



Filatex Fashions Ltd.

Date: April 28, 2026

To,
The General Manager
BSE Limited
P.J. Towers, Dalal Street,
Mumbai - 400 001

Listing Department,
National Stock Exchange Limited
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

Scrip Code: 532022

Trading Symbol: FILATFASH

Dear Sir/Madam,

Sub: Notice of Extra-ordinary General Meeting of the Filatex Fashions Limited

Ref: Regulation 30 & 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, We are attaching herewith the Notice convening Extraordinary General Meeting (“EGM”) of the Company scheduled on Thursday, May 21, 2026 at 02:00 PM (“IST”) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the business as set forth in the notice of the meeting.

In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”) the Company is providing its members with the facility to exercise their right to vote in respect of resolution as specified in EGM Notice, through electronic means via the Remote e-Voting platform and during the EGM through e-Voting and has engaged the services of CDSL for the said purpose.

The Company has fixed Cut-off date for determining the eligibility of shareholders to cast their votes and participation at EGM through video conferencing (VC)/ other audio-visual means (OAVM) as Thursday, May 14, 2026.

The Notice along will be sent to the registered email-ids of the Shareholders who holds shares of the company as on April 17, 2026, being the cut-off date for dispatch of Notice. The same is also available on the website of the Company at www.filatexfashions.co.in/



Filatex Fashions Ltd.

Please find the below calendar set in terms of the Companies Act, 2013 and the rules framed thereunder read with SEBI (Listing obligation & Disclosure Requirements) Regulation, 2015 for your reference:

| Particulars of events | Scheduled dates |
|---|--|
| Cut-off date for voting by the shareholders to cast their votes and participation in EGM through VC. (The Members as on cut-off date would be eligible to cast their votes through remote e-voting and e-voting during the EGM) | Thursday, May 14, 2026 |
| Remote e-voting will commence on | Monday, May 18, 2026 at 9:00 A.M. IST |
| Remote e-Voting will end on | Wednesday, May 20, 2026 at 5:00 P.M. IST |
| Day, date and time of EGM | Thursday, May 21, 2026 at 02:00 P.M. |

You are requested to take the same on your records.

Thanking You,

Yours faithfully,

For Filatex Fashions Limited

Prabhat Sethia
Managing Director & CFO
DIN: 00699415



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NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting ('EOGM') of the Members of Filatex Fashions Limited ('the Company') will be held on Thursday, May 21, 2026, at 02.00 PM (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') to transact the following business:

Special Businesses:

ITEM NO. 1

TO APPROVE RAISING OF FUNDS BY ISSUANCE OF FOREIGN CURRENCY CONVERTIBLE BONDS (FCCBS).

*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 23, 42, 62, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and applicable Rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, as amended, the Master Direction - External Commercial Borrowings, Trade Credits and Structured Obligations, 2019, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended and in accordance with the provisions of the Memorandum and Articles of Association of the Company, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“SEBI Listing Regulations”**), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“SEBI ICDR Regulations”**), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 (the **“1993 Scheme”**), as amended, the applicable provisions of the Foreign Exchange Management Act, 1999 (**“FEMA”**), including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time (**“FDI Policy”**) and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India (**“GOI”**), Ministry of Finance (Department of Economic Affairs) (**“MoF”**), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs (**“MCA”**), the Reserve Bank of India (**“RBI”**), the Securities and Exchange Board of India (**“SEBI”**), the BSE Limited and the National Stock Exchange of India Limited (**“Stock Exchanges”**) where the equity shares of the Company are listed and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the **“Appropriate Authorities”**) to the extent applicable and subject to the terms, conditions, modifications, consents, sanctions and approvals of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall deemed to include the any other Committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers including powers conferred by this



