



FIL/SE/2024-25/29
3rd September, 2024

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 34th AGM

Dear Sir/Madam,

This has reference to our letter No.FIL/SE/2024-25/26 dated 29th August, 2024 informing that 34th Annual General Meeting of the Company will be held on **Friday, 27th September, 2024 at 4.00 P.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")**.

In this regard, please find enclosed herewith the AGM Notice convening the 34th Annual General Meeting.

This is for your information & record please.

Thanking You,

Yours Faithfully,
For FILATEX INDIA LIMITED

RAMAN KUMAR JHA
COMPANY SECRETARY

Encl.: a/a

CORPORATE OFFICE

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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 filmumbai@filatex.com

Notice Convening 34th Annual General Meeting

NOTICE is hereby given that the **34th Annual General Meeting ('AGM')** of the Members of **FILATEX INDIA LIMITED** (the "Company") will be held on **Friday, September 27, 2024 at 4.00 p.m.** 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 March 31, 2024

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

"RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 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 March 31, 2024

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

"RESOLVED THAT dividend of ₹ 0.20 (Twenty Paise) per Equity Share of ₹ 1 each for the Financial Year ended March 31, 2024, as recommended by the Board of Directors of the Company, be and is hereby declared."

Item No. 3: Re-appointment of Shri Madhav Bhageria, Whole-Time Director of the Company, designated as Joint Managing Director, liable to retire by rotation.

To consider and if thought fit, to pass, with or without modification, 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 Madhav Bhageria (DIN: 00021953)**, Whole-Time Director of the Company, designated as Joint Managing Director, 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."

SPECIAL BUSINESS

Item No. 4: Ratification of remuneration of Cost Auditors for the Financial Year ending March 31, 2025

To consider and if thought fit, to pass, with or without modification, 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 ₹ 70,000 (Rupees Seventy 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 April 30, 2024 for conducting the audit of cost records of the Company for the Financial Year ending March 31, 2025, be and is hereby approved and ratified."

Item No.5: Appointment of Ms. Meenakshi Mallik (DIN: 08524108) as an Independent Director

To consider and if thought fit, to pass, with or without modification, 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, the appointment of **Ms. Meenakshi Mallik (DIN: 08524108)**, who was appointed as an Additional Director, designated as an Independent Director of the Company, by the Board of Directors of the company in their meeting held on August 08, 2024 for the period starting from August 08, 2024 to September 30, 2027 and whose term of office expires at this Annual General Meeting, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 6: Approval of remuneration of related party, Ms. Stuti Bhageria holding office or place of profit

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

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force) and on the recommendation and approval of the Audit Committee and Board of Directors in their meetings held on August 08, 2024, consent of the members of the Company be and is hereby accorded to pay revised salary CTC of ₹ 2,60,000 per month with effect from October 01, 2024 to Ms. Stuti Bhageria, General Manager (Corporate Strategy), who holds office or place of profit as prescribed under the provisions of Companies Act, 2013 and rules made thereunder. However, her total salary will not exceed ₹ 5,00,000 per month till obtaining of the fresh shareholders' approval.

RESOLVED FURTHER THAT Shri Madhu Sudhan Bhageria, Chairman and Managing Director of the Company be and is hereby authorized to alter, modify and vary the said salary and change her designation and responsibilities within the maximum amount approved by the shareholders and he is also hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to this resolution."

Place: New Delhi

Date: August 29, 2024

REGISTERED OFFICE:

Survey No.274, Demni Road, Dadra
(U.T. of Dadra & Nagar Haveli) 396 193

Phone no. 260-2668343/8510

Email: filadadra@filatex.com

Website: www.filatex.com

CIN: L17119DN1990PLC000091

Item No. 7: Appointment of Mr. Manish Vij (DIN: 00505422) as an Independent Director

To consider and if thought fit, to pass, with or without modification, 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, the appointment of Mr. Manish Vij (DIN: 00505422), who was appointed as an Additional Director, designated as an Independent Director of the Company, by the Board of Directors of the company in the resolution passed by circulation on August 28, 2024 for the period starting from August 29, 2024 to September 30, 2025 and whose term of office expires at this Annual General Meeting, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Raman Kumar Jha
Company Secretary

