

NOTICE OF 12TH ANNUAL GENERAL MEETING OF THE COMPANY

NOTICE is hereby given that the **Twelfth (12th)** Annual General Meeting of the Members of the Felix Industries Limited will be held on **30th September, 2024 at 10:30 A.M** through Video Conferencing / Other Audio Visual Means to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt

- the Standalone audited Financial Statement of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon;
- the Consolidated audited Financial Statement of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon;

2. To appoint a director in place of Mr. Vinay R. Patel (DIN: 08377751) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To appoint Mr. Niren Atinbhai Desai (DIN:10192300) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and in accordance with pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 (the “Act”) (including any statutory modifications or re-enactments thereof for the time being in force), the Articles of Association of the Company and Nomination and Remuneration Policy of the Company, Mr. Niren Atinbhai Desai (DIN:10192300) who was appointed as the Additional Director under the category of Independent Director w.e.f. 15.02.2024 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 to propose him as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of five (5) consecutive years with effect from 15.02.2024 to 14.02.2029.

RESOLVED FURTHER THAT approval of the Members be accorded to the Board of Directors (which term shall include its duly empowered Committee(s) constituted/to be constituted by it to exercise its powers including the powers conferred by this resolution) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

4. To appoint Mrs. Shital Barot (DIN: 10105593) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and in accordance with pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 (the “Act”) (including any statutory modifications or re-enactments thereof for the time being in force), the Articles of Association of the Company and Nomination and Remuneration Policy of the Company, Mrs. Shital Barot (DIN: 10105593) who was appointed as the Additional Director under the category of Independent Director w.e.f. 29.05.2024 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 to propose her as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of five (5) consecutive years with effect from 29.05.2024 to 28.05.2029..

RESOLVED FURTHER THAT approval of the Members be accorded to the Board of Directors (which term shall include its duly empowered Committee(s) constituted/to be constituted by it to exercise its powers including the powers conferred by this resolution) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

5. To appoint Mr. Rushi Jani (DIN: 10445308) as a Non- Executive Director of the Company.

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

“RESOLVED THAT in accordance with the provisions Section 149, 152, 161 and any other applicable provisions of the Companies Act 2013, and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) , Mr. Rushi Jani (DIN: 10445308) who was appointed as an Additional Non-Executive Director under Professional Category by the Board of Directors w.e.f. 29th May, 2024 and in respect of whom the Company has received from a member a notice in writing under Section 160

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of the Companies Act, 2013 proposing the candidature of Mr. Rushi Jani for the office of the Director of the company, be and is hereby appointed as Non-executive, Non-Independent Director under Professional Category of the Company whose period of office shall be liable to determination for retirement by rotation;

RESOLVED FURTHER THAT Mr. Ritesh Vinay Patel (DIN: 05350896), Managing Director of the Directors of the Company be and is hereby authorized to digitally sign and submit necessary e-Form with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary in this regard to give effect to the aforesaid resolution“

6. 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, with or without modification(s), to pass the following resolution(s) as a **Special Resolution(s)**:

“RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013 (the ‘Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (the ‘Rules’) and all other relevant/applicable rules, regulations, notifications and circulars issued, including any amendment(s) or re-enactment(s) thereof for the time being in force, subject to the provisions of the Memorandum and Articles of Association of the company, and in furtherance to the existing loans given, the consent of the Members of the company be and is hereby accorded for grant of loans or issue of Corporate Guarantee or providing Security for an amount not exceeding INR 45,00,00,000(Indian Rupees Forty Five Crore Only), in aggregate to Rivita Solutions Private Limited, Felix WMC Private Limited , Enovation Aquaprocess Private Limited and Felix Industries LLC subsidiaries of the company on such terms and conditions as may be mutually agreed upon.

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.”

7. To re-appoint Mr. Vinay Rajnikant Patel (DIN: 08377751) as a Whole Time Director of the company.

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197 & 203 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made thereunder, 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. Vinay Rajnikant Patel (DIN : 08377751)) as Whole Time Director of the Company for a period of 3 (Three) years effective from 01st October, 2024 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 Mr. Vinay Rajnikant Patel (DIN: 08377751), shall not exceed the overall ceiling of the total managerial remuneration as provided under Schedule V and 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.”