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resolution), approval of the Members be and is hereby accorded to the Board to create, offer, invite for subscription, issue and allot unsecured and/or secured, listed and/or unlisted, Foreign Currency Convertible Bonds denominated in foreign currency(ies) or its equivalent in Indian rupees or any combination thereof (hereinafter referred to as “FCCBs/Securities”) through one or more issuances and/or in one or more tranches or otherwise, from time to time, for an aggregate amount of **up to and not exceeding USD 100 Million** (US Dollars One Hundred Million Only) or its equivalent in Indian rupees or in any other currency(ies) (inclusive of such premium as may be fixed on such securities), through one or more private placement(s) or any other permissible method or in combination thereof as may be permitted under applicable laws through issue of prospectus and/or placement document and/or offering circular and/or other permissible/ requisite offer documents to any eligible investors whether they be holders of the securities or not (collectively referred to as the “Investors”), as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion;

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, advisors, registered valuers and all such other agencies as may be involved or concerned in the issue and to remunerate and also to enter into and execute all such arrangements, contracts/ agreements, memorandum, documents, etc., with such agencies, to seek the listing of the Securities on one or more Stock Exchange(s) as may be required;

RESOLVED FURTHER THAT in case of any offering of Securities convertible into equity shares, consent of the shareholders be and is hereby given to the Board to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such securities referred to above in accordance with the terms of issue/ offering in respect of such securities and such equity shares shall rank pari passu with the existing equity shares of the Company in all respects, except as may be provided otherwise under the terms of issue/offering and in the offer document and/or placement document and/or offer letter and/or offering circular and/or listing particulars;

RESOLVED FURTHER THAT pursuant to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended and other applicable pricing provisions issued by the Ministry of Finance, the **relevant date** for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting in which the Board or Committee decides to open such issue after the date of this resolution or the date on which the holders of such convertible securities become entitled to apply for the underlying equity shares, as may be decided by the Board;

RESOLVED FURTHER THAT the Board be and is hereby authorised to offer, issue and allot the Securities, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation, the determination of the terms and conditions of the issue including timing of the issue(s), the class of investors to whom the Securities are to be issued, number of Securities, number of issues, tranches, issue price,



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interest rate, listing, premium/ discount, conversion ratio, redemption, allotment of Securities and to sign and execute all deeds, documents, undertakings, agreements, papers and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, placement document, placement agreement and any other documents as may be required, and to settle all questions, difficulties or doubts that may arise at any stage from time to time;

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of equity shares or securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered and proportion thereof, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advise as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or circular, documents and agreements including filing of such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings etc. as may be necessary to give effect to this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance and allotment and listing of the Securities, from any statutory or regulatory authority or the stock exchanges, any approvals that may have been applied for by the Board in relation to the creation, issuance, allotment and listing of the Securities are hereby approved and ratified by the Members.”

ITEM NO. 2:

INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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



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“RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re- enactment thereof) and the rules framed there under, the consent of the Member of the Company be and is hereby accorded, to increase the Authorized Share Capital of the Company from the existing Rs. 8,50,00,00,000/- (Rupees Eight Hundred Fifty Crore) divided into 8,50,00,00,000 (Eight Hundred Fifty Crore) Equity Shares of Rs. 1/- each to 10,00,00,00,000 (Rupees One Thousand Crore Only) divided into 10,00,00,00,000 (One Thousand Crore) Equity Shares of Rs. 1/- each by creation of additional 1,50,00,00,000 (One Hundred Fifty Crore) Equity Shares ranking pari-passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Memorandum of association of the Company be altered in the following manner i.e. existing clause V of the Memorandum of association be substituted and shall be read as following Clause:

V. The Authorized Share Capital of the Company is 10,00,00,00,000 (Rupees One Thousand Crore Only) divided into 10,00,00,00,000 (One Thousand Crore Only) Equity Shares of Rs. 1/- each

RESOLVED FURTHER THAT any of the Director or Company Secretary, be and are hereby authorized to do all the acts and deed as may be required to give effect to this resolution and to sign and file relevant forms with the concerned authorities and the Registrar of Companies after the same is approved by the Members in the Extra Ordinary General Meeting.”

