



FILATEX INDIA LIMITED

CIN No.L17119DN1990PLC000091

FIL/SE/2022-23/46
23rd September, 2022

National Stock Exchange of India Limited
Listing Department
5th Floor, Exchange Plaza, C-1, Block-G,
Bandra-Kurla Complex, Bandra (E)
Mumbai-400 051
Security Symbol: **FILATEX**

BSE Limited
Listing Department
25th Floor, Pheroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001
Security Code: **526227**

Sub.: Notice convening the 32nd AGM

Dear Sir/Madam,

This has reference to our letter No. FIL/SE/2022-23/42 dated 5th September, 2022 regarding submission of **Notice convening the 32nd AGM** to be held on **Tuesday, 27th September, 2022 at 4.00 P.M. through Video Conferencing ("VC")**.

In this regard, it was found that we have inadvertently mentioned Ordinary Resolution instead of Special Resolution in the ITEM NO. 6 (APPOINTMENT OF SHRI RAJENDER MOHAN MALLA (DIN:00136657) AS AN INDEPENDENT DIRECTOR) on page no. 1 and page no. 9 of **Notice convening the 32nd AGM**.

Corrected Notice convening the 32nd AGM is attached herewith and the same is made available on the Company's website.

Except above the changes, there is no change in the said AGM Notice.

We request you to kindly take the same on record.

Thanking You,

Yours Faithfully,
For FILATEX INDIA LIMITED

COMPANY SECRETARY

Encl.: a/a

CORPORATE OFFICE

Bhageria House
43 Community Centre
New Friends Colony
New Delhi - 110025, India
P +91.11.26312503,26848633/44
F +91.11.26849915
E fildelhi@filatex.com

REGD. OFFICE & WORKS

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U.T. of Dadra & Nagar Haveli
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E fildadra@filatex.com

SURAT OFFICE

Bhageria House
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Surat - 395002
India
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F +91.261.2310796
E filsurat@filatex.com

MUMBAI OFFICE

321, Maker Chamber - V
Nariman Point
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India
P +91.22.22026005/06
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E filmumbai@filatex.com

Website: www.filatex.com

Notice Convening 32nd Annual General Meeting

NOTICE is hereby given that the 32nd Annual General Meeting ('AGM') of the Members of FILATEX INDIA LIMITED (the "Company") will be held on Tuesday, 27th September, 2022 at 4.00 PM through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS

ITEM NO. 1: ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2022

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March 2022 along with Board's Report, Independent Auditors' Report thereon, Corporate Governance Report, Secretarial Auditor's Report and other annexures therewith, be and are hereby received, considered, approved and adopted.

ITEM NO. 2: DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR ENDED ON 31st MARCH, 2022

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT dividend of ₹ 0.20 (Twenty Paise) per equity share of ₹ 2 each for the financial year ended on 31st March, 2022, as recommended by the Board of Directors of the Company, be and is hereby declared.

ITEM NO. 3: RE-APPOINTMENT OF SHRI ASHOK CHAUHAN, WHOLE-TIME DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013 and any other applicable provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force), **Shri Ashok Chauhan (DIN: 00253049)**, Whole-time Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

ITEM NO. 4: RE-APPOINTMENT OF M /S ARUN K. GUPTA & ASSOCIATES, CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS OF THE COMPANY

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, **M /s Arun K. Gupta & Associates**, Chartered Accountants be and are hereby re-appointed as the Statutory Auditors of the Company for a further term of five years commencing from the Company's financial year 2022-23 to hold office from the conclusion of the 32nd Annual General Meeting of the Company till the conclusion of the 37th Annual General Meeting to be held in 2027 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.

SPECIAL BUSINESS

ITEM NO. 5: RATIFICATION OF REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR ENDING 31st MARCH, 2023

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013, the payment of Remuneration of ₹ 65,000 (Rupees Sixty Five Thousands) plus GST and out of pocket expense to **M/s Bahadur Murao & Co.**, a firm of Cost Auditors, (Firm Registration No. 000008), who were appointed by the Board of Directors in their Meeting held on 27th May, 2022 for conducting the audit of cost records of the Company for the financial year ending 31st March 2023, be and is hereby approved and ratified

ITEM NO. 6: APPOINTMENT OF SHRI RAJENDER MOHAN MALLA (DIN:00136657) AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules made thereunder, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, **Shri Rajender Mohan Malla (DIN:00136657)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 27th July, 2022 and whose term of office expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company for a period of three years w.e.f. 27th July, 2022.

