



FIL/SE/2025-26/31  
3<sup>rd</sup> September, 2025

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

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

**Sub.: Notice for 35<sup>th</sup> Annual General Meeting to be held on Friday, 26<sup>th</sup> September, 2025 at 5.30 P.M. through Video Conferencing**

Dear Sir/Madam,

This has reference to our letter No. FIL/SE/2025-26/28 dated 28<sup>th</sup> August, 2025 informing that 35<sup>th</sup> Annual General Meeting of the Company will be held on **Friday, 26<sup>th</sup> September, 2025 at 5.30 P.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")**.

In this regard, please find enclosed herewith the said AGM Notice.

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

Bhageria House  
43 Community Centre  
New Friends Colony  
New Delhi - 110025, India  
P: +91.11.26801105/06  
E: fildelhi@filatex.com

#### REGD. OFFICE & WORKS

S. No. 274 Demni Road  
Dadra - 396193  
U.T. of-Dadra & Nagar Haveli  
India  
P: +91.260.2668343/8510  
F: +91.260.2668344  
E: fildadra@filatex.com

#### DAHEJ WORKS

Plot No. 2/6A, Village Jolva  
Dahej-2, Industrial Estate, GIDC  
Dahej - Dist Bharuch,  
Gujarat - 392130  
P: +91. 9099917201/02  
E: fildahej@filatex.com

#### SURAT OFFICE

Bhageria House, Ring Road,  
Surat, Gujarat - 395002  
India  
P: +91.261.4030000  
E: filsurat@filatex.com

# NOTICE CONVENING 35<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **35<sup>th</sup> Annual General Meeting ('AGM')** of the Members of **FILATEX INDIA LIMITED** (the "Company") will be held on **Friday, 26<sup>th</sup> September, 2025, at 5.30 P.M** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following businesses:

## ORDINARY BUSINESS

**Item No. 1: Adoption of (a) the Audited Standalone Financial statement of the Company for the Financial Year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial statement of the Company for the Financial Year ended March 31, 2025 and the report of Auditors thereon**

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

- a) **"RESOLVED THAT** the Audited Standalone Financial statement of the Company for the Financial Year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."
- b) **"RESOLVED THAT** the Audited Consolidated Financial statement of the Company for the Financial Year ended March 31, 2025 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

**Item No. 2: Declaration of dividend on equity shares for the Financial Year ended March 31, 2025**

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

**"RESOLVED THAT** dividend of ₹ 0.25 (Twenty-Five Paise) per Equity Share of ₹ 1 each for the Financial Year ended March 31, 2025, as recommended by the Board of Directors of the Company, be and is hereby declared."

**Item No. 3: Re-appointment of Mr. Purrshottam Bhaggeria, Managing Director of the Company, liable to retire by rotation**

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

**"RESOLVED THAT** pursuant to Section 152 of the Companies Act, 2013 and any other applicable provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force), **Mr. Purrshottam Bhaggeria (DIN: 00017938)**, Vice Chairman & Managing Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

## SPECIAL BUSINESS

**Item No. 4: Ratification of remuneration of Cost Auditors for the Financial Year ending March 31, 2026**

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

**"RESOLVED THAT** pursuant to Section 148 of the Companies Act, 2013 and rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013, the payment of Remuneration of ₹ 75,000 (Rupees Seventy Five Thousands) plus GST and out of pocket expense to **M/s Bahadur Murao & Co.**, a firm of Cost Auditors, (Firm Registration No. 000008), who were appointed by the Board of Directors in their Meeting held on April 23, 2025 for conducting the audit of cost records of the Company for the Financial Year ending March 31, 2026, be and is hereby approved and ratified".

**Item No. 5: Re-Appointment of Mr. Rajender Mohan Malla (DIN: 00136657) as an Independent Director**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules made thereunder, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, **Mr. Rajender Mohan Malla (DIN:00136657)**, was appointed as an Independent Director with effect from 27<sup>th</sup> July, 2022 for 3 years, be and is hereby re-appointed as an Independent Director of the Company for a period of five years w.e.f. 27<sup>th</sup> July, 2025 and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of SEBI LODR (including any statutory modification(s) or reenactment thereof for the time being in force) and other applicable provisions, if any, of the Act and the applicable Rules framed thereunder, the approval of Members of the Company be and is hereby also accorded for Mr. Rajender Mohan Malla to continue to hold office as an Independent Director of the Company during the second tenure upon attaining the age of 75 (seventy five) years.

**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: Re-Appointment of Mr. Manish Vij (DIN: 00505422) as an Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules made thereunder, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, **Mr. Manish Vij (DIN: 00505422)**, who was appointed as an Independent Director for the period starting from August 29, 2024 to September 30, 2025, be and is hereby re-appointed as an Independent Director of the Company for a period of five years w.e.f. 30<sup>th</sup> September, 2025 and that he shall not be liable to retire by rotation.

**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. 7: Re-appointment of Mr. Madhu Sudhan Bhageria (DIN:00021934) as Managing Director of the Company**

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

“**RESOLVED THAT** in accordance with the provisions of Section 196, 197, 198 & 203 read with Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the said Act including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such other approvals as may be necessary in this regard, consent of the Members of the Company be and is hereby accorded to the re-appointment of **Mr. Madhu Sudhan Bhageria (DIN:00021934)** as Managing Director of the Company, designated as Chairman & Managing Director for a period of 5 years w.e.f. 30<sup>th</sup> July, 2025 on the following terms and conditions:

**Salary:** ₹ 10,00,000 – 2,00,000 – 18,00,000 per month

**Commission payable:**

1% of Profits after tax of First ₹ 10 crore and additional 0.50% of Profits after tax exceeding ₹ 10 crores.

**Perquisites and Allowances:** In addition to the aforesaid salary and commission, Mr. Madhu Sudhan Bhageria shall also be entitled to perquisites like furnished accommodation or housing rent allowance in lieu thereof, gas, electricity, water and furnishings, medical reimbursement and leave travel concession for self and family, club fees, medical/personal accident/travel insurance and any other perquisites in accordance

with the Rules of the Company, the monetary value of such perquisites would be restricted to 100% of salary. Perquisites shall be evaluated as per Income Tax Rules, wherever applicable, and in the absence of any such Rules, perquisites shall be evaluated at actual cost.

Mr. Madhu Sudhan Bhageria shall also be eligible to the following perquisites which shall not be included in computation of ceiling on remuneration specified in Section II and III of Part II of the Schedule V of the Companies Act, 2013:

- (a) Company’s contribution towards Provident Fund and Superannuation Fund, Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- (b) Gratuity payable not exceeding half month’s salary for each completed year of service.
- (c) Encashment of unavailed Earned Leaves at the end of the tenure.
- (d) Use of Company car and telephone at residence for official purposes.

**Notice Period:** Three Months.

**RESOLVED FURTHER THAT** consent of the Members of the Company be and is hereby accorded that in the event of loss or inadequacy of profits in any financial year during the tenure, Mr. Madhu Sudhan Bhageria shall be entitled to receive remuneration including perquisites/benefits mentioned above as minimum remuneration in accordance with and subject to the applicable provisions of Schedule V of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof and subject to the approval of the Central Government, wherever required.