ITEM NO. 3:

APPROVAL OF LOANS, GUARANTEES, SECURITIES, AND INVESTMENTS UNDER SECTION 186(2) OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 186(2) and other applicable provisions of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) read with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including Regulation 30, the consent of the Members of the Company be and is hereby accorded to the Board of Directors to:

1. Give any loan(s), including any loan represented by a book debt, to any person or other body corporate;
2. Provide any guarantee or provide security in connection with a loan to any person or body corporate; and/or
3. Make any investments by way of acquisition of securities of any other body corporate or in any other way,

such that the aggregate of the loans, guarantees, security, and/or investments made by the Company, together with existing loans, guarantees, security, and investments, may exceeds the limits prescribed under Section 186(2) of the Companies Act, 2013, but up to an amount **not exceeding Rs. 2000 Crore (Rupees Two Thousand Crores only).**

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to decide the terms and conditions of such loans, guarantees, securities, and/or investments, including the timing, amount, recipient(s), and other related



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matters, as deemed necessary or expedient in the interest of the Company.

RESOLVED FURTHER THAT any of the Director or Company Secretary, be and are hereby severally authorized to do all such acts, deeds, and things, sign and execute necessary agreements, documents, and forms with the Registrar of Companies, banks, financial institutions, or any other authorities, and take all steps necessary to give effect to this resolution and ensure compliance with applicable laws.”

ITEM NO. 4:

INCREASE IN INVESTMENT LIMITS FOR FOREIGN PORTFOLIO INVESTORS AND NON-RESIDENT INDIANS/OVERSEAS CITIZENS OF INDIA:

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

“**RESOLVED THAT** pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended (“FEMA”), Foreign Exchange Management (Non-debt Instruments) Rules, 2019, which came into force with effect from October 17, 2019, and the Consolidated FDI Policy Circular of 2017, as amended, the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the “Companies Act”) and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India (“RBI”), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the board of directors of the Company (“Board”), approval of Members be and is hereby accorded for the increase in aggregate limit of investment by the Non-resident Indians (“NRI”) and Overseas Citizens of India (“OCI”), together, in the equity shares of the Company in accordance with the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, from 10% to 24% of the total paid-up equity share capital of the Company or such other limits as may be stipulated by RBI, from time to time and the aggregate limit of investment by the Foreign Portfolio Investors (“FPI”) together, in the equity shares of the Company in accordance with the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 is increased from 24% to Sectoral cap Percentage of the total paid-up equity share capital of the Company.

RESOLVED FURTHER THAT any of the Director or Company Secretary, be and are hereby authorised to do all such acts, things and deeds on behalf of the Company and make such filings / application with the regulatory authorities, including RBI, to effectively implement this resolution.”

ITEM NO. 5:

RECLASSIFICATION OF CERTAIN PERSONS FORMING PART OF THE ‘PROMOTER AND PROMOTER GROUP’ TO ‘PUBLIC’ CATEGORY

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



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“RESOLVED THAT pursuant to Regulation 31A and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the No-Objection Letter(s) received from the BSE Limited vide letter LIST/COMP/SJ/022/2026-27 and National Stock Exchange of India Limited vide letter NSE/LIST/COMP/FILATFASH/540/2026-2027 both dated April 09, 2026, and subject to such other approvals as may be required, consent of the Members of the Company be and is hereby accorded for reclassification of following persons forming part of the Promoter and Promoter Group Category Shareholders (hereinafter referred to as the “Applicants”) from ‘Promoter and Promoter Group’ Category Shareholders to ‘Public’ Category Shareholders:

| Sr. No. | Name of Promoter/Promoter Group | No of Shares Held | % of shareholding in the Company |
|---------|---------------------------------|-------------------|----------------------------------|
| 1 | Mr. Prashant Kumar Sethia | 10,40,100 | 0.012 |
| 2 | Mr. Rajkumar Sethia | 4,05,987 | 0.004 |

RESOLVED FURTHER THAT pursuant to Regulation 31A of the SEBI LODR Regulations, the Applicants have confirmed that they shall:

- not hold more than 10% of the total voting rights in the Company;
- not exercise control over the affairs of the Company, directly or indirectly;
- not have any special rights through formal or informal arrangements, including through any shareholder agreements;
- not be represented on the Board of Directors of the Company (including not having a nominee director);
- not act as a Key Managerial Personnel in the Company;

and shall continue to comply with the conditions specified under Regulation 31A of the SEBI LODR Regulations post reclassification.