By Order of the Board of Directors
For FILATEX INDIA LIMITED

Place : New Delhi
Date : 27th July, 2022

RAMAN KUMAR JHA
COMPANY SECRETARY

REGISTERED OFFICE:

Survey No.274, Demni Road, Dadra
(U.T. of Dadra & Nagar Haveli) 396 193
Phone no. 260-2668343/8510
Fax No.260-2668344
Email: fildadra@filatex.com
Website: filatex.com
CIN: L17119DN1990PLC000091

Notes:

1. In view of the prevailing COVID-19 pandemic, the Ministry of Corporate Affairs (the "MCA") vide General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No.22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021 and General Circular No. 20/2021 dated 8th December, 2021 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), has allowed Companies to conduct Annual General Meeting through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), thereby, dispensing with the requirement of physical attendance of the members in the AGM. Accordingly, the 32nd Annual General Meeting of the Company will be held through VC or OAVM in compliance with the said circulars and the relevant provisions of the Companies Act, 2013 (as amended) (the "Act") and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations"). Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

2. In terms of the said MCA circulars and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the requirement of sending proxy forms to the shareholders as per provisions of Section 105 of the Act read with Regulation 44(4) of the Listing Regulations, has been dispensed with. Therefore, the facility to appoint proxy by the members will not be available and accordingly, the Proxy Form and Attendance Slip are not annexed to this Notice.

However, in pursuance of Section 113 of the Act and Rules made thereunder, the corporate members are entitled to appoint authorized representatives to cast vote through remote e-Voting or to cast Vote during the AGM, through VC or OAVM. Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at shares@filatex.com/primekoss@hotmail.com with a copy marked to evoting@nsdl.co.in.

3. Since the AGM will be held through VC or OAVM, Route Map is not being provided with the Notice.

4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of **Item No(s). 4 to 6** of the Notice is annexed hereto. Necessary information of the Director seeking re-appointment at the AGM as required under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also appended to the Notice.

5. The Register of Members and Share Transfer Books of the Company shall be closed from 21st September, 2022 to 27th September, 2022 (both days inclusive).

6. The dividend as recommended by the Board of Directors will be paid to the members on or before 30th day from the date of declaration i.e. date of AGM.

- **For equity shares held in physical form** – those Members whose names will appear in the Register of Members on the close of the day on Tuesday, 20th September, 2022
- **For equity shares held in dematerialized form** – those beneficiaries, whose names are furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owner on close of day on Tuesday, 20th September, 2022.

7. Members are requested to notify:

A) change of address, if any, with Pin Code, quoting reference of their folio number, to the Company.

B) members who are holding shares in Demat Mode are requested to notify any change in their address to their respective Depository Participant.

8. Members seeking any information with regard to Accounts are requested to write to the Company at least ten days in advance so as to enable the Company to keep the information ready.

9. Pursuant to Section 124(5) of the Companies Act, 2013, in respect of dividends unclaimed for more than seven years from the date of transfer in Unpaid Dividend Account, the Company has transferred unclaimed dividend to the Investor Education and Protection Fund (IEPF) for the financial years 2009-10, 2010-11 & 2011-12. Further the Company has also transferred related shares to IEPF Suspense Account. The shares and dividend amount which had been transferred to IEPF, can be claimed from the IEPF Authority by following the procedures which are available on the Company's website www.filatex.com and on the IEPF Authority's website www.iepf.gov.in.

The members who have not claimed dividend for the Financial Year 2020-21, they are requested to contact the Corporate Office of the Company.

10. In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, requests for effecting transfer of securities can be processed in dematerialized form w.e.f. 01.04.2019 with a depository except in case of transmission or transposition of securities. Members may also please also note that the shares of the Company are compulsorily traded only in Dematerialized form on Stock Exchanges. Shareholders, who have not yet dematerialized, are requested to have their shares dematerialized to avail the benefits of electronic form of trading.

11. In terms of SEBI circular, you are requested to provide copy of PAN card and original cancelled cheque leaf/attested bank passbook showing your name as account holder.

12. Pursuant to the provisions of Section 72 of the Companies Act, 2013, the members holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole

holder or all the joint holders. Members holding shares in demat form may contact their respective Depository Participants for availing this facility and the Registrar in respect of shares held in physical form.

13. All Documents referred to in the Notice and Explanatory Statement are open for inspection by the members at the Registered Office of the Company on any working day during office hours from 10.00 A.M. to 1.00 P.M. upto the date of the Meeting. During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available for inspection upon login at NSDL e-Voting system at <https://www.evoting.nsdl.com>.

14. As a part of Green initiative in the Corporate Governance, the Ministry of Corporate Affairs (MCA) vide its circulars dated 21st and 29th April, 2011, permitted service of documents through electronic mode in place of physical mode to all the shareholders. Your Company is also keenly desiring **to participate in such initiative and request all the shareholders to update their email IDs with their Depositories (NSDL & CDSL) or send their email IDs alongwith DP ID/Client ID to the Company to enable your Company to serve all future communication through email.** Keeping in view of the aforesaid initiative of MCA, your Company shall send the Annual Report, to its Members in electronics form, to the email address provided by them.