Notes

1. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular dated September 25, 2023, read together with circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM”/“Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. Accordingly, the 34th 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. **Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.**

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.com.
3. Since the AGM will be held through VC or OAVM, Route Map is not being provided with the Notice.
4. Statement/Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of **Item No(s). 4 to 7** of the Notice is annexed hereto. Necessary information of the Director seeking appointment/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 **September 21, 2024 to September 27, 2024** (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 **Friday, September 20, 2024**.
 - **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 **Friday, September 20, 2024**.
 - Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Dividend demand drafts will be despatched to the registered address of the Members who have not updated their bank account details/whose electronic transfer have been rejected by RBI/who hold shares physical form.
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 send email to secretarial@filatex.com 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 Years 2020-21, 2021-22 and 2022-23, are requested to contact the Corporate Office of the Company.

10. Members may please note that the Listing Regulations mandate transfer, transmission and transposition of securities of listed companies held in physical form only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; renewal/ exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to the Company/RTA as per the requirement of the aforesaid circular. The aforesaid forms can be downloaded from the Company's website at <https://www.filatex.com> and is also available on the website of RTA, MCS Share Transfer Agents Limited <https://www.mcsregistrars.com/downloads.php>. Members 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. 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. SEBI has vide Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 read with SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/687 dated December 14, 2021 and SEBI/ HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 ("SEBI Circulars") mandated furnishing of Permanent Account Number ('PAN'), KYC details viz. Contact Details (Postal Address, Mobile Number and E-mail), Bank Details, Nomination etc. by holders of physical securities. The Company had sent letters for furnishing the required details. Any service request shall be entertained by the Company/RTA only upon registration of the PAN, KYC details and the nomination.
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM upon login at NSDL e-Voting system at <https://www.evoting.nsd.com>.
13. 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.
14. In compliance with the MCA Circulars and SEBI Circular dated January 05, 2023, the Notice alongwith the Annual Report of the Company for the financial year ended March 31, 2024, is being 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 March 31, 2024 shall be available on the websites of the Company viz., www.filatex.com and websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The Notice shall also be available on the e-Voting website i.e. www.evoting.nsd.com of the National Securities Depository Limited (NSDL) engaged for providing remote E-voting facility and e-Voting at AGM through VC/OAVN.
15. **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 34th 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 September 24, 2024 (9:00 a.m.) and ends on September 26, 2024 (5:00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 20, 2024 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 December 09, 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.nsd.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.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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



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

Type of shareholders	Login Method
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	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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?**

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

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

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.**

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com 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?

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.

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.com
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 022-48867000 or send a request to Ms. Pallavi Mhatre – Senior Manager, of NSDL at evoting@nsdl.com

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.com for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 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.
16. 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. 20.09.2024. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.**
17. 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. 20.09.2024 may obtain the login ID and password by sending a request at evoting@nsdl.com 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 022-48867000. 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".
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. 20.09.2024 may obtain the login ID and password by sending a request at evoting@nsdl.com or admin@mcsregistrars.com.
19. 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.
20. **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.

21. 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 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. The result of e-Voting will be declared within two working days of the conclusion of the Meeting.
22. 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 submitted to the stock exchanges. It will also be displayed at the registered office of the Company.

STATEMENT/EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("ACT")

Item No. 4

The Board, on the recommendation of the Audit Committee, in its meeting held on April 30, 2024 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 March 31, 2025. 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 March 31, 2025 as set out at Item No. 4 by passing an Ordinary Resolution.

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

In terms of Section 161(1) of the Companies Act, 2013 and Article 92 of the Articles of Association of the Company, **Ms. Meenakshi Mallik (DIN: 08524108)** was appointed as an Additional Director of the Company by the Board of Directors in its meeting held on August 08, 2024 and whose term of office as additional director expires at this Annual General Meeting.

She shall not be liable to retire by rotation and she shall hold office as an Independent Director for the period starting from August 08, 2024 to September 30, 2027.

The Company has received a notice in writing from a member proposing her candidature for the office of Independent Director of the Company. Further, the Company has received declarations from **Ms. Meenakshi Mallik** to the effect that she 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, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. She also confirmed that she 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 **Ms. Meenakshi Mallik**, the Board is of the opinion that **Ms. Meenakshi Mallik** 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 and possesses appropriate skills, experience, knowledge and capabilities, required for the role of Independent Director.