RESOLVED FURTHER THAT the Applicants have further confirmed that they are neither ‘wilful defaulters’ as per the Reserve Bank of India guidelines nor fugitive economic offenders.

RESOLVED FURTHER THAT the Company shall effect such reclassification in the shareholding pattern of the Company and make necessary disclosures in accordance with applicable laws.



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RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution.”

**By Order of the Board of Directors of
Filatex Fashions Limited**

Registered Office:

D.No 1-80-40-SP-58-65, Shilpa Homes
Layout, Gachibowli, K.V.Rangareddy,
SeriLingampally, Telangana, India, 500032

Sd/-

**Prabhat Sethia
Managing Director & CFO
DIN: 00699415**

Date: April 28, 2026

Place: Hyderabad



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NOTES:

1. Pursuant to Circulars issued by the Ministry of Corporate Affairs (“MCA”) and by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold the Extra Ordinary General Meeting (EGM) through video conference (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC/OAVM.
2. In compliance with the applicable provisions of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), as amended from time to time, read with the MCA Circulars, and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Extra Ordinary General Meeting (the “EGM” or the “Meeting”) of the Members of Filatex Fashions Limited (the “Company”) is scheduled to be held on May 21, 2026 at 02:00 NOON (IST) through VC/ OAVM. Accordingly, the Members can attend and participate in the ensuing EGM through VC/ OAVM. They can also vote on the items to be transacted at the Meeting as mentioned in this Notice through electronic voting process (“e-Voting”) via remote e-Voting or e-Voting during the EGM by following the procedure as detailed below in Note Nos. 13 to 16.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members participating in the EGM through VC/ OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of the companies act, 2013, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a member of the company. Since this EGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circular, the facility of appointment of proxies by members to attend and vote at the EGM is not available for this EGM and hence, the proxy form, attendance slip and route map of EGM are not annexed to this notice.
6. However, in pursuance of Section 112 and 113 of the Companies Act, 2013, the representatives of the Members may be appointed for the purpose of voting through remote e-Voting or for participation and voting during the meeting held through VC/ OAVM and in this regard should send the necessary documents to the Company.
7. Institutional investors who are Members of the Company are encouraged to attend and vote in the EGM being held through VC/ OAVM.
8. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the Item no 1 to 4 are annexed hereto.
9. Notice is being sent to all the shareholders whose names appear on the Register of Members as at the close of



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business hours on April 17, 2026.

10. All documents referred to in the Notice calling the EGM and the Explanatory Statement are available on the website of the Company for inspection by the Members.
11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM, For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM will be provided by CDSL.
12. In line with the Ministry of Corporate affair (MW) Circular No. 17/2020 dated April 13.2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.filatexfashions.co.in/> The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National stock Exchange of India Limited at <https://www.bseindia.com/> and <https://www.nseindia.com> respectively and the EGM Notice is also available on the website of CDSL (agency for providing the Remote Voting facility) i.e. www.evotingindia.com.
13. In case of joint holders participating at the EGM together, only such joint holder who is higher in the order of names will be entitled to vote.
14. Any person becoming a Member of the Company after the Notice of the Meeting is sent out through e-mail and holds shares as on the **Cut-off date i.e. May 14, 2026**, may download the same from the websites of the Company, Stock Exchanges i.e. NSE and BSE & Central Depository Services (India) Limited (CDSL) and can exercise their voting rights through remote e-Voting or by e-voting during the Meeting by following the instructions listed herein below.
15. **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**
 - Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
 - (i) The voting period begins on **May 18, 2026 at 9:00 A.M. and ends on May 20, 2026 at 5:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of May 14, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020**, under



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Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <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 to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 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 or joining virtual meeting & voting during the meeting. 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. |



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| | |
|---|--|
| | <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.</p> <p>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.</p> |
| Individual Shareholders holding securities in demat mode with NSDL Depository | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is 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</p> <p>3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>4) For OTP based login you can click</p> |



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| | |
|--|---|
| | on https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

| Login type | Helpdesk details |
|---|--|
| 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 |
| 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: 022 - 4886 7000 and 022 - 2499 7000 |

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.



