FELIX INDUSTRIES LIMITED

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

CIN: L40103GJ2012PLC072005
Phone No.079-26463658/59
Email: cs@felixindustries.co
Website: www.felixindustries.co

POSTAL BALLOT NOTICE

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

Dear Member(s),
FELIX INDUSTRIES LIMITED, AHMEDABAD

NOTICE is hereby given that the resolutions set out below are proposed for approval by the members of Felix Industries Limited ("**the Company**") by means of Postal Ballot, only by remote e-voting process ("**e-voting**") being provided by the Company to all its members to cast their votes electronically, pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, (hereinafter referred to as the "**Act**") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "**Rules**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time) read with General Circular No. 14/2020 dated April 8, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 22/2020 dated June 15, 2020; General Circular No. 33/2020 dated September 28, 2020; General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 9/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 (the "Circulars") issued by the Ministry of Corporate Affairs ("MCA"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and Secretarial Standard - 2 on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, including any statutory modification(s) or re-enactment(s) thereto for the time being in force.

The resolutions set out at Item Nos. 01 to 08 as set out in the notice together with the explanatory statement pursuant to the Section 102 and 110 read with Section 108 of the Companies Act, 2013 ('**the Act**',), setting out the material facts and reasons/rationale for the passing of these resolutions are being sent to you for your consideration and approval.

In accordance with the MCA Circulars, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. **The remote e-voting period shall commence at 9:00 a.m. (IST) on Thursday, July 09, 2026, and end at 5:00 p.m. (IST) on Friday, August 07, 2026**. Members are requested to read the instructions in the Notes of this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 P.M. (IST) on Friday, August 07 2026 (the last day to cast vote electronically) to be eligible for being considered. The Resolutions will be deemed to have been passed on the last date of e-voting i.e. Friday, August 07 2026. The shareholders are required to communicate their assent or dissent through the remote e-voting facility.

In accordance with Sections 108 and 110 of the Act read with the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged the services of the National Securities Depository Limited (NSDL), one of the agencies authorized by the MCA, to provide the remote e-voting facility. The procedure for remote e-voting is detailed in the Notes annexed to this Notice.

The Company has engaged National Securities Depository Limited ("NSDL") for providing the remote e-voting facility to the members. BIG SHARE SERVICES PRIVATE LIMITED is the Registrar and Share Transfer Agent ("RTA") of the Company., This Postal Ballot Notice is being sent by email to all the Members whose email addresses are available in the beneficial ownership data of National Securities Depository Limited and Central Depository Services (India) Limited ('Depositories') and the records of the **BIG SHARE SERVICES PRIVATE LIMITED**, Registrar and Share Transfer Agent of the Company.

The Board of Directors of the Company has appointed M/s Nisarg Sharma & Associates Practicing Company Secretary represented by Mr. Nisarg Sharma (Membership No. FCS 14061, COP No. 17088) as the Scrutinizer for conducting the process of remote e-voting in accordance with the provisions of the Act, read with Rules and the MCA Circulars in a fair and transparent manner. The Scrutinizer will submit his report to the Authorized Director or any Authorized person appointed by the Chairman/Managing Director of the Company for declaration of the result of the remote e-voting. **The results of Postal Ballot along with the Scrutinizer's Report will be announced on or before Monday August 10 2026,** at the Registered Office of the Company. The results of the remote e-voting and the Scrutinizer's report will be placed on the Company's website at www.felixindustries.co and will be communicated to the National Stock Exchange of India where the Equity Shares/Securities of the Company are listed.

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

SPECIAL BUSINESS:

ITEM NO.01.

MIGRATION OF LISTING/TRADING OF EQUITY SHARES OF THE COMPANY FROM SME PLATFORM (NSE EMERGE) OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE) TO MAIN BOARD OF NSE

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

"RESOLVED THAT pursuant to the provisions laid down in Chapter IX and Regulation 277 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), the Listing Agreement entered into by the

Company with National Stock Exchange of India Limited (NSE) applicable to Small and Medium Enterprise (SME) and subject to the applicable laws, by-laws, rules and regulations of NSE and subject to the approval of any statutory authorities, if any, the consent of the members of the Company be and is hereby accorded for Migration of Listing/Trading of Equity Shares of the Company which are currently listed on SME Platform (NSE Emerge) of NSE to the Main Board of National Stock Exchange of India Limited (NSE) and upon Migration the said Equity Shares to get listed and traded on the capital segment (Main Board) of NSE, from the date of approval of Migration / getting listed and admitted to be dealt on Main Board of National Stock Exchange of India Limited (NSE) as and when the Company is eligible for the same and to follow such procedures as specified by SEBI (ICDR) Regulations, 2018 and other applicable regulations notified by SEBI / regulatory authorities as amended from time to time to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorized to deal with any Government or Semi-Government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Limited (NSE), Securities and Exchange Board of India (SEBI), Registrar of Companies (ROC), to apply, modify, rectify, submit, sign and execute any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from Emerge Platform of National Stock Exchange of India Limited to the Main Board of National Stock Exchange of India Limited.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and to settle any question, difficulties or doubts that may arises in this regard and accede to such modification and alteration to aforesaid resolution as may be suggested by National Stock Exchange of India Limited (NSE) or such other authority without requiring Board to secure any further consent or approval of member of company.**"**

ITEM NO:02

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

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

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of members of the Company be and is hereby accorded to the Board of Directors for making of loan(s) including loan represented by way of Book Debt (the "Loan") and/or giving of guarantee(s), and/ or providing of security(ies) in connection with (Loan(s)/Guarantee(s)/security(ies)),to be taken by M/s Tierra Fertilizer Private Limited (Step-down Subsidiary) being an entity covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2 of the said Section 185, of an aggregate outstanding amount not exceeding Rs.20 Crores (Rupees Twenty Crores only) at any point in time.

