

## NOTICE OF 08<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY

NOTICE is hereby given that the **Eighth (08<sup>th</sup>)** Annual General Meeting of the Members of the Felix Industries Limited will be held on **28<sup>th</sup> September, 2020 at 04.00 P.M** through Video Conferencing / Other Audio Visual Means to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2020 and Statement of Profits & Loss together with Cash Flow Statement and Notes forming part thereto ("Financial Statement") for the year ended on 31<sup>st</sup> March, 2020 and Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Mr. Vinay Rajnikant Patel (DIN: 08377751)** who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

3. **To appoint Mrs. Nivedita Dinkar (DIN: 08546402) 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 an Ordinary Resolution(s):

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under, read with Schedule IV to the said Act, Mrs. Nivedita Dinkar (DIN: 08546402) who was appointed as the Additional Director under the category of Independent Director w.e.f. 12.02.2020 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.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and hereby authorized to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard."

### Regd. office:

208, Devshruti Complex,  
Opp. Medisurge Hospital,  
Nr. Mithakhali Cross Roads  
Ellisbridge,

**Date: 24-08-2020**

**Place: Ahmedabad**

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

Ahmedabad-380006.

**Ritesh Patel**  
**Managing Director**  
**(DIN: 05350896)**

# NOTES

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 prescribing the procedures and manner of conducting the Annual General Meeting through VC/ OAVM. In terms of the said circulars, the 08th Annual General Meeting (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. 17 and available at the Company's website [www.felixindustries.co](http://www.felixindustries.co).
2. Information regarding appointment/re-appointment of Directors and Explanatory Statement in respect of ordinary 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.
3. 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.
4. 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.
5. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM alongwith Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2019-20 has been uploaded on the website of the Company at [www.felixindustries.co](http://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/emerage/>.
6. The Register of members and share transfer books of the Company will remain closed from Monday, 21<sup>st</sup> September, 2020 to Monday, 28<sup>th</sup> September, 2020 (both days inclusive) for the purpose of Annual General Meeting.
7. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
8. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

9. 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.
10. 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.
11. The Members can join the 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.

## **12. Process and manner for members opting for voting through Electronic means:**

- i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI Listing Regulations (as amended), and the Circulars issued by the MCA dated April 8, 2020, April 13, 2020 and May 5, 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 Central Depository Services (India) Limited ("CDSL") as the authorised e-Voting agency for facilitating voting through electronic means. The facility of casting votes by members using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.
- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Monday, September 21, 2020 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. Monday, September 21, 2020 shall 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 Friday, September 25, 2020 at 10.00 a.m. and will end on Sunday, September 27, 2020 at 5.00 p.m. During this period, the members of the Company holding shares either in physical mode or in demat mode

as on the Cut-off date i.e. Monday, September 21, 2020 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 CDSL 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. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e Monday, September 21, 2020.
- vi. The Company has appointed CS Vishwas Sharma, Practising Company Secretary (Membership No. ACS: 33017; CP No: 16942), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

**13. 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 by email to [hena.shah@felixindustries.co](mailto:hena.shah@felixindustries.co).
- b) Members holding shares in Demat mode can get their e-mail id registered by contacting their respective Depository Participant or by email to [hena.shah@felixindustries.co](mailto:hena.shah@felixindustries.co).

**14. The instructions for shareholders for remote voting are as under:**

- (i) The voting period begins on Friday, September 25, 2020 at 10.00 a.m. and will end on Sunday, September 27, 2020 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday September 21, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used. If you are a first time user follow the steps given below:
- (viii) If you are a first time user follow the steps given below:

## For Members holding shares in Demat mode and Physical mode

	For Members holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none"> <li>• Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</li> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical mode will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password can also be used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) Members holding shares in physical mode, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of the Company. – FELIX INDUSTRIES LIMITED which you have to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to

modify your vote.

