



FELIX INDUSTRIES LIMITED

Registered Office: Plot No. 123, Devraj Industrial Park, Piplaj Pirana Road,
Pirana, Gujarat, Ahmedabad-382405.

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, 09/2023 dated September 25, 2023, and 09/2024 dated September 19, 2024 ('MCA Circulars') that the resolutions appended below are proposed to be passed by way of remote electronic 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.

The Company is providing E-voting facility to its members, details of which are given in notes forming part of the notice. The remote e-voting commences on Friday, May 09, 2025 at 9:00 A.M. (IST) and shall end on Saturday, June 07, 2025 at 5:00 P.M. (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 Mrs. Janki Shah (Membership No. FCS 13510, Cp No. 10836), 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 Tuesday, June, 10 2025 at the Registered 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 01:

TO AUTHORISE BOARD TO GRANT LOANS AND ADVANCES AND/OR SECURITIES UNDER SECTION 185 OF THE COMPANIES ACT, 2013 TO ENTITY IN WHOM DIRECTORS/S IS /ARE INTERESTED

To consider and if thought fit, to give your assent/dissent to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017, approval of members of the Company be and is hereby accorded for making of loan(s) including loan represented by way of Book Debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by M/s. Eco-Vision Aqua Care Private Limited being entity covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2 of the said Section, of an aggregate outstanding amount not exceeding Rs.80 Crores (Rupees Eighty Crores only) at any point in time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Loan/Guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

RESOLUTION 02:

RE-APPOINTMENT OF MR. RITESH VINAY PATEL (DIN: 05350896)AS MANAGING DIRECTOR OF THE COMPANY

To consider and if thought fit, to give your assent/dissent to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 188, 196, 197 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Ritesh Vinay Patel (DIN : 05350896) as Managing Director of the Company for a period of 3 (Three) years effective from 12th August, 2025 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 (Three) years from the date of his appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions as detailed in the explanatory statement attached herewith;

RESOLVED FURTHER THAT the remuneration payable to Mr. Ritesh Vinay Patel (DIN:05350896) shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time;

RESOLVED FURTHER THAT any of the Board of directors, be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

RESOLUTION NO. 03

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 the following resolution as an **ORDINARY RESOLUTION**:

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to provision of regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, and also pursuant to the approval of the Audit Committee and the Board of Directors vide resolutions passed at their respective meetings, 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 be deemed to include any Committee of the Board), for entering into and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together with the parties mentioned in the explanatory statement, a 'Related Party' as defined under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations in the nature of purchase and/or sale of goods, services spares, and capital goods including land & building, leasing of property of any kind aggregating upto Rs. 51 Crore (Rupees Fifty One Crore Only) per annum for the financial year 2025-26 as detailed in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company/ or Committee thereof 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."

Registered Office:

Plot No. 123, Devraj Industrial Park
Piplaj Pirana Road,
Lambha, Pirana, Gujarat, Ahmedabad-382405

Date: 06.05.2025

Place: Ahmedabad

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

**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. In accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Circulars issued by Ministry of Corporate Affairs ("MCA") the Notice of Postal Ballot is being sent only by email to all the Members and other persons so entitled and who have registered their email addresses with the Depository Participant ("DPs")/Company's Registrar and Transfer Agent ("RTA") or the Company for this purpose. Members of the Company holding shares either in physical form or in dematerialized form as on cut-off date i.e. Friday, May 02, 2025 will receive the Notice through electronic mode.
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. In accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Circulars issued by Ministry of Corporate Affairs ("MCA") the Notice of Postal Ballot is being sent only by email to all the Members and other persons so entitled and who have registered their email addresses with the Depository Participant ("DPs")/Company's Registrar and Transfer Agent ("RTA") or the Company for this purpose. 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, May 09, 2025 at 9:00 A.M. (IST) and shall end on Saturday, June 07, 2025 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, May 02, 2025 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 Id's" 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 Tuesday, May 06, 2025 has appointed Mrs. Janki Shah (Membership No. FCS 13510, CP No 10836), Proprietor of M/s. SJV & Associates, Practicing Company Secretaries to scrutinize the postal ballot process in fair and transparent manner.
9. 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.
10. The Scrutinizer will submit her 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 Tuesday, June 10, 2025. The Scrutinizer's decision on the validity of votes cast will be final.