8. To approve revision in remuneration of Mr. Ritesh Vinay Patel (din: 05350896), Managing Director of the company and in this regard, to pass the following resolution as a special resolution:

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

“RESOLVED pursuant to the provisions of Sections 188,196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and pursuant to Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), including any amendment(s), statutory modification(s) or reenactment(s) thereof for the time being in force, applicable provisions of Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee, consent of the members of the Company be and is hereby accorded for revision in remuneration of Mr. Ritesh Vinay Patel, Managing Director of the Company w.e.f. October 01, 2024, as set out in the explanatory statement attached to this Notice and constituting part of this resolution.

RESOLVED FURTHER THAT save as provided in the Explanatory Statement forming part of this Notice, all other terms and conditions related to appointment of Mr. Ritesh Vinay Patel, Managing Director, as approved by the members on 09th September, 2022, by way of Annual General Meeting shall remain unchanged.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Ritesh Vinay Patel and be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law;

RESOLVED FURTHER THAT any of the director and/or Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as may be considered necessary, proper or desirable or expedient for the purpose of giving effect to this resolution

Regd. office:

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

By Order of the Board of Directors
For, **Felix Industries Limited**

Date: 03/09/2024
Place: Ahmedabad

Sd/-
Ritesh Patel
Managing Director
(DIN: 05350896)

NOTES

1. The Ministry of Corporate Affairs ("MCA") has vide its Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 and Circular No. 21/2021 dated 14th December, 2021, 02/2022 dated 5th May 2022 and Circular No. 10/2022 dated 28th December, 2022, and Circular No. 09/2023 dated September 25, 2023 ("MCA Circulars") and the Securities and Exchange Board of India "SEBI" has vide its Circular No. SEBI/HO/CFD/CMD1/CIR/ P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/DDHS/P/ CIR/2022/0063 dated 13th May, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated October 7, 2023 permitted convening of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") facility, without the physical presence of the Members at a common venue. In terms of the abovesaid circulars, the 12th AGM of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 16 and available at the Company's website www.felixindustries.co.
2. The helpline number regarding any query / assistance for participation in the AGM through VC/ OAVM is 022 - 4886 7000 (for NSDL).
3. Information regarding appointment/re-appointment of Directors and Explanatory Statement in respect of ordinary and special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/ or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circulars, the Notice of 12th AGM inter-alia, indicating the process and manner of voting through electronic means alongwith Annual Report for F.Y. 2023-24 are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice of AGM and Annual Report for the F.Y. 2023-24 has been uploaded on the website of the Company at www.felixindustries.co. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited (EMERGE) at <https://www1.nseindia.com/emerge/> and is also available on website of NSDL (agency for providing E-voting facility) i.e. www.evoting.nsdl.com
7. The Register of members and share transfer books of the Company will remain closed from 24th September, 2024 to 30th September, 2024 (both days inclusive) for the purpose of Annual General Meeting.
8. Members seeking any information with regard to accounts are requested to write to the Company at least 7 days before the meeting so as to enable the management to keep the information ready.
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.

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10. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual members holding shares in the physical form. The members who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
12. The Members can join the 12th AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
13. **Process and manner for members opting for voting through Electronic means:**
 - i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
 - ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. 23rd September, 2024 shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
 - iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 23rd September, 2024 be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part
 - iv. The remote e-voting will commence on 27th September, 2024 at 09:00 A.M. and ends on 29th September, 2024 at 05:00 P.M. During this period, the members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e. 23rd September, 2024 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
 - v. Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
 - vi. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. . 23rd September, 2024.
 - vii. The Company has appointed CS Vishwas Sharma , Practicing Company Secretary (Membership No. FCS: 12306; CP No: 16942), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
14. Process for those members whose email ids are not registered:
 - a) **For members holding shares in Physical mode**

Please provide necessary details like Folio No., Name of shareholder scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@felixindustries.co
 - b) **Members holding shares in Demat mode:**

Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@felixindustries.co
15. **The instructions for shareholders for remote voting are as under:**
 - (i) The remote e-voting period begins on 27th September, 2024 and will end on 29th September, 2024. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being . 23rd September, 2024.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.