15. The Notice alongwith the Annual Report of the Company for the financial year ended 31st March, 2022, will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), or the Depository Participant(s). The Notice and the Annual Report for the financial year ended 31st March, 2022 shall be available on the websites of the Company

viz., www.filatex.com and of the Stock Exchanges where Equity Shares of the Company are listed. The Notice shall also be available on the e-Voting website i.e. www.evoting.nsdl.com of the National Securities Depository Limited (NSDL) engaged for providing remote E-voting facility and e-Voting at AGM through VC/OAVN.

16. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended from time to time and Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote at the 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The Company has entered into an agreement with National Securities Depository Limited (NSDL), as the authorized agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting system as well as venue voting through VC/OAVM on the date of the AGM will be provided by NSDL.

The members, who have cast their vote by remote e-voting prior to the AGM, may also attend the AGM through VC/OAVM but shall not be entitled to cast their vote again.

The remote e-voting period commences on 23rd September, 2022 (9:00 am) and ends on 26th September, 2022 (5:00 pm). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2022 may cast their vote by remote e-voting.

The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

HOW DO I VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM?

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

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

App Store

Google Play


Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 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 022- 23058738 or 022- 23058542-43

B) Login Method for e-Voting and joining virtual meeting 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 open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical Your User ID is:

a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM.

How to cast your vote electronically and join General Meeting 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 and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution / Power of Attorney / Authority Letter by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in your Login or send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to primekoss@hotmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or

"**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager of NSDL at evoting@nsdl.co.in.

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 shares@filatex.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 shares@filatex.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

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

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at shares@filatex.com. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
17. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 20th September, 2022. **A person who is not a member as on the cut-off date should treat this Notice for information purpose only.**
18. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20th September, 2022 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or admin@mcsregistrars.com. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after despatch of the Notice and holding shares as of the cut-off date may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
19. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20th September, 2022 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or admin@mcsregistrars.com.
20. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through VC/OAVM.
21. Mr. K.O.Siddiqui, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the Remote e-voting process and e-Voting at AGM through VC/OAVM in a fair and transparent manner.
22. The Scrutinizer, after the conclusion of voting at the meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, and submit to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
23. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to stock exchanges.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 (“Act”)

ITEM NO. 4

As per the provisions of Section 139 of the Companies Act 2013, Members of the Company in their Annual General Meeting held on 25th September, 2017 had appointed **M/s Arun K. Gupta & Associates** (Firm Registration No. 000605N) as the Statutory Auditors of the Company to hold office for a term of five years commencing from the Company's financial year 2017-18 till the conclusion of the 32nd Annual General Meeting.

The Board of Directors of the Company in its meeting held on 27th May, 2022, recommended re-appointment of M /s Arun K. Gupta & Associates, Chartered Accountants as the Statutory Auditors of the Company for a further term of five years commencing from the Company's financial year 2022-23 to hold office from the conclusion of the 32nd Annual General Meeting of the Company till the conclusion of the 37th Annual General Meeting to be held in 2027.

In accordance with the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) **M/s Arun K. Gupta & Associates** have provided their consent and eligibility certificate to that effect, their re-appointment, if made, would be in compliance with the applicable laws.

The fees paid to M/s Arun K. Gupta & Associates for the financial year 2021-22 is ₹ 15.36 Lakhs (Audit Fee: ₹ 10.50 Lakhs, Tax Audit Fee: ₹ 4 Lakhs and certification charges : ₹ 0.86 Lakhs) plus GST and out of pocket expenses. The remuneration to be paid to Statutory Auditors during the second term shall be mutually agreed between the Board of Directors and Statutory Auditors from time to time

Accordingly, consent of the Members of the Company is sought for re-appointment of M/s Arun K. Gupta & Associates as Statutory Auditors as set out at Item No. 4.

Your Directors recommend passing of the Resolutions at Item No. 4 as an ORDINARY RESOLUTION.

None of the Directors of the Company, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in this resolution.

ITEM NO. 5

The Board, on the recommendation of the Audit Committee, in its meeting held on 27th May, 2022 has approved the appointment and remuneration of the Cost Auditors, **M/s Bahadur Murao & Co.**, to conduct the audit of the cost records of the Company for the financial year ending 31st March 2023. In accordance with the provisions of Section 148 of the Companies Act, 2013, and rules made thereunder, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March 2023 as set out at Item No. 5 by passing an Ordinary Resolution.

Your Directors recommend passing of the Resolutions at Item No. 5 as an ORDINARY RESOLUTION.

None of the Directors of the Company, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in this resolution.