**RESOLVED FURTHER THAT** Mr. Purrshottam Bhaggeria, Vice Chairman & Managing Director, Mr. Nitin Agarwal, Chief Financial Officer and Mr. Raman Kumar Jha, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto.”

**Item No. 8: Re-appointment of Mr. Purrshottam Bhaggeria (DIN: 00017938) as Managing Director of the Company**

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

“**RESOLVED THAT** in accordance with the provisions of Section 196, 197, 198 & 203 read with Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the said Act including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such other approvals as may be necessary in this regard, consent of the Members of the Company be and is hereby accorded to the re-appointment of **Mr. Purrshottam Bhaggeria (DIN: 00017938)** as Managing Director of the Company, designated as Vice Chairman & Managing Director for a

period of 5 years w.e.f. 30<sup>th</sup> July, 2025 on the following terms and conditions:

**Salary:** ₹ 9,00,000 – 1,75,000 – 16,00,000 per month

**Commission payable:**

1% of Profits after tax of First ₹ 10 crore and additional 0.50% of Profits after tax exceeding ₹ 10 crore.

**Perquisites and Allowances:** In addition to the aforesaid salary and commission, Mr. Purrshottam Bhaggeria shall also be entitled to perquisites like furnished accommodation or housing rent allowance in lieu thereof, gas, electricity, water and furnishings, medical reimbursement and leave travel concession for self and family, club fees, medical/personal accident/travel insurance and any other perquisites in accordance with the Rules of the Company, the monetary value of such perquisites would be restricted to 100% of salary. Perquisites shall be evaluated as per Income Tax Rules, wherever applicable, and in the absence of any such Rules, perquisites shall be evaluated at actual cost.

Mr. Purrshottam Bhaggeria shall also be eligible to the following perquisites which shall not be included in computation of ceiling on remuneration specified in Section II and III of Part II of the Schedule V of the Companies Act, 2013:

- (a) Company's contribution towards Provident Fund and Superannuation Fund, Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- (b) Gratuity payable not exceeding half month's salary for each completed year of service.
- (c) Encashment of unavailed Earned Leaves at the end of the tenure.
- (d) Use of Company car and telephone at residence for official purposes.

**Notice Period:** Three Months.

**RESOLVED FURTHER THAT** consent of the Members of the Company be and is hereby accorded that in the event of loss or inadequacy of profits in any financial year during the tenure, Mr. Purrshottam Bhaggeria shall be entitled to receive remuneration including perquisites/benefits mentioned above as minimum remuneration in accordance with and subject to the applicable provisions of Schedule V of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof and subject to the approval of the Central Government, wherever required.

**RESOLVED FURTHER THAT** Mr. Madhu Sudhan Bhageria, Chairman & Managing Director, Mr. Nitin Agarwal, Chief Financial Officer and Mr. Raman Kumar Jha, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper

or expedient for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto."

**Item No. 9: Re-appointment of Mr. Madhav Bhageria (DIN: 00021953) as Managing Director of the Company**

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

**"RESOLVED THAT** in accordance with the provisions of Section 196, 197, 198 & 203 read with Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the said Act including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such other approvals as may be necessary in this regard, consent of the Board of Directors of the Company be and is hereby accorded to the re-appointment of **Mr. Madhav Bhageria (DIN:00021953)** as Managing Director of the Company for a period of 5 years w.e.f. 30<sup>th</sup> July, 2025 on the following terms and conditions:

**Salary:** ₹ 9,00,000 – 1,75,000 – 16,00,000 per month

**Commission payable:**

1% of Profits after tax of First ₹ 10 crore and additional 0.50% of Profits after tax exceeding ₹ 10 crore.

**Perquisites and Allowances:** In addition to the aforesaid salary and commission, Mr. Madhav Bhageria shall also be entitled to perquisites like furnished accommodation or housing rent allowance in lieu thereof, gas, electricity, water and furnishings, medical reimbursement and leave travel concession for self and family, club fees, medical/personal accident/travel insurance and any other perquisites in accordance with the Rules of the Company, the monetary value of such perquisites would be restricted to 100% of salary. Perquisites shall be evaluated as per Income Tax Rules, wherever applicable, and in the absence of any such Rules, perquisites shall be evaluated at actual cost.

Mr. Madhav Bhageria shall also be eligible to the following perquisites which shall not be included in computation of ceiling on remuneration specified in Section II and III of Part II of the Schedule V of the Companies Act, 2013:

- (a) Company's contribution towards Provident Fund and Superannuation Fund, Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- (b) Gratuity payable not exceeding half month's salary for each completed year of service.
- (c) Encashment of unavailed Earned Leaves at the end of the tenure.
- (d) Use of Company car and telephone at residence for official purposes.

**Notice Period:** Three Months.

**RESOLVED FURTHER THAT** the consent of the Members of the Company be and is hereby accorded that in the event of loss or inadequacy of profits in any financial year during the tenure, Mr. Madhav Bhageria shall be entitled to receive remuneration including perquisites/benefits mentioned above as minimum remuneration in accordance with and subject to the applicable provisions of Schedule V of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof and subject to the approval of the Central Government, wherever required.

**RESOLVED FURTHER THAT** Mr. Madhu Sudhan Bhageria, Chairman & Managing Director, Mr. Nitin Agarwal, Chief Financial Officer and Mr. Raman Kumar Jha, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto.”

**Item No. 10: Appointment of Secretarial Auditor for 5 consecutive years from the Financial Year 2025-26**

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

“**RESOLVED THAT** in accordance with the provisions of Section 204 and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of the Board of Directors of the Company, **M/s Siddiqui & Associates**, Practicing Company Secretaries (Firm Registration No.S1988DE004300), be and are hereby appointed as Secretarial Auditor of the Company, for a term of 5 (five) consecutive financial years, commencing from the financial year 2025-26 to the financial year 2029-30, on such remuneration as may be determined by the Board of Directors.

**RESOLVED FURTHER THAT** Mr. Madhu Sudhan Bhageria, Chairman & Managing Director, Mr. Nitin Agarwal, Chief Financial Officer and Mr. Raman Kumar Jha, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto.”

**Item No. 11: Approval of Alteration in the object clause of the Memorandum of Association of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the concerned Registrar of Companies, to insert and add following clause 6A & 6B after clause (6) of clause III (A) of the Memorandum of Association of the Company:

- 6A. To carry on all or any of the business of producers, manufacturers, generators, suppliers, distributors, transformers, converters, transmitters, processors, developers, storers, procurers, carriers and dealers in electricity, all form of energy and any such products and by-products derived from such business including without limitation, steam, fuels and any products derived from or connected with any other form of energy, including, without limitation to conventional sources such as heat, thermal, hydel and/or from non - conventional sources such as tidal wave, wind, solar, geothermal, biological, biogas and coal bed methane.
- 6B. To carry on all or any of the business of purchasers, creators, generators, manufacturers, producers, procurers, suppliers, distributors, converters, processors, developers, storers, carriers and dealers in, design or otherwise acquire to use, sell, transfer or otherwise dispose of electricity, steam, hydro or tidal, water, wind, solar, hydrocarbon fuels, fuel handling equipments and machinery and fuel handling facilities thereto and any products or by products derived from any such business (including without limitation distillate fuel oil and natural gas whether in liquified or vaporized form), or other energy of every kind and description and stoves, cookers, heaters, geysers, biogas plants, gas and steam turbines, boilers, generators, alternators, diesel generating sets and other energy devices and appliances of every kind and description.

