV/03/2022/14974) having office at L-02, 806, Malkans Society, Jijamata Chowk, Sector-10, Ghansoli- 400 701, Navi Mumbai in terms of Regulation 166A of the SEBI (ICDR) Regulations is also available/disseminated on the website of the Company at www.felixindustries.co.

4. Undertaking as to re-computation of price and lock-in of specified securities:

The Company shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants, in terms of the provision of Regulation 166 of the ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder.

5. Amount which the company intends to raise by way of such securities:

Up to Rs. 99,75,00,000/- (Rupees Ninety-Nine Crores Seventy-Five Lakhs Only) by issuing Up to 57,00,000 share warrants at a Price of Rs. 175/- per warrant.

- 6. The intention of the Promoters, Directors, or Key Managerial Personnel to subscribe to the Offer:**
M/s DSP Technical and Financial Services Private Limited, Ms. Rishita Naitik Shah and Mr. Naitik A Shah, belonging to Promoter Group of the Company has shown its interest to subscribe to the Warrants proposed to be issued by the Company along with some other persons not belonging to promoter group as more particularly set out in the explanatory statement setting out the material facts.

None of the other Promoter & Promoter Group, Directors, or Key Managerial Personnel of the Company except as mentioned herein, intend to subscribe to any of the Warrants proposed to be issued under the Preferential Issue.

- 7. Relevant date with reference to which the price has been arrived at:**

The 'Relevant Date' determined in accordance with the provisions of Regulation 161 of ICDR Regulations is Thursday, December 28, 2023, being 30 days prior to the date of the EGM convened to obtain the approval of the Members.

- 8. The class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made to the promoter group and non-promoter group person. The details have been provided in Annexure 1 forming part of this Notice.

- 9. Shareholding Pattern before and after the proposed Preferential Issue:**

Sr. No.	Category	Pre-Issue Equity holdings		Allotment of Warrants		*Post-Issue Equity holdings	
		No of shares	% of shareholding	No of Share	% of holding	No of shares	% of shareholding
A.	Promoter's holding						
1.	Indian						
	Individual/HUF	36,38,000	29.24	1,50,000	2.64	37,88,000	20.88
	Bodies Corporate	31,00,000	24.91	17,10,000	30	48,10,000	26.51
	Relatives	87,000	0.70	-	-	87,000	0.48
	Sub Total	68,25,000	54.85	18,60,000	32.64	86,85,000	47.87
2.	Foreign Promoters	-	-	-	-	-	-
	Sub Total (A)	68,25,000	54.85	18,60,000	32.64	86,85,000	47.87
B.	Non-Promoter Holding						
1.	Institutional Investors	-	-	7,80,000	13.68	7,80,000	4.30
2.	Non-Institutions	-	-	-	-	-	-

Private Corporate Bodies/ Limited Liability Partnerships	13,98,000	11.24	7,85,000	13.77	21,83,000	12.03
Directors and Relatives	-	-	-	-	-	-
Indian Public	31,29,000	25.15	20,30,000	35.61	51,59,000	28.43
Others (Including NRIs)	10,91,000	8.77	2,45,000	4.30	13,36,000	7.36
Sub Total (B)	56,18,000	45.15	38,40,000	67.36	94,58,000S	52.12
GRAND TOTAL	1,24,43,000	100	57,00,000	100	1,81,43,000	100

***It is assumed that the proposed allottee will subscribe to the entire quantity of the new shares proposed to be offered under preferential allotment.**

(The above pre-issue shareholding pattern is based on the shareholding as on October 30, 2023)

10. Time frame within which the preferential issue shall be completed:

The Warrant shall be allotted within 15 days after receiving in-principle approval letter from stock exchanges OR after January 27, 2024, the date on which this resolution is deemed to have been passed in the general meeting of the members of the Company, whichever is later, provided that where the allotment of Warrants is subject to receipts of any approval or permission from any regulatory or Government of India, the allotment shall be completed.

11. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

Sr. No.	Names of the proposed allottee(s)	Names of ultimate beneficial owners of proposed allottee{s}	Pan Card of ultimate beneficial owners
1	DSP Technical and Financial Services Private Limited	Charmi Ramani	AKFPR4909N
2	NVS Corporate Consultancy Services Pvt Ltd	Jesal Nalin Shah	BAVPS3453F
3	Elara India Opportunities Fund Ltd.	Rajendra Bhatt*	-
4	Resonance Opportunity fund	-	-
5	NAV Capital VCC - NAV Capital Emerging Star Fund	Veerendra Kedarnath Chandalada	ADCPC4142Q
6	Morde Foods Private Limited	Chandrakanth Eknath Morde	AAAPM8279P
7	Growfast Securities and Credit Private Limited	Viraj Aggarwal	AAGPA5219B
8	Wow investments	Amit Goyal	ACBPG4187B
9	Bridgemonte Advisors Private Limited	Ayinafolu Visva Srikanth	ATEPS5372C
10	Amar Alliance Securities Private limited	Divyanshu Aggarwal	AFQPA1245Q
11	Amit Jain HUF	Amit Jain	AJNPJ1842R

12	R S Financial Consultants & Servcies Pvt Ltd	Malathi Subramanian	AAQPS9160D
13	Ravi Navin Shah HUF	Ravi Navin Shah	AOXPS4524E
14	Deviyam Finvest Private Limited	Ramesh Kumar Bafna	AAEHR9641C
15	Ketan Shah HUF	Ketan Shah	AEQPS9919C
16	Naman Shah HUF	Naman Shah	BVXPS6571B

*** Mr. Rajendra Bhatt is a British Citizen hence his PAN is not applicable.**

12. The current and proposed status of the allottee post the preferential issue namely, non-promoter investors:

Sr. no.	Names of the Investors/ proposed Allottees	Current Status of the Proposed Allottee	Proposed Status of the Proposed Allottee post the preferential issue
1	DSP Technical and Financial Services Private Limited	Currently not holding any Equity Shares of the Company and Ultimate Beneficial Owner is Promoter Group	Promoter Group
2	Rishita Naitik Shah	Currently not holding any Equity Shares of the Company	Promoter Group
3	Naitik A Shah	Currently not holding any Equity Shares of the Company	Promoter Group
4	NVS Corporate Consultancy Services Pvt Ltd	Currently not holding any Equity Shares of the Company	Non- Promoter
5	Elara India Opportunities Fund Ltd.	Currently not holding any Equity Shares of the Company	Non- Promoter
6	Sneha Bhandari	Currently not holding any Equity Shares of the Company	Non- Promoter
7	Resonance oppportunity fund	Currently not holding any Equity Shares of the Company	Non- Promoter
8	NAV Capital VCC - NAV Capital Emerging Star Fund	Currently not holding any Equity Shares of the Company	Non- Promoter
9	Dhairya Dhiraj Shah	Currently not holding any Equity Shares of the Company	Non- Promoter

10	Morde Foods Private Limited	Currently not holding any Equity Shares of the Company	Non- Promoter
11	Vaghela Hemrajsinh	Currently not holding any Equity Shares of the Company	Non- Promoter
12	Moheet Vinodkumar Agrawal	Currently not holding any Equity Shares of the Company	Non- Promoter
13	Shalini Chandrakant Morde	Currently not holding any Equity Shares of the Company	Non- Promoter
14	Growfast Securities and Credit Private Limited	Currently not holding any Equity Shares of the Company	Non- Promoter
15	Ganesh Dass Gupta	Currently not holding any Equity Shares of the Company	Non- Promoter
16	Wow investments	Currently not holding any Equity Shares of the Company	Non- Promoter
17	Vineet Arora	Currently not holding any Equity Shares of the Company	Non- Promoter
18	Pradip Ratanchand Surana	Currently not holding any Equity Shares of the Company	Non- Promoter
19	Satra Aditi N	Currently not holding any Equity Shares of the Company	Non- Promoter
20	Nikhil Tyagi	Currently not holding any Equity Shares of the Company	Non- Promoter
21	Bridgemonte Advisors Private Limited	Currently not holding any Equity Shares of the Company	Non- Promoter
22	Neha Shhyam Taparria	Currently not holding any Equity Shares of the Company	Non- Promoter