Ms. Meenakshi Mallik (Age 57) has done a Master of Business Administration from Utkal University, Bhubaneswar. She has done Bachelor of Sciences (Honours) from Utkal University, Bhubaneswar. Ms. Meenakshi Mallik has over 3 decades of rich & extensive experience in Corporate Strategy, Commercial Operations, Process Automation and People Management. She worked with Indian Airlines/Air India during October'89 to September 15, 2022. In Air India, she has worked in different-different position such as

- Director: Commercial (CCO) and Board Member till April 2022. Also Board member of Air India SATS & Alliance Air.
- 2019 to April 2022: Member, ALLIANCE MANAGEMENT BOARD OF STAR ALLIANCE, from Air India.
- Advisor to CEO: Air India & Board Member of Air India Express and AISATS...Till September 15, 2022.
- Took Early Voluntary Retirement from all offices of Air India w.e.f. September 15, 2022.

In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, appointment of Ms. Meenakshi Mallik as an Independent Director requires approval of members of the Company. Further, in terms of Regulation 25(2A) of the Listing Regulations, the appointment of Ms. Meenakshi Mallik as an Independent Director requires approval of members of the Company by passing a special resolution.

The Board of Directors consider that the appointment of Ms. Meenakshi Mallik on the Board will be beneficial to the Company and recommend passing of the Special Resolution at Item No. 5 of her appointment for your approval. She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings.

Except Ms. Meenakshi Mallik, 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

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with related parties of the Company. The provisions of Section 188(1)(f) of the Companies Act, 2013, govern the related party's appointment to any office or place of profit in the company, its subsidiary company or associate company.

Ms. Stuti Bhageria is working as General Manager (Corporate Strategy) of the Company. She is the daughter of Shri Purrshottam Bhaggeria, Joint Managing Director (KMP) of the Company. Therefore, she is holding office and place of profit under Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder. Her present monthly salary (CTC) is Rs.2,30,727. However, her monthly salary after increment for FY 2024-25 will exceed two and a half lakh rupees as mentioned in clause (f) of sub-section (1) of Section 188 of the Companies Act, 2024.

Ms. Stuti Bhageria had done graduation from Carnegie Mellon University, USA with a post-graduation degree in Business Administration from Indian School of Business, Hyderabad. Prior to joining us in this position, she has worked at different positions in Deloitte, Sumitomo Mitsui Banking Corporation, Housing.com. She brings in fifteen years of experience and a proven track record of success in the several areas which will be invaluable in meeting the departmental goals and objectives.

As per Section 188 of the Companies Act, 2013 read with explanation and Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time, where the office or place of profit is held by an individual other than Director and such person receives from the Company anything by way of remuneration, salary, fee, commission, perquisites, any rent free accommodation or otherwise, it requires the prior approval of the shareholders if the monthly remuneration exceeds two and a half lakh rupees, i.e. ₹ 2,50,000/- per month. **Ms. Stuti Bhageria** is associated with the Company since more than five years and her present roles are crucial to provide impetus to the expanding business of the Company.

In terms of Sections 188(1)(f) of the Companies Act, 2013 read with applicable rules, the Audit Committee and Board of Directors of the Company in their meeting held on August 08, 2024 have approved the enhancement of salary (CTC) to ₹ 2,60,000 per month with effect from

October 01, 2024 payable to Ms. Stuti Bhageria, General Manager (Corporate Strategy) of the Company and holding an office or place of profit in the company. However, her total salary will not exceed ₹ 5,00,000 per month till obtaining of the fresh shareholders' approval. The enhancement of the said salary is in the ordinary course of business and at arm's length basis transaction.

Your Directors recommend passing of this resolution by way of an Ordinary Resolution.

Except Ms. Stuti Bhageria and her relative, none of the other Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 7

In terms of Section 161(1) of the Companies Act, 2013 and Article 92 of the Articles of Association of the Company, **Mr. Manish Vij (DIN: 00505422)** was appointed as an Additional Director of the Company by the Board of Directors through Circular Resolution on August 29, 2024 and whose term of office as additional director expires at this Annual General Meeting.