**RESOLVED FURTHER THAT** Mr. Madhu Sudhan Bhageria, Chairman & Managing Director, Mr. Nitin Agarwal, Chief Financial Officer and Mr. Raman Kumar Jha, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto.”

**Item No. 12: To advance loan(s), to give guarantee(s) and provide security(ies) in terms of Sections 185 of the Companies Act, 2013**

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

**“RESOLVED THAT** pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto (including any statutory modification(s) or re-enactments thereof, for the time being in force) and subject to approval of the members of the Company, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), to advance any loan(s) in one or more tranches including loan represented by way of book debt to, and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any financial assistance/ loan taken/to be taken/availed/to be availed by any entity which is a Subsidiary/Associate/Joint Venture or such other entity/person as specified under Section 185 of the Companies Act, 2013 and more specifically to such other entity/person as the Board of the Directors

in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the **Borrowing Entities**); all together within whom or in which any of the Director of the Company from time to time is interested or deemed to be interested; provided that the aggregate limit of advancing loan and/or giving guarantee and/or providing any security to the said Entities shall not at any time exceed ₹ 25 crores (Rupees Twenty Five crores only) excluding loan/guarantee/security exempted or to be exempted under the Act and other applicable laws.

**RESOLVED FURTHER THAT** the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower(s) for the purpose of its principal business activities.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take all such steps including negotiating, finalising and agreeing to the terms and conditions of the aforesaid Loans/ Guarantees/Securities, and generally to do all such acts, deeds, things and matters as may be considered necessary, proper, desirable or expedient and to settle any question, difficulty or doubt that may arise for the purpose of giving effect to the above resolution.”

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

**Raman Kumar Jha**  
Company Secretary

**Place:** New Delhi  
**Date:** 23<sup>rd</sup> July, 2025

**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](mailto:fildadra@filatex.com)  
Website: [filatex.com](http://filatex.com)  
CIN: L17119DN1990PLC000091

# NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular dated September 19, 2024, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (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 35<sup>th</sup> 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](mailto:shares@filatex.com)/[primekoss@hotmail.com](mailto:primekoss@hotmail.com) with a copy marked to [evoting@nsdl.com](mailto: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 12** of the Notice is annexed hereto. Necessary information of the Director seeking re-appointment at the AGM as required under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also appended to the Notice.
5. The Company has fixed **Friday, 19<sup>th</sup> September, 2025** as the “Record Date” for the purpose of determining the members eligible to receive dividend for the financial year 2024-25. The dividend approved by the members at the AGM will be paid to the members on or before 30<sup>th</sup> 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, 19<sup>th</sup> September, 2025.
  - **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, 19<sup>th</sup> September, 2025.
  - 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.
6. Members are requested to register/update their complete bank details with their Depository Participant(s), if shares are held in dematerialised mode, by submitting forms and documents as may be required by the Depository Participant(s). Payment of dividend shall be made through electronic mode to those members, holding shares in dematerialised mode, who have updated their bank account details. As per the Master circular dated May 7, 2024 issued by SEBI, payment of dividend to members holding shares in physical mode shall only be made electronically. Such payment shall be made only after they have furnished their Permanent Account Number, Contact Details (Postal Address, Mobile Number and E-mail), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company/RTA. In this regard, please refer to SEBI

FAQs by accessing the link: [https://www.sebi.gov.in/sebi\\_data/faqfiles/jul-2025/1752726453064.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jul-2025/1752726453064.pdf) (FAQ No. 47 & 48).

#### 7. Special Window for re-lodgement of transfer requests of physical shares

In terms of the SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 2<sup>nd</sup> July, 2025, the shareholders are hereby informed that a Special Window has been opened only for re-lodgement of transfer deeds which were lodged prior to the deadline of 1<sup>st</sup> April, 2019 and rejected/returned/not attended, due to deficiency in the documents/process or otherwise. The re-lodgement window shall remain open for a period of **six months i.e. from 7<sup>th</sup> July, 2025 till 6<sup>th</sup> January, 2026**. During this period, any shares re-lodged for transfer including those currently pending with the Company shall be processed and issued only in dematerialized (demat) form, subject to verification and approval of all documents by the Company's RTA i.e. MCS Share Transfer Agent Limited. Shareholders who have missed the earlier deadline of 31<sup>st</sup> March, 2021 are encouraged to take advantage of this opportunity by furnishing the necessary documents to the Company's RTA i.e. MCS Share Transfer Agent Limited at email ID [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) or at their office at 179-180, DSIDC Shed, 3<sup>rd</sup> Floor, Okhla Industrial Area, Phase – 1, New Delhi – 110020 or the Company at [shares@filatex.com](mailto:shares@filatex.com) for further assistance.

#### 8. 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.

9. Members seeking any information with regard to Accounts are requested to send email to [secretarial@filatex.com](mailto:secretarial@filatex.com) at least ten days in advance so as to enable the Company to keep the information ready.

10. 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 had transferred unclaimed dividend to the Investor Education and Protection Fund (IEPF) for the financial years 2009-10, 2010-11 & 2011-12. Further the Company had also transferred related shares to IEPF Suspend 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](http://www.filatex.com) and on the IEPF Authority's website [www.iepf.gov.in](http://www.iepf.gov.in).

The members, who have not claimed dividends for the Financial Years 2020-21, 2021-22, 2022-23 and 2023-24, are requested to contact the Corporate Office of the Company by sending email to [shares@filatex.com](mailto:shares@filatex.com). Details of the said unclaimed dividends are available on the website of the company.

#### 11. 100 Days Campaign – “Saksham Niveshak”: July 28, 2025 to November 6, 2025 Update Your Details and Claim Your Dividends

The Investor's Education and Protection Fund Authority (“IEPFA”), Ministry of Corporate Affairs (“MCA”) has by circular dated July 16, 2025 requested companies to launch a 100 days Campaign – “Saksham Niveshak”, to reach out to shareholders whose dividend remain unpaid/unclaimed. The Company is accordingly rolling out the Campaign to enable shareholders claim unpaid/unclaimed dividend.

##### Purpose of the campaign:

- To create awareness among shareholders to update their details and claim any unpaid or
- unclaimed dividends before they get transferred to the Investor Education and Protection Fund (“IEPF”).

##### Benefit to shareholders:

It's important for you to update PAN; Nomination details, Contact info (postal address, mobile number), Bank account details, Specimen signature with the Company or the Registrar & Transfer Agent.

Since dividend on shares is only payable in electronic mode, dividend will only be credited in shareholder's bank account AFTER updating the above information/documents. Information/documents to be submitted are as under:

- **Form ISR-1:** Duly filled and signed, with self-attested KYC documents
- **Form ISR-2:** Duly filled and signed, with banker's attestation of your signature + original cancelled cheque (with your name printed) or self-attested bank passbook/statement
- **Form SH-13:** For adding a nominee
- **Form ISR-3:** If you wish to opt out of nomination.

The said forms can be downloaded from our RTA website [https://www.mcsregistrars.com/images/documents/751\\_916758048\\_KYCforms\(ISR1,2,3,SH13-14\).pdf](https://www.mcsregistrars.com/images/documents/751_916758048_KYCforms(ISR1,2,3,SH13-14).pdf) Signed documents can be sent to us before November 6, 2025 at the Corporate Office/at the office of RTA.

