

NOTICE

NOTICE is hereby given that the **Seventh(07th)** Annual General Meeting of the Members of the Company will be held on **24th September, 2019** at **12.30 P.M.** at 208, Devshruti Complex, Opp. Medisurge Hospital Nr. Mithakhali Cross Road, Ellisbridge Ahmedabad GJ 380006 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2019 and Statement of Profits & Loss together with Cash Flow Statement and Notes forming part thereto ("Financial Statement") for the year ended on 31st March, 2019 and Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Mrs. Mayuri Vinay Patel (DIN: 05350901)** who retires by rotation at this meeting and being eligible, offers herself for re-appointment.
3. To appoint **Mr. Vinay Rajnikant Patel (DIN: 08377751)** as a Whole Time Director of the company designated as Executive Director and in this regard pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 188, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being), approval of the members of the Company, be and is hereby accorded to appoint Mr. Vinay Rajnikant Patel (DIN: 08377751) as Whole Time Director of the Company who shall be liable to retire by rotation for a period of 5 (five) years w.e.f 01st October, 2019, on the terms and conditions as detailed in the explanatory statement attached herewith."

"RESOLVED FURTHER THAT the remuneration payable Mr. Vinay Rajnikant Patel (DIN: 08377751), shall not exceed the overall ceiling of the total managerial remuneration as provided under Schedule V and Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time."

“RESOLVED FURTHER THAT any of the Board of directors, be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

Regd. office:

208, Devshruti Complex,
Opp. Medisurge Hospital,
Nr. Mithakhali Cross Roads
Ellisbridge, Ahmedabad-380006.

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

Date: 14/08/2019
Place: Ahmedabad

Ritesh Patel
Managing Director
(DIN: 05350896)

Vinay Patel
Director
(DIN: 08377751)

NOTES

1. 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 PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, must be received by the Company, duly filled, stamped and signed, at its Registered Office not less than 48 hours before the Meeting.

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable, issued on behalf of the nominating organization.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

2. The Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice.
3. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members / Proxies / Authorised Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
6. Relevant documents referred to in the accompanying Notice and the Statement, are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
7. Profile of the Directors seeking appointment / re-appointment, as required in terms of Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 is annexed to this Notice
8. Pursuant to the provisions of Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 17th September 2019 to Tuesday 24th September, 2019 (both days inclusive).
9. SEBI has mandated the submission of Permanent Account Number (PAN) for participating in the securities market, deletion of name of deceased holder, transmission /transposition of shares. Members are requested to submit the PAN details to their Depository Participant (DP) in case of holdings in dematerialised form or to M/s. Bigshare Services Pvt. Ltd. A-802 Samudra Complex, Near Klassic

Gold Hotel, Off C G Road Navrangpura, Ahmedabad-380 009 Gujarat in case of holdings in physical form, mentioning your correct reference folio number.

10. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact **Bigshare Services Private Limited**. A-802 Samudra Complex, Near Klassic Gold Hotel, Off C G Road Navrangpura, Ahmedabad – 380 009, Gujarat for assistance in this regard.
11. Electronic copy of the Annual Report for FY 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purpose unless any member has requested for a Physical copy of the same.
12. The Annual Report 2018-19 of the Company circulated to the Members of the Company, will be made available on the Company's website at **www.felixindustries.co** and also on the website of the respective Stock Exchanges at **www.nseindia.com**.
13. Members of the Company had approved the appointment of M/s S.N Shah & Associates. Chartered Accountants as the Statutory Auditors of the Company which is valid till 10th AGM of the Company. In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.
14. Members desirous of getting any information about the Accounts of the Company are requested to write to the Company at least seven days in advance of the Meeting, so that the information can be kept ready at the Meeting.
15. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
16. The route map showing directions to reach the venue of the 07th AGM is annexed as per requirement of SS-2 on General Meetings.

Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the brief profile of Directors eligible for appointment/re-appointment at 07th Annual general Meeting are as follows:

Name	Mrs. Mayuri Vinay Patel	Mr. Vinay Rajnikant Patel
DIN	05350901	08377751
Designation	Non- Executive Director	Whole Time Director
Date of Birth	18/03/1962	30/10/1958
Date of Appointment	28/02/2019	28/02/2019
Qualifications experience in specific functional area	Graduated with degree of Architect	Graduated with Bachelor of Engineering (Chemical)
Directorship held in other companies*	NIL	NIL
Membership / Chairmanships of Committee in other Public Companies	NIL	NIL
Relationships between directors <i>inter se</i>	Relative (mother) of Mr. Ritesh Vinay Patel & (wife) of Mr. Vinay Rajnikant Patel	Relative (father) of Mr. Ritesh Vinay Patel & (husband) of Mrs. Mayuri Vinay Patel
Number of shares held in the Company	85000	1000

*Pvt. Companies excluded

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Ellisbridge, Ahmedabad-380006.