23	Shashank Agarwal	Currently not holding any Equity Shares of the Company	Non- Promoter
24	Sureshchand Narsinglal Jain	Currently not holding any Equity Shares of the Company	Non- Promoter
25	Rahul Pramod Menon	Currently not holding any Equity Shares of the Company	Non- Promoter
26	Harsha Bharat Sheth	Currently not holding any Equity Shares of the Company	Non- Promoter
27	Amar Alliance Securities Private limited	Currently not holding any Equity Shares of the Company	Non- Promoter
28	Amit Jain HUF	Currently not holding any Equity Shares of the Company	Non- Promoter
29	Sourav Choudhary	Currently not holding any Equity Shares of the Company	Non- Promoter
30	Abhay D Musale	Currently not holding any Equity Shares of the Company	Non- Promoter
31	Gautam Biharilal Patel	Currently not holding any Equity Shares of the Company	Non- Promoter
32	Shilpa Abhijit Salecha	Currently not holding any Equity Shares of the Company	Non- Promoter
33	Kamlesh R Adhiya	Currently not holding any Equity Shares of the Company	Non- Promoter
34	Rajeev Singh	Currently not holding any Equity Shares of the Company	Non- Promoter
35	Abhishek Agarwala	Currently not holding any Equity Shares of the Company	Non- Promoter

36	Pranaya B Gandhi	Currently not holding any Equity Shares of the Company	Non- Promoter
37	Kishorekumar Sunderdas	Currently not holding any Equity Shares of the Company	Non- Promoter
38	N Ravichandran	Currently not holding any Equity Shares of the Company	Non- Promoter
39	Shankari	Currently not holding any Equity Shares of the Company	Non- Promoter
40	R S Financial Consultants & Servcies Pvt Ltd	Currently not holding any Equity Shares of the Company	Non- Promoter
41	Venkatram Mandalapu	Currently not holding any Equity Shares of the Company	Non- Promoter
42	Mahaveer Kumar Chhajer	Currently not holding any Equity Shares of the Company	Non- Promoter
43	Chetan Singla	Currently not holding any Equity Shares of the Company	Non- Promoter
44	Dipti Uday Shah	Currently not holding any Equity Shares of the Company	Non- Promoter
45	Kshma Jaswant Shah	Currently not holding any Equity Shares of the Company	Non- Promoter
46	Kanhaiya Lal Rathi	Currently not holding any Equity Shares of the Company	Non- Promoter
47	Mukesh Kumar	Currently not holding any Equity Shares of the Company	Non- Promoter
48	Gala Bijal Jigar	Currently not holding any Equity Shares of the Company	Non- Promoter

49	Adarsh Dharmendra Solanki	Currently not holding any Equity Shares of the Company	Non- Promoter
50	Sanjaykumar T Bucha	Currently not holding any Equity Shares of the Company	Non- Promoter
51	Varun Shankarlal Jain	Currently not holding any Equity Shares of the Company	Non- Promoter
52	Rajesh Kumar Gupta	Currently not holding any Equity Shares of the Company	Non- Promoter
53	Riya Aggarwal	Currently not holding any Equity Shares of the Company	Non- Promoter
54	Thakor Jagatsinh Gandaji	Currently not holding any Equity Shares of the Company	Non- Promoter
55	Navin Khimji Dedhia	Currently not holding any Equity Shares of the Company	Non- Promoter
56	Naba Krushna Dash	Currently not holding any Equity Shares of the Company	Non- Promoter
57	Ravi Navin shah HUF	Currently not holding any Equity Shares of the Company	Non- Promoter
58	Puneet Tandon	Currently not holding any Equity Shares of the Company	Non- Promoter
59	Deviyam Finvest Private Limited	Currently not holding any Equity Shares of the Company	Non- Promoter
60	Guarav Chhajer	Currently not holding any Equity Shares of the Company	Non- Promoter
61	Prashant Sharma	Currently not holding any Equity Shares of the Company	Non- Promoter

62	Monel Mukesh Thakkar	Currently not holding any Equity Shares of the Company	Non- Promoter
63	Bishir K Mehta	Currently not holding any Equity Shares of the Company	Non- Promoter
64	Sanjeev Kumar Singh	Currently not holding any Equity Shares of the Company	Non- Promoter
65	Neel Jagdish Kalolia	Currently not holding any Equity Shares of the Company	Non- Promoter
66	Ketan Manubhai Shah HUF	Currently not holding any Equity Shares of the Company	Non- Promoter
67	Naman Rajesh Shah HUF	Currently not holding any Equity Shares of the Company	Non- Promoter

13. Change in control consequent to the preferential issue:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company because of the proposed preferential allotment.