11. 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.
12. 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, June 07, 2025. 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.
13. 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
14. 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.
15. 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.

16. 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>
<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
<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

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 123XXPV*****

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 csjankishah@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:

Plot No. 123, Devraj Industrial Park
Piplaj Pirana Road
Gujrat, Ahmedabad-382405

Date: 06.05.2025

Place: Ahmedabad

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

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

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 AUTHORISE BOARD TO GRANT LOANS AND ADVANCES AND/OR SECURITIES UNDER SECTION 185 OF THE COMPANIES ACT, 2013 TO ENTITY IN WHOM DIRECTORS/S IS /ARE INTERESTED

M/S Eco-Vision Aqua Care Private Limited wherein your Company is also one of the shareholder. In M/S Eco-Vision Aqua Care Private Limited, your Company holds 20% of total contribution.

M/S Eco-Vision Aqua Care Private Limited principal business activity consists of manufacturing, import, export, trading and to design, construct, establish, develop, run or otherwise to deal in facilities and plants for collection, transportation, storage, treatment and disposal or reuse of any waste including waste water, other liquid waste solid waste, hazardous waste, plastic waste, biomedical waste or any other such wastes, or setting up run and maintain infrastructure for management of any such waste including Common Effluent Treatment Plant or common waste management facilities, solar system/s.

M/S Eco-Vision Aqua Care Private Limited will be in requirement of funds for its short term and long term working capital requirements. Therefore to meet its funding requirements M/S Eco-Vision Aqua Care Private Limited will have to obtain financial assistance from one or more Bank/financial institutions and as per the general practice followed by the banks/financial institutions all Directors of the Company will have to provide their Guarantee to secure the proposed credit facility taken by the Company, if any. Your company on being one of shareholder of the said company will also be supposed to forward its corporate guarantee to the lending bank/financial institution.

The Company may be required to make loan(s) including loan represented by way of Book Debt (the 'loan') to, and/or give guarantee(s) and/or provide security (ies) in connection with any loan, taken/ to be taken by M/S Eco-Vision Aqua Care Private Limited and therefore seek permission of the shareholders for upto Rs.80.00 Cr. at any point in time. The said Loan(s)/guarantee(s)/security(ies) shall be utilised by M/S Eco-Vision Aqua Care Private Limited for their principal business activities and the matters connected and incidental thereto (the "Principal Business Activities").

The Company being one of the shareholder in the company is and/or will require to make loan(s) including loan represented by way of Book Debt (the 'Loan') to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by M/S Eco-Vision Aqua Care Private Limited, and therefore, the said transaction is covered under the provisions of section 185 of the Companies Act, 2013, the Board deems that M/S Eco-Vision Aqua Care Private Limited is the entity covered under the category of '**a person in whom any of the director of the company is interested**' as specified in the explanation to Sub-section 2 of the Section 185 of Companies Act, 2013 and hence consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for making of Loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by M/S Eco-Vision Aqua Care Private Limited of an aggregate outstanding amount not exceeding Rs. 80 Crores (Rupees Eighty crores only) at any point in time on the terms mentioned in the resolution set out at item no. 1 and necessary delegation of authority to the Board for this purpose. Your directors recommend the resolution set out at Item no. 1 to be passed as a special resolution by the members.

Following are the brief particulars of Loan proposed to be given or guarantee to be given or security to be provided by your Company to the respective company i.e. M/S Eco-Vision Aqua Care Private Limited.

Name of the Entity	Particulars of loans to be given, and/ or guarantee to be given and/ or security to be provided	Purpose
M/S Eco-Vision Aqua Care Private Limited	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs.80 Crores at any point in time.	Sale and purchase of goods/ services or any other expense including working capital requirements and for Capex to support its Principal Business Activities.

Except Mr. Ritesh Vinay Patel along with their relatives, none of the other Directors or the Key Managerial Personnel or their relatives except to their share holding is in any way interested or concerned, financially or otherwise in this Resolution.