ITEM NO. 6

In terms of Section 161(1) of the Companies Act, 2013 and Article 92 of the Articles of Association of the Company, **Shri Rajender Mohan Malla (DIN:00136657)** was appointed as an Additional Director of the Company by the Board of Directors with effect from 27th July, 2022 and whose term of office expires at this Annual General Meeting.

The Company has received a notice in writing from a member proposing his candidature for the office of Independent Director of the Company. Further, the Company has received declarations from Shri Rajender Mohan Malla to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. He also confirmed that he has not been debarred from holding the office of Director by virtue of any SEBI order or of any other Authority

Based on the aforesaid declaration received from Shri Rajender Mohan Malla, the Board is of the opinion that Shri Rajender Mohan Malla fulfills the criteria of being appointed as Independent Director as stipulated in Section 149 (6) of the Companies Act, 2013 and other applicable provisions of Companies Act, 2013 and Rules made thereunder and is also independent of the management.

Mr. Rajender Mohan Malla has a Bachelor's of Commerce degree from Shri Ram College of Commerce, an M.Com degree from the University of Delhi, and an MBA degree from the University of Delhi's Faculty of Management Studies.

He has a long and successful career spanning four decades. He has held senior and substantial decision-making roles in banks, financial institutions, and non-banking financial companies. IDBI Bank Ltd., SIDBI, IFCI, and PTC India Financial Services Limited are some of these banks. From 2013 to 2015, he was MD & CEO of PTC India Financial Services Limited (PFS), a subsidiary of PTC India Limited, and previous to that, CMD of IDBI from 2010 to 2013.

The Board of Directors consider that the continuance of Shri Rajender Mohan Malla on the Board will be beneficial to the Company and recommend passing of the **Special** Resolution at Item No. 6 of his appointment for your approval.

Except Shri Rajender Mohan Malla, none of the Directors of the Company, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in this resolution.

By Order of the Board of Directors
For FILATEX INDIA LIMITED

Place : New Delhi
Date : 27th July, 2022

RAMAN KUMAR JHA
COMPANY SECRETARY

REGISTERED OFFICE:

Survey No.274, Demni Road, Dadra
(U.T. of Dadra & Nagar Haveli) 396 193
Phone no. 260-2668343/8510
Fax No.260-2668344
Email: fildadra@filatex.com
Website: filatex.com
CIN: L17119DN1990PLC000091

OTHER DETAILS REQUIRED UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 IN RESPECT OF DIRECTOR RETIRING BY ROTATION OF SHRI ASHOK CHAUHAN, WHOLE-TIME DIRECTOR AND APPOINTMENT OF SHRI RAJENDER MOHAN MALLA ARE AS UNDER:

Name of Directors	Shri Ashok Chauhan	Shri Rajender Mohan Malla
Age (Years)	70	69
Qualifications	MBA, B.E (Mech.)	MBA, M.Com, B.Com. [Hons.] from Delhi University Certified Associate of Indian Institute of Bankers PGDBM from Management Development Institute, Gurgaon
Date of Appointment	12-02-2014	27-07-2022
Expertise in specific functional areas/ Experience	Marketing, Project Management, General and overall Operations, Corporate Planning, Risk Evaluation & Business Investment strategies	43 years Rich and diversified experience in Management, Finance, Treasury & Funding, Accounts, IT, HR, training and development
Directorship in Indian Companies	Listed Company Filatex India Limited	Listed Company Filatex India Limited IOL Chemicals And Pharmaceuticals Limited Waaree Technologies Limited Unlisted Company Metro Tyres Limited Waaree Energies Limited Mumbai International Airport Limited Navi Mumbai International Airport Private Limited Nextgen Telesolutions Private Limited Morgan Arc Private Limited Adani Capital Private Limited Centillion Finance Private Limited
Chairman/Member of the committees of the Board of the Companies on which he is a Director	Member of Risk Management Committee- Filatex India Limited Chairman of Audit Committee	Member of Audit Committee of Filatex India Limited and Waaree Technologies Limited, Chairman of Audit Committee of Waaree Energies Limited, Mumbai International Airport Limited, Navi Mumbai International Airport Private Limited and Adani Capital Private Limited. Member of Nomination and Remuneration Committee of IOL Chemicals and Pharmaceuticals Limited, Waaree Energies Limited, Mumbai International Airport Limited, Navi Mumbai International Airport Private Limited and Adani Capital Private Limited.
Listed Entities from which resigned as Director in past 3 years	Nil	Vardhman Textile Ltd Central Depository Services (India) Limited Bharat Financial Inclusion Limited
Shares held in the Company	3,11,495	Nil
Relationship with Directors /KMP	Not related to any Director/KMP of the Company	Not related to any Director/KMP of the Company
Four Board Meetings held during the Financial Year 2021-22	All meetings attended	Not Applicable as he was appointed during Financial year 2022-23