12. 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 may also please 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.

- 13.** 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 3, 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.
- 14.** 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, a certificate from the Secretarial Auditor of the Company certifying that the Filatex Employees' Stock Option Scheme 2015 has been implemented in accordance with SEBI Regulations 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.nsdl.com>.

- 15.** As a part of Green initiative in the Corporate Governance, the Ministry of Corporate Affairs (MCA) vide its circulars dated 21<sup>st</sup> and 29<sup>th</sup> 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.
- 16.** In compliance with the MCA Circulars and SEBI Circular dated January 5, 2023, the Notice alongwith the Annual Report of the Company for the financial year ended March 31, 2025, 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, 2025 shall be available on the websites of the Company viz., [www.filatex.com](http://www.filatex.com) and websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. The Notice shall also be available on the e-Voting website i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) of the National Securities Depository Limited (NSDL) engaged for providing remote E-voting facility and e-Voting at AGM through VC/OAVN.
- 17.** Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2024-25 is available, is being sent to those members whose e-mail address is not registered with the Company/Registrar and Transfer Agent/Depository Participants/Depositories.
- 18. 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 35<sup>th</sup> 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.

either in physical form or in dematerialized form, as on the cut-off date of 19<sup>th</sup> September, 2025 may cast their vote by remote e-voting.

The remote e-voting period commences on **23<sup>rd</sup> September, 2025 (9:00 A.M.) and ends on 25<sup>th</sup> September, 2025 (5:00 P.M.)**. During this period, members of the Company, holding shares

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

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders  | Login Method  |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> 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 <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> |

**NSDL Mobile App is available on**



| Type of shareholders   | Login Method   |
|--|--|
| Individual Shareholders holding securities in demat mode with CDSL                                     | <ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol> |
| 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022-48867000/1800 1020 990                   |
| 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 210 9911 |

**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<br>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<br>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<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***. |

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto: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?

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](mailto:primekoss@hotmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://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](mailto: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), AADHAAR (self attested scanned copy of Aadhaar Card) by email to [shares@filatex.com](mailto:shares@filatex.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to [shares@filatex.com](mailto: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](mailto: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 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### 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.
19. 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. 19.09.2025. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.**
  20. 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. 19.09.2025 may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or [admin@mcsregistrars.com](mailto: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](http://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".

**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](mailto: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.
21. 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.
22. **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.
23. 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.
24. 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 23, 2025 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 31<sup>st</sup> March 2026. 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, 2026 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

The Members of the Company in the 32<sup>nd</sup> Annual General Meeting held on 27<sup>th</sup> September, 2022 had approved the appointment of Mr. Rajender Mohan Malla (DIN:00136657) as an Independent Director of the Company for a period of three years with effect from 27<sup>th</sup> July, 2022.

After evaluating and considering the skills, experience and knowledge of Mr. Rajender Mohan Malla that would be available to the Board of Directors and pursuant to the provisions of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, in its meeting held on 23<sup>rd</sup> July, 2025, approved the re-appointment of Mr. Rajender Mohan Malla as an Independent Director of the Company for further period of five years w.e.f. 27<sup>th</sup> July, 2025 subject to the approval of the shareholders in the ensuing Annual General Meeting. 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.

Mr. Rajender Mohan Malla is qualified to be re-appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director. 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. Rajender Mohan Malla to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. He also confirmed that he has not been debarred from holding the office of Director by virtue of any SEBI order or of any other Authority.

Based on the aforesaid declaration received from Mr. Rajender Mohan Malla, the Board was of the opinion that Mr. Rajender Mohan Malla fulfills the criteria of being re-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. Rajender Mohan Malla has a Bachelor’s of Commerce degree from Shri Ram College of Commerce, an M.Com degree from the University of Delhi, and an MBA degree from the University of Delhi’s Faculty of Management Studies. He has a long and successful career spanning four decades. He has held senior and substantial decision-making roles in banks, financial institutions, and non-banking financial companies. IDBI Bank Ltd., SIDBI, IFCI, and PTC India Financial Services Limited are some of these banks. From 2013 to 2015, he was MD & CEO of PTC India Financial Services Limited (PFS), a subsidiary of PTC India Limited, and previous to that, CMD of IDBI from 2010 to 2013.

In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV to the Act and other applicable provisions of the Act, re-appointment of Mr. Rajender Mohan Malla as an Independent Director requires approval of members of the Company. Further, in terms of Regulation 25(2A) of the Listing Regulations, re-appointment of Mr. Rajender Mohan Malla as an

Independent Director requires approval of members of the Company by passing a special resolution. Further, regulation 17(1A) of the Listing Regulations provides that no company shall appoint a person or continue the directorship of any person as a Non-executive Director who has attained the age of seventy-five years unless a special resolution is passed to that effect.

During the second tenure of Mr. Rajender Mohan Malla, his age will exceed 75 years. Thus, as per the above said provision of the Listing Regulations, approval of the Members of the Company will be required by way of Special Resolution, so that he can continue as the Independent Director of the Company during his second tenure even after attaining the age of seventy-five years. The Board of Directors considers that the continuance of Mr. Rajender Mohan Malla on the Board will be immense beneficial to the Company and recommends passing of the Special Resolution at Item No. 5 of his re-appointment for your approval.

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

### **Item No. 6**

The Members of the Company in the 34<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September, 2024 had approved the appointment of Mr. Manish Vij (DIN: 00505422) as an Independent Director of the Company for the period starting from August 29, 2024 to September 30, 2025.

After evaluating and considering the skills, experience and knowledge of Mr. Manish Vij that would be available to the Board of Directors and pursuant to the provisions of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, in its meeting held on 23<sup>rd</sup> July, 2025, approved the re-appointment of Mr. Manish Vij as an Independent Director of the Company for further period of five years w.e.f. 30<sup>th</sup> September, 2025 subject to the approval of the shareholders in the ensuing Annual General Meeting. 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.

Mr. Manish Vij is qualified to be appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director. 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 was of the opinion that Mr. Manish Vij fulfils 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 holds a Bachelor's and Master's degree in Management Science from Devi Ahilya Vishwavidyalaya, Indore. With over 25 years of experience, he is a serial entrepreneur and Managing Partner of Smile Group, a pioneer in the internet and digital industry since 1999. He has founded and scaled successful ventures like Quasar (digital media), SVG Media (adtech), and [Letsbuy.com](https://www.letsbuy.com) (eCommerce), partnering with global leaders such as WPP and Flipkart (Walmart). These ventures have attracted investments from top VCs, including Tiger Global and Matrix Partners, cementing his reputation as a visionary in digital media, eCommerce, and gaming.

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, re-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 re-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 considers that the re-appointment of Mr. Manish Vij on the Board will be immense beneficial to the Company and recommends passing of the Special Resolution at Item No. 6 of his re-appointment for your approval.

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.

### **Item No(s). 7, 8 & 9**

The Members of the Company, on 20<sup>th</sup> July, 2022 had approved the re-appointment of Mr. Madhu Sudhan Bhageria (DIN: 00021934) as Managing Director of the Company, designated as Chairman & Managing Director for a period of 3 years w.e.f. 30<sup>th</sup> July, 2022. The Members of the Company, on 20<sup>th</sup> July, 2022 had also approved the re-appointment of Mr. Purshottam Bhageria (DIN: 00017938) and Mr. Madhav Bhageria

(DIN: 00021953) as Wholetime Directors, designated as Joint Managing Directors of the Company for a period of 3 years w.e.f. 30<sup>th</sup> July, 2022.