ITEM NO. 2:

TO APPROVE THE RE-APPOINTMENT OF MR. RITESH VINAY PATEL (DIN : 05350896) AS MANAGING DIRECTOR OF THE COMPANY:

Subject to the approval of members of the Company, the Board of Directors in their meeting held on 06th May, 2025 appointed Mr. Ritesh Vinay Patel (DIN : 05350896), as Managing Director of the Company for a period of 3 years effective from 12th August, 2025. The period of office of Mr. Ritesh Vinay Patel (DIN:05350896) shall not be liable to determination by retirement by rotation. Mr. Ritesh Vinay Patel (DIN: 05350896) is actively engaged in managing the company since its incorporation. He has experience in the industry in which the company is presently engaged. He is instrumental in taking major policy decisions of the Company. He is playing vital role in formulating business strategies and effective implementation of the same. He is responsible for the expansion and overall management of the business of our Company. His leadership abilities have been instrumental in leading the core team of our Company, it would be in the interest of the Company to appoint him as Managing Director of the Company.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Ritesh Vinay Patel (DIN : 05350896), and the terms and conditions of the appointment are given below:

- I. **Period:** For a period of Three (3) years w.e.f. 12th August, 2025
- II. **Salary:** Upto Rs. 10,00,000/- per month which is eligible for revision on a date to be determined by the Board of the Director.
- III. **Perquisites:** The Managing Director shall be entitled to all the perquisites listed herein below in addition to the salary mentioned above;
 - i. **Medical Reimbursement:** Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization, surgical charges, nursing charges and domiciliary charges for self and for family.
 - ii. Leave Travel Concession rules of the Company.
 - iii. **Provident Fund/Pension:** Contribution to Provident Fund and Pension Fund to the extent such contributions, either singly or put together are exempt under the Income – Tax Act, 1961 - Contribution to Pension Fund will be paid on the basis of salary and commission.
 - iv. **Gratuity:** Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act and to the extent not taxable under the Income Tax law. vii. **Use of Car with Driver:** The Company shall provide a car with driver for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/ rented to, the Managing Director for business and personal use.
 - v. **Duties:** Subject to the superintendence, direction, and control of the Board of Directors of the Company, the Managing Director shall be entrusted with substantial power of management and also such other duties and responsibilities as may be entrusted to him By the Board of Directors from time to time.
 - vi. **Termination:** Managing Director may be removed from his office for gross negligence, breach of duty or trust if a special resolution to that effect is passed by the Company in its General Meeting. The Managing Director may resign from his office by giving 90 day's Notice to the Company.
 - vii. **Compensation:** In the event of termination of office of Managing Director takes place before the expiration of tenure thereof, Managing Director of the Company shall be entitled to receive compensation from the Company for loss of office to extent and subject to limitation as provided under Section 202 of the Companies Act, 2013.

A Statement containing the following information as per section II of Part II of Schedule V of the Companies Act, 2013:

1.	Nature of industry	The company is into Industrial Wastewater Recycling and Zero Liquid Discharge manufacturing plants
2.	Date or expected date of commencement of commercial production	Felix Industries Limited incorporated in year 2012, has emerged as a prominent player in design , research; development, manufacturing, import export of all environmental conservation technologies and treatment solutions catering towards clean; green environments.

3.	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable as the Company is an existing Company		
4.	Financial Performance based on given indicators	(Rs. In Lacs)		
		Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
		Turnover	2886.03	1938.04
		Profit Before Tax	532.87	143.02
		Profit After Tax	375.74	117.03
5.	Foreign Investments or collaborations, if any.	The Company has not made any Foreign Investments and neither entered into any collaborations during the last Financial Year		