- (iv) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access to NSDL e-Voting system

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

LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 or joining virtual meeting & voting during the meeting. 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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. 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 or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
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

LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING 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?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, 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.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step -2 : The instructions for casting of votes electronically and join General Meeting on NSDL E-voting system are as under:

- a. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
 - b. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
 - c. Now you are ready for e-Voting as the Voting page opens.
 - d. 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.
 - e. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - f. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - g. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
16. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.felixindustries.co within three days of the passing of the Resolutions at the 12th AGM of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

FELIX INDUSTRIES LIMITED

17. General Guidelines for shareholders

- a. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.vishwasb@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- b. 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.
- c. 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.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

18. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).
- b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- c. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- d. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

19. Instructions for members for e-voting on the day of AGM are as under: -

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

20. Instruction for members for attending the AGM through VC/OAVM are as under:

- a. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- b. Members are encouraged to join the Meeting through Laptops for better experience.
- c. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e. For ease of conduct, members who would like to ask questions may send their questions in advance atleast (7) days before AGM mentioning their name, demat account number / folio number, email id, mobile number at cs@felixindustries.co and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
- f. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice

CONTACT DETAILS

Company : FELIX INDUSTRIES LIMITED
Regd. Office : PLOT NO. 123, DEVRAJ INDUSTRIAL PARK,
PIPLAJ PIRANA ROAD, PIRANA, AHMEDABAD
GUJARAT-382405
CIN : L40103GJ2012PLC072005
E-mail : cs@felixindustries.co
Registrar and Transfer Agent : Bigshare Services Private Limited
A-802 Samudra Complex,
Near, Klassic Gold Hotel
Off C G Road Navrangpura,
Ahmedabad- 380 009
Tel : 079-40024135
Email : bssahd@bigshareonline.com
E-Voting Agency : National Securities Depositories Limited
E-mail : evoting@nsdl.co.in
Tel. : 1800 1020 990 and 1800 22 44 30
Scrutinizer : CS Vishwas Sharma
Practicing Company Secretary
(FCS: 12306 and COP: 16942)
E-mail : cs.vishwasb7@gmail.com

FELIX INDUSTRIES LIMITED

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015

Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the brief profile of Directors eligible for appointment/re appointment/regularize at 12th Annual general Meeting are as follows:

Name	Mr. Vinay Rajnikant Patel	Mr. Ritesh Vinay Patel	Mr. Niren Atinbhai Desai	Ms. Shital Barot	Mr. Rushi Jani
DIN	08377751	05350896	10192300	10105593	10445308
Designation	Whole -Time Director	Managing Director	Additional Independent Director	Additional Independent Director	Additional Non-Executive Director
Age (Date of Birth)	30/10/1958	09/05/1987	07-08-1992	12-07-1985	30-07-1971
Date of First Appointment on Board	28-02-2019	15-11-2013	15-02-2027	29-05-2024	29-05-2024
Qualifications experience in specific functional area	Graduated with degree of Chemical Engineering	Graduated with degree of Chemical Engineering	Graduated with degree of Chemical Engineering	Graduated with Bachelor of Arts	Diploma in Mech Engineering
Directorship held in other companies*	NIL	NIL	Mahickra Chemicals Limited	NIL	NIL
Membership / Chairmanships of Committee in other Public Companies	NIL	NIL	Mahickra Chemicals Limited	NIL	NIL
Listed entities from which the Director has resigned from Directorship in last 3 (Three) years	NA	NA	NA	NA	NA
Relationships between directors inter se	Relative (father) of Mr. Ritesh Vinay Patel	Relative (Son) of Mr. Vinay Rajnikant Patel	No relation with the directors	No relation with the directors	No relation with the directors
Number of shares held in the Company	1000	3636000	0	0	0
Number of Board Meetings Attended (FY 2023-24)	11	11	02	0	0
Remuneration last drawn (including sitting fees, if any)	INR 30,00,000 P.A	INR 30,00,000/-p.a	NA	NA	NA
Remuneration proposed to be paid	INR UPTO 30,00,000/- p.a	INR Upto 1,20,00,000/- p.a	0	0	0

