

Felix

FELIX INDUSTRIES LIMITED

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

CIN: L40103GJ2012PLC072005

Email: cs@felixindustries.co

Phone No.079-26463658/59

Website: www.felixindustries.co

POSTAL BALLOT NOTICE

[PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

Dear Member(s),
FELIX INDUSTRIES LIMITED,
AHMEDABAD

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (the 'Rules'), (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), as amended and the relaxations and clarifications issued by Ministry of Corporate Affairs ('MCA') vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 ('MCA Circulars') that the resolutions appended below are proposed to be passed by way of Postal Ballot only through electronic means ('remote e-voting') by the members of FELIX INDUSTRIES LIMITED ('the Company').

The proposed resolutions No. 01 to 03 as set out in the notice together with the explanatory statement pursuant to the Section 102 and 110 read with Section 108 of the Companies Act, 2013 (**'the Act'**) setting out the material facts and reasons/rationale for the passing of these resolutions are being sent to you for your consideration and approval.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent by email to all the Members whose email addresses are available in the beneficial ownership data of National Securities Depository Limited and Central Depository Services (India) Limited ('Depositories') and the records of the **BIG SHARE SERVICES PRIVATE LIMITED**, Registrar and Share Transfer Agent (**'RTA'**) of the Company. Hence, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope (BRE) will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting facility.

Company is providing E-voting facility to its members, details of which are given in notes forming part of the notice. Reference to postal ballot(s) in this notice includes voting through electronic means in the remote e-voting commences on Friday, March 03, 2023 at 9:00 Hours IST and concludes on Saturday, April 01, 2023 at 17:00 Hours IST, failing which, will be considered that no reply has been received from the Member. The Members are requested to carefully read and follow the instructions on e-voting contained in the Notes to this Postal Ballot Notice ('Notice'). The e-voting module shall be disabled by National Securities Depository Limited (**'NSDL'**) for voting thereafter.

The Company has appointed Mr. Vishwas Sharma (Membership No. ACS 33017), Practicing Company Secretary as the Scrutinizer for conducting the process of remote e-voting in accordance with the provisions of the Act, read with Rules and

the MCA Circulars in affair and transparent manner. The Scrutinizer will submit his report to the Authorized Director or any Authorized person appointed by the Chairman/Managing Director of the Company for declaration of the result of the remote e-voting on Monday, April 03, 2023 at the Corporate Office of the Company. The results of the remote e-voting and the Scrutinizer's report will be placed on the Company's website at www.felixindustries.co and will be communicated to the National Stock Exchange of India where the Equity Shares/Securities of the Company are listed.

The Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons for proposing the same is annexed for your consideration and approval.

The resolutions for the purpose as stated herein below are proposed to be passed by remote e-voting:

SPECIAL BUSINESS:

RESOLUTION 1:

TO RATIFY AND TAKE NOTE OF THE CORRIGENDUM DATED 15/12/2022 TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING OF THE COMPANY HELD ON 12TH DECEMBER, 2022.

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

"RESOLVED THAT pursuant to the provisions of Section 42, 62 and other applicable Sections of the Companies Act, 2013 (**the Act**;) read with applicable Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (ICDR) Regulations, 2018, SEBI (SAST) Regulations, 2011 and amendments thereon from time to time, if any and such approvals, permissions and sanctions received and/or to be received and/or as required from appropriate authorities to the extent necessary including Reserve Bank of India, the Corrigendum dated December 15, 2022 to the Notice of Extra Ordinary General Meeting held on December 12, 2022 and circulated and published in Financial Express (English & Gujarati Edition) on 15th and 16th day of December, 2022 respectively for correction in Explanatory Statement to Special Resolution for correction in the name of actual beneficial owner of Felix Nano Synthesis Private Limited as detailed herein placed for consideration and ratification be and is hereby considered and ratified by the Members and took note of the corrections as laid down in the Corrigendum to the Notice of Extra Ordinary General Meeting of the Company.;

CORRIGENDUM TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING:

- At Page no. 15, in point no. 11 of Explanatory Statement of Notice of EGM i.e. "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", in column 'Identity of Ultimate beneficial Owners' for Felix Nano Synthesis Private Limited, the Name of **Mr. Ritesh Patel shall be corrected and read as Mr. Vinay Patel**. The corrected information is re-produced herein;

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. VINAY PATEL	0	0	31,00,000	42.18	31,00,000	24.91

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized on the behalf of the Company to do all such acts, deeds, matters and things as may be necessary in this regard to give effect to the aforesaid resolution."