II. Information about the appointees:

Sr. no.	Particulars	Information
1.	Background details	Ritesh Vinay Patel is the thought proponent of the company's environmental philosophy, and the chief negotiator of new business opportunities. A strategic visionary who has led the company from the front during periods of declining graphs and rapid growth, he has an evolved skill in establishing operational excellence within culturally diverse, challenging environments. He leads project selection and implementation. Builds and leads high-performance teams. Envisions special-objective market drives. And spearheads market growth drives and geographic expansion of the company, banking on his technocratic expertise in Speciality Membranes, Reverse Osmosis Plants, Solid Waste Management Technologies and Low Energy Wastewater Treatment. He is the driving force behind Felix's evolution as a full-fledged EPC (Execution, Procurement & Construction) Company, and under his captaincy, the company has assimilated a host of performance awards (Bhilwara Engineering Association Award, Techfest 2013 Award, Gold Distributor Award and Silver Distributor Award for Industrial Piping, Watman 2013 Certificate, and many more An eco-warrior par excellence, he is at present passionately involved in the creation of sustainable, alternative energy-powered Waste Water Treatment Systems, optimally designed for the developing world
2.	Remuneration Payable	Upto ₹10,00,000/- payable monthly and other perquisites, allowances, other benefits etc. respectively
3.	Remuneration Paid	₹2,10,000/- payable monthly and other perquisites, allowances, other benefits etc. respectively
4.	Recognition or awards	Not Applicable
5.	Job profile and his suitability	He is associated as Managing Director of the Company and is entrusted with substantial powers of management of the affairs of the company. He is highly experienced and controls the affairs of the Company as a whole under the direction of the Board of Directors of the Company. He has successfully and in a sustained way contributed significantly towards growth in performance of the Company
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (incase of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Ritesh Vinay Patel, the remuneration proposed to be paid to him is commensurate with the remuneration in line with the remuneration levels paid to their similar counterparts in other companies.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship	Besides the remuneration proposed to be paid to Mr. Ritesh Vinay Patel, he does not have any other pecuniary relationship with the Company or relationships

with the managerial personnel, if any.	with any other managerial personnel and Directors except he is son of Mr. Vinay Rajnikant Patel, Whole-Time Director of the Company.
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III. Other Information:

Reason of loss or inadequate profits	Currently Company is more focused towards projects on BOOT basis and hence the funds are deployed in long term projects
Steps taken or proposed to be taken for improvement	The current BOOT projects will start generating revenue in coming years and with increased projects and orders in hand , the Company expecting significant improvements in its revenue.
Expected increase in productivity and profits in measurable terms.	The profit is expected to grow considering the performance of the Company.

Mr. Ritesh Vinay Patel is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

Save and except Mr. Ritesh Vinay Patel, Mr. Vinay R Patel, Whole Time Director and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (“KMP”) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of the Notice.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval of the Members.

ITEM NO.3:

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

Pursuant to the provision of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation, 2015 read with the Company’s Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions, the transactions involving transfer of resources, services or obligations between the Company or any of its subsidiaries on one hand and a related party of the Company or any of its subsidiaries on the other hand, which either individually or taken together with previous transaction(s) during a financial year, exceed Rs. 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower, requires approval of the Members of the Company.

The Company in order to further its business interests, may enters various Related party transactions with the parties as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s) are expected to cross the applicable materiality thresholds as mentioned hereinabove. Accordingly, as per the SEBI Listing Regulations, approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. It is further proposed that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm’s length basis and in the ordinary course of business of the Company.

Further, the Audit Committee and the Board at its meeting held on May 06, 2025 has reviewed, and approved the material related party contracts / arrangements / transactions, on the basis of relevant details provided by the management, as required by the law, subject to approval of the Members, while noting that such transaction shall be on arms’ length basis and in the ordinary course of business of the Company.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 is provided herein below:

Sr. No.	Particulars	Details				
1.	Details of Summary of information provided by the management to the Audit Committee					
a)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	M/s. Felix WMC Private Limited , a subsidiary company in which Directors, their relatives and Promoter group of the Listed entity are directors and having controlling interest in the firm.	M/s. Enovation Aquaprocess Private Limited , a subsidiary company in which Directors, their relatives and Promoter group of the Listed entity are directors and having controlling interest in the firm.	M/s. Rivita Solutions Private Limited , a subsidiary company in which Directors, their relatives and Promoter group of the Listed entity are directors and having controlling interest in the firm.	M/s. Felix Industries LLC , a foreign subsidiary company in which Directors, their relatives and Promoter group of the Listed entity are directors and having controlling interest in the firm.	M/s. Eco-Vision Aqua Care Private Limited , an associate company in which Directors, of the Listed entity are directors.