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- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
|---|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.



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- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@rpasso.com and unisox@yahoo.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system



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for the scrutinizer to verify the same.

16. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- (i) The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- (iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) 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.
- (vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (ix) Only those shareholders, who are present in the EGM 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 available during the EGM.
- (x) If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

17. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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



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scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL (Central Depository Services (India) Limited), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai – 400013, or may be sent via email to helpdesk.evoting@cdslindia.com or by calling the toll-free number 1800 21 09911.



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EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions)

For Item No. 1

To approve raising of funds by issuance of Foreign Currency Convertible Bonds (FCCBs).

The Company, in line with its ongoing requirement for funds, to meet its operational and strategic objectives, proposes to issue Foreign Currency Convertible Bonds (“FCCBs”) for an aggregate amount not exceeding USD 100 Million (US Dollars One Hundred Million Only), through one or more tranches, by way of private placement, and/or any other method as may be permitted under applicable laws and regulations.

The Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include the any Committees of the Board, to exercise powers as delegated by the Board), at its meeting held on April 03, 2026, considered and approved, subject to the approval of the shareholders of the Company and receipt of necessary regulatory and statutory consents, the proposal for issuance of FCCBs denominated in foreign currency(ies) or its equivalent in Indian rupees or any combination thereof.

The proposed issuance of securities shall be within the overall borrowing limits of the Company, as approved by the Members at their meeting held on July 17, 2023, pursuant to Section 180(1)(c) of the Companies Act, 2013, up to an aggregate amount not exceeding INR 2,000 Crore.

1. Objects of the Issue:

The proceeds from the proposed issuance of Foreign Currency Convertible Bonds (“FCCBs”) are intended to be applied towards one or more of the following objects:

- To expand and strengthen the global operations and Global footprint of Filatex Fashions Limited;
- To establish and consolidate the Company’s presence in identified overseas markets;
- To enhance international market penetration and broaden the global and international customer base;
- Funding capital expenditure, acquisitions, or business expansion initiatives in international markets;
- Exploring and entering new geographies and sectors aligned with the Company’s long-term strategic growth objectives.

2. Pricing:

The pricing of the FCCBs shall be determined by the Board of the Company based on prevailing market conditions, valuation reports (wherever required) and in accordance with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), the 1993 FCCB Scheme, and other relevant laws, rules, and regulations as may be applicable at the time of the issue.



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Further, approval of the shareholders is also sought to authorize the Board to appoint one or more independent valuers, as and when required, for the purpose of determining the pricing and related matters in connection with the proposed issuance.

3. Maximum Amount to be Raised / Number of Securities to be Issued:

The total amount to be raised by way of issuance of FCCBs and/or other eligible securities, through one or more modes or combinations thereof, shall not exceed USD 100 million (US Dollars One Hundred Million only) or its equivalent in Indian Rupees or any other currency(ies), inclusive of any applicable premium.

4. Relevant Date:

For determining the issue price of the convertible securities, the “Relevant Date” shall, in accordance with the SEBI ICDR Regulations, mean:

- The date of the meeting in which the Board or Committee decides to open the issue of such convertible securities; or
- The date on which the holders of such convertible securities become entitled to apply for the underlying equity shares, as may be determined by the Board.

5. Class of Persons to Whom the Securities Will be Offered:

The FCCBs will be offered to such investors, whether existing members or not, as maybe decided by the Board or Committee, who are eligible to invest in such securities in accordance with applicable laws, rules, regulations, and guidelines. The proposed allottees may be non-resident investors, including institutional investors, foreign investors, or any other eligible class of persons.

The proposed issue shall be subject to compliance with all applicable laws, rules, regulations, notifications, and guidelines, including those issued by the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI), the Ministry of Finance, and other relevant regulatory authorities, each as amended from time to time.

Section 62(1)(c) of the Act provides that, inter-alia, such further Securities may be offered to any persons whether or not such persons are existing holders of equity shares of the Company as on the date of offer by way of a Special Resolution passed to that effect by the Company in General Meeting or through a postal ballot.