The Board of Directors, on the recommendation of Nomination & Remuneration Committee, in its meeting held on 23<sup>rd</sup> July, 2025 have approved the re-appointment of Mr. Madhu Sudhan Bhageria as Managing Director designated as Chairman & Managing Director, Mr. Purrshottam Bhaggeria as Managing Director designated as Vice Chairman & Managing Director and Mr. Madhav Bhageria as Managing Director of the Company on the terms and conditions and remuneration as stated in the respective resolutions for a period of five years w.e.f. 30<sup>th</sup> July, 2025 subject to the approval of shareholders in the ensuing Annual General Meeting. They are the Promoter Directors of the Company. The Audit Committee in its meeting held on 23<sup>rd</sup> July, 2025 approved payment of their remuneration as stated in the respective resolutions of this notice. Mr. Purrshottam Bhaggeria and Mr. Madhav Bhageria shall be liable to retire by rotation.

Pursuant to Sections 196, 197, 198, 203 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the re-appointment of Mr. Madhu Sudhan Bhageria, Mr. Purrshottam Bhaggeria and Mr. Madhav Bhageria requires approval of the Members by way of Special Resolution.

Further, in terms of Regulation 17(6)(e) of SEBI LODR, Mr. Madhu Sudhan Bhageria, Mr. Purrshottam Bhaggeria and Mr. Madhav Bhageria, being Promoter Directors, approval of Members is being sought way of Special Resolution.

Mr. Madhu Sudhan Bhageria, Mr. Purrshottam Bhaggeria and Mr. Madhav Bhageria are not disqualified from being re-appointed as Directors in terms of Section 164 of the Act and have given his consent for the re-appointment. They have confirmed that they are not debarred from holding office of director by virtue of any SEBI order or any other such authority.

During the financial year ended 31<sup>st</sup> March, 2025, the Company has earned adequate profits calculated as per Section 197 read with Section 198 of the Companies Act, 2013. However, as an abundant caution, the Company proposed to pass the Special Resolutions to pay minimum remuneration to Managing Director and Whole-time Directors as per Schedule V of the Companies Act, 2013 in case of loss or inadequate profits in any year during their tenure of re-appointment. In the event of loss or inadequacy of profits in any financial year, they shall be eligible to receive the said remuneration alongwith perquisites/benefits as minimum remuneration in accordance with Schedule V of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof. Accordingly, the statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 is given as under:

## I GENERAL INFORMATION

- (1) Nature of Industry:** The Company is engaged in manufacturing of various type of Synthetic yarns viz Polyester Partially Oriented Yarns (POY), Polyester Filament Yarns, Fully Drawn Yarns (FDY), Air textured yarns, Polyester chips, Polypropylene Yarns and Narrow woven fabrics.
- (2) Date or expected date of commencement of Commercial Production:** The Company was incorporated on 8<sup>th</sup> August, 1990 as a Public Limited Company. The Company is already in operation after obtaining Certificate of Commencement of business on 5<sup>th</sup> September, 1990.
- (3) In case of new companies, expected date of commencement of activities as per project approved financial institutions appearing in the prospectus:** Not applicable
- (4) Financial performance(standalone) based on given indicators:**

|  | (₹ in lacs) |          |          |
|--|-------------|----------|----------|
|  | 2022-23     | 2023-24  | 2024-25  |
| Turnover (total revenue)               | 4,30,387    | 4,28,590 | 4,25,215 |
| Profit before Tax                      | 12,208      | 15,043   | 18,021   |
| Net Profit before comprehensive income | 8,990       | 11,066   | 13,457   |
| Paid up Share capital                  | 4,430       | 4,439    | 4,439    |
| Reserves and Surplus (other equity)    | 1,05,472    | 1,15,970 | 1,28,666 |

- (5) Foreign investments or collaborators, if any:** None

## II INFORMATION ABOUT THE APPOINTEES

### MR. MADHU SUDHAN BHAGERIA

- (1) Background details:** Mr. Madhu Sudhan Bhageria (Promoter and Chairman & Managing Director) is a Commerce graduate from Shri Ram College of Commerce, University of Delhi. He has more than four decades of financial, operational and strategic planning experience in synthetic and polyester yarn, environment and energy innovation. He is actively involved in the management of the company since its incorporation and has played a key role in its growth & developments and he has been the force behind the exponential growth of the Company. He is the former president of PTA Users Association and he is the Chairman of Textile Committee of PHD Chambers of Commerce for the year 2021-2022. He is also on the Board of various Indian Companies.
- (2) Past Remuneration including commission:** ₹ 152.27 Lacs, ₹ 178.32 Lacs & ₹ 207.14 Lacs for financial years 2022-23, 2023-24 & 2024-25 respectively
- (3) Recognition or awards:** Nil
- (4) Job profile and his suitability:** Mr. Madhu Sudhan Bhageria, Promoter and Chairman & Managing Director, looks after overall operations including Production, Modernization & Expansion of the Company under the supervision and control of the Board of Directors. He has more than 43 years of rich experience in polyester industry. In consideration of the performance of his duties as the Managing Director, the Board of Directors, Nomination & Remuneration Committee and Audit Committee in their meetings held on 23<sup>rd</sup> July, 2025 have approved his appointment and remuneration as set out in Item No. 7 of the Notice.
- (5) Remuneration proposed:** Mentioned in Item No. 7 of the Notice.
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):** Proposed remuneration of Mr. Madhu Sudhan Bhageria is comparable to that drawn by the similar senior level counter parts in other companies in the industry and is commensurate with the size of the Company, diverse nature of its businesses, the profile of the appointee and responsibilities shouldered by him.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:** Besides the remuneration proposed, Mr. Madhu Sudhan Bhageria, Chairman & Managing Director, holds 3,78,97,738 Equity Shares of ₹ 1 each representing 8.54% of the paid up capital of the Company and is related to Mr. Purshottam Bhaggeria, Vice Chairman & Managing Director & Mr. Madhav Bhageria, Managing Director of the Company.

