



FELIX INDUSTRIES LIMITED

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

CIN: L40103GJ2012PLC072005

Phone No. 079-26463658/59

Email: cs@felixindustries.co

Website: www.felixindustries.co

POSTAL BALLOT NOTICE

[PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013, READ WITH RULE 20 and 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

**Dear Member(s),
FELIX INDUSTRIES LIMITED, AHMEDABAD**

NOTICE is hereby given pursuant to Section 108 read with Section 110 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 Postal Ballot through electronic means ('remote e- voting') by the members of FELIX INDUSTRIES LIMITED ('the Company').

The proposed resolutions 01 to 04 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, physical copies 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 23rd January, 2026 at 9:00 A.M. (IST) and shall end on Saturday, 21st February, 2026 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 Monday, 23rd February, 2026 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 NO:01

INCREASE IN OVERALL BORROWING LIMITS TO INR 100 CRORES

To consider and, if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in supersession of the resolution passed by the Members at the Extra-Ordinary General Meeting of the Company held on 11th April 2017 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, the consent 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 be deemed to include any committee thereof) to borrow, from time to time, any sum or sums of monies which together with the monies already borrowed by the Board of Directors for the purpose of the Business of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed INR 100 crores (Rupees Hundred Crore Only) at any time.."

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate, finalize and execute all such agreements, deeds, instruments, writings and documents and to do all such acts, matters and things as may be necessary or expedient for giving effect to this Resolution, including delegating such powers to any Committee or officer(s) of the Company as deemed appropriate."

RESOLUTION NO:02

THE ENHANCEMENT IN LIMITS UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 FOR CREATING CHARGE ON THE ASSETS OF THE COMPANY TO INR 100 CRORES

To consider and if thought fit, to pass, the following resolution, as a **SPECIAL RESOLUTION**:

“RESOLVED THAT in supersession of the resolution passed by the Members at the Extra-Ordinary General Meeting of the Company held on 11th April 2017 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or reenactment thereof for the time being in force, consent of the members of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to transfer whole or substantially whole of the undertaking of the Company in certain events in favor of Banks/ Financial Institutions, other investing agencies/lenders and trustees for the holders of debentures/ bonds/ other instruments to secure rupee/ foreign currency loans and/ or the issue of debentures, whether partly/ fully/ non-convertible and/or securities linked to Equity shares and/or rupee/ foreign currency convertible bonds and/ or bonds with share warrants attached (hereinafter collectively referred to as "Loans") provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said loans, for which the charge is to be created, shall not, at any time exceed the limit of INR 100 Crores (Rupees Hundred Crores only) or the aggregate of the paid up capital, free reserves and securities premium of the Company, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

RESOLUTION 03:

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

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

RESOLVED THAT in supersession of the resolution passed by the Members at the Annual General Meeting of the Company held on 30th September, 2024 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 to the Board of Directors for making of loan(s) including loan represented by way of Book Debt (the “Loan”) and/or giving of guarantee(s), and/ or providing of security(ies) in connection with (Loan(s)/Guarantee(s)/security(ies)), taken/to be taken by M/s. Rivita Solutions Private Limited, M/s Felix Prime Metal Private Limited, M/s Felix WMC Private Limited and M/s Felix Industries LLC being entities 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 185, of an aggregate outstanding amount not exceeding Rs.140 Crores (Rupees One Hundred Forty 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(s)/Guarantee(s)/security(ies)) 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 04:

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

To consider and if thought fit, the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT in supersession of the resolution passed by the Members through postal ballot of the Company dated 01st April, 2023 pursuant to the provisions of Section 186 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), 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 thereof) to give, loans (including loans already granted and outstanding as on date as well as loans to be granted), guarantees/and or securities (already provided or to be provided) to any person or body corporate, whether in India or outside India, from time to time, in one or more tranches, as the Board may deem fit, up to an aggregate limit of Rs. 285 Crores (Rupees Two Hundred Eighty-Five Crores Only) at any point of time, notwithstanding that the aggregate of such loans, guarantees and securities may exceed the limits prescribed under Section 186(2) of the Companies Act, 2013,

RESOLVED FURTHER THAT the aforesaid limit of Rs. 285 Crores shall be the overall limit for the purpose of Section 186 of the Companies Act, 2013 and shall supersede all earlier limits approved by the members of the Company under the said section.

RESOLVED FURTHER THAT the Board or any person(s) authorised by the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or incidental to give effect to this resolution.”

Registered Office:

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

Date: 17.01.2026
Place: Ahmedabad

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

**SD/-
RITESH VINAY PATEL
MANAGING DIRETOR
(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, January 16th, 2026, 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.16 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 23rd January, 2026, at 9:00 A.M. (IST) and shall end on Saturday, 21st February, 2026, 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, January 16th, 2026, 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 a 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 17th January, 2026 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 a 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 Monday, 23rd February, 2026. 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, 21st February, 2026. 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. Alternatively, 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. |
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| | <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> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </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 myeasi 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. 4. 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 |
|---|---|

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 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: 17.01.2026

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 Nos. 1 and 2 of the accompanying Notice.

The Company is evaluating and planning to expand its business operations. With a view to augmenting long-term financial resources for growth, meeting additional working capital requirements, and supporting its operations, the Company proposes to raise finance from various banks and/or financial institutions and/or bodies corporate and/or such other persons or individuals as may be considered appropriate by the Board of Directors (or any Committee thereof).