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

Date: 14/08/2019
Place: Ahmedabad

Ritesh Patel
Managing Director
(DIN: 05350896)

Vinay Patel
Director
(DIN: 08377751)

EXPLANATORY STATEMENT

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

Item No. 3:

The details of remuneration payable to Mr. Vinay Rajnikant Patel (DIN: 08377751) and the terms and conditions of the appointment are given below:

I. PERIOD

For a period of 5 years w.e.f 01st October, 2019.

II. REMUNERATION

He shall be entitled to salary up to Rs.2, 50, 000/- per month.

III. Perquisites:

The Whole Time Director shall be entitled to all the perquisites listed herein below in addition to the salary mentioned above;

- i.** Medical Re-imbursement: Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization, surgical charges, nursing charges and domiciliary charges for self and for family.
- ii.** Leave Travel Concession: For self and family every year incurred in accordance with the rules of the Company.
- iii.** Club Fees: Fees of clubs, subject to a maximum of three clubs.
- iv.** Personal Accident Insurance/Group Life Insurance: Premium not to exceed Rs.7200/- per annum.
- v.** Provident Fund/Pension: Contribution to Provident Fund and Pension Fund to the extent such contributions, either singly or put together are exempt under the Income Tax Act, 1961. Contribution to Pension Fund will be paid on basic salary and commission.
- vi.** Gratuity: Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act and to the extent not taxable under the Income Tax law.
- vii.** Use of Car with Driver: The Company shall provide a car with driver for business and personal use. In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/ rented to, the Whole Time Director for business and personal use.
- viii.** Telephone facility at residence: Telephone facility shall be provided at the residence. All personal long distance calls shall be billed by the Company to the Whole Time Director.

IV. DUTIES:

1. The Whole Time Director shall be responsible for administration and day to day management of the Company i.e. co-ordinate business activities, accounting services, financial requirements, co-ordinate with the business works proposed by the party of the first part, formulate operational strategy and policies.
2. He shall ensure effective internal controls and management information systems are in place.
3. He shall be responsible for obtaining necessary approvals required by local government/statutory authorities.
4. He shall ensure that expenditures of the Company are within the authorized annual budget of the Company.

V. TERMINATION:

The Whole Time Director may be removed from his office for gross negligence, breach of duty or trust if a special Resolution to that effect is passed by the Company in its General Meeting. The Whole-Time Director may resign from his office by giving 90 days' Notice to the Company.

VI. COMPENSATION:

In the event of termination of office of Whole Time Director takes place before the expiration of tenure thereof, Whole Time Director shall be entitled to receive compensation from the Company for loss of office to extent and subject to limitation as provided under Section 202 of the Companies Act, 2013.

VII. Other terms and conditions:

- a) In the event of absence or inadequacy of profits in any financial year during the tenure of the Executive Director, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.
- b) "Family" means the spouse and dependent children of Mr. Vinay Patel.
- c) Leave with full pay and allowances shall be allowed as per the Company's rules.
- d) Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
- e) No sitting fees shall be paid to the Whole Time Director for attending the meetings of the Board of Directors or Committees thereof.
- f) The perquisites as listed in para (III) above shall be valued as per the Income Tax Rules, 1962, as may be applicable.

None of the directors except Mr. Ritesh Vinay Patel and Mrs. Mayuri Vinay Patel are in anyway concerned or interested in the above resolution except to the extent of their shareholding of the company.

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

Date:14/08/19
Place: Ahmedabad

Ritesh Patel
Managing Director
(DIN: 05350896)

Vinay Patel
Director
(DIN: 08377751)

FELIX INDUSTRIES LIMITED

CIN :L40103GJ2012PLC072005

Reg office:208, Devshruti Complex, Opp. Medisurge Hospital Nr. Mithakhali Cross Road, Ellisbridge A'bad -06
Contact No.-079-26463658/59 E-mail-hena.shah@felixindustries.co web: www.felixindustries.co

Form MGT-11 PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management and Administration) Rules, 2014]
07th Annual General Meeting- Tuesday 24th September, 2019 at 12.30 P.M

CIN	:	L40103GJ2012PLC072005
Name of the Company	:	FELIX INDUSTRIES LIMITED
Registered office	:	208, Devshruti Complex, Opp. Medisurge Hospital Nr. Mithakhali Cross Road, Ellisbridge A'bad -06
Name of the Member(s)	:	
Registered Address	:	
Email	:	
DP ID	:	
Folio No./ Client ID No.	:	

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint:

Name : _____ Address : _____

_____ E-mail Id : _____

Signature: _____ Or falling him/her

Name : _____ Address : _____

_____ E-mail Id : _____

Signature: _____ Or falling him/her

Name : _____ Address : _____

_____ E-mail Id : _____

Signature: _____ Or falling him/her

(P.T.O)