### MR. PURRSHOTTAM BHAGGERIA

- (1) Background details:** Mr. Purshottam Bhaggeria (Promoter and Vice Chairman & Managing Director) has done Masters in Business Administration (MBA) in 1985 from S.C. Johnson Graduate School of Management, Cornell University, USA. He has been appointed as the Honorary Consul of Republic of Guinea-Bissau in New Delhi since July 2025. He was the Honorary Consul of Republic of Moldova in the Republic of India for more than 12 years. He is ex-Chairman of International Affairs Committee – Asia Pacific & Europe of PHD Chamber of Commerce & Industry. He is the Secretary General of FICAC (World Federation of Consuls), headquarter in Brussels and also the Secretary General of Honorary Consular Corps Diplomatique (HCCD)-India, body of Honorary Consulates in India. He is also on the Board of various Indian Companies.
- (2) Past Remuneration including commission:** ₹ 141.47 Lacs, ₹ 166.81 Lacs & ₹ 191.19 Lacs for financial years 2022-23, 2023-24 & 2024-25 respectively
- (3) Recognition or awards:** FICAC Medal of Honour - 2012
- (4) Job profile and his suitability:** Mr. Purshottam Bhaggeria is the Promoter and Vice Chairman & Managing Director of the Company. He looks after finance, accounts, legal and secretarial departments of the Company since its incorporation. He has rich experience of more than 40 years in corporate affairs policy perspective, investments, compliance and legal issues. In consideration of the performance of his duties as the Managing Director, the Board of Directors, Nomination & Remuneration Committee and Audit Committee in their meetings held on 23<sup>rd</sup> July, 2025 have approved his appointment and remuneration as set out in Item No. 8 of the Notice.
- (5) Remuneration proposed:** Mentioned in Item No. 8 of the Notice
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):** Proposed remuneration of Mr. Purshottam Bhaggeria is comparable to that drawn by similar senior level counter parts in other companies in the industry and is commensurate with the size of the Company, diverse nature of its businesses, the profile of the appointee and responsibilities shouldered to him by the Board of Directors.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other directors, if any:** Besides the remuneration proposed, Mr. Purshottam Bhaggeria, Vice Chairman & Managing Director holds 4,24,44,280 Equity Shares of ₹ 1 each representing 9.56% of the paid up capital of the Company and is related to Mr. Madhu Sudhan Bhageria, Chairman &

Managing Director & Mr. Madhav Bhageria, Managing Director of the Company.

#### MR. MADHAV BHAGERIA

- (1) Background details:** Mr. Madhav Bhageria (Promoter & Managing Director), is a Commerce graduate from The Hindu College, University of Delhi. He has over 39 years of rich experience in marketing, operations, insurance and contracts. He is the Promoter Director of Tapti Valley Education Foundation which is an International School in Surat. He is also on the Board of various Indian Companies.
- (2) Past Remuneration including commission:** ₹ 139.90 Lacs, ₹ 172.64 Lacs & ₹ 195.63 Lacs for financial years 2022-23, 2023-24 & 2024-25 respectively
- (3) Recognition or awards:** Nil
- (4) Job profile and his suitability:** Mr. Madhav Bhageria is the Promoter & Managing Director of the Company. He looks after functions of plants operations, marketing, insurance and contracts etc. at Dahej, Surat & Mumbai. He has rich experience of more than 39 years in these fields. In consideration of the performance of his duties as the Managing Director, the Board of Directors, Nomination & Remuneration Committee and Audit Committee in their meetings held on 23<sup>rd</sup> July, 2025 have approved his appointment and remuneration as set out in Item No. 9 of the Notice.
- (5) Remuneration proposed:** Mentioned in Item No. 9 of the Notice
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):** Proposed remuneration of Mr. Madhav Bhageria is comparable to that drawn by similar senior level counter parts in other companies in the industry and is commensurate with the size of the Company, diverse nature of its businesses, the profile of the appointee and responsibilities shouldered to him by the Board of Directors.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other directors, if any:** Besides the remuneration proposed, Mr. Madhav Bhageria, Managing Director holds 4,30,77,498 Equity Shares of ₹ 1 each representing 9.71% of the paid up capital of the company and is related to Mr. Madhu Sudhan Bhageria, Chairman & Managing Director & Mr. Purrshottam Bhaggeria, Vice Chairman & Managing Director of the Company.

#### III. OTHER INFORMATION

- (1) Reason of loss or inadequate profits:** During the financial year ended 31<sup>st</sup> March, 2025, the Company has earned adequate profits calculated

as per Section 197 read with Section 198 of the Companies Act, 2013. However, as an abundant caution, the Company proposed to pass the Special Resolutions to pay minimum remuneration to Managing Directors shall be valid for not exceeding three years in the aggregate as per Schedule V of the Companies Act, 2013 in case of loss or inadequate profits in any year during their tenure of appointment.

- (2) Steps taken or proposed to be taken for improvements:** The Company has been taking various initiatives to reduce the finance cost and cost of production. With the commencement of production of Partially Oriented Yarn (POY), Drawn Textured Yarn (DTY) and Fully Drawn Yarn (FDY) at the existing Plant in Dahej, Company's turnover and profits will increase in coming years.
- (3) Expected increase in productivity and profits in measurable terms:** In view of the facts mentioned above, it is difficult to forecast the productivity and profitability in measurable terms. However, considering the continuously improving economic scenario, the Company expects that the productivity and profitability may improve and would be comparable with the industry average.

#### IV DISCLOSURES

##### Remuneration package of the managerial persons:

Fully described in the respective resolutions as mentioned above.

The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. are mentioned every year in its Corporate Governance Report forming part of Annual Report of the Company.

Your Directors recommend passing of the Resolutions at Item No. 7 to 9 as SPECIAL RESOLUTIONS.

Except Mr. Madhu Sudhan Bhageria, Mr. Purrshottam Bhaggeria, Mr. Madhav Bhageria and their relatives, none of the Directors, Key Managerial Personnel and their relatives are deemed to be concerned or interested, financially or otherwise in the said resolutions.

##### Item No. 10

Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") requires every listed entity to appoint a peer reviewed Company Secretary or a Firm of Company Secretary(ies) as a Secretarial Auditor on the basis of recommendation of the Board of the Directors.

The Board of Directors of the Company ("Board"), at its meeting held on July 23, 2025 has, considering the experience and expertise and on the recommendation of the Audit Committee, recommended to the Members of the Company, appointment of **M/s Siddiqui &**

**Associates**, Practicing Company Secretaries (Firm Registration No. S1988DE004300), as Secretarial Auditor for a term of 5 (five) consecutive financial years, commencing from the financial year 2025-26 to the financial year 2029-30 on such remuneration as may be determined by the Board of Directors of the Company from time to time.

**M/s Siddiqui & Associates**, is a firm of Practicing Company Secretaries registered with the Institute of Company Secretaries of India having experienced professionals of many years as its Partners. Siddiqui & Associates is engaged in rendering (i) Compliance Audit & Assurance Services; (ii) Advisory and Representation Services; and (iii) Transactional Services for various companies.

**M/s Siddiqui & Associates**, Practicing Company Secretaries, have consented to their appointment as the Secretarial Auditor, if appointed and have confirmed that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India ("ICSI") and hold a valid certificate of peer review issued by the ICSI. Further, Siddiqui & Associates, Practicing Company Secretaries, have confirmed that they are eligible for appointment as the Secretarial Auditor and are free from any disqualifications.

The proposed remuneration to be paid to the Secretarial Auditor for the financial year 2025-26 is ₹ 1,25,000/- (Rupees One Lakh Twenty-Five Thousand only). The said remuneration excludes applicable taxes and out of pocket expenses. The remuneration for the subsequent years of their term shall be fixed by the Board of Directors based on the recommendation of the Audit Committee of the Company.

In accordance with the provisions of Regulation 24A of the Listing Regulations, the appointment of Secretarial Auditor, is required to be approved by the Members of the Company. Accordingly, approval of the Members is sought for passing the Ordinary Resolution as set out at Item No. 10 of this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 10 of this Notice for approval by the Members.

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.