*Pvt. Companies excluded

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013

ITEM NO.3:

Based on the recommendations of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company (the "Board") at its meeting held on 15th February, 2024 had appointed Mr. Niren Atinbhai Desai (DIN:10192300) as an Additional Director (Non-Executive and Independent Director) of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 (the "Act") and applicable provisions, if any, of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "SEBI Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and Articles of Association of the Company for a period of 5 (five) consecutive years with effect from 15th February, 2024 subject to the approval of the Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company.

As required under Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose the appointment of Mr. Niren Atinbhai Desai as a Director. Mr. Niren Atinbhai Desai as given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act.

In the opinion of the Board of Directors, Mr. Niren Atinbhai Desai fulfills the criteria as specified in the Act, rules made there under and SEBI Listing Regulations for appointment as an Independent Director and he is not related to any of the other Directors or Key Managerial Personnel of the Company in any way and he is independent of management.

Mr. Niren Atinbhai Desai has given his consent to act as the Director of the Company. Also, as per the confirmations received from him, he is not disqualified from being appointed as Director in terms of Section 164 of the Act. Mr. Niren Atinbhai Desai has Confirm that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

As per the provision of Section 149(13) of the Act read with explanation to Section 152(6) of the Act, the period of office of Mr. Niren Atinbhai Desai will not be liable to determination by retirement of directors by rotation at the General Meeting.

The NRC has reviewed the capabilities of Mr. Niren Atinbhai Desai vis-a-vis the role and capabilities required as decided by the NRC based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mr. Niren Atinbhai Desai as an Independent Director, for a term of 5 (five) consecutive years effective from 15th February, 2024.

In the opinion of NRC and the Board, Mr. Niren Atinbhai Desai possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company more particularly in the areas of finance and business administration.

Disclosure under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India pertaining of his qualification, brief resume, area of expertise and other details are set out in the Annexure attached to this Notice.

Accordingly, the Board recommends the Resolution as set out in the accompanying Notice in relation to appointment of Mr. Niren Atinbhai Desai as an Independent Director, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from Mr. Niren Atinbhai Desai, for approval of the Members on the terms and conditions as specified in the draft letter of appointment.

Copy of draft letter of appointment of Mr. Niren Atinbhai Desai setting out the terms and conditions of appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send a request to Mr. Niren Atinbhai Desai .

The Board commends the resolution as set out in the Notice for approval of the members as Special Resolution.

Except Mr. Niren Atinbhai Desai whom this resolution relates alongwith and his relatives (to the extent of their shareholding, if any), none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 4:

Based on the recommendations of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company (the "Board") at its meeting held through circular resolution on 29th May, 2024 had appointed Mrs. Shital Barot (DIN: 10105593) as an Additional Director (Non-Executive and Independent Director) of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "SEBI Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and Articles of Association of the Company for a period of 5 (five) consecutive years with effect from 29th May, 2024 subject to the approval of the Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company.

FELIX INDUSTRIES LIMITED

As required under Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose the appointment of Mrs. Shital Barot as a Director. Mrs. Shital Barot as given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act.

In the opinion of the Board of Directors, Mrs. Shital Barot fulfills the criteria as specified in the Act, rules made there under and SEBI Listing Regulations for appointment as an Independent Director and he is not related to any of the other Directors or Key Managerial Personnel of the Company in any way and he is independent of management.

Ms. Shital Barot has given his consent to act as the Director of the Company. Also, as per the confirmations received from him, he is not disqualified from being appointed as Director in terms of Section 164 of the Act. Mrs. Shital Barot has confirm that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

As per the provision of Section 149(13) of the Act read with explanation to Section 152(6) of the Act, the period of office of Mrs. Shital Barot will not be liable to determination by retirement of directors by rotation at the General Meeting.

