



FIL/SE/2022-23/56
14th November, 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**

Dear Sir /Madam,

This is continuation to our letter No. FIL/SE/2022-23/52 dated 8th November, 2022, informing that the Sub-division of One Equity share of Face Value of Rs.2 into 2 Equity shares of Face Value of Rs. 1 each, will be approved by the Members of the Company by way of Postal Ballot.

In this regard, please find enclosed herewith Postal Ballot Notice sent today to the members of the Company through Email to cast their votes by remote e-voting only. Postal Ballot Notice is available on the Company's website www.filatex.com and on the website of NSDL www.evoting.nsdl.com. Communication of assent or dissent of the Members would take place only through the remote e-voting system.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide remote e-voting facility to its members. The voting rights of Members shall be reckoned on the paid-up value of shares registered in the name of the member(s) as on cut-off date. The e-voting period will commence on Tuesday, 15th November, 2022 at 9:00 a.m. (IST) and ends at 5:00 p.m. (IST) on Wednesday, 14th December, 2022. During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, that is, Friday, 4th November, 2022, may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter.

The results will be declared on Thursday, 15th December, 2022 at the Corporate office of the Company.

This is for your information & record please.

Thanking You,

Yours Faithfully,
For FILATEX INDIA LIMITED

Raman Kumar Jha
Company Secretary & Compliance Officer

CORPORATE OFFICE

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

REGD. OFFICE & WORKS

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SURAT OFFICE

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E filsurat@filatex.com

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Website: www.filatex.com

 FILATEX	FILATEX INDIA LIMITED Regd. 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
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POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company,

Notice is hereby given that the resolutions set out below are proposed to be passed by the Members of Filatex India Limited (**“the Company”**) by means of Postal Ballot only by voting through electronic means (**“remote e-voting”**), pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 (**“the Act”**) and Rule 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) read with the 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 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (**“MCA”**) (hereinafter collectively referred to as **“MCA Circulars”**).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An Explanatory Statement pursuant to Section 102(1) of the Act setting out all material facts and reasons thereof relating to the resolutions mentioned in this Postal Ballot Notice is attached.

The Company has appointed **Mr. K. O. Siddiqui**, Practising Company Secretary, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

Remote e-voting period commences on **Tuesday, 15th November, 2022 at 9:00 a.m. (IST) and ends at 5:00 p.m. (IST) on Wednesday, 14th December, 2022**. During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the **cut-off date**, that is, **Friday, 4th November, 2022**, may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter.

The Scrutinizer will submit his report to the Chairman and Managing Director/in his absence to Joint Managing Director of the Company and the results of Postal Ballot will be announced on **Thursday, 15th December, 2022** at the Corporate Office of the Company.

The said results along with the Scrutinizer’s Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website www.filatex.com and on the website of National Securities Depository Limited (**“NSDL”**) www.evoting.nsdl.com.

RESOLUTION NO. 1

SUB-DIVISION OF EQUITY SHARES OF THE COMPANY FROM THE FACE VALUE OF RS. 2/- PER EQUITY SHARE TO RS. 1/- PER EQUITY SHARE

To consider and, if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:-

“RESOLVED THAT pursuant to the provisions of Sections 61(1)(d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association

of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, the approval of the Members of the Company be and is hereby accorded for sub-division of One Equity Shares of the Company having a face value of Rs. 2/- (Rupees Two only) each into 2 (Two) Equity Shares having a face value of Rs. 1/- (Rupee One only) each.

RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs. 2/- (Rupees Two only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and despatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s), which the Board may have constituted or hereafter constitute in this behalf, to exercise the powers conferred on the Board by this resolution), be and is hereby authorized to make appropriate adjustments due to the sub-division of shares as aforesaid, to the outstanding options granted to the employees of the Company under the Filatex Employees Stock Options Scheme 2015 pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and any amendments thereto from time to time, such that the exercise price for all outstanding options (vested and unvested options, including lapsed and forfeited options) as on the ‘record date’ (as determined by the Board) shall be proportionately adjusted and the number of options which are available for grant and those already granted but not exercised as on the ‘record date’ (as determined by the Board) shall be appropriately adjusted.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s), which the Board may have constituted or hereafter constitute in this behalf be and is hereby authorized to fix the Record Date for the purpose of the Sub-division and to do all such acts, deeds, matters and to take steps as may be necessary including the delegation of all or any of the powers herein conferred, to any Director(s), Company Secretary or any other officer(s) of the Company, for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all such deeds, applications, documents, undertakings and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution”.