### Item No. 11

Aligning with our sustainability roadmap, the Company is making decisive moves to decarbonize our operations through increased adoption of renewable energy. Currently, about 26% of our total 38 MW power requirement is sourced from renewable assets. Our current and upcoming renewable energy portfolio includes:

- **1 MW** rooftop solar at Dahej
- **0.9 MW** from a third-party hybrid source

- **10.8 MW** hybrid wind/solar plant in Gujarat
- **12.5 MW** solar plant in Rajasthan
- **23 MW** additional hybrid solar and wind capacity through Torrent Power (equity investment of INR 27.6 crore)

With these additions, our total power requirement from the proposed spinning capacity will rise to 42.5 MW, out of which 23.5 MW (approximately 55%) will come from renewable sources. Besides being clean, this transition is expected to reduce our energy costs by INR 18–20 crore annually. To complement this, the company continues to operate a 30 MW captive power plant to ensure reliable supply. However, as renewable share rises, we are reconfiguring our energy model to optimize existing infrastructure. Our plan is to fully utilize steam generation to produce about 15 MW of captive power and simultaneously extract steam at a pre-determined pressure for external sale. This steam will be supplied to nearby small and medium-scale industries, offering them a lower-cost alternative to in-house generation. The model thus delivers dual benefits: it lowers our power generation cost and enables sustainable industrial growth in the surrounding ecosystem. Early response has been very encouraging, with several companies already signing letters of intent.

The Board of Directors, in its meeting held on 23<sup>rd</sup> April, 2025 approved the Steam Power Distribution Project in which the Company will sell surplus around 70TPH steam generated from captive power plant to the small companies/persons. To implement this project, the Company will incur an outlay cost of ₹ 85 crores which will be financed through internal accruals.

The Board of Directors in its meeting held on 23<sup>rd</sup> July, 2025 approved to insert and add two new clauses in the object clause of the MOA of the Company relating to sale and distribution of steam as mentioned in the resolution of this notice.

As per the provisions of Section 4 & 13 of the Companies Act 2013, approval of shareholders is required by passing a Special Resolution before initiating any change in the existing Object Clause of the Company's Memorandum of Association.

The Board, recommends passing of this Special Resolutions as set out at Item No. 11 of this Notice, for your approval.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 11 of the Notice.

### Item No. 12

During the course of business, the Company may have to provide financial support by way of providing loan, guarantee or security from its internal resources/accruals and/or any other appropriate sources, as permitted, for the business activities, including working capital requirements and capital expenditure, of its

subsidiary companies or associates or group entities or any other entity in whom any of the Director of the Company is interested or deemed to be interested (hereinafter collectively referred to as the "Borrowing Entities") from time to time.

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner. However, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that (a) a special resolution is passed by the company in General Meeting and the loans are utilized by the borrowing company for its principal business activities.

Further, Section 185 of the Act does not apply in case of any loan made by a holding company to its wholly-owned subsidiary company or any guarantee given or security provided by a holding company in respect of any loan made to its wholly-owned subsidiary company; or any guarantee given or security provided by a holding company in respect of loan made by any bank or financial institution to its subsidiary company provided loans made are utilized by the subsidiary company for its principal business activities. The Company intends to provide support to its subsidiary(ies) (including step-down subsidiary) or such other entity/person, in which any of the Director of the Company is interested or deemed to be interested, for their principal business activities and the matters connected thereto from time to time.

Presently, the Company has only one wholly owned subsidiary i.e. Texfil Private Limited. Audit Committee and Board of Directors in its meeting held on 23<sup>rd</sup> July,

2025 approved to give inter corporate loans/deposits (unsecured) for an amount not exceeding ₹ 25 crores to Azimuth Investments Limited, Nouvelle Securities Private Limited, Janus Infrastructure Projects Pvt Ltd, Fargo Estates Private Limited, Animate Infrastructure Pvt Ltd and Sparsh Property Pvt Ltd at cost of borrowing fund (applicable for CC limit) plus 1% for the tenure less than one year. Azimuth Investments Limited, Nouvelle Securities Private Limited, Janus Infrastructure Projects Pvt Ltd and Fargo Estates Private Limited are promoter group companies and Animate Infrastructure Pvt Ltd & Sparsh Property Pvt Ltd are managed and controlled (directly or indirectly) by the promoter directors, Mr. Madhu Sudhan Bhageria, Mr. Purrshottam Bhaggeria and Mr. Madhav Bhageria.

Accordingly, the Board of Directors in its meeting held on 23<sup>rd</sup> July, 2025 has considered and decided to seek shareholders' approval by way of a special resolution for advancing any loan, giving any guarantee or providing any security to all such Entities specified under Section 185 of the Companies Act, 2013 and more specifically such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company, provided that the aggregate limit shall not at any time exceed ₹ 25 crores, outstanding at any point of time, excluding the loan(s) exempted or to be exempted under the Act and other applicable laws. Further, the said loan(s) and/or guarantee(s) and/or security (ies) shall only be utilized by the Borrower for the purpose of its principal business activities and that keeping the best interest of the Company.

The Board recommend the passing of Special Resolution set out at Item No. 12 of the Notice.

Except Mr. Madhu Sudhan Bhageria, Mr. Purrshottam Bhaggeria and Mr. Madhav Bhageria, being common Directors/Members, as the case may be, including their relatives to the extent of their shareholding in the Company, none of the Directors or any KMPs of the Company or their respective relatives are either directly or indirectly concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 12 of the Notice.

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

**Raman Kumar Jha**  
Company Secretary

**Place:** New Delhi  
**Date:** 23<sup>rd</sup> July, 2025

**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](mailto:fildadra@filatex.com)  
Website: [filatex.com](http://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 and Reappointment of Mr. Madhu Sudhan Bhageria, Mr. Purrshottam Bhaggeria and Mr. Madhav Bhageria as Managing Directors and Mr. Rajender Mohan Malla and Mr. Manish Vij as Independent Directors are as under:**