The NRC has reviewed the capabilities of Ms. Shital Barot vis-a-vis the role and capabilities required as decided by the NRC based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mrs. Shital Barot as an Independent Director, for a term of 5 (five) consecutive years effective from 29th May, 2024.

In the opinion of NRC and the Board, Ms. Shital Barot possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company more particularly in the areas of finance and business administration.

Disclosure under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India pertaining of his qualification, brief resume, area of expertise and other details are set out in the Annexure attached to this Notice.

Accordingly, the Board recommends the Resolution as set out in the accompanying Notice in relation to appointment of Mrs. Shital Barot as an Independent Director, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from Mrs. Shital Barot, for approval of the Members on the terms and conditions as specified in the draft letter of appointment.

Copy of draft letter of appointment of Ms. Shital Barot setting out the terms and conditions of appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send a request to Mrs. Shital Barot

The Board commends the resolution as set out in the Notice for approval of the members as Special Resolution.

Except Mrs. Shital Barot whom this resolution relates along with and his relatives (to the extent of their shareholding, if any), none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO.5

The Board of Directors of the Company, pursuant to the provisions of Section 149, 152, 161 of the Act and the Articles of Association of the Company, appointed Mr. Rushi Jani (DIN:10445308) as an Additional Non-Executive Non-Independent Director under Professional Category of the Company with effect from 29th May, 2024 In terms of the provisions of Section 161(1) of the Act, Mr. Rushi Jani (DIN:10445308) would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Rushi Jani (DIN:10445308) for the office of Director of the Company. Mr. Rushi Jani (DIN:10445308) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Mr. Rushi Jani has completed his diploma in Mechanical Engineering and has an overall 17 years of experience in providing one stop water solutions and have developed various product systems & services, which are incorporated in the widest range of water treatment solutions.

He is proposed to be appointed as Non-Executive Non-Independent Director under Professional Category of the Company, liable to retire by rotation. He was first appointed on the board through circular resolution on 29th may, 2024 as an Additional Director.

The Brief profile of Mr. Rushi Jani (DIN:10445308) in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice.

Your Board thus recommends the passing of Resolution as Ordinary Resolution as set out at Item No. 5 of the Notice with respect to appointment of Mr. Rushi Jani (DIN:10445308) as a Non-Executive Non Independent Director under Professional Category of the company.

None of the Directors of the Company except Mr. Rushi Jani (DIN:10445308) and his relatives and/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 his shareholding in the Company, if any.is concerned or interested in the proposed resolution.

ITEM NO.6

Rivita Solutions Private Limited, Felix WMC Private Limited, Enovation Aquaprocess Private Limited and Felix Industries LLC 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 said Loan(s)/ guarantee(s)/security(ies) shall be utilised 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 WMC Private Limited, Enovation Aquaprocess Private Limited and Felix Industries LLC are the entity covered under the category of "any person in whom any of the director of the company is interested" as specified in the explanation to sub-section (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 any Loan taken/ to be taken by Rivita Solutions Private Limited, Felix WMC Private Limited, Enovation Aquaprocess Private Limited and Felix Industries LLC of an aggregate outstanding amount not exceeding Rs. 45 Crores (Rupees Forty Five 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.

Following are the brief particulars of Loan proposed to be given by your Company to the subsidiaries of the Company:

Name of the Entity	Name of the Subsidiaries	Particulars of loans to be given, or guarantee to be given or security to be provided	Purpose
Felix Industries Limited	Felix Industries LLC	Aggregate amount of loans to be given shall not exceed an amount of Rs. 30,00,00,000/- at any point of time. The loan shall be given as and when required by the subsidiary.	For expansion of its business activities and exploring various business opportunities available to the management and other expense including working capital requirements and for Capex to support its Business Activities.
Felix Industries Limited	Rivita Solutions Private Limited	Aggregate amount of loans to be given shall not exceed an amount of Rs. 5,00,00,000/- at any point of time.	For expansion of its business activities and exploring various business opportunities available to the management and other expense including working capital requirements and for Capex to support its Business Activities.
Felix Industries Limited	Felix WMC Private Limited	Aggregate amount of loans to be given shall not exceed an amount of Rs. 5,00,00,000/- at any point of time.	For expansion of its business activities and exploring various business opportunities available to the management and other expense including working capital requirements and for Capex to support its Business Activities.
Felix Industries Limited	Enovation Aquaprocess Private Limited	Aggregate amount of loans to be given shall not exceed an amount of Rs. 5,00,00,000/- at any point of time.	For expansion of its business activities and exploring various business opportunities available to the management and other expense including working capital requirements and for Capex to support its Business Activities.

