

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 Monday, December 12, 2022 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. 5,20,00,000 (Rupees Five Crore Twenty Lacs Only) divided into 52,00,000 (Rupees Fifty Two Lacs) Equity Shares of Rs.10/- (Rupees Ten Only) each to 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 by creation of additional Equity Share Capital of Rs. 7,80,00,000/- (Rupees Seven Crores Eighty Lacs Only) divided into 78,00,000 (Seventy Eight Lacs) 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.13,00,00,000 /- (Rupees Thirteen Crores Only) divided into 1,30,00,000 (One Crore Thirty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

FURTHER RESOLVED 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 EQUITY 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 Section 23, 42 read with 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as **“the Act”**) and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, [hereinafter referred to as **“SEBI (ICDR) Regulations”**], SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof from time to time), SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (**“PIT Regulations”**) and in accordance with all other applicable rules, regulations, guidelines and clarifications issued thereon from time to time by Ministry of Corporate Affairs (**“MCA”**) the Securities and Exchange Board of India (**“SEBI”**), Government of India (**“GOI”**), Stock Exchanges where the shares of the Company are listed (**“Stock Exchanges”**) or any other statutory/regulatory authorities and subject to all such approvals, permissions, consents and sanctions of any authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **‘Board’**), which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution, the consent of the members of the Company be and are hereby accorded to the Board in its absolute discretion to create, offer, issue and allot, on preferential basis, in one or more tranches, upto 73,50,000 (Seventy Three Lacs Fifty Thousands) Fully Convertible Warrants(**“Warrants”**)each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company having face value of Rs.10/- (Rupees Ten Only) (**“Equity Share”**) each at an issue price of Rs.41/- per warrant including premium of Rs. 31/- (Rupees Thirty One Only) per share or such other higher 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”**), to the Promoter Group and Non-Promoter Group of the Company (hereinafter referred to as the **“Proposed Allottees/Investor”**) as more particularly mentioned in the explanatory statement setting out material facts on preferential basis (Preferential Allotment)

“RESOLVED FURTHER THAT in accordance with SEBI (ICDR) Regulations and other applicable law, the **‘Relevant Date’** for determination of the issue price of Equity Shares in accordance with Regulation 161 of the SEBI (ICDR) Regulations, shall be Friday, November 11, 2022 (the relevant date i.e. Saturday November 12, 2022 falls on a weekend, henceforth the day preceding the weekend i.e. Friday, November 11, 2022 is reckoned as the relevant date)being the date 30 (Thirty) days prior to the meeting of members of the Company scheduled to be held to consider the Preferential Issue of equity warrants”

“RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottees, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- a) 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 on exercise of option of conversion against each such warrant. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into to the designated bank account of the Company.
- b) The Warrant shall be allotted in within a period 15 days from the date of passing the special resolution by the members OR after receiving in-principle approval letter from stock exchanges, 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 within a period of 15 days from the date of receipts of last date of such approvals or permission.

- c) The "Relevant Date" pursuant to Regulation 161 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 in relation to the above-mentioned Preferential Issue, shall be Friday, November 11, 2022(the relevant date i.e. Saturday, November 12, 2022 falls on a weekend, henceforth the day preceding the weekend i.e. Friday, November 11, 2022 is reckoned as the relevant date) which is a date 30 days prior to the meeting of members of the Company scheduled to be held to consider the Preferential Issue of equity shares.
- d) The price of each equity share to be issued in lieu of the warrants is Rs.41/- per share or price to be calculated in accordance with the provisions of Regulation 166A read with Regulation 164 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, whichever is higher.
- e) The Warrants and the Equity shares issued and allotted on conversion thereof shall be subject to lock-in for such period as prescribed under the SEBI (ICDR) Regulations.
- f) The tenure of warrants shall not exceed 18(eighteen) months from the date of allotment of the warrants.
- g) The proposed allottee(s) of Warrants shall be entitled to apply for and obtain, in one or more tranches allotment of one equity share of face value of Rs. 10/- (Rupees Ten only) each of the Company against each Warrant within a period of 18 (eighteen) months from the date of allotment of such warrants.
- h) In case the Warrant holder(s) do not apply for the conversion of the outstanding Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
- i) The said Warrants by itself until exercise of conversion option and equity shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.
- j) The Equity share upon the conversion will be listed and traded on the NSE SME Emerge Platform where the existing shares of the Company are currently listed, subject to the receipt of necessary permissions and approvals from these exchanges

"RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of aforesaid Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Rs.10/- (Rupees Ten only) each of the Company and shall subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company."