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

ITEM NO: 03

TO APPOINT MRS. SAI SWAPNA PERICHARLA (DIN:10398242) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and in accordance with 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 (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. Sai Swapna Pericharla (DIN:10398242) 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 a Non-Executive Independent Director of the Company not liable to retire by rotation for a period of five (5) consecutive years with effect from August 07, 2026 to August 06, 2031.

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."

ITEM NO. 04

TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS BETWEEN THE COMPANY AND FELIX INDUSTRIES LLC, TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI LODR Regulations**"), and Sections 2 (76), 177 and 188 along with other applicable provisions of the Companies Act, 2013 ("**Act**") read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), the

Company's Policy on determining Materiality of and dealing with Related Party Transactions, pursuant to the approval and recommendations from the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) if any, more specifically set out in the explanatory statement, (whether by way of an individual transaction or a series of transactions taken together), between the Company and **Felix Industries LLC, a Subsidiary, for an aggregate value not exceeding INR 70.00 crore during the Financial Year 2026-27**, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Audit Committee, Board of Directors or any other person(s) authorised by the Board/Committee be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.**"**

ITEM NO. 05

TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS BETWEEN THE COMPANY AND FELIX PRIME METALS PRIVATE LIMITED, TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI LODR Regulations**"), and Sections 2 (76), 177 and 188 along with other applicable provisions of the Companies Act, 2013 ("**Act**") read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company's Policy on determining Materiality of and dealing with Related Party Transactions, pursuant to the approval and recommendations from the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) if any, more specifically set out in the explanatory statement, (whether by way of an individual transaction or a series of transactions taken together), between the Company and **Felix Prime Metals Private Limited, a Subsidiary, for an aggregate value not exceeding INR 15.00 crore during the Financial Year 2026-27**, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Audit Committee, Board of Directors or any other persons(s) authorised by the Board/Committee be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

ITEM NO. 06

TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS BETWEEN THE COMPANY AND RIVITA SOLUTIONS PRIVATE LIMITED, TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"**RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI LODR Regulations**"), and Sections 2 (76), 177 and 188 along with other applicable provisions of the Companies Act, 2013 ("**Act**") read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company's Policy on determining Materiality of and dealing with Related Party Transactions, pursuant to the approval and recommendations from the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) if any, more specifically set out in the explanatory statement, (whether by way of an individual transaction or a series of transactions taken together), between the Company and **Rivita Solutions Private Limited, a Subsidiary, for an aggregate value not exceeding INR 15.00 crore during the Financial Year 2026-27**, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Audit Committee, Board of Directors or any other persons(s) authorised by the Board/Committee be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

ITEM NO. 07

TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS BETWEEN THE COMPANY AND TIERRA FERTILIZER PRIVATE LIMITED, TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI LODR Regulations**"), and Sections 2 (76), 177 and 188 along with other applicable provisions of the Companies Act, 2013 ("**Act**") read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company's Policy on determining Materiality of and dealing with Related Party Transactions, pursuant to the approval and recommendations from the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) if any, more specifically set out in the explanatory statement, (whether by way of an individual transaction or a series of transactions taken together), between the Company and **Tierra Fertilizer Private Limited, a Step-Down Subsidiary, for an aggregate value not exceeding INR 40.00 crore during the Financial Year 2026-27**, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Audit Committee, Board of Directors or any other persons(s) authorised by the Board/Committee be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.**"**

ITEM NO. 08

TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS BETWEEN THE COMPANY AND ECO-VISION AQUA CARE PRIVATE LIMITED, TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI LODR Regulations**"), and Sections 2 (76), 177 and 188 along with other applicable provisions of the Companies Act, 2013 ("**Act**") read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company's Policy on determining Materiality of and dealing with Related Party Transactions, pursuant to the approval and recommendations from the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to enter into and/or execute new contract(s)/ arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) if any, more specifically set out in the explanatory statement, (whether by way of an individual transaction or a series of transactions taken together), between the Company and **Eco-Vision Aqua Care Private Limited, an Associate , for an aggregate value not exceeding INR 30.00 crore during the Financial Year 2026-27,** subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Audit Committee, Board of Directors or any other persons(s) authorised by the Board/Committee be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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

Date: 03-07-2026
Place: Ahmedabad

By the order of the Board
For, FELIX INDUSTRIES LIMITED

SD/-
VINAY RAJNIKANT PATEL
WHOLE-TIME DIRECTOR
DIN: 08377751

Notes:

1. The Explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.

2. In accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Circulars issued by Ministry of Corporate Affairs ("MCA") the Notice of Postal Ballot is being sent only by email to all the Members and other persons so entitled and who have registered their email addresses with the Depository Participant ("DPs")/Company's Registrar and Transfer Agent ("RTA") or the Company for this purpose. Members of the Company holding shares in dematerialized form as on cut-off date i.e. Friday, July 03, 2026, will receive the Notice through electronic mode.

3. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, and SS-2, the Company is pleased to provide voting by electronic means ('E-voting') to the Members, to enable them to cast their votes electronically on the proposed resolution. The Company has engaged the services of NSDL to provide E-voting facilities to its members. Detailed instructions on E-voting are given in note no.15 of this notice.

4. In accordance with the MCA Circulars, this Postal Ballot Notice is available on the website of the Company at www.felixindustries.co, on the website of National Stock Exchange of India Limited at www.nseindia.com and on the NSDL e-voting website at www.evoting.nsdl.com.