Accordingly, approval of the members is being sought for issuing any such instrument(s) as the Company may deem appropriate to parties including other than the existing shareholders.

Accordingly, approval of the Members is being sought through the Special Resolution set out in Item No. 1 of the accompanying Notice to authorize and empower the Board to create, offer, invite subscriptions for, issue, and allot, from



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time to time, unsecured and/or secured, listed and/or unlisted Foreign Currency Convertible Bonds (FCCBs), in one or more tranches, for an aggregate amount not exceeding USD 100 Million (US Dollars One Hundred Million Only) or its equivalent in Indian Rupees or other currency(ies), inclusive of any applicable premium.

As the pricing of the offer cannot be determined at this stage, it will be decided at a later time in accordance with applicable regulations, including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR Regulations), the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, the LODR Regulations, the Foreign Exchange Management Act, 1999, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014, the Framework for Issue of Depository Receipts dated October 10, 2019 issued by SEBI, the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, the Master Direction – External Commercial Borrowings, Trade Credits and Structured Obligations, 2019, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended or replaced from time to time.

The resolution is enabling in nature, granting the Board the necessary authority and flexibility to determine the structure, timing, pricing, conversion ratio, and other terms and conditions of the issue; identify investor(s), negotiate and finalize documentation and take all such acts, deeds, and steps as may be required in connection with the proposed issuance, in consultation with lead managers, advisors, and other relevant agencies, and in compliance with all applicable laws and regulations. The equity shares, if any, allotted upon conversion of such securities shall rank pari passu in all respects with the existing equity shares of the Company.

None of the Directors, Key Managerial Personnel (KMPs), or their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding, if any, in the said resolution.

The Board of Directors recommends the passing of the Special Resolution as set out in Item No. 1 of the Notice, as it is considered to be in the best interests of the Company and its shareholders.

Item No. 2

To Increase the authorized share capital and consequent Alteration of capital clause of the Memorandum of Association

The Current Authorized Capital of the Company is Rs. 8,50,00,00,000/- (Rupees Eight Hundred Fifty Crore) divided into 8,50,00,00,000 (Eight Hundred Fifty Crore) Equity Shares of Rs. 1/- (Rupees One Only) each and the paid-up share capital of the Company is Rs. 8,33,40,72,725 (Rupees Eight Hundred Thirty-Three Crores Forty Lacs Seventy-Two Thousand and Seven Hundred Twenty-Five Only) divided into 8,33,40,72,725 (Eight Hundred Thirty-Three Crores Forty Lacs Seventy-Two Thousand and Seven Hundred Twenty-Five) equity shares of Rs. 1/- (Rupees One Only) each. The Company proposes to increase its authorized share capital to Rs. 10,00,00,00,000 (Rupees One Thousand Crore Only) divided into 10,00,00,00,000 (One Thousand Crore Only) Equity Shares of Rs. 1/- each to facilitate any fund raising in future via further issue of equity shares of the company.



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Pursuant to Section 61 and other applicable provisions of the Companies Act, 2013, approval of the members is required for increase in Authorized Share Capital. Further, consequential alteration of Clause V (Capital Clause) of the Memorandum of Association of the Company is also required pursuant to Section 13 of the Act.

Accordingly, the Board of Directors recommends the resolution for approval of the members as an Ordinary Resolution.

Item No. 3

Approval of Loans, Guarantees, Securities, and Investments under Section 186(2) of the Companies Act, 2013

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 (“Act”), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 2000 (Rupees Two Thousand Crores Only), as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 3 for approval by the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Item No. 4:

Increase in investment limits for Foreign Portfolio Investors and Non-resident Indians/ Overseas citizens of India:

In terms of Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended (the “FEMA Regulations”), and the Consolidated Policy Circular of 2017, as amended (together with the FEMA Regulations, the “FEMA Laws”), all the Non-Resident Indians (“NRI”) and Overseas Citizens of India (“OCI”), together, can acquire and hold up to an aggregate limit of 10% of the paid up equity share capital of the company. The FEMA Laws further provide that the limit of 10% can be further increased up to 24%, by passing a special resolution to that effect by the shareholders and followed by necessary filings with Reserve Bank of India. Further, the Foreign Portfolio Investors (“FPI”) (“OCI”), together, can acquire and hold up to an aggregate limit of 24% of the paid-up equity share capital of the company. The FEMA Laws further provide that the limit of 24% can



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be further increased up to Sectoral Cap percentage of the total paid up capital of the company by passing a special resolution to that effect by the shareholders and followed by necessary filings with Reserve Bank of India.