"RESOLVED FURTHER THAT the monies received by the Company from the Investor for Equity Warrants pursuant to this preferential issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Act."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to decide and approve other terms and conditions of the issue of warrants and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, however subject to the compliance with the applicable guidelines, notifications, rules and regulations."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to accept the terms, conditions, modifications and stipulations as the GOI, SEBI or Stock Exchanges or any other regulatory authority may stipulate while granting approval to the Company for issue of the warrants as aforesaid."

"RESOLVED FURTHER THAT the Board is hereby authorised to take necessary steps for listing of the equity shares proposed to be issued on conversion of these warrants on Stock Exchanges, where the Company's shares are listed, as per the terms and conditions of the Listing Agreement, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing."

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient, usual, proper, incidental or desirable and to settle any question, difficulties or doubts that may arise in this regard and in regard to the implementation of this resolution for issue, allotment warrants and utilization of the issue proceeds, to prescribe the forms of applications, enter and execute all such deeds, documents, agreements or other instruments, and to take such actions/directions as they may consider as being necessary or desirable and to obtain any approval, permissions, sanctions which may be necessary or desirable as they may deem fit, without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution”

“RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby authorized severally to sign and file the necessary e-forms with the Registrar of Companies, Gujarat and to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors or any one or more Directors/Officials of the Company to give effect to this resolution.”

DATE: November 16, 2022

PLACE: Ahmedabad

By the order of the Board
For, FELIX INDUSTRIES LIMITED

Registered Office:

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

Sd/-
VINAY R. PATEL
WHOLE-TIME DIRECTOR
(DIN: 08377751)

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 (RTA) 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 during business hours upto 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. Monday, December 05, 2022 shall be entitled to avail the facility of remote e-voting. Any recipient of the 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. Monday, December 05, 2022 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 Friday, December 09, 2022 at 9.00 a.m. and will end on Sunday, December 11, 2022 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. Monday, December 05, 2022 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. Monday, December 05, 2022.

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-16 digit beneficiary ID or NSDL-16 digit 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 in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="532 327 1443 751">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on 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. <li data-bbox="532 789 1443 926">2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="532 972 1443 1396">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digitdemat 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. <li data-bbox="532 1442 1443 1541">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="678 1545 1162 1581" style="text-align: center;"> <p>NSDL Mobile App is available on</p> </div> <div data-bbox="678 1608 1162 1661" style="text-align: center;"> <p>  App Store  Google Play </p> </div> <div data-bbox="724 1682 873 1833" style="text-align: center;">  </div> <div data-bbox="976 1682 1125 1833" style="text-align: center;">  </div>

Individual Shareholders holding securities in demat mode with CDSL	<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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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.
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.

How to Log-in to NSDL e-Voting website?

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.

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 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. ACS: 33017; 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: November 16, 2022

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/-
VINAY R. PATEL
WHOLE-TIME DIRECTOR
(DIN: 08377751)

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. 5,20,00,000 (Rupees Five Crore Twenty Lacs Only). The Company proposes to increase its authorized share capital to 13,00,00,000/- (Rupees Thirteen Crores Only) divided into 1,30,00,000 (One Crores Thirty Lacs) 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 consider that the proposed resolution set out in Item No. 1 of this notice is in the interest of the Company, and the Board recommends for 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 Wednesday, November 16, 2022 subject to necessary approval(s), has approved the proposal for raising of funds by issue and allot upto 73,50,000 (Seventy Three Lacs Fifty Thousands) warrants of the Company at a price of Rs. 41/- per equity warrants to Promoter Group and Non-Promoter Group on preferential basis to mobilize funds for funding current/future expansion plans/activities of the Company, its working capital and general corporate purposes.

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 future expansion plans/ activities, financing the future growth opportunities, to meet working capital requirements and to meet general corporate purposes.

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

The board in its meeting held on Wednesday, November 16, 2022 has given their consent and passed a resolution, subject the approval of shareholders, to offer, issue and allot upto 73,50,000 (Seventy Three Lacs Fifty Thousand) Equity 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.41/- 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 the 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 scrip preceding the relevant date i.e. Rs.32.51/- (Rupees Thirty Two and Fifty One Paise) per equity share; or
- ii. 10 trading days volume weighted average price (VWAP) of the scrip preceding the relevant date i.e. Rs.40.40 (Rupees Forty and Forty paise 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:

The Company has proposed preferential issue to certain allottees, which may result in allotment of more than five (5) percent of the post issue fully diluted share capital of the Issuer to allottees and 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. Friday, November 11, 2022 and also in accordance with Regulation 166A(1) of the ICDR Regulations. In terms of Regulation 166A(1), the Registered Independent Valuer fixed Rs.40.40/- (Rupees Forty and Paise Forty Only) per equity share.