_____ TEAR HERE _____

FELIX INDUSTRIES LIMITED

CIN:L40103GJ2012PLC072005

Reg office:208, Devshruti Complex, Opp. Medisurge Hospital Nr. Mithakhali Cross Road, Ellisbridge A'bad -06
Contact No.-079-26463658/59 E-mail-hena.shah@felixindustries.co web: www.felixindustries.co

ATTENDANCE SLIP

Full name of the Member attending: _____

Name of Proxy : _____

I hereby record my presence at the Annual General Meeting being held on **Tuesday 24th day of September, 2019 at 12.30 PM** at the registered office of the Company situated at 208, Devshruti Complex, Opp. Medisurge Hospital Nr. Mithakhali Cross Road, Ellisbridge A'bad -06

Regd. Folio No. _____

DP Id* _____

Client Id* _____

Member's/Proxy's

Signature

No. of Share held _____ **(To be signed at the time of handling over the slip)**

* Applicable for members holding shares in dematerialised form.

Note : Persons attending the Annual General Meeting are requested to bring their copies of Annual Report.

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 07th Annual general meeting of the company, to be held on the **Tuesday 24th day of September, 2019 at 12.30 PM** at the registered office of the Company situated at 208, Devshruti Complex, Opp. Medisurge Hospital Nr. Mithakhali Cross Road, Ellisbridge A'bad -06 Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. Particulars

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2019 and Statement of Profits & Loss together with Cash Flow Statement and Notes forming part thereto ("Financial Statement") for the year ended on 31st March, 2019 and Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Mayuri Vinay Patel (DIN: 05350901) who retires by rotation at this meeting and being eligible, offers herself for re-appointment.
3. To appoint Mr. Vinay Rajnikant Patel (DIN: 08377751) as a Whole Time Director of the company designated as Executive Director of the company and in this regard pass the following resolution as an Ordinary Resolution:

Signed this ____ day of _____ 2019

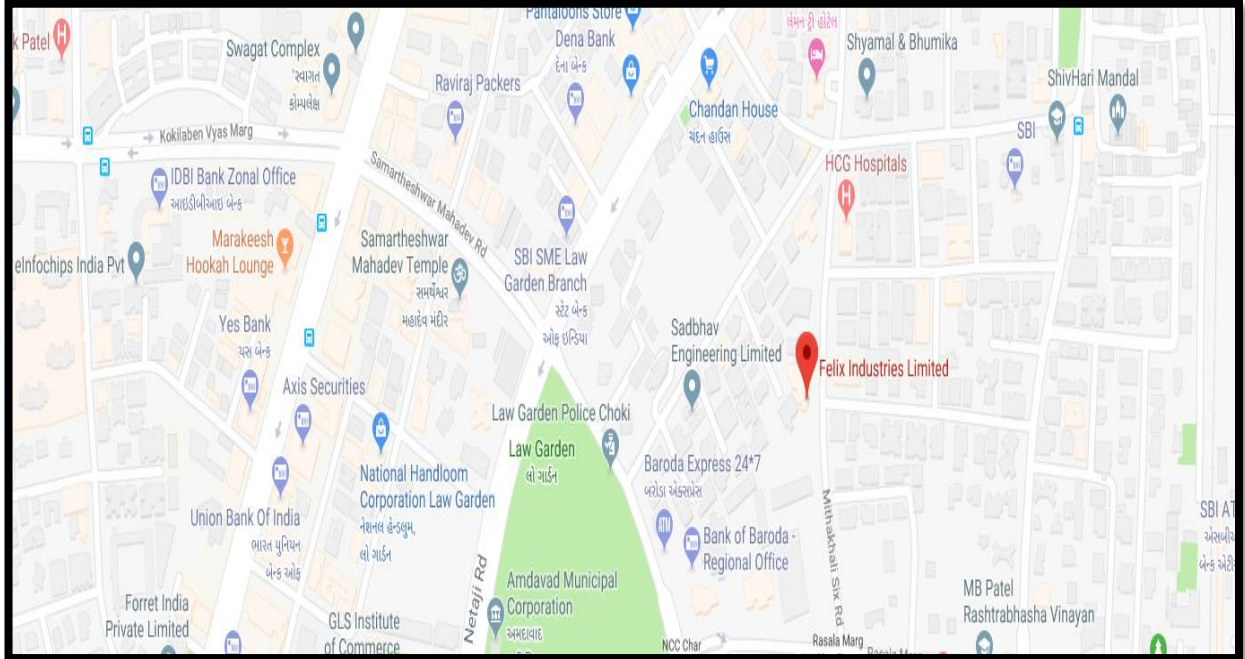
Signature of Member _____

Signature of Proxy holder(s) _____

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting

ROUTE MAP FOR AGM SS-2



FELIX INDUSTRIES LIMITED
208, Devshruti Complex, Opp. Medisurge Hospital Nr. Mithakhali Cross Road, Ellisbridge
A'bad -06