5. The remote E-voting shall commence on Thursday, July 09, 2026, at 9:00 A.M. (IST) and shall end on Friday August 07, 2026, at 5:00 P.M. (IST). During this period, Members of the Company holding shares in electronic form as on the Cut-off date i.e. Friday, July 03, 2026, may cast their vote electronically. Once the votes are cast by the member, he /she shall not allow changing it subsequently or casting the vote again.

6. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-Off date are requested to register their e-mail Ids by sending email citing subject "Postal Ballot Registration of e-mail Id's" to Registrar and Share Transfer Agent (RTA) of the Company, i.e., Bigshare Services Private Limited at bssahd@bigshareonline.com or to the Company at cs@felixindustries.co with the name of registered shareholder(s), folio number(s)/DP Id/Client Id and Number of equity shares held from the e-mail address they wish to register to enable them to exercise their vote on special businesses as set out in the Postal Ballot notice through remote e-voting facility provided by NSDL.

7. : A Member cannot exercise voting rights through a proxy in respect of the Postal Ballot. Institutional shareholders, that is, shareholders other than individuals, Hindu Undivided Families and Non-Resident Indians, are required to submit a scanned copy, in PDF or JPG format, of the relevant Board Resolution, Power of Attorney, Authority Letter or other authorisation document, together with the attested specimen signature(s) of the duly authorised signatory(ies) empowered to vote on their behalf. The aforesaid documents shall be sent by e-mail to the Scrutinizer at csnisargsharma@gmail.com, with a copy marked to the e-mail address specified by NSDL in its final event communication.

   Alternatively, institutional shareholders may upload the relevant Board Resolution, Power of Attorney, Authority Letter or other authorisation document through their login on the NSDL e-voting portal by selecting the option 'Upload Board Resolution / Authority Letter' displayed under the 'e-Voting' tab.

8. The Board of Directors of the Company ('the Board') at their meeting held on Friday, July 03, 2026, has appointed Mr. Nisarg Sharma (Membership No. FCS 14061, COP No. 17088), Proprietor of M/s. Nisarg Sharma & Associates, Practicing Company Secretaries to scrutinize the postal ballot process in a fair and transparent manner.
9. Members holding shares in physical mode are requested to their e-mail address and bank particulars with RTA of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
10. The Scrutinizer will submit his report to the Chairman, or any other person authorized by him on his absence, after completion of scrutiny of the votes cast, and the result of the voting by Postal Ballot will be announced by the Chairman or any other person authorized by him, on or before Monday, August 10, 2026 The Scrutinizer's decision on the validity of votes cast will be final.
11. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. www.felixindustries.co, and will also be communicated to the Stock Exchanges, where the equity shares of the Company are listed, i.e. on National Stock Exchange of India Limited ('NSE').
12. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e. Friday, August 07, 2026. Further, Resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
13. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot/e-voting. Alternatively, Members may also send their requests to Company Secretary/Compliance Officer at cs@felixindustries.co from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
14. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to or query/grievance with respect to E-voting, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and E-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website or contact Mr. Abhijeet Gunjal, Assistant Manager, NSDL, Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013 at Toll Free No. 1800 1020 990 / 1800224 430 or at E-mail ID : evoting@nsdl.co.in.

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

In terms of SEBI circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

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

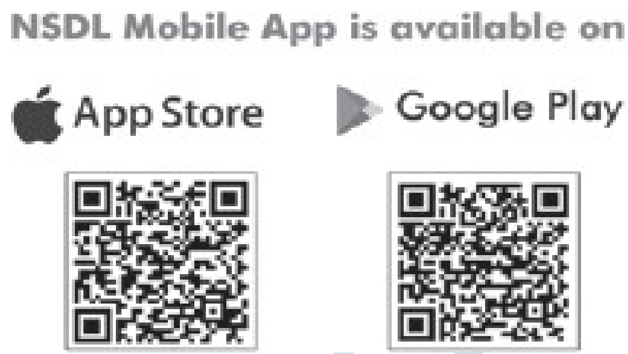
Step 1: Access to NSDL e-Voting system

"Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the provisions of the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 for compliance by listed entities (as updated/amended from time to time) providing a unified single login credential e-voting facility for individual shareholders holding securities in demat mode..."

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	**A. NSDL IDeAS facility** If you are already registered, follow the below steps: 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. Visit the e-Services website of NSDL. Open web browser by typing the following URL:https://eservices.nsdl.com either on a personal computer or on a mobile. Once the home page of e-Services is

	launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services under Value Added Services section. Click on 'Access to e-voting' appearing under e-voting services and you will be able to see e-voting page. Click on options available against Company name or e- voting service provider – NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period. If you are not registered, follow the below steps: 3. 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 4. Visit the E-Voting website of NSDL, Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile phone. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. You will need to enter your User ID (i.e. your sixteen digits demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

	NSDL Mobile App : Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for CDSL Easi / Easiest, they can login through their User ID and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and select New System Myeasi and then use your existing myeasi username & password. 2. After successful login of Easi/Easiest the user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website at https://www.cdslindia.com and you may click on login icon and then click New System Myeasi and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from an e-Voting link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile No. & e-mail address as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers
Individual Shareholders (holding securities in demat mode) login through their depository participants	1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use 'Forget User ID' and

‘Forget Password option’ available at above-mentioned website.

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33

(B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website

1. **Visit the e-Voting website of NSDL. Open web browser by typing the following**

   URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. **Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.**

3. **A new screen will be opened. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.**

Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e- Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

***4.* Your User ID details are given below:**

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example: if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example: if your Beneficiary ID is 12************** then your user ID is 12**************
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company. For example, if folio number is S1******** and EVEN is 123593 for fully paid-up Ordinary (equity) shares then user ID is 123593S1********

5. **Password details for shareholders other than Individual shareholders are given below:**

   i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   ii. 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.

a. How to retrieve your ‘initial password’?

i. If your e-mail address is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

ii. If your e-mail address is not registered, please follow the detailed procedure with respect to registration of e-mail addresses as mentioned in note no. 16 of this Notice.