| <b>Name of Directors</b>                           | <b>Mr. Rajender Mohan Malla</b>   | <b>Mr. Manish Vij</b>   | <b>Mr. Madhu Sudhan Bhageria</b>  | <b>Mr. Purrshottam Bhaggeria</b>  | <b>Mr. Madhav Bhageria</b>   |
|--|---|---|---|---|--|
| Age (Years)  | 72  | 47  | 65  | 63  | 61   |
| Qualifications                                     | MBA, M.Com, B.Com. [Hons.] from Delhi University<br><br>Certified Associate of Indian Institute of Bankers<br><br>PGDBM from Management Development Institute, Gurgaon  | Master of Management Science from Devi Ahilya Vishwavidyalaya, Indore   | B.Com (Hons) from Shri Ram College of Commerce, Delhi University, Delhi   | MBA, Cornell University, USA.   | B.Com (Hons) from Hindu College, Delhi University, Delhi   |
| Date of Appointment                                | 27-07-2022  | 29-08-2024  | 30-07-2003  | 30-07-2003  | 30-07-2003   |
| Expertise in specific functional areas/ Experience | 46 years Rich and diversified experience in Management, Finance, Treasury & Funding, Accounts, IT, HR, training and development   | Two decades of expertise in Management, Corporate Strategy, Early-stage investing along with experience in Digital Media and Advertising Industry   | Promoter Director, Looking after Production, Modernization & Expansion and overall operations of the Company  | Promoter Director, Looking after Finance, Accounts, Legal & Secretarial   | Promoter Director, looking after plant operations and marketing functions of the Company based in Surat & Mumbai   |
| Directorship in Indian Companies                   | <p><b>Listed Company</b></p> <ol style="list-style-type: none"> <li>Filatex India Limited</li> <li>IOL Chemicals and Pharmaceuticals Limited</li> <li>Waaree Energies Limited</li> <li>Kajaria Ceramics Limited</li> <li>NCC Limited</li> <li>Religare Enterprises Limited</li> </ol> <p><b>Public Unlisted Company</b></p> <ol style="list-style-type: none"> <li>Mumbai International Airport Limited</li> <li>Navi Mumbai International Airport Private Limited</li> </ol> <p><b>Unlisted Company</b></p> <ol style="list-style-type: none"> <li>Centillion Finance Private Limited</li> <li>Adani Airport Holdings Limited</li> </ol> | <p><b>Listed Company</b></p> <p>Filatex India Limited</p> <p>Indiamart Intermesh Limited</p> <p><b>Unlisted Company</b></p> <ol style="list-style-type: none"> <li>Hykart Sales Private Limited</li> <li>Smile Internet Technologies Private Limited</li> </ol> | <p><b>Listed Company</b></p> <p>Filatex India Limited</p> <p><b>Unlisted Company</b></p> <ol style="list-style-type: none"> <li>SMC Yarns Private Limited</li> <li>Fargo Facilities Management Private Limited</li> <li>Nectar Infrastructure Private Limited</li> <li>Fargo Developers and Infrastructure Private Limited</li> <li>Nouvelle Securities Private Limited</li> <li>Vrinda Farms Private Limited</li> <li>Hill Estates Private Limited</li> <li>Azimuth Investments Limited</li> <li>Texfil Private Limited</li> </ol> | <p><b>Listed Company</b></p> <p>Filatex India Limited</p> <p><b>Unlisted Company</b></p> <ol style="list-style-type: none"> <li>Nouvelle Securities Private Limited</li> <li>PHD Chamber of Commerce &amp; Industry</li> <li>Fargo Developers and Infrastructure Private Limited</li> <li>Animate Infrastructure Private Limited</li> <li>Ardent Infrastructure &amp; Developers Private Limited</li> <li>V. D. Estates Private Limited</li> <li>Helios Infrastructure and Projects Ltd.</li> <li>Elevate Developers Private Limited</li> <li>Maan Softech Private Limited</li> </ol> | <p><b>Listed Company</b></p> <p>Filatex India Limited</p> <p><b>Unlisted Company</b></p> <ol style="list-style-type: none"> <li>Animate Infrastructure Private Limited</li> <li>Cardiobionic India Private Limited</li> <li>Texfil Private Limited</li> <li>Sparsh Property Private Limited</li> <li>Fabiola Farms &amp; Dairy Products Private Limited</li> <li>Tapti Valley Education Foundation</li> <li>Abhiruchi Fashion Garments Private Limited</li> <li>Tosca Electronics Private Limited</li> <li>Sky Scraper Constructions And Developers Private Limited</li> </ol> |

| Name of Directors   | Mr. Rajender Mohan Malla   | Mr. Manish Vij   | Mr. Madhu Sudhan Bhageria   | Mr. Purrshottam Bhaggeria   | Mr. Madhav Bhageria  |
|---|--|--|---|---|--|
| Chairman/Member of the committees of the Board of the Companies on which he is a Director | 3. Srifin Credit Private Limited<br>4. Adani Finserve Private Limited<br><br><b>Filatex India Limited</b><br>Member - Audit Committee, Corporate Social Responsibility Committee<br><br>Chairman – Nomination and Remuneration Committee<br><br><b>IOL Chemicals and Pharmaceuticals Limited</b><br>Member – Nomination and Remuneration Committee<br><br><b>Waaree Energies Limited</b><br>Chairman - Audit Committee<br><br>Member - Nomination and Remuneration Committee, Risk Management Committee<br><br><b>Mumbai International Airport Limited</b><br>Chairman – Audit Committee,<br><br>Member - Nomination and Remuneration Committee<br><br><b>Navi Mumbai International Airport Private Limited</b><br>Chairman – Audit Committee,<br><br>Member - Nomination and Remuneration Committee | <b>Filatex India Limited</b><br>Member:<br>Stakeholders Relationship Committee | <b>Filatex India Limited</b><br>Members:<br>Audit Committee, Nomination and Remuneration Committee<br><br>Chairman:<br>Corporate Social Responsibility Committee, Risk Management Committee | 10. Fargo Estates Private Limited<br>11. Fargo Facilities Management Private Limited<br>12. Cardiobionic India Private Limited<br>13. Texfil Private Limited<br>14. Vrinda Farms Private Limited<br>15. Azimuth Investments Limited<br>16. Cardiobionic Medtech Private Limited<br>17. Floaid Research Foundation<br><br><b>Filatex India Limited</b><br>Members:<br>Corporate Social Responsibility Committee, Stakeholders Relationship Committee | 10. Gunjan Communications And Electronics Private Limited<br>11. Galadiator Chemicals Pvt. Ltd.<br>12. Dabonaire Real Estate & Investment Private Limited<br>13. Amazer Global Trade Private Limited<br><br><b>Filatex India Limited</b><br>Member:<br>Corporate Social Responsibility Committee |

| <b>Name of Directors</b>  | <b>Mr. Rajender Mohan Malla</b>  | <b>Mr. Manish Vij</b>   | <b>Mr. Madhu Sudhan Bhageria</b>  | <b>Mr. Purrshottam Bhaggeria</b>   | <b>Mr. Madhav Bhageria</b>  |
|---|--|---|---|--|---|
|   | <b>Adani Airport Holdings Limited</b><br>Chairman - Audit Committee<br>Member - Nomination and Remuneration Committee, Stakeholders and Relationship Committee |   |   |  |   |
|   | <b>Kajaria Ceramics Limited</b><br>Member - Audit Committee, Risk Management Committee   |   |   |  |   |
|   | <b>NCC Limited</b><br>Chairman - Audit Committee<br>Member - Risk Management Committee, Corporate Social Responsibility Committee                              |   |   |  |   |
| Listed Entities from which resigned as Director in past 3 years | 1. Waaree Technologies Limited<br>2. Indosolar Limited   | Nil   | Nil   | Nil  | Nil   |
| Shares held in the Company                                      | Nil  | Nil   | 3,78,97,738   | 4,24,44,280  | 4,30,77,498   |
| Relationship with Directors / KMP                               | Not related to any Director/ KMP of the Company  | Not related to any Director/ KMP of the Company   | Only related to Mr. Purrshottam Bhaggeria, Vice Chairman & Managing Director and Mr. Madhav Bhageria, Managing Director of the Company. | Only related to Mr. Madhu Sudhan Bhageria, Chairman & Managing Director and Mr. Madhav Bhageria, Managing Director of the Company. | Only related to Mr. Madhu Sudhan Bhageria, Chairman & Managing Director and Mr. Purrshottam Bhaggeria, Vice Chairman &, Managing Director of the Company. |
| Five Board Meetings held during the Financial Year 2024-25      | All five meetings attended   | Out of two, one meeting was attended as he was appointed on 29 <sup>th</sup> August, 2024 | All five meetings attended  | Four meetings attended   | Four meetings attended  |

For detailed profile, please refer Annual Report on Company's website [www.filatex.com](http://www.filatex.com)