Except Mr. Rushi Jani (DIN: 10445308) who is also one of the director and shareholders in Felix WMC Private Limited and Mr. Ritesh Vinay Patel (DIN :05350896) and Mr. Vinay Rajnikant Patel (DIN 08377751) along with their relatives (to the extent of their shareholding, if any), none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO.7

Subject to the approval of members of the Company, the Board of Directors in their meeting held on 03rd September, 2024 re-appointed Mr. Vinay Rajnikant Patel (DIN : 08377751), as Whole-time Director of the Company for a period of 3 years effective from 01st October, 2024. The period of office of Mr. Vinay Rajnikant Patel (DIN : 08377751), shall be liable to determination by retirement by rotation. Vinay Rajnikant Patel (DIN : 08377751), is the strongest backbone of the Company. He has lead the Company and with experience of around 40 years in environmental regulations, impact & conservation of environmental resources it would be in the interest of the Company to re-appoint him as Whole-Time 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.

FELIX INDUSTRIES LIMITED

The details of remuneration payable to Mr. Vinay Rajnikant Patel (DIN: 08377751) and the terms and conditions of the appointment are given below:

I. Period:

For a period of 3(Three)years w.e.f from 01st October, 2024.

II. Salary:

Upto Rs. 2,50,000/- per month which is eligible for revision on a date to be determined by the Board of the Director.

III. Duties:

- The Whole Time Director shall be responsible for administration and day to day management of the Company i.e. co-ordinate business activities, , financial requirements, co-ordinate with the business works proposed by the party of the first part, formulate operational strategy and policies.
- He shall ensure effective internal controls and management information systems are in place.
- He shall be responsible for obtaining necessary approvals required by local government/statutory authorities.
- He shall ensure that expenditures of the Company are within the authorized annual budget of the Company

Statement containing information required to be given as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013.

A. General Information:

1. Nature of Industry: The company is into Industrial Wastewater Recycling and Zero Liquid Discharge manufacturing plants
2. 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 object approved by financial institutions appearing in the prospectus: N.A.
3. Financial performance based on given indicators:

(In Lakhs)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Turnover	1706.03	1180.00
Profit Before Tax	395.68	137.20
Profit After Tax	278.35	97.40

4. Foreign investments or collaborations, if any: N.A.

B. Information about the appointee:

1. Background details:

With over 40 years of experience in environmental field. Vinay Patel has worked as Senior Administrator and have looked after all the Environmental regulations, legal compliances, research, preparing regulatory framework, limit and structure operations of industry and government to reduce environmental impacts and to conserve resources both for the environment and the industry. A specific set of skills and expertise were developed along with government service and professional involvement representing GPCB at both global and national platform. Practical aspects of water & hazardous waste management and implications of policies and regulation at environmental levels for all the stakeholder through which the value chain was developed and delivered resulting in a global exposure and networking in diverse environmental management systems in organizations of all scale and service. For the development in the country, developed environmental resource structure which helped the industry as well as the government for better regulatory compliances. Mr. Vinay Rajnikant Patel would have immense contribution in the growth of the Company.