6. **If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:**

   a. Click on "**Forgot User Details/Password**?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com

   b. Click on "**Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com

   c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   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: Cast your vote electronically on NSDL e-Voting system

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

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares having voting cycle.

2. Select 'EVEN' of company, in case of fully paid-up Ordinary (equity) Shares – 123593 for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options, i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.

5. Upon confirmation, the message 'Vote cast successfully' will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Voting method for shareholders on i-Vote E-voting portal:

a) After successful login, Bigshare E-voting system page will appear.
b) Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
c) Select event for which you are desire to vote under the dropdown option.
d) Click on "VOTE NOW" option which is appearing on the right hand side top corner of the page.
e) Cast your vote by selecting an appropriate option "IN FAVOUR", "NOT IN FAVOUR" or "ABSTAIN" and click on "SUBMIT VOTE". A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
f) Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
g) Shareholder can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on investor portal.

Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@nsdl.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 will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, 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 mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz;_ cs@felixindustries.co, if they have voted from individual tab & not uploaded same in the CDSL/NSDL e-voting system for the scrutinizer to verify the same.

General Guidelines for shareholders

1. Institutional shareholders, that is, shareholders other than individuals, Hindu Undivided Families and Non-Resident Indians, are required to submit a scanned copy, in PDF or JPG format, of the relevant Board Resolution, Power of Attorney, Authority Letter or other authorisation document, together with the attested specimen signature(s) of the duly authorised signatory(ies) empowered to vote on their behalf. The aforesaid documents shall be sent by e-mail to the Scrutinizer at **csnisargsharma@gmail.com** with a copy marked to **evoting@nsdl.com**. Alternatively, institutional shareholders may upload the relevant Board Resolution, Power of Attorney, Authority Letter or other authorisation document through their login on the NSDL e-Voting portal by selecting the option **"Upload Board Resolution / Authority Letter"** displayed under the **"e-Voting"** tab.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Asst. Vice President-NSDL or Mr. Sanjeev Yadav, Assistant Manager–NSDL at www.evoting.nsdl.com or contact at NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

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:

1. 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 Registrar and Share Transfer Agent (RTA) of the Company, i.e., Bigshare Services Private Limited at bssahd@bigshareonline.com or to the company at cs@felixindustries.com

2. 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 cs@felixindsutries.co . If you are an Individual shareholder 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 for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in 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.

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

By the order of the Board
For, FELIX INDUSTRIES LIMITED

SD/-
VINAY RAJNIKANT PATEL
WHOLE-TIME DIRECTOR
DIN: 08377751

Date: 03-07-2026
Place: Ahmedabad

EXPLANATORY STATEMENT TO BE ANNEXED TO THE NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the special business mentioned under Item No. 01 to 08 of the accompanying notice:

ITEM NO. 1:

MIGRATION OF LISTING/TRADING OF EQUITY SHARES OF THE COMPANY FROM SME PLATFORM (NSE EMERGE) OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE) TO MAIN BOARD OF NSE.

The Company is presently listed on the SME Platform (NSE Emerge) of National Stock Exchange of India Limited (“NSE”) w.e.f December 05, 2017. The listing will help the Company in many aspects like enhanced branding, better transparency and accountability. Listing on the Main Board of NSE will enhance the participation of retail investors in large numbers and overall market capitalization of the Company may also get increased. The Company is well poised to migrate to the Main Board of NSE

The Company proposes to migrate to the Main Board of National Stock Exchange of India Limited (“NSE”), subject to necessary approvals and compliance with applicable laws and regulations.

Listing on the Main Board is expected to enable wider investor participation, enhance liquidity in the Company’s equity shares, and strengthen its overall market presence. It will also contribute to improved visibility, better price discovery, and enhancement of the Company’s image and goodwill. The benefits of such listing, including increased market capitalization, broader participation, and enhanced transparency, are expected to accrue to the Members of the Company. The proposed migration will act as a catalyst for the Company’s growth and expansion and is expected to enhance long-term shareholder value.

Further, the operations of the Company have been growing steadily. Considering the increasing scale of business activities and with a view to enhance the Company’s brand visibility and market presence, the Board of Directors of the Company, at its meeting held on Friday, July 03, 2026 , has approved the proposal for migration of the Company’s listing from the SME Platform of National Stock Exchange of India Limited (“NSE”) to the Main Board of NSE, subject to approval of the Members and such other approvals as may be required.

Pursuant to provisions of Regulation 277 of ICDR Regulations, the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Accordingly, the Board of Directors of the Company recommends the Special resolution for item No. 01 as proposed and set out in the accompanying Notice for approval of the Members in the Interest of the Company through Postal Ballot (remote e-voting).

None of the Directors and Key Managerial Persons or their relatives has any interest in the passing of the said resolution except to the extent of equity shares held by them in the Company.

ITEM NO.02

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

Keeping in view the Company's present and future business requirements and the funding needs of its group companies and entities covered under Section 185 of the Companies Act, 2013, the Board of Directors considers it expedient to enhance the existing limits to enable the Company to provide financial support, as and when required, with greater operational flexibility. Accordingly, the consent of the Members is sought for the proposed enhancement in accordance with the applicable provisions of the Companies Act, 2013.

Tierra Fertilizer Private Limited is a (step-down subsidiary Company) of Felix Industries Limited (the Company'). 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 by the step-down subsidiary of the Company.