14. Number 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:

In the Financial Year 2022-23, the Company has allotted 73,50,000 Warrants to 19 (Nineteen) allottees on Wednesday, January 4, 2023, convertible into equal number of Equity shares with-in 18 months from the date of allotment of warrants. The Company has allotted 22,90,000 equity shares on conversion of 22,90,000 warrants on 11/08/2023 and allotted 50,60,000 equity shares on conversion of 50,60,000 warrants on 31/10/2023. The Company has already received the Listing approval of all these equity shares allotted in the current financial year.

15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable as this issue is not for consideration other than cash.

16. Undertaking:

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 time stipulated in SEBI (ICDR) Regulations the above shares shall continue to be locked-in till the time such amount is paid by the allottees.
- iii. None of the proposed allottees in the Company held any pre-preferential shares in the Company;
- iv. No person belonging to the Promoter Group and Non-Promoter Group have sold/transferred any equity shares of the Company during the 90 trading days preceding the relevant date;

- v. No person belonging to the promoters / promoter group has previously subscribed to any equity shares/warrants of the Company but failed to exercise them; and
- vi. Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the current financial year.

17. Certificate from Practising Company Secretary:

Mr. Vishwas Sharma proprietor of M/s. Vishwas Sharma & Associates, Company Secretaries, Ahmedabad, the Practising Company Secretary has certified that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2018. A copy of the certificate is kept for inspection at the Registered Office of the Company during business hours and also available on the website of the Company at www.felixindustries.co

18. Lock-in Period:

The securities allotted to Proposed Allottees shall be locked in as per Regulation 167 and other applicable provisions of SEBI (ICDR) Regulations, 2018.

19. Terms of payment:

The entire consideration against the allotment of the Warrants shall be received by the Company from the allottees before the said allotment. In case allottee pays consideration in less than the amount as agreed, the company shall issue shares on proportionate basis.

20. Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of the promoters or directors is a wilful defaulter or a fraudulent borrower:

The Company and none of its directors or Promoters have been declared as a wilful defaulter or a fraudulent borrower as defined under SEBI (ICDR) Regulations, 2018. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI (ICDR) Regulations, 2018.

21. Other Disclosures:

- (a) None of the Company, its directors or Promoters have been declared as willful defaulter as defined under the SEBI ICDR Regulations. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- (b) The Company is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- (c) Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the current financial year.
- (d) The proposed allottees have not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- (e) An amount equivalent to at least 25% (Twenty Five Percent) of the consideration shall be paid by the proposed allottees on or before the date of allotment of warrants and the balance consideration i.e. 75% (Seventy Five Percent) shall be paid at the time of allotment of equity shares pursuant to exercise of option of conversion against each such warrant.
- (f) Upon receipt of the payment as above, the Board (or a Committee thereof) shall allot 1 (One) warrant by appropriating Rs. 10/- towards equity share capital and the balance amount paid against each Share towards the securities premium.
- (g) The Allottee shall also be entitled to any future issue of bonus / rights, if any, in the same proportion and manner as any other shareholders of the Company for the time being and the Company shall reserve proportion of such entitlement for the Allottee.
- (h) The equity shares to be issued and allotted by the Company on conversion of warrants shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company and be listed on stock exchanges where the equity shares of the Company are listed.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. The Board recommends the resolution as set out in Item No. 2 of this notice for the approval of members as a Special Resolution.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are in, anyway, concerned or interested, in the above resolution except Mr. Vinay R. Patel and their relatives to the extent of their respective interest as shareholders of the Company, since proposed resolution pertains to the preferential issue of warrants to promoter/promoter group of the Company.

Annexure I:

Sr. No	Name of the Proposed Allottee	Class (Promoter /Non-Promoter)	Pre-Issue Shareholding		Issue of Warrants (Present Issue) (in number)	Post Issue Shareholding after Conversion of Warrants	
			No. of Shares	% of Share holding		No. of Shares	% of Share holding
1.	DSP Technical and Financial Services Private Limited	PG	0	0	17,10,000	17,10,000	9.43
2.	Rishita Naitik Shah	PG	0	0	75,000	75,000	0.41
3.	Naitik A Shah	PG	0	0	75,000	75,000	0.41
4.	NVS Corporate Consultancy Services Pvt Ltd	NP	0	0	4,05,000	4,05,000	2.23
5.	Elara India Opportunities Fund Ltd.	NP	0	0	4,00,000	4,00,000	2.20
6.	Sneha Bhandari	NP	0	0	2,50,000	2,50,000	1.38
7.	Resonance opportunity fund	NP	0	0	2,00,000	2,00,000	1.10
8.	NAV Capital VCC - NAV Capital Emerging Star Fund	NP	0	0	1,80,000	1,80,000	0.99
9.	Dhairya Dhiraj Shah	NP	0	0	1,50,000	1,50,000	0.83
10.	Morde Foods Private Limited	NP	0	0	1,50,000	1,50,000	0.83
11.	Vaghela Hemrajsinh	NP	0	0	1,00,000	1,00,000	0.55
12.	Moheet Vinodkumar Agrawal	NP	0	0	1,00,000	1,00,000	0.55
13.	Shalini Chandrakant Morde	NP	0	0	1,00,000	1,00,000	0.55
14.	Growfast Securities and Credit Private Limited	NP	0	0	90,000	90,000	0.50
15.	Ganesh Dass Gupta	NP	0	0	90,000	90,000	0.50
16.	Wow investments	NP	0	0	90,000	90,000	0.50

17.	Vineet Arora	NP	0	0	90,000	90,000	0.50
18.	Pradip Ratanchand Surana	NP	0	0	50,000	50,000	0.28
19.	Satra Aditi N	NP	0	0	50,000	50,000	0.28
20.	Nikhil Tyagi	NP	0	0	50,000	50,000	0.28
21.	Bridgemonte Advisors Private Limited	NP	0	0	50,000	50,000	0.28
22.	Neha Shhyam Taparria	NP	0	0	50,000	50,000	0.28
23.	Shashank Agarwal	NP	0	0	50,000	50,000	0.28
24.	Sureshchand Narsinglal Jain	NP	0	0	45,000	45,000	0.25
25.	Rahul Pramod Menon	NP	0	0	45,000	45,000	0.25
26.	Harsha Bharat Sheth	NP	0	0	40,000	40,000	0.22
27.	Amar Alliance Securities Private limited	NP	0	0	40,000	40,000	0.22
28.	Amit Jain HUF	NP	0	0	40,000	40,000	0.22
29.	Sourav Choudhary	NP	0	0	40,000	40,000	0.22
30.	Abhay D Musale	NP	0	0	30,000	30,000	0.17
31.	Gautam Biharilal Patel	NP	0	0	30,000	30,000	0.17
32.	Shilpa Abhijit Salecha	NP	0	0	30,000	30,000	0.17
33.	Kamlesh R Adhiya	NP	0	0	30,000	30,000	0.17
34.	Rajeev Singh	NP	0	0	30,000	30,000	0.17
35.	Abhishek Agarwala	NP	0	0	30,000	30,000	0.17
36.	Pranaya B Gandhi	NP	0	0	30,000	30,000	0.17
37.	Kishorekumar Sunderdas	NP	0	0	30,000	30,000	0.17
38.	N Ravichandran	NP	0	0	30,000	30,000	0.17
39.	Shankari	NP	0	0	30,000	30,000	0.17

40.	R S Financial Consultants & Servcies Pvt Ltd	NP	0	0	30,000	30,000	0.17
41.	Venkatram Mandalapu	NP	0	0	30,000	30,000	0.17
42.	Mahaveer Kumar Chhajer	NP	0	0	30,000	30,000	0.17
43.	Chetan Singla	NP	0	0	30,000	30,000	0.17
44.	Dipti Uday Shah	NP	0	0	30,000	30,000	0.17
45.	Kshma Jaswant Shah	NP	0	0	25,000	25,000	0.14
46.	Kanhaiya Lal Rathi	NP	0	0	25,000	25,000	0.14
47.	Mukesh Kumar	NP	0	0	25,000	25,000	0.14
48.	Gala Bijal Jigar	NP	0	0	25,000	25,000	0.14
49.	Adarsh Dharmendra Solanki	NP	0	0	25,000	25,000	0.14
50.	Sanjaykumar T Bucha	NP	0	0	25,000	25,000	0.14
51.	Varun Shankarlal Jain	NP	0	0	25,000	25,000	0.14
52.	Rajesh kumar Gupta	NP	0	0	25,000	25,000	0.14
53.	Riya Agarwal	NP	0	0	25,000	25,000	0.14
54.	Thakor Jagatsinh Gandaji	NP	0	0	20,000	20,000	0.11
55.	Navin Khimji Dedhia	NP	0	0	20,000	20,000	0.11
56.	Naba Krushna Dash	NP	0	0	20,000	20,000	0.11
57.	Ravi Navin shah HUF	NP	0	0	20,000	20,000	0.11
58.	Puneet Tandon	NP	0	0	20,000	20,000	0.11
59.	Deviyam Finvest Private Limited	NP	0	0	20,000	20,000	0.11
60.	Guarav Chhajer	NP	0	0	20,000	20,000	0.11
61.	Prashant Sharma	NP	0	0	20,000	20,000	0.11
62.	Monel Mukesh Thakkar	NP	0	0	15,000	15,000	0.08