RESOLUTION NO. 2

Alteration of the Capital Clause in the Memorandum of Association

To consider and, if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:-

“RESOLVED THAT in accordance with the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force, the existing Clause V of the Memorandum of Association of the Company relating to Share Capital be and is hereby altered by deleting the same and substituting in its place and stead, the following as new Clause V:

- V. The Authorised Share Capital of the Company is Rs. 60,00,00,000 (Rupees Sixty crores only) consisting of 60,00,00,000 (Sixty Crores only) equity shares of Rs. 1/- (Rupee One Only) each with power to increase or reduce its Share Capital from time to time and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Companies Act and the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges, conditions or restrictions in such manner as may be for the time being provided by the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee(s), which the Board may have constituted or hereafter constitute in this behalf, to exercise the powers conferred on the Board by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining necessary approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director(s), Company Secretary or any other officer(s) of the Company”.

By Order of the Board of Directors
For **FILATEX INDIA LIMITED**

Place: New Delhi
Date : 8th November, 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. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out all material facts and reasons relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

Members may note that this Postal Ballot Notice will also be available on the Company’s website **www.filatex.com** and websites of the Stock Exchanges where the equity shares of the Company are listed i.e. **www.bseindia.com** for BSE Limited and **www.nseindia.com** for National Stock Exchange of India Limited and on the website of NSDL **www.evoting.nsdl.com**.

3. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Member / beneficial owner (in case of electronic shareholding) as on **Friday, 4th November, 2022** (“Cut-off date”). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. Communication of assent or dissent of the Members would take place only through the remote e-voting system.
4. The e-voting period commences on **Tuesday, 15th November, 2022 at 9:00 a.m. (IST) and ends at 5:00 p.m. (IST) on Wednesday, 14th December, 2022**. During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, that is, **Friday, 4th November, 2022**, may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter.
5. During the voting period, Members can login to NSDL e-voting platform i.e. <https://www.evoting.nsdl.com> any number of times till they have voted on the resolutions. Once the vote on the resolutions is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
6. The resolutions, if approved, shall be deemed to have been passed on the last date of voting, that is, **Wednesday, 14th December, 2022**.

7. Relevant documents referred to in this Postal Ballot Notice and the Statement are available for inspection by the Members at the Company's registered office during business hours on all working days except Saturday, Sunday and public holidays, without any fee, from the date of despatch of this Postal Ballot Notice till the last date of remote e-voting.
8. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
9. **Remote e-Voting**

In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting Facility provided by Listed Entities, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to its Members.

The details of the process and manner for remote e-voting are explained herein below

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 for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are 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"> 1. 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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 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

	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;">  <p>App Store</p>  <p>Google Play</p> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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 www.cdslindia.com and click on login & New System Myeasi Tab 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 a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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.</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 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 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.

<p>c) How to retrieve your 'initial password'?</p> <p>(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'.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email IDs are not registered</p>
<p>6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:</p> <p>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.</p> <p>b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.</p> <p>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.</p> <p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p>
<p>7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.</p>
<p>8. Now, you will have to click on "Login" button.</p>
<p>9. After you click on the "Login" button, Home page of e-Voting will open.</p>

Step 2: Cast your vote electronically on NSDL e-Voting system.

<u>How to cast your vote electronically on NSDL e-Voting system?</u>
<p>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.</p> <p>2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.</p> <p>3. Now you are ready for e-Voting as the Voting page opens.</p> <p>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.</p> <p>5. Upon confirmation, the message "Vote cast successfully" will be displayed.</p> <p>6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.</p> <p>7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.</p>

<u>General Guidelines for shareholders</u>
<p>1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to primekoss@hotmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.</p> <p>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</p>

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 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), AADHAAR (self attested scanned copy of Aadhaar 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), AADHAAR (self attested scanned copy of Aadhaar Card) to shares@filatex.com. 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.co.in 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 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.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
 (“the Act”)**

The following Explanatory Statement sets out all the material facts and reasons thereof relating to the proposed resolutions mentioned in the accompanying Notice:

Item No. 1

The Equity Shares of your Company are listed and actively traded on BSE Limited and the National Stock Exchange of India Limited.