Tierra Fertilizer Private Limited is 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 subsection (2) of Section 185 of the Companies Act, 2013 and hence consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 and amendments thereto for making of Loan(s) to, and/or giving of guarantee(s), and/ or providing of security(ies) in connection with any Loan taken by Tierra Fertilizer Private Limited of an aggregate outstanding amount not exceeding Rs. 20 Crores (Rupees Twenty Crores only) on the terms mentioned in the resolution and necessary delegation of authority to the Board for this purpose. Your directors recommend the resolution to be passed as a special resolution by the members.

The said Loan(s)/ guarantee(s)/security(ies) shall be utilised by the entity for their principal business activities and the matters connected and incidental thereto (the "Principal Business Activities").

To meet the scaling business operations, capital expenditure, and enhanced working capital requirements of the subsidiary companies, the Board of Directors has reviewed the financing needs and proposed the following fresh allocations;

Name of the Entity	**Name of the Companies covered under Section 185**	**Particulars of loans or guarantee or security to be given/ provided**	**Purpose**
Felix Industries Limited	Tierra Fertilizer Private Limited	Aggregate amount of loans or guarantee or security to be given shall not exceed an amount of Rs. 20,00,00,000/- at any point of time. The loan shall be given as and when required by the subsidiary.	The proposed funds shall be utilized for the expansion of the Company's business activities that are incidental to principal business activities, meeting working capital requirements, funding capital expenditure (Capex), and general corporate purposes in connection with the Company's business operations.

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

The Board recommends the Special Resolution set forth in Item No. 02 for the approval of the members via Postal Ballot.

ITEM NO. 03

TO APPOINT MRS. SAI SWAPNA PERICHARLA (DIN:10398242) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Based on the recommendations of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company (the "Board") has recommended the appointment of Mrs. Sai Swapna Pericharla (DIN:10398242) in accordance with Section 149, 150 & 152 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(First Term) with effect from August 07, 2026 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 Director 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 Mrs. Sai Swapna Pericharla as Director .Mrs. Sai Swapna Pericharla has given a declaration to the Board that she meets the criteria of Independence as provided under Section 149(6) of the Act.

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

Mrs. Sai Swapna Pericharla possesses required skills, board competence, integrity and corporate ethics providing independent guidance to the company's management team Her perspective will also support the Company in promoting effective governance through improved executive presence and soft skills development across management levels.

Mrs. Sai Swapna Pericharla has given her consent to act as the Director of the Company. Also, as per the confirmations received from her, she is not disqualified from being appointed as Director in terms of Section 164 of the Act. Mrs. Sai Swapna Pericharla 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 her 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. Sai Swapna Pericharla will not be liable to determination by retirement of directors by rotation at the Annual General Meeting.

The NRC has reviewed the capabilities of Mrs. Sai Swapna Pericharla 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. Sai Swapna Pericharla as an Independent Director, for a period of 5 (five) consecutive years(First Term) effective from August 07, 2026.

In the opinion of NRC and the Board, Mrs. Sai Swapna Pericharla 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 her 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. Sai Swapna Pericharla as an Independent Director, not liable to retire by rotation, for a period of 5 (five) consecutive years (First Term) with effect from August 07, 2026, 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 Mrs. Sai Swapna Pericharla 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 electronically through the desk of the Company Secretary/Compliance Officer at cs@felixindustries.co .

The Board recommends the resolution as set out in Item No. 03 of the Notice for approval of the members as Special Resolution.

Except Mrs. Sai Swapna Pericharla whom this resolution relates to along with and her relatives (to the extent of their shareholding, if any), None of the other Directors and Key Managerial Personnel of the Company or their relatives other than Mrs. Sai Swapna Pericharla and her relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 04 TO 08

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

In accordance with Regulation 2(1)(zc) of the Listing Regulations, a Related Party Transaction ("RPT") includes any transaction involving the transfer of resources, services, or obligations between a listed entity or any of its subsidiaries, on one hand, and a related party of the listed entity or any of its subsidiaries, on the other hand, regardless of whether a consideration is charged. The term "transaction" shall be construed to include a single transaction or a group of transactions forming part of a contract or arrangement.

Further, in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, all material related party transactions require prior approval of the shareholders through ordinary resolutions, even if such transactions are undertaken in the ordinary course of business and are at arm's length.

Also, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 , has introduced the Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" ('Standards') to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the SEBI Listing Regulations read with the SEBI Master Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ('SEBI Master Circular'). The Standards inter alia requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Members while seeking approval

Now, as per the listing Regulations, the transactions shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds scale-based threshold basis as prescribed in Schedule XII of the regulation. Accordingly, the Annual consolidated turnover of Felix Industries Limited for the FY 2025-26 is INR ₹102,21,25,046 (Indian Rupee One Hundred Two Crore Twenty-One Lakhs Twenty-Five Thousand and Forty Six Only) and basis to which the materiality threshold for the Company for seeking shareholders' approval for related party transactions is INR ₹ 10,22,12,546 (Indian Rupee Ten Crore Twenty-Two Lakh Twelve Thousand Five Hundred Forty Six Only). These limits are applicable irrespective of whether the transactions are in the ordinary course of business and/or at arm's length.

Considering the nature, volume and frequency of the proposed transactions, the aggregate value of such transaction(s), whether undertaken individually or collectively or in tranches, is expected to exceed the materiality thresholds prescribed under Regulation 23 of the Listing Regulations and the Company's Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions.

Accordingly, it is in the above context that, resolution No(s). 04 to 08 are placed for the approval of the Shareholders of Felix Industries Limited along with necessary details on the proposed RPTs provided in this Statement.

Based on the review, the Audit Committee has approved and noted that the proposed transactions between the related parties are in the ordinary course of business of the Company and are at arm's_length. The Board of Directors has also approved and recommended Resolution No. 04 to 08 for the approval of the Members of the Company as ordinary resolutions, for entering into and/or continuing with the existing and proposed related party arrangements and transactions.