2. Past Remuneration: In his earlier term of Whole -Time Director, which will be completed on 30th September, 2024 he was eligible to receive the Remuneration of upto Rs.2,50,000/- per month.
3. Recognition and awards: NA
4. Job profile and his suitability: Mr. Vinay Rajnikant Patel will be responsible for administration and day to day management of the Company i.e. co-ordinate business activities, accounting services, financial requirements, co-ordinate with the business works
5. Remuneration proposed: Upto Rs. 2,50,000/- per month which is eligible for revision on a date to be determined by the Nomination and Remuneration Committee.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Considering the size of the Company, the industry benchmarks, experience and the responsibilities shouldered by the appointee, the proposed remuneration payable to him is commensurate with the remuneration paid to similar appointee in other companies.
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:
 Except Mr. Ritesh Vinay Patel Managing Director and Mr. Vinay Rajnikant Patel to whom the resolution relates, no other director, key managerial personnel or their relatives, are interested or concerned in the resolution

III. OTHER INFORMATION:

- (1) **Reasons of inadequate profits:** - Currently Company is more focused towards projects on BOOT basis and hence the funds are deployed in long term projects.
- (2) **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.
- (3) **Expected increase in productivity and profits in measurable terms**
 The profit is expected to grow considering the performance of the Company.

ITEM NO. 08

Mr. Ritesh Vinay Patel (DIN: 05350896) is associated with the Company since inception. Mr. Ritesh Vinay Patel has rich experience of more than 14 years and he was re-appointed as the Managing Director with effect from 13th August, 2022 for a term of three years in the Annual General Meeting held on 09th September, 2022 on the terms and conditions as mentioned in the said resolution and explanatory statement of that resolution.

Mr. Ritesh Vinay Patel has provided able leadership to the Company as Managing Director. His qualification and experience add substantial value to the Company’s operations and growth strategy. Based on skills, experience, knowledge and performance evaluation and pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the Board of Directors on the recommendation of Nomination and Remuneration Committee of the Company, at its meeting held on 03rd September, 2024 decided to increase the remuneration of Mr. Ritesh Vinay Patel upto ₹10,00,000/- per month subject to approval of shareholders of the Company and the same is in line with the remuneration package that is necessary to encourage effective professional managers to function in important positions as that of the Managing Director. Further, all other terms of Mr. Ritesh Vinay Patel as approved by the special resolution passed at the Annual General Meeting of the Company held on 09th September, 2022 will continue to be the same.

The Members are hereby requested to consider the revision in remuneration of Mr. Ritesh Vinay Patel, Managing Director of the Company The said revision in remuneration payable to him is subject to the approval of the members and all such sanctions as may be necessary and shall be given effect to as per the modification, if any, made/approval as aforesaid.

Except Mr. Vinay Rajnikant Patel Whole time Director and Mr. Ritesh Vinay Patel to whom the resolution relates, No other director, key managerial personnel or their relatives, are interested or concerned in the resolution.

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	Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
		Turnover	1706.03	1180.00
		Profit Before Tax	395.68	137.20
		Profit After Tax	278.35	97.40
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		

FELIX INDUSTRIES LIMITED

II. Information about the appointees:

S r . no.	Particulars	
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.	Past Remuneration	₹2,50,000/- payable monthly and other perquisites, allowances, other benefits etc. respectively
3.	Recognition or awards	Not Applicable
4.	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
5.	Remuneration Proposed	Remuneration proposed to Mr. Ritesh Vinay Patel is in the basic scale of ₹10,00,000/- payable monthly and other perquisites, allowances, other benefits etc. respectively, as fully set out herein above.
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 with the managerial personnel, if any.	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 any other managerial personnel and Directors except he is son of Mr. Vinay Rajnikant Patel, Whole-Time Director of the Company.

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.

IV. Disclosures:

The information and disclosures of the remuneration of all Directors have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading "Remuneration to Directors".

The Board is of the view that Mr. Ritesh Vinay Patel knowledge and experience will continue to be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, recommends her revised remuneration as a Managing Director of the Company with effect from 01st October, 2024 to the Members for approval.

Other Information:

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. 8 of the Notice for approval of the Members.

Details pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India in respect of Mr. Ritesh Vinay Patel is provided in the Notice.

Regd. office:

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

By Order of the Board of Directors
For, **Felix Industries Limited**

Date: 03/09/2024
Place: Ahmedabad

Sd/-
Ritesh Patel
Managing Director
(DIN: 05350896)