- (xvii) You can also take a print of the votes casted by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

**15.The instructions for shareholders voting on the day of the AGM on e-voting system 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 available in the AGM.
  - c. If any Votes are casted by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes casted by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
  - d. 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.
- 16.**The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.felixindustries.co](http://www.felixindustries.co) within three days of the passing of the Resolutions at the 08<sup>th</sup> AGM of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.
- 17. Instruction for members for attending the AGM through VC/OAVM are as under:**
- a. Members will be provided with a facility to attend the AGM through VC/OAVM or view the live webcast of AGM through the CDSL e-Voting system. Members may access the same at [https:// www.evotingindia.com](https://www.evotingindia.com) under shareholders'/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
  - 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 [hena.shah@felixindustries.co](mailto:hena.shah@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:**

208, DEVSHRUTI COMPLEX, OPP. HCG HOSPITAL, NR. MITHAKHALI CROSS ROADS,  
ELLISBRIDGE, AHMEDABAD-06

**CIN:**

L40103GJ2012PLC072005

**E-mail:**

hena.shah@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:**

Central Depository Services (India) Limited E-mail: helpdesk.evoting@cdslindia.com

**Tel:** 022- 22723333/ 8588

**Scrutinizer:**

CS Vishwas Sharma Practicing Company Secretary (ACS: 33017 and COP: 16942)

E-mail : cs.vishwasb@gmail.com



## EXPLANATORY STATEMENT

### Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

#### Item No. 3:

Mrs. Nivedita Dinkar (DIN: 08546402) was appointed as an additional director under the category of Independent Director of the Company w.e.f. 12.02.2020. Under section 161 of the Companies Act, 2013, Mrs. Nivedita Dinkar (DIN: 08546402) holds her office upto the date of ensuing Annual General Meeting. Due notice under section 160 of the Act has been received alongwith requisite deposit of Rs. 1,00,000. The Board is also of the opinion that based on the declarations submitted by Mrs. Nivedita Dinkar she fulfils the criteria relating to her independence as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Mrs. Nivedita Dinkar does not hold any Equity Shares of the Company.

The Period of office of Mrs. Nivedita Dinkar shall not be liable to determination by retirement of Directors by rotation, in terms of Section 149(13) of the Companies Act, 2013 and the relevant rules made thereunder.

Brief Profile of Mrs. Nivedita Dinkar in terms of Regulation 36(3) of the Listing Regulations is forming part of this notice. Mrs. Nivedita Dinkar is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Shareholders.

None of the Director of the Company except Mrs. Nivedita Dinkar is concerned or interested in this resolution.

#### **Regd. office:**

208, Devshruti Complex,  
Opp. Medisurge Hospital,  
Nr. Mithakhali Cross Roads  
Ellisbridge,

**Date: 24-08-2020**

**Place: Ahmedabad**

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

Ahmedabad-380006.  
**Ritesh Patel**  
**Managing Director**  
**(DIN: 05350896)**

**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 08<sup>th</sup> Annual general Meeting are as follows:

<b>Name</b>	<b>Mr. Vinay Rajnikant Patel</b>	<b>Mrs, Nivedita Dinkar</b>
<b>DIN</b>	08377751	08546402
<b>Designation</b>	Executive Director	Non-Executive Director
<b>Date of Birth</b>	30/10/1958	24/09/1966
<b>Date of Appointment</b>	28/02/2019	12/02/2020
<b>Qualifications experience in specific functional area</b>	Graduated with degree of Chemical Engineering	Graduated with M.Phil
<b>Directorship held in other companies*</b>	NIL	NIL
<b>Membership / Chairmanships of Committee in other Public Companies</b>	NIL	NIL
<b>Relationships between directors inter se</b>	Relative (father) of Mr. Ritesh Vinay Patel & (husband) of Mrs. Mayuri Vinay Patel	No Relation
<b>Number of shares held in the Company</b>	1000	NIL

**\*Pvt. Companies excluded**

**Regd. office:**

208, Devshruti Complex,  
Opp. Medisurge Hospital,  
Nr. Mithakhali Cross Roads  
Ellisbridge,

**Date: 24-08-2020**

**Place: Ahmedabad**

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

Ahmedabad-380006.

**Ritesh Patel**  
**Managing Director**  
**(DIN: 05350896)**