63.	Bishir K Mehta	NP	0	0	10,000	10,000	0.06
64.	Sanjeev Kumar Singh	NP	0	0	10,000	10,000	0.06
65.	Neel Jagdish Kalolia	NP	0	0	10,000	10,000	0.06
66.	Ketan Manubhai Shah HUF	NP	0	0	10,000	10,000	0.06
67.	Naman Rajesh Shah HUF	NP	0	0	5,000	5,000	0.03

DATE: January 2, 2024

PLACE: Ahmedabad

By the order of the Board
For, **FELIX INDUSTRIES LIMITED**

Registered Office:

208, Devshruti Complex,
Opposite HCG Hospital,
Near Mithakhali Cross Road,
Ellisbridge, Ahmedabad-380006, Gujarat

Sd/-

RITESH V. PATEL
MANAGING DIRECTOR
(DIN: 05350896)

ATTENDANCE SLIP

FELIX INDUSTRIES LIMITED

Registered Office: 208, Devshruti Complex, Opposite Medisurge Hospital, Near Mithakali Cross Roads,
Ellisbridge, Ahmedabad-380006, Gujarat

CIN: L40103GJ2012PLC072005

Phone No. 079-26463658/59

Email: info@felixindustries.co

Website: www.felixindustries.co

DPID/ CLIENT ID: _____

Registered Folio No.: _____

No of Shares: _____

Name(s) and address of the Shareholders/Proxy in Full:

I hereby certify that I am a Shareholder/ Proxy of the Shareholder of the Company. I/We hereby accord my/our presence at the Extra Ordinary General Meeting of the Company being held on Saturday, January 27, 2024 at 12.30 P.M. at the Registered Office of the Company at 208, Devshruti Complex, Opposite Medisurge Hospital, Near Mithakali Cross Roads, Ellisbridge, Ahmedabad-380006, Gujarat.

Signature of Shareholder/ Proxy

NOTE: Please fill in the Attendance Slip and hand it over at the entrance of the Hall.

FELIX INDUSTRIES LIMITED

Registered Office: 208, Devshruti Complex, Opposite Medisurge Hospital, Near Mithakali Cross Roads, Ellisbridge, Ahmedabad-380006, Gujarat

CIN: L40103GJ2012PLC072005

Phone No. 079-26463658/59

Email: info@felixindustries.co

Website: www.felixindustries.co

FORM MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L40103GJ2012PLC072005
Name of the company:	FELIX INDUSTRIES LIMITED
Registered office:	208, Devshruti Complex, Opposite Medisurge Hospital, Near Mithakali Cross roads, Ellisbridge, Ahmedabad-380006, Gujarat

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

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

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company to be held on Saturday, January 27, 2024 at 12.30 P.M. at the Registered Office of the

Company at 208, Devshruti Complex, Opposite Medisurge Hospital, Near Mithakali Cross Roads, Ellisbridge, Ahmedabad-380006, Gujarat, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
1.	TO CONSIDER AND APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND SUBSEQUENT ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:
2.	TO ISSUE FULLY CONVERTIBLE SHARE WARRANTS ON PREFERENTIAL BASIS

Signed this..... day of..... 2024.

Signature of shareholder_____

Signature of Proxy holder(s)_____

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. The Proxy need not be a member of the Company.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

** This is only optional. Please put 'X' in the appropriate Column against the resolutions indicated in the Box. If you leave the 'For' or ' Against ' Column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

ROUTE MAP TO EGM VENUE



FELIX INDUSTRIES LIMITED

CIN: L40103GJ2012PLC072005

Registered Office: 208, Devshruti Complex, Opposite Medisurge Hospital, Near Mithakali Cross Roads, Ellisbridge, Ahmedabad-380006, Gujarat