Accordingly, the floor price in terms of SEBI (ICDR) Regulations is Rs. 40.40 per Equity Share which has been rounded off to Rs.41/- per equity share, therefore the issue price for warrant is Rs. 41/- 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 <https://api.felixindustries.co/felixindustries/file/document-1-20221118181111.pdf>

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:

Upto Rs. 30,13,50,000/- (Rupees Thirty Crores Thirteen Lakhs Fifty Thousand only) by issuing Upto 73,50,000 equity warrants at a Price of Rs.41/- per warrant .

- 6. The intention of the Promoters, Directors or Key Managerial Personnel to subscribe to the Offer:**
M/s Felix Nano Synthesis Private Limited, belonging to Promoter Group of the Company has shown its interest to subscribe to the Warrants proposed to be issued by the Company alongwith 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 primary 'Relevant Date' determined in accordance with the provisions of Regulation 161 of ICDR Regulations falls on Saturday, November 12, 2022, being 30 days prior to the date of the EGM convened to obtain the approval of the Members. However, Saturday, November 12, 2022 being a weekend and in view of explanation to Regulation 161 of the ICDR Regulations, the effective relevant date under Chapter V of the ICDR Regulations, is considered to be Friday, November 11, 2022 ("Relevant Date") (i.e. the day preceding the weekend i.e. Saturday).

- 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.

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	36,36,000	71.39	-	-	36,36,000	29.22
	Bodies Corporate	0	0.00	31,00,000	42.18	31,00,000	24.91
	Relatives	89,000	1.75	-	-	89,000	0.72
	Sub Total	37,25,000	73.14	31,00,000	42.18	68,25,000	54.85
2.	Foreign Promoters	-	-	-	-	-	-
	Sub Total (A)	37,25,000	73.14	31,00,000	42.18	68,25,000	54.85
B.	Non-Promoter Holding						
1.	Institutional Investors	-	-	-	-	-	-
2.	Non-Institutions	-	-	-	-	-	-
	Private Corporate	16,000	0.31	13,50,000	18.37	13,66,000	10.98

	Bodies/ Limited Liability Partnerships						
	Directors and Relatives	-	-	-	-	-	-
	Indian Public	12,72,000	24.97	19,00,000	25.85	31,72,000	25.49
	Others (Including NRIs)	80,000	1.58	10,00,000	13.60	10,80,000	8.68
	Sub Total (B)	13,68,000	26.86	42,50,000	57.82	56,18,000	45.15
	GRAND TOTAL	50,93,000	100	73,50,000	100.00	1,24,43,000	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 30th September, 2022)

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 December 12, 2022, 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.	Name & Address of the proposed allottees	Category	PAN	Identity of ultimate beneficial owners	No. & % of Equity Shares held prior to the Preferential Allotment		No. & % of Warrants to be issued and allotted		No. & % of Post Issue Equity and Voting Share Capital *(Assuming full allotment of 7350000 equity shares)	
					No of shares	%	No of shares	%	No of shares	%
1	FELIX NANO SYNTHESIS PRIVATE LIMITED	Promoter Group	AACCF2215P	MR. RITESH PATEL	0	0	31,00,000	42.18	31,00,000	24.91
2	SHYAM TAPARIA	Non-Promoter	AFLPT7031C	NA	0	0	50,000	0.68	50,000	0.40
3	PRAJAL BHANDARI	Non-Promoter	CMCPB4016P	NA	0	0	2,50,000	3.40	2,50,000	2.01
4	REKHA BHANDARI	Non-Promoter	ALHPB9175D	NA	0	0	2,50,000	3.40	2,50,000	2.01
5	BASE ENGINEERING LLP	Non-Promoter	AAUFB7159H	1. MR. ALOK KUMAR 2. SHIKHAR GUPTA	0	0	5,00,000	6.80	5,00,000	4.02
6	ALOK KUMAR HUF	Non-Promoter	AABHA2163F	1. ALOK KUMAR KARTA	0	0	5,00,000	6.80	5,00,000	4.02
7	SRESTHA FINVEST LIMITED	Non-Promoter	AAACM5313R	*MR. SUNIL BHANDARI	0	0	8,50,000	11.56	8,50,000	6.83
8	ARUN KUMAR SHARMA	Non-Promoter	GVGPS6987D	NA	0	0	50,000	0.68	50,000	0.40
9	SUKETU	Non-	ABYPS5	NA	0	0	2,00,000	2.72	2,00,000	1.6