Accordingly, it is proposed to increase the borrowing limits of the Company under Sections 180(1)(c) and 180(1)(a) of the Companies Act, 2013 from **Rs. 50 Crore (Rupees Fifty Crore Only)** to **Rs. 100 Crore (Rupees One Hundred Crore Only)**.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the consent of the shareholders is required for borrowing monies, including monies already borrowed by the Company, in excess of the aggregate of the paid-up share capital and free reserves of the Company. The shareholders, at their Extraordinary General Meeting held on 11th April, 2017, had approved a borrowing limit of Rs. 50 Crore (Rupees Fifty Crore Only).

Further, Section 180(1)(a) of the Companies Act, 2013 provides that the consent of the shareholders is required for creating security by way of mortgage, hypothecation, pledge, charge or otherwise on the whole or substantially the whole of the Company's assets in respect of borrowings exceeding the paid-up share capital and free reserves of the Company. The shareholders had also approved, at the Extraordinary General Meeting held on 11th April, 2017, the creation of such security for borrowings up to Rs. 50 Crore (Rupees Fifty Crore Only).

In view of the proposed expansion plans and future funding requirements of the Company, it is considered necessary to enhance the existing borrowing and security limits to Rs. 100 Crore (Rupees One Hundred Crore Only). Accordingly, approval of the Members is sought by way of Special Resolutions as set out in Item Nos. 1 and 2 of the accompanying Notice.

The Board of Directors recommends the Special Resolutions set out at Item Nos. 1 and 2 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item Nos. 1 and 2 of the Notice.

ITEM NO. 03.

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

Rivita Solutions Private Limited, Felix Prime Metals Private Limited, Felix Industries LLC and Felix WMC Private Limited are the subsidiaries of Felix Industries Limited. 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, including loan represented by way of Book debt, if any (the "Loan") taken/ to be taken by the subsidiaries of Felix Industries Limited.

The Members of the Company had earlier, at their Annual General Meeting held on 30th September, 2024, granted their approval under Section 185 of the Companies Act, 2013 for providing loans, guarantees and securities to group entities. Considering the present business requirements and the newly incorporated group entity, it is now proposed to seek approval of the Members under Section 185 of the Companies Act, 2013 for extending financial facilities to certain subsidiaries.

Felix Prime Metal Private Limited is a newly incorporated subsidiary entity in the Felix group. The said entity falls within the category of 'a person in whom a director is interested' in terms of the Explanation to Section 185(2) of the Companies Act, 2013. Considering its new formation stage, the entity requires financial and operational support in the form of loan(s), guarantee(s) and/or security(ies) from the Company to meet initial business establishment costs, operational expenses, procurement requirements and working capital needs. The

proposed support is expected to facilitate efficient scale-up of operations and is in the commercial interest of the Company.

The said Loan(s)/ guarantee(s)/security(ies) shall be utilities by the subsidiaries of Felix Industries Limited for their principal business activities and the matters connected and incidental thereto (the "Principal Business Activities"). Rivita Solutions Private Limited, Felix Prime Metals Private Limited, Felix WMC Private Limited and Felix Industries LLC are the entities covered under the category of "any person in whom any of the director of the company is interested" as specified in the explanation to subsection (2) of Section 185 of the 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 and amendments thereto for making of Loan(s) to, and/or giving of guarantee(s), and/ or providing of security(ies) in connection with(Loan(s)/Guarantee(s)/security(ies)), taken/to be taken by M/s Rivita Solutions Private Limited, M/s Felix Prime Metals Private Limited, M/s Felix WMC Private Limited and M/s Felix Industries LLC of an aggregate outstanding amount not exceeding Rs. 140 Crores (Rupees One Hundred Forty Crores only) on the terms mentioned in the resolution and necessary delegation of authority to the Board for this purpose. Your directors recommend the resolution to be passed as a special resolution by the members.

The following are the brief particulars of the Loan(s)/Guarantee(s)/security(ies) proposed to be given by your Company to the subsidiaries of the Company:

| 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 Rivita Solutions 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.10 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. |
| M/s Felix Prime Metals 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.20 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. |
| M/S Felix WMC 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.10 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. |
| M/S Felix Industries LLC | Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs.100 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 shareholding, is in any way interested or concerned, financially or otherwise, in this Resolution.

ITEM NO.: 04

In order to make optimum use of the funds available with the Company and to achieve its long-term strategic and business objectives, the Board of Directors of the Company proposes to utilize such funds by making investments in other bodies corporate, and by granting or having already granted loans, giving or having already given guarantees, or providing or having already provided securities to other persons or 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, up to Rs. 50 Crores by passing a special resolution through postal ballot on 01st April, 2023. Considering the business requirements of the Company and the loans, guarantees, securities and investments already made and outstanding as on date as well as those proposed to be made in future, the Board of Directors has proposed to enhance the said overall limit from ₹50 Crores to ₹285 Crores.

Accordingly, approval of the members is sought by way of Special Resolution as set out in Item No. 04 under Section 186 of the Companies Act, 2013 to enable the Board of Directors to give loans, provide guarantees or securities and make investments, including those already granted or provided and those to be granted or provided in future, up to an aggregate limit of ₹285 Crores at any point of time, as set out in the accompanying Notice."

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:

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

Date: 17.01.2026
Place: Ahmedabad

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

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