The Audit Committee has also reviewed the certificate provided by the Managing Director and the Chief Financial Officer of the Company, as required under the RPT Industry Standards.

Members may note that, in terms of the provisions of the Listing Regulations, all related parties (whether or not they are a party to the aforesaid transactions) shall abstain from voting on the relevant resolutions.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except to the extent of their shareholding, if any, in the Company, are in any way concerned or interested, financially or otherwise, in the proposed ordinary resolutions set out at item no. 04 to 08 of this Notice.

All the amounts mentioned in this document are in crore.

The Company shall ensure compliance with all applicable provisions of the Companies Act, 2013, Listing Regulations, the Industry Standards and the Company's internal policies, from time to time

The Board of Directors recommends the ordinary resolution for approval by the Members.

"Details of the proposed related party transactions involving the Company and/or its subsidiaries, as applicable, in respect of Item Nos. 04 to 08 are set out below in accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Section III-B of the applicable SEBI Master Circular and the RPT Industry Standards formulated by the Industry Standards Forum and mandated by SEBI, as amended from time to time."

Pursuant to the SEBI Circular dated June 26, 2025, the Minimum Information relating to the proposed related party transaction(s) and pursuant to Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 is provided for Resolutions 04 to 08 as under:

PART A

S. No.	Particulars of the Information	Information provided by the management
A (1). Basic Details of the Related Party		
1. 2. 3.	Name of the related party Country of incorporation of the related party Nature of business of the related party	***Please refer to Annexure A***

A (2). Relationship and Ownership of the Related Party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	***Please refer to Annexure A***
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	**Not Applicable**
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	**Not Applicable**

A(3). Details Of Previous Transactions with the Related Party		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the financial year 2025-26.	***Please refer to Annexure B***
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year 2026-27 up to the quarter immediately preceding the quarter in which the approval is sought.	***Please refer to Annexure B***
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	**Not Applicable**

A (4). Amount of the Proposed Transactions		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Shareholders.	***Please refer to Annexure C***
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	**Yes, the transactions with related parties in the current financial year are expected to cross materiality thresholds**
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	***Please refer to Annexure C***
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	***Please refer to Annexure C***

5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	***Please refer to Annexure C***
6.	Financial performance of the related party for the immediately preceding financial year (2025-26)	***Please refer to Annexure D***

A (5). Basic details of the Proposed Transactions		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	***Please refer to Annexure E***
2.	Details of each type of the proposed transaction	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	**FY 2026-27.**
4.	Whether omnibus approval is being sought?	**No**
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	***Please refer to Annexure E***
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	***The transactions are designed to harness group synergies, ensure continuity and reliability in the supply of goods and services, and enhance operational efficiency, without compromising independence. The transactions provide assurance of integrity and reliability, and the transactions are fair, transparent, and in the best interests its stakeholders, aligning with the Company's strategic objectives and commitment to high standards of corporate governance.***
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	***None of the promoters, Directors and KMP of the Company or their relatives are personally except to the extent of their Directorship/shareholding if any.***

	a. Name of the director / KMP	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	***Not Applicable***
9.	Other information relevant for decision making.	***All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013***

PART B

S. No.	Particulars of the Information	Information provided by the management
B (1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	**Bids have not been pursued due to the business model through which the Company operates.**
2.	Basis of determination of price.	**The transaction price will be determined in accordance with the guidelines outlined in the Related Party Transaction (RPT) framework approved by the Audit Committee, ensuring it is on an arm's length basis.**
3.	In case of Trade advance(*of upto 365 days or such period for which such advances are extended as per normal trade practice*), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	**Not Applicable**

	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

B (2); Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction. *Note: This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/housing finance companies.*	**Primarily through internal accruals, with a minor portion funded through borrowings.**
2.	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following: *Note: This item of disclosure is not applicable to listed banks/NBFCs/insurance companies/ housing finance companies.*	**Internal accruals and borrowed fund, if any.**
	a. Nature of indebtedness	
	b. Total cost of borrowing	-
	c. Tenure	-
	d. other details	-
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. *Note:* *(1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.* *(2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.*	**Domestic Transactions** **The interest rate is expected to be in the range of 7.5%–14% per annum. The same shall be.** **International Transactions** **The interest rate is expected to be in the range of 4%–12% per annum. The same shall be in compliance with the applicable provisions of the Companies Act, 2013.**

4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	**Domestic Transactions** **The interest rate is expected to be in the range of 7.5% –14% per annum, in line with prevailing industry practices and commercial considerations, including material costs. The same shall be in compliance with the applicable provisions of the Companies Act, 2013.** **International Transactions** **The interest rate is expected to be in the range of 5%-12% per annum, in line with prevailing industry practices and commercial considerations, including material costs. The same shall be in compliance with the applicable provisions of the Companies Act, 2013 read with Indian Transfer pricing regulation and FEMA guidelines ,ensuring benchmarking against prevailing international risk-free reference rates (Such as SOFR) plus an appropriate risk premium .**
5.	Maturity / due date	**Domestic Transactions** **The transaction shall have a pre-defined tenure, up to a maximum of 5 years, with a clearly specified maturity/due date, aligned with the nature and purpose of the transaction.** **International Transactions** **The transaction shall have a pre-defined tenure, of 3 years, with a clearly specified maturity/due date, aligned with the nature and purpose of the transaction**
6.	Repayment schedule & terms	**The funds shall be payable as per the repayment schedule or on maturity / due date as per the terms agreed which will be maximum up to 5 years/ 3 years for domestic transactions and internation transactions respectively.**
7.	Whether secured or unsecured?	**Unsecured**
8.	If secured, the nature of security & security coverage ratio	**Not Applicable**

B (3): Transactions relating to investment made by the listed entity		
1.	*Source of Funds in connection with the proposed transaction,* *Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/*	**NA**

	housing finance companies.	
2.	Where any financial indebtedness is incurred to make investment, specify the following: *Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies.*	**NA**
3.	a. Nature of indebtedness	**NA**
	b. Total cost of borrowing	
	c. Tenure	
	d. other details	
4.	Purpose for which funds shall be utilized by the investee Company.	**NA**
	Material terms of the proposed transaction	

B (4) Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.