	SUMTILAL SHAH	Promoter	504N							1
10	SANJAY BIYANI	Non-Promoter	ACIPB4120E	NA	0	0	1,00,000	1.36	1,00,000	0.80
11	SAPNA SHAH	Non-Promoter	AYYPS7785A	NA	0	0	2,50,000	3.40	2,50,000	2.01
12	DEVANG SHAH	Non-Promoter	ATTPS1264N	NA	0	0	2,50,000	3.40	2,50,000	2.01
13	ASHISH AGARWAL	Non-Promoter	AIEPA2998M	NA	0	0	1,00,000	1.36	1,00,000	0.80
14	RAJ NARENDRA MEHTA HUF	Non-Promoter	AAWHR8922E	RAJ NARENDRA MEHTA KARTA	0	0	2,50,000	3.40	2,50,000	2.01
15	MEET NARENDRA MEHTA HUF	Non-Promoter	AASHM0089H	MEET NARENDRA MEHTA KARTA	0	0	2,50,000	3.40	2,50,000	2.01
16	RAHUL SHAH	Non-Promoter	BFHPS2616M	NA	0	0	1,00,000	1.36	1,00,000	0.80
17	RAKSHA SHAH	Non-Promoter	CFPPS6708M	NA	0	0	1,00,000	1.36	1,00,000	0.80
18	DAKSHA SHAH	Non-Promoter	AAPPS3622K	NA	0	0	1,00,000	1.36	1,00,000	0.80
19	BIPIN SHAH	Non-Promoter	BFHPS2615J	NA	0	0	1,00,000	1.36	1,00,000	0.80
	TOTAL				0	0	73,50,000	100.00	73,50,000	59.07

***Note:- Company is handled by the public shareholders and does not have any promoter/s hence we considered its executive director i.e. Mr. Sunil Bhandari as a Beneficial Owner.**

11A. The Current and Proposed status of the allottees post the preferential issue namely, promoter or non-promoter:

Sr. No.	Name of the Proposed Allottees	Current status of the allottees namely promoter or non promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1.	FELIX NANO SYNTHESIS PRIVATE LIMITED	Currently not holding any Equity Shares of the Company and Ultimate Beneficial Owner is Promoter Group.	Promoter Group
2.	SHYAM TAPARIA	Currently not holding any Equity Shares of the Company	Non-Promoter
3.	PRAJAL BHANDARI	Currently not holding any Equity Shares of the Company	Non-Promoter
4.	REKHA BHANDARI	Currently not holding any Equity Shares of the Company	Non-Promoter
5.	BASE ENGINEERING LLP	Currently not holding any Equity Shares of the Company	Non-Promoter
6.	ALOK KUMAR HUF	Currently not holding any Equity Shares of the Company	Non-Promoter
7.	SRESTHA FINVEST LTD	Currently not holding any Equity Shares of the Company	Non-Promoter
8	ARUN KUMAR SHARMA	Currently not holding any Equity Shares of the Company	Non-Promoter
9	SUKETU SUMTILAL SHAH	Currently not holding any Equity Shares of the Company	Non-Promoter
10	SANJAY BIYANI	Currently not holding any Equity Shares of the Company	Non-Promoter
11	SAPNA SHAH	Currently not holding any Equity Shares of the Company	Non-Promoter
12	DEVANG SHAH	Currently not holding any Equity Shares of the Company	Non-Promoter
13	ASHISH AGARWAL	Currently not holding any Equity Shares of the Company	Non-Promoter
14	RAJ NARENDRA MEHTA HUF	Currently not holding any Equity Shares of the Company	Non-Promoter
15	MEET NARENDRA MEHTA HUF	Currently not holding any Equity Shares of the Company	Non-Promoter
16	RAHUL SHAH	Currently not holding any Equity Shares of the Company	Non-Promoter
17	RAKSHA SHAH	Currently not holding any Equity Shares of the Company	Non-Promoter
18	DAKSHA SHAH	Currently not holding any Equity Shares of the Company	Non-Promoter
19	BIPIN SHAH	Currently not holding any Equity Shares of the Company	Non-Promoter

12. 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 as a result of the proposed preferential allotment.

13. 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:

No allotment(s) has been made on a preferential basis from the beginning of the year to the date of issue of this notice

14. 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.

15. 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 year.

16. 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 the business hours and also available on the website of the Company at <https://www.felixindustries.co/investor-relations>.

17. 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.

18. 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 issues shares on proportionate basis.

19. 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.

20. Other Disclosures:

- (a) None of the Company, its Directors or Promoters have been declared as wilful 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 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, any way, concerned or interested, in the above resolution except Mr. Ritesh V. 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.

DATE: November 16, 2022

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/-
VINAY R. PATEL
WHOLE-TIME DIRECTOR
(DIN: 08377751)

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 Monday, December 12, 2022 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:	

3.	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 Monday, December 12, 2022 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 EQUITY WARRANTS ON PREFERENTIAL BASIS:

Signed this..... day of..... 2022.

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