He shall not be liable to retire by rotation and he shall hold office as an Independent Director for the period starting from August 29, 2024 to September 30, 2025.

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 **Mr. Manish Vij** 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 his ability to discharge his 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 **Mr. Manish Vij**, the Board is of the opinion that **Mr. Manish Vij** 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 and possesses appropriate skills, experience, knowledge and capabilities, required for the role of Independent Director.

Mr. Manish Vij is a prominent serial entrepreneur in India's internet and digital sectors, with a portfolio that spans digital media, e-commerce, and gaming. He launched his first venture, kabadibazaar.com a digital classifieds platform while still in college in 1999. Since then, he has collaborated with global giants like WPP, DentsuAegis, Flipkart (a Walmart company), Yahoo, Facebook, LinkedIn, Twitter, and Snapchat. Currently, he is renowned as a leading digital venture builder and an early-stage investor in India. His notable investments include Zupee, Tyroo, Otipy.com, Freecultr.com, Rapido, and Jupiter. Manish has also represented the Indian digital industry at various national and international forums, events, and seminars.

In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, appointment of Mr. Manish Vij as an Independent Director requires approval of members of the Company. Further, in terms of Regulation 25(2A) of the Listing Regulations, the appointment of Mr. Manish Vij as an Independent Director requires approval of members of the Company by passing a special resolution.

The Board of Directors consider that the appointment of Mr. Manish Vij on the Board will be beneficial to the Company and recommend passing of the Special Resolution at Item No. 7 of his appointment for your approval. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings.

Except Mr. Manish Vij, 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: August 29, 2024

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
Email: fildadra@filatex.com
Website: www.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 Madhav Bhageria, Joint Managing Director and Appointment of Ms. Meenakshi Mallik and Mr. Manish Vij as Independent Directors are as under:

Name of Directors	Shri Madhav Bhageria	Ms. Meenakshi Mallik	Mr. Manish Vij
Age (Years)	60	57	46
Qualifications	B.Com (Hons) from Hindu College, Delhi University, Delhi	Master of Business Administration from Utkal University, Bhubaneswar	Master of Management Science from Devi Ahilya Vishwavidyalaya, Indore
Date of Appointment	30-07-2003	08-08-2024	29-08-2024
Expertise in specific functional areas/ Experience	Promoter Director, Over 38 years of rich experience in diverse business areas marketing, operations, insurance and contracts	Three decades of rich & extensive experience in Corporate Strategy, Commercial Operations, Process Automation and People Management	Two decades of expertise in Management, Corporate Strategy, Early-stage investing along with experience in Digital Media and Advertising Industry
Directorship in Indian Companies	Listed Company Filatex India Limited Unlisted Company 1. Fabiola Farms & Dairy Products Pvt Ltd 2. Abhiruchi Fashion Garments Pvt Ltd 3. Galadiator Chemicals Pvt. Ltd 4. Gunjan Communications and Electronics Pvt Ltd 5. Tosca Electronics Pvt Ltd 6. Sky Scraper Constructions and Developers Pvt Ltd 7. Dabonaire Real Estate & Investment Pvt Ltd 8. Animate Infrastructure Pvt Ltd 9. Amazer Global Trade Pvt Ltd 10. Tapti Valley Education Foundation 11. Cardiobionic India Private Limited 12. Sparsh Property Private Limited 13. Texfil Private Limited	Nil	Unlisted Company 1. Hykart Sales Private Limited 2. Smile Internet Technologies Private Limited
Chairman/Member of the committees of the Board of the Companies on which he is a Director	Filatex India Limited Member-Corporate Social Responsibility Committee	Nil	Nil
Listed Entities from which resigned as Director in past 3 years	Nil	Nil	Nil
Shares held in the Company	4,30,77,498	Nil	Nil
Relationship with Directors/KMP	Only related to Shri Madhu Sudhan Bhageria, Chairman & Managing Director and Shri Purrshottam Bhaggeria, Joint Managing Director of the Company	None	None
Four Board Meetings held during the Financial Year 2023-24	All four meetings attended	Not applicable as she was appointed on August 08, 2024	Not applicable as he was appointed on August 29, 2024