1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	**The guarantee/surety/indemnity/comfort letter has been provided to facilitate the subsidiary/associate company in obtaining financial assistance and credit facilities from the lender for meeting its working capital requirements, capital expenditure, project execution, business expansion, and other operational requirements. The support is being extended considering the strategic importance of the entity to the Company's business objectives and is expected to strengthen the financial position and growth prospects of the subsidiary/associate company, thereby creating long-term value for the Company and its stakeholders.**
	(b) Whether it will create a legally binding obligation on listed entity?	**Yes**
2.	Material covenants of the proposed transaction include: i. commission, if any to be received by the listed entity or its subsidiary; ii. contractual provisions on how the listed entity or its subsidiary will recover the monies in case such	**i. Not Applicable.** **ii. The Company maintains management control and influence over policy and decision making due to its holding-subsidiary/associate relationship.**

	guarantee, surety, indemnity or comfort letter is invoked.	
3.	The value of obligations undertaken by the listed entity or any of its subsidiaries, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity of any of its subsidiaries shall also be specified.	**The value of obligation for the Company is equivalent to the amount for which corporate guarantee is being provided by it or on behalf of each of the subsidiaries.** **No provisions required in the Books. Contingent liability is reported for bank and corporate guarantee.**

PART C

S. No.	Particulars of the information	Information provided by the management
C (1): Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary.		
1.	Latest credit rating of the related party *Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any*	***Not Applicable***
2.	Default on borrowings, *if any*, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. *Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.* In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such	**None**

	status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. *Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.*	

C (2): Investment made by the listed entity

1.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	. ***Not Applicable***
2.	Latest credit rating of the related party *Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any*	

C (3) Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.

1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	***Not Applicable***

	Note: a. *Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.* *This information may be provided to the extent it is available in public domain or as may be provided by the related party upon request.*	
2.	Details of solvency status and going concern status of the related party during the last three financial years:	**All related parties of the Company with whom transaction is proposed are its subsidiaries /associates/having significant influence and the statutory auditors have not issued any adverse remarks regarding the solvency or going concern status of these related parties.**
3.	The value of obligations undertaken by the listed entity or any of its subsidiaries, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiaries shall also be specified.	**The value of obligation for the Company is equivalent to the amount for which corporate guarantee is being provided by it or on behalf of each of the subsidiaries.** **No provisions required in the Books. Contingent liability is reported for Bank Guarantee and Corporate Guarantee.**
4.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. *Note: This information may be provided to the extent it is available in the public domain or as may be provided by*	**None**

	the related party upon request.	

Felix

Annexure A

(A(1)- (1)(2)(3), A(2)- (1)

Sr. No.	Name of the related party	Country of Incorporation	Nature of Business of the Related Party	Relationship	% Shareholding of the listed entity/ subsidiary, whether direct or indirect in the related parties
1.	Felix industries LLC	Sultanate of Oman	Hazardous waste treatment and disposal • Waste to energy • Chemical waste incineration • Environmental clean-up services • Oil waste processing, refining, and recycling • Plastic processing • Waste scrap/recycling including metal/non-metal • Sewage treatment	Subsidiary	76.50%
2.	Felix Prime Metals Private Limited	India	Recycling heavy metals and recovering of metals from hazardous and non-hazardous waste.	Subsidiary	51.00%
3.	Rivita Solutions Private Limited	India	Engineering excellence for oil and gas ecosystems. Turnkey plant operations and oil technologies • Construction and maintenance of water infrastructure • Comprehensive waterworks and utility services	Subsidiary	51.00%
4.	Eco-Vision Aqua Care Private Limited	India	Infrastructure for Wastewater Management. Engineering, Procurement & Construction (EPC), operation and maintenance	Associate	18.75%
5.	Tierra Fertilizer Private Limited (Intermediate Entity – Felix Prime Metals Private Limited)[1]	India	Processing hazardous and non-hazardous waste.	Step-Down Subsidiary	0.00%

(1) Tierra Fertilizer Private Limited has become a wholly owned subsidiary of Felix Prime Metals Private Limited and, consequently, a step-down subsidiary of Felix Industries Limited, which holds a 51% stake in Felix Prime Metals Private Limited.

Annexure B Part A(3)-(1) (2)

Sr. No.	Company	Name of the Related Party	Nature of Transaction	FY 2025-26 (INR in crore)*	FY 2026-27 (INR in crore) *("The figures shared herein have been prepared based on the books of accounts till the date of dispatching the postal ballot notice.")**
1.	Felix Industries Limited	Felix Industries LLC	Sale of Goods	0.16	0.00
			Investment	3.02	0.00
			Loan	16.39	0.00
2.	Felix Industries Limited	Felix Prime Metals Private Limited	Investment	0.0051	0.00
			Loan	5.06	3.94
3.	Felix Industries Limited	Rivita Solutions Private Limited	Loan	2.76	0.26
			Sale of Goods	2.36	0.00
			Guarantee	0.09	0.00
4.	Felix Industries Limited	Eco-Vision Aqua Care Private Limited	Loan	10.42	2.08
			Investment	2.70	0.00
			Corporate Guarantee	48.00(1)	0.00
5.	Felix Industries Limited	Tierra Fertilizer Private Limited	Sale of Goods	3.39	0.65

*The amount reflects the closing balance for FY 2025–26 and the closing balance as on the date of this Notice for FY 2026–27.