RESOLUTION NO. 02

TO APPROVE THE RELATED PARTY TRANSACTIONS TO BE ENTERED INTO BY THE COMPANY WITH RELATED PARTIES.

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 ("Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution to enter into contract(s)/ arrangement(s)/ transaction(s) with related parties for **3 (three) consecutive years** as detailed in the table(s) forming part of the Explanatory Statement annexed to this notice with respect to sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services including the providing and/or receiving of loans or guarantees or securities or making investments, or any other transactions of whatever nature, notwithstanding that such transactions may exceed Rs. 1000 Crores or 10% of the consolidated Turnover of the Company in any financial year or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as the Board of Directors may deem fit, in the normal course of business and on arm's length basis, within the aggregate limits and during the financial years as mentioned in the explanatory statement;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

RESOLUTION: 03

TO INCREASE IN THRESHOLD OF LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of the earlier resolutions passed in this regard by the members in its Extra Ordinary General Meeting held on April 11, 2017, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) for giving any loan to any person or other body corporate and/or for giving any guarantee or provide security in connection with a loan/any other form of debt to any other body corporate or person and/or acquiring by way of subscription, purchase or otherwise the securities of any other body corporate whether Indian or overseas from time to time in one or more tranches as the Board of Directors in their absolute discretion deem beneficial and in the interest of the Company and the limit of transactions amount not exceeding Rs. 50 Crores (Rupees Fifty Crores Only) at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013 (**'the Act'**).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate."

Registered Office:
208, Devshruti Complex,
Opposite High Hospital, Near Mithakhali Cross Road,
Ellisbridge, Ahmedabad - 380006, Gujarat.

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

Date: 25.02.2023
Place: Ahmedabad

**SD/-
RITESH VINAY PATEL
MANAGING DIRECTOR
(DIN: 05350896)**

Notes:

1. The Explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. The Company is sending this Notice to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/Bigshare Services Private Limited, the Company's Registrars and Transfer Agent ('RTA') as on Friday, February 24, 2023 (**'Cut-Off Date'**). The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, February 24, 2023 in accordance with the provisions of the Companies Act, 2013 read with rules made thereunder and general Circulars No. 14/2020 dated April 8, 2020, No. 17/ 2020 dated April 13, 2020, No. 22/ 2020 dated June 15, 2020, No. 33/ 2020 dated September 28, 2020 and No. 39/ 2020 dated December 31, 2020 and General Circular No. 10/2021 dated 23rd June, 2021 issued by the Ministry of Corporate Affairs.
3. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, and SS-2, the Company is pleased to provide voting by electronic means ('E-voting') to the Members, to enable them to cast their votes electronically on the proposed resolution. The Company has engaged the services of NSDL to provide E-voting facility to its members. Detailed instructions on E-voting are given in note no.15 of this notice.
4. On account of the threat posed by COVID-19 and in terms of the MCA circulars, the Company will send this postal notice in electronic mode only. The hard copy of this Postal Ballot Notice along with post ballot forms and pre-paid business envelope will not be sent to the members for the postal ballot in accordance with the requirement specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Members may note that the postal ballot notice will be available on the website on the Company at <https://www.felixindustries.co> and on the website of National Stock Exchange ('NSE').
5. The remote E-voting shall commence on Friday, March 03, 2023 at 9:00 A.M. (IST) and shall end on Saturday, April 01, 2023 at 5:00 P.M. (IST). During this period, Members of the Company holding shares in electronic form as on the Cut-off date i.e. Friday, February 24, 2023 may cast their vote electronically. Once the votes cast by the member, he /she shall not allow changing it subsequently or casting the vote again.
6. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-Off date are requested to register their e-mail Ids by sending email citing subject "Postal Ballot Registration of e-mail Ids" to Registrar and share transfer Agent (RTA) of the Company, i.e., Bigshare Services Private Limited at bssahd@bigshareonline.com or to the Company at cs@felixindustries.co with the name of registered

shareholder(s), folio number(s)/DP Id/Client Id and Number of equity shares held from the e-mail address they wish to register to enable them to exercise their vote on special businesses as set out in the Postal Ballot notice through remote e-voting facility provided by NSDL.