b) Name of the director or key managerial personnel who is related, if any and nature of relationship	Name of Directors and KMP	Designation in Listed entity	Name of Directors and KMP	Designation in Listed entity	Name of Directors and KMP	Designation in Listed entity	Name of Directors and KMP	Designation in Listed entity	Name of Directors and KMP	Designation in Listed entity
	Mr. Rushi Jani	Director	Mr. Ritesh Vinay Patel	Director	Mr. Ritesh Vinay Patel	Director	Mr. Ritesh Vinay Patel	Partner	Mr. Ritesh Vinay Patel	Director
	Mr. Ritesh Vinay Patel	Director								
c) Type, Value & Material Terms and particulars of the proposed transaction	Type	*Value (Rs.)	Type	*Value (Rs.)	Type	*Value (Rs.)	Type	*Value (Rs.)	Type	*Value (Rs.)
	Sale/Purchase/Supply of Goods, Materials and Machinery	5.00 Crore	Leasing of property of any kind	0.05 crore	Sale/Purchase/Supply of Goods, Materials and Machinery	5.00 Crore	Sale/Purchase/Supply of Goods, Materials and Machinery	30.00 Crore	Sale/Purchase/Supply of Goods, Materials and Machinery	10.00 Crore
	Leasing of property of any kind	0.05 crore	*estimated value for the transactions.		*estimated value for the transactions.		*estimated value for the transactions.		*estimated value for the transactions.	
d) Tenure of proposed transaction (Particulars & tenure)	F.Y. 2025-26		F.Y. 2025-26		F.Y. 2025-26		F.Y. 2025-26		F.Y. 2025-26	
e) Justification for the transaction	Transaction are routine Business transactions related to purchase/ sales necessary for the conduct of business of the company.		Transaction are routine Business transactions related to purchase/ sales necessary for the conduct of business of the company.		Transaction are routine Business transactions related to purchase/ sales necessary for the conduct of business of the company.		Transaction are routine Business transactions related to purchase/ sales necessary for the conduct of business of the company.		Transaction are routine Business transactions related to purchase/ sales necessary for the conduct of business of the company.	
Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:										
i.details of the source of funds in connection with the proposed transaction	Not Applicable		Not Applicable		Not Applicable		Not Applicable		Not Applicable	
ii.where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Not Applicable		Not Applicable		Not Applicable		Not Applicable		Not Applicable	
iii.applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of	Not Applicable		Not Applicable		Not Applicable		Not Applicable		Not Applicable	

security					
iv.the purpose for which the funds will be utilized by theultimate beneficiary of such funds pursuant to the RPT	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Percentage of annual consolidated turnover considering FY 2024-25 as the immediately preceding financial year	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Any other information that may be Relevant	All relevant information setting out material facts forms part of this Notice	All relevant information setting out material facts forms part of this Notice	All relevant information setting out material facts forms part of this Notice	All relevant information setting out material facts forms part of this Notice	All relevant information setting out material facts forms part of this Notice

Pursuant to Regulation 23(4) of the Listing Regulations, members may also note that no related party of the Company shall vote to approve this resolution whether the entity is a related party to the particular transaction or not.

The proposed transactions shall not, in any manner, be detrimental to the interest of minority shareholders and be in the best interest of the Company and its shareholders.

None of the other Directors, Key Managerial Personnel, or their respective relatives are, in any manner financially or otherwise concerned or interested in the said resolution, except for Mr. Ritesh V. Patel (Managing Director), Mr. Vinay R. Patel (Whole-Time Director), Mr. Rushi Jani (Director in Felix WMC Private Limited and Felix Industries Limited), along with their respective relatives, to the extent of their shareholding.

The Board recommends the relevant ordinary resolution set forth at Item No. 3 in the Notice for the approval of the Members.

Registered Office:

Plot No. 123, Devraj Industrial Park
Piplaj Pirana Road,
Lambha, Pirana, Gujarat, Ahmedabad-382405

Date: 06.05.2025

Place: Ahmedabad

By the order of the Board

For, FELIX INDUSTRIES LIMITED

SD/-

**RITESH VINAY PATEL
MANAGING DIRETOR
(DIN: 05350896)**