Keeping in view the issue of FCCB, the Company proposes to increase the aggregate limit of investment by non-resident Indians in the Company from 10% to 24% of the total paid-up equity share capital and the aggregate limit by Foreign Portfolio Investors in the Company from 24% to sectoral cap percentage of the total paid-up equity share capital. This would allow non-resident Indians and Foreign Portfolio Investors to acquire to a greater extent the equity shares proposed to be offered in the Offer and also allow effective post-listing trading in the Equity Shares by non-resident Indians and Foreign Portfolio Investors.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Item No. 5:

Reclassification of Certain Persons Forming Part of the 'Promoter and Promoter Group' to 'Public' Category

The Company has received requests from Mr. Prashant Kumar Sethia and Mr. Rajkumar Sethia (hereinafter collectively referred to as the "Applicants"), presently forming part of the Promoter and Promoter Group of the Company, seeking reclassification to 'Public' category in accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

Pursuant to the application made by the Company to the stock exchange(s), the Company has received No-Objection Letter(s) from BSE Limited vide letter no. LIST/COMP/SJ/022/2026-27; and National Stock Exchange of India Limited vide letter no. NSE/LIST/COMP/FILATFASH/540/2026-2027 both dated April 09, 2026, for reclassification of the Applicants from 'Promoter and Promoter Group' category to 'Public' category.

Mr. Prashant Kumar Sethia and Mr. Rajkumar Sethia is the brother of Mr. Prabhat Sethia, who continues to be a promoter of the Company. Accordingly, such persons qualify as "persons related to the promoter seeking reclassification" in terms of Regulation 31A(1)(b) of the SEBI LODR Regulations read with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.



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The aggregate voting rights held by the Applicants together with such related persons (to the extent applicable) exceed 1% of the total voting rights of the Company. The details are as under:

| Sr. No. | Name | Relationship | No. of shares | % of Voting Rights |
|--------------|---------------------------|----------------------|---------------|--------------------|
| 1. | Mr. Prashant Kumar Sethia | Applicant | 10,40,100 | 0.012% |
| 2. | Mr. Rajkumar Sethia | Applicant | 4,05,987 | 0.004% |
| 3. | Mr. Prabhat Sethia | Brother of Applicant | 42,23,49,801 | 5.07% |
| Total | | | | 5.086% |

The Applicants have confirmed that:

- they do not hold more than 10% of the total voting rights in the Company;
- they do not exercise control over the affairs of the Company, directly or indirectly;
- they do not have any special rights through formal or informal arrangements;
- they are not represented on the Board of Directors of the Company;
- they do not act as Key Managerial Personnel in the Company;

and shall continue to comply with the conditions specified under Regulation 31A of the SEBI LODR Regulations post reclassification.

Further, the Applicants have confirmed that they are neither 'wilful defaulters' as per Reserve Bank of India guidelines nor fugitive economic offenders.

In terms of Regulation 31A of the SEBI LODR Regulations, the aforesaid reclassification requires approval of the Members of the Company.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of the Notice for approval of the Members.



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None of the Directors or Key Managerial Personnel of the Company or their relatives, except to the extent of their shareholding, if any, are in any way concerned or interested in the resolution.

**By Order of the Board of Directors of
Filatex Fashions Limited**

Registered Office:

D.No 1-80-40-SP-58-65, Shilpa Homes
Layout, Gachibowli, K.V.Rangareddy,
SeriLingampally, Telangana, India, 500032

Sd/-

Prabhat Sethia
Managing Director & CFO
DIN: 00699415

Date: April 28, 2026

Place: Hyderabad