7. A Member cannot exercise his vote by proxy on postal ballot. However, corporate and industrial members shall be entitled to vote through their authorised representative with proof of their authorization.
8. The Board of Directors of the Company ('the Board') at their meeting held on Saturday, February 25, 2023 has appointed Mr. Vishwas Sharma (Membership No. ACS 33017, CP No 16942), Proprietor of M/s. Vishwas Sharma and Associates, Practicing Company Secretaries to scrutinize the postal ballot process in fair and transparent manner.
9. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him on his absence, after completion of scrutiny of the votes cast, and the result of the voting by Postal Ballot will be announced by the Chairman or any other person authorized by him, on or before Monday, April 03, 2023. The Scrutinizer's decision on the validity of votes cast will be final.
10. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. www.felixindustries.co and will also be communicated to the Stock Exchanges, where the equity shares of the Company are listed i.e. on National Stock Exchange of India Limited ('NSE'). The results shall also be displayed on the notice board at the Registered Office of the Company.
11. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e. Saturday, April 01, 2023. Further, Resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
12. Members may download the Notice from the Company's website at www.felixindustries.co. A copy of the Notice is also available on the website of NSE at www.nseindia.com
13. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot/e-voting. Alternately, Members may also send their requests to cs@felixindustries.co from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
14. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to or query/grievance with respect to E-voting, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and E-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website or contact Mr. Abhijeet Gunjal, Assistant Manager, NSDL, Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013 at Toll Free No. 1800 1020 990 / 1800224 430 or at E-mail ID : evoting@nsdl.co.in.

15. Process to cast votes through remote e-voting:

The way to vote electronically on NSDL e-Voting system consists of ‘Two Steps’ which are mentioned below:





Step 1: Access to NSDL e-Voting system

Login method for e-Voting for Individual shareholders holding securities in demat mode

Pursuant to 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 e-mail Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>A. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. 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 need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services under Value Added Services section. Click on ‘Access to e-voting’ appearing 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. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the E-Voting website of NSDL, Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile phone. 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 need to enter your User ID (i.e. your sixteen digits 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 website wherein you can see e-voting page. Click on 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.

	<p>4. NSDL Mobile App : Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for CDSL 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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and select New System Myeasi and then use your existing my easi username & password. 2. After successful login of Easi/Easiest the user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website at www.cdslindia.com and you may click on login icon and then click New System Myeasi and then click on registration option. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from an e-Voting link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile No.& e-mail address as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers
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<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period
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Important note: Members who are unable to retrieve User ID/ Password are advised to use 'Forget User ID' and 'Forget Password option' available at above-mentioned 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 toll free No. 1800 22 55 33

Step 2: 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?

➤ **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:
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*****.
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*****
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company. For example, if folio number is S1***** and EVEN is 123593 for fully paid-up Ordinary (equity) shares then user ID is 123593S1***** and, if, EVEN is 123593 for partly paid-up Ordinary (equity) shares then user ID is 123XXXPV*****

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 e-mail address is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 e-mail address is not registered, please follow the detailed procedure with respect to registration of e-mail addresses as mentioned in note no. 16 of this Notice.
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. Click on 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.
 - i. 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

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

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares having voting cycle.
2. Select 'EVEN' of company, in case of fully paid-up Ordinary (equity) Shares – 123593 ~~and in case of partly paid-up Ordinary (equity) Shares – XXXXXX~~, for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution /Power of Attorney / Authority Letter by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab on the screen or send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.vishwasb@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Asst. Vice President-NSDL or Mr. Sanjeev Yadav, Assistant Manager-NSDL at evoting@nsdl.co.in or contact at NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

Registered Office:

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

Date: 25.02.2023

Place: Ahmedabad

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

**SD/-
RITESH VINAY PATEL
MANAGING DIRECTOR
(DIN: 05350896)**

By Order of the Board of Directors

Sd/-

**RiteshV.Patel
Managing Director
DIN : 05350896**

Date: 25.02.2023

Place: Ahmedabad

Registered Office:

208, Devshruti Complex, Opp. Medisurge Hospital Nr.
Mithakhali Cross Road, Ellisbridge Ahmedabad – 380 006.

E-mail:cs@felixindustries.co

Website: www.felixindustries.co

CIN: L40103GJ2012PLC072005

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

The following Statement sets out all material facts relating to Item No(s). 1 to 3 mentioned in the accompanying Notice.

ITEM NO. 1:

TO RATIFY AND TAKE NOTE OF THE CORRIGENDUM DATED 15th DECEMBER, 2022 TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING OF THE COMPANY HELD ON 12TH DECEMBER, 2022:

Pursuant to the provision of section 100 of the Companies Act, 2013 ('the Act,') the Company called an Extra Ordinary General meeting vide Notice dated November 16, 2022 which was held on December 12, 2022 at the registered office of the Company and passed the following resolutions via shareholders approval;

- i) To consider and Approve Increase in Authorised Share Capital of the Company and Subsequent Alteration of the Capital Clause of the Memorandum of Association;
- ii) To issue Fully Convertible Equity Warrants on Preferential Basis.