(1) The corporate guarantee of ₹48 crore disclosed in relation to FY 2025-26 represents a continuing historical exposure governed by the earlier valid approval. The proposed limit of ₹30 crore for FY 2026-27 is exclusive of the said guarantee and comprises only the transaction categories specified in Annexure E.

Annexure C

(Details of A(4)-(1)(3)(4)(5))

Sr. No	Name of Related Party	Amount of Proposed Transactions (in crore)	Value of Proposed Transactions % of Felix Annual Consolidated Turnover (in %) *(Figures as per FY 2025-26)*	Value of Proposed Transaction as a % of Subsidiary Annual Standalone Turnover (Transaction involving subsidiary and Felix is not a party) (in %) *(Figures as per FY 2025-26)*	Value of Proposed Transaction as a % of related party standalone turnover (in %) *(Figures as per FY 2025-26)*
1.	**Felix Industries LLC(1)**	**70.00**	**68.48%**	**NA**	**344.88%**
2.	**Felix Prime Metals Private Limited(2)**	**15.00**	**14.68%**	**NA**	**NA**
3.	**Eco-Vision Aqua Care Private Limited(3)**	**30.00**	**29.35%**	**NA**	**NA**
4.	**Rivita Solutions Private Limited(1)**	**15.00**	**14.68%**	**NA**	**340.49%**
5.	**Tierra Fertilizer Private Limited(4)**	**40.00**	**39.13%**	**NA**	**1186.94%**

(1) Felix industries LLC & Rivita Solutions Private Limited Financials are audited as on March 31, 2026
(2) Felix Prime Metals is incorporated on November 21, 2025, so no revenue has been booked as on date of the notice.
(3) Eco-Vision Aqua Care Private Limited financials are unaudited. No revenue has bene booked as on date of the notice.
(4) Tierra Fertilizer Private Limited is acquired in the month of May' 2026

Annexure D

(Details of A(4)-(6))

Sr. No.	Name of the Related Party	FY 2025-26 (INR in Crore)		
		Turnover	Net worth	Net Profit
1.	Felix Industries LLC	**20.30**	**42.80**	**0.44**
2.	Felix Prime Metals Private Limited	**0.00**	**0.0072**	**0.0028**
3.	Rivita Solutions Private Limited	**4.41**	**(0.47)**	**(0.52)**
4.	Eco-Vision Aqua Care Private Limited	**0.00**	**5.84**	**(0.06)**
5.	Tierra Fertilizer Private Limited	**3.37**	**(2.11)**	**(3.32)**

*** Felix Industries LLC amount is defined on the exchange rate of OMR**

Annexure E (Details of A(5)(1)(5))

Sr. No.	Name of Party	Nature of Transactions	Amount (INR in crore)
1.	**Felix Industries LLC**	**Sale of Goods**	**5.00**
		Loan	**5.00**
		Corporate Guarantee	**60.00**
2.	**Felix Prime Metals Private Limited**	**Loan**	**15.00**
3.	**Rivita Solutions Private Limited**	**Sale of Goods**	**7.00**
		Loan	**7.50**
		Bank Guarantee	**0.50**
4.	**Eco-Vision Aqua Care Private Limited**	**Sale of Goods**	**15.00**
		Loan	**15.00**
5.	**Tierra Fertilizer Private Limited**	**Sale of Goods**	**20.00**
		Loan	**5.00**
		Corporate Guarantee	**15.00**

Annexure to Item No. 3 of the Notice

Information as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and Secretarial Standard on General Meetings (SS-2):

Name of the Director	Mrs. Sai Swapna Pericharla
Directors Identification Number	10398242
Date of Birth	06/03/1980
Age	46 Years
Qualifications	• Director's Certification in Corporate Governance from the Indian Institute of Corporate Affairs (IICA) • Master's in Business Administration (MBA) • Internationally Certified Image Consultant from Image Consulting Business Institute, co-branded with Conselle Institute of Image Management, USA • Internationally Certified Soft Skills Coach from the Scottish Qualifications Authority (SQA), the national accreditation and awarding body in Scotland • Certified Train the Trainer from ICBI accredited by NABET • Post Graduate Diploma in Business Entrepreneurship from the Entrepreneurship Development Institute of India (EDI) • Entrepreneurship Development Programme from The Centre for Entrepreneurship Development (CED)
Experience (including expertise in specific functional area) / Brief Resume	Mrs. Sai Swapna Pericharla possesses required skills, board competence, integrity and corporate ethics providing independent guidance to the company’s management team Her perspective will also support the Company in promoting effective governance through improved executive presence and soft skills development across management levels.

Terms and Conditions of Re-appointment	Not Applicable
Remuneration last drawn (including sitting fees, if any)	Not Applicable
Remuneration proposed to be paid	Not Applicable
Date of first appointment on the Board	Not Applicable
Shareholding in the Company (including Shares held as a beneficial owner) in the Company as on date of this Notice	NIL
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Mrs. Sai Swapna Pericharla does not have any relation with other Directors, Manager and other Key Managerial Personnel
Number of meetings of the Board attended during the financial year (2025-2026)	Not Applicable
Directorships held in other Companies	NIL
Membership / Chairmanship of Committees of other Companies	NIL
Listed entities from which director has resigned in past 3 years	NIL
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mrs. Sai Swapna Pericharla possesses Leadership, Management, requisite Board skills, Expertise, Competence for discharging duty as Independent Director of the Company.

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

Date: 03.07.2026
Place: Ahmedabad

By the order of the Board
For, FELIX INDUSTRIES LIMITED

SD/-
VINAY RAJNIKANT PATEL
WHOLE-TIME DIRECTOR
DIN: 08377751