In order to improve the liquidity of your Company’s Equity Shares in the Stock Market with higher floating stock in absolute numbers and to encourage the participation of small investors by making the Equity Shares of the Company affordable, the Board of Directors of the Company, at its Meeting held on 8th November, 2022 considered and approved the sub-division of one Equity Share of the Company having a face value of Rs. 2 each into 2 (Two) Equity Shares of face value of Rs. 1 (One) each subject to approval of the Members and any other statutory and regulatory approvals, as applicable. Article 4 of the Articles of Association of the Company permits sub-division of shares subject to approval of Members. The Record Date for the aforesaid sub-division of the Equity Shares will be fixed after approval of the Members is obtained.

<u>Share Capital (Pre Sub-division)</u>	
Authorised	Paid-up and subscribed
Rs.60,00,00,000 (30,00,00,000 Equity shares of Rs.2 each)	Rs.44,30,11,250 (22,15,05,625 Equity shares of Rs.2 each)
<u>Share Capital (Post Sub-division)</u>	
Authorised	Paid-up and subscribed
Rs.60,00,00,000 (60,00,00,000 Equity shares of Rs.1 each)	Rs.44,30,11,250 (44,30,11,250 Equity shares of Rs.1 each)

Upon approval of the shareholders for sub-division of equity shares, in respect of equity shares held in physical form, the old share certificate(s) of face value of Rs. 2/- each will stand cancelled on the record date and the new share certificate(s) of nominal value of Rs.1/- each, fully paid-up, will be dispatched to the shareholders. In respect of equity shares held in dematerialized form, the sub-divided equity shares will be directly credited to the shareholder’s demat account on the record date in lieu of their existing equity shares.

The sub-division of Equity Shares would inter alia, require appropriate adjustments to be made to all the stock options of the Company and the exercise price, in accordance with the provisions of the Filatex Employees Stock Options Scheme, 2015 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and any amendments thereto from time to time, such that all the stock options outstanding as on Record Date (vested and unvested options including lapsed and forfeited options) as well as stock options which are available for grant and those already granted but not exercised as on Record Date shall be proportionately converted into options for Equity Shares of face value of Rs. 1 (One) each and the exercise price of all the outstanding stock options shall be proportionately adjusted by dividing the existing exercise price by 2 (Two).

The Board of Directors is of the opinion that the aforesaid sub-division of the face value of the Equity Shares is in the best interest of the Company and the investors.

None of the Directors and/or Key Managerial Personnel (KMP) of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their respective Shareholding in the Company to the same extent as that of every other Shareholder of the Company and the Employee Stock Options granted to the KMP.

The Board recommends passing of the resolution as set out under Item No. 1 for approval of the members as an **Ordinary Resolution**.

Item No. 2

Presently, the Authorised Share Capital of the Company is Rs. 60,00,00,000 (Rupees Sixty Crores only) consisting of 30,00,00,000 (Thirty Crores only) equity shares of Rs. 2/- (Rupees Two Only) each.

The sub-division of equity shares proposed under item No. 1 of this Notice would require consequential amendments to the existing Clause V of the Memorandum of Association as set out in Item No. 2 of the Notice.

Accordingly, the Resolutions at Item No. 2 seek the approval of the Members for the consequent amendments to the existing Clause V of the Memorandum of Association of the Company.

None of the Directors and/or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolutions except to the extent of their respective Shareholding in the Company to the same extent as that of every other Shareholder of the Company and the Employee Stock Options granted to the KMP.

The Board recommends passing of the resolutions as set out under Item No. 2 for approval of the members as an **Ordinary Resolution**.

By Order of the Board of Directors
For **FILATEX INDIA LIMITED**

Place : New Delhi
Date : 8th November, 2022

RAMAN KUMAR JHA
COMPANY SECRETARY

REGISTERED OFFICE:

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