Later it came to the notice of the Company that at Page no. 15, in point no. 11 of Explanatory Statement of Notice of EGM i.e. "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", in column 'Identity of Ultimate beneficial Owners' for Felix Nano Synthesis Private Limited, the Name of **Mr. Ritesh Patel** was mentioned inadvertently in place of **Mr. Vinay Patel**.

Therefore, to the rectify the said error, the Company issued "CORRIGENDUM TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING" dated December 15, 2022 and dispatched the corrigendum notice to the members of the Company through Email dated December 16, 2022 and published in daily newspaper i.e. In Financial Express (Gujarati & English Edition) on December 16, 2022 and also issued an undertaking to **National Stock Exchange Limited ('NSE')** vide our E-mail dated December 21, 2022 in this regard for taking ratification from shareholders of the Company in the ensuing EGM/Postal Ballot/AGM for correction in the detail of ultimate beneficial owner of Felix Nano Synthesis Pvt. Ltd and also given an undertaking and confirmed that to hold the shareholders meeting for this business item before conversion of warrants into Equity Shares.

Except as detailed in the attached corrigendum, all other terms and contents of the explanatory statement of Notice of EGM shall remain unchanged.

In context to the same, the Board of Director recommends the **Special Resolution** as set out at Item No. 1 of the Notice through postal ballot for consideration and ratification of the corrections made under Corrigendum to the Notice of Extra Ordinary General Meeting.

None of the other Directors, Key Managerial Personnel or their respective relatives in any way, financially or otherwise, concerned or interested in the said resolution except Mr. Ritesh V. Patel, Managing Director, Mr. Vinay R. Patel, Whole Time Director and their respective relatives to the extent of their shareholding.

ITEM NO.2:

TO APPROVE RELATED PARTY TRANSACTIONS TO BE ENTERED INTO BY THE COMPANY WITH RELATED PARTIES.

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section requires a Company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of ordinary resolution in case the value of the Related Party Transactions exceeds the stipulated threshold limits as prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm's length basis.

Accordingly, the related party transactions as recommended by the Audit Committee and approved by the Board of Directors at their meeting held on Saturday, February 25, 2023 are hereby placed before the shareholders for their approval by way of ordinary resolution to enable the Company to enter into the following Related Party Transactions in one or more tranches. The transactions under consideration are proposed to be entered into by the Company with the following related parties in the ordinary course of business and at arms' length basis.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662, dated November 22, 2021, the particulars of transactions to be entered into by the Company with related parties are as under:

Sr. No.	Name of Related Party	Nature of Relationship (including nature of interest, financial or otherwise)	Aggregate maximum value of the contract /arrangement/transaction (During the F.Y.2022-23) (Rs. In Crore)	Nature and Material Terms of Contract /arrangement/ transaction
1.	Felix Nano Synthesis Private Limited	Associate Company	10.00	Sale/Purchase

The proposed contracts/arrangements/transactions relate to sale/purchase of goods/services or any other transaction(s), which shall be governed by the Company's Related Party Transaction Policy and shall be reviewed by the Audit Committee within the overall limits as approved by the members. The Board of Directors or any Committee thereof would carefully evaluate the proposals providing and/or receiving of loans or guarantees or securities or making investments through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such entities.

The proposal outlined above will contribute to the principal business activities of your Company and is in the interest of the Company. Hence, the Audit Committee/Board recommends the resolution set out in the Item no. 2 of the notice for your approval as an ordinary resolution. None of the Related Parties shall vote in the resolution.

None of the other Directors, Key Managerial Personnel or their respective relatives in any way, financially or otherwise, concerned or interested in the said resolution except Mr. Ritesh V. Patel, Managing Director, Mr. Vinay R. Patel, Whole Time Director and their respective relatives to the extent of their shareholding.

ITEM NO.: 03

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate by granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by passing special resolution at the general meeting. In view of the aforesaid, it is to be noted the members of the Company has already approved limit pursuant to the provisions of Section 186 of the Companies Act, 2013 upto Rs. 25 Crores by passing a special resolution in the EGM held on April 11, 2017 and now it is proposed to increase that approved limit from Rs. 25 Crores to Rs. 50 Crores and therefore, we seek approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 50 Crores, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 3 for approval by the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Registered Office:

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

Date: 25.02.2023

Place: Ahmedabad

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

**SD/-
RITESH VINAY PATEL
MANAGING DIRECTOR
(DIN: 05350896)**