



**FILATEX FASHIONS LIMITED**

CIN: L72200TG1994PLC017485

Regd. & Corp. Office: MY FAIR GARDENS, 8-2-682/3/A & 3B FLAT NO 201, 2ND FLOOR, ROAD NO 12, BANJARA HILLS HYDERABAD Hyderabad TG 500034 IN Tel: +9140 - 66748931 Fax +9140 - 66748930 E-mail: [unisox@yahoo.com](mailto:unisox@yahoo.com), Visit us: [www.filatexfashionsltd.com](http://www.filatexfashionsltd.com)

Dear Members,  
Auditors, Directors

**NOTICE FOR 01/2022 EXTRA-ORDINARY GENERAL MEETING**

NOTICE is hereby given that an 01/2022-23 Extraordinary General Meeting of Members of Filatex Fashions Limited will be held on Tuesday, 28<sup>th</sup> June, 2022 at 10.30 A.M. at the registered office of the Company to transact the following business:

**SPECIAL BUSINESS:**

**Item No. 1: To issue convertible equity warrants on preferential basis:**

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

“Resolved that pursuant to the provisions of Section 62(1)(c), 42, 192 and other applicable provisions, if any, of the Companies Act 2013, read with the rules made thereunder (including any statutory modifications) or the re-enactment thereof for being in force (The Companies Act) to the extent notified and in effect the applicable provisions, if any, of the Companies Act 1956 as amended (without reference to the provisions there of that have ceased to have effect upon notification of sections Companies Act) and in accordance with the Securities and Exchange Board of India (Issue of capital and disclosure requirements) Regulations, 2018, as amended (the “**ICDR regulations**”) and Securities and Exchange Board of India (Substantial acquisitions and takeovers) Regulations, 2011, as amended (the “**Takeover regulations**”) and Securities and Exchange Board of India (Listing obligation and disclosure requirements) Regulations 2015, as amended (the “**LODR Regulations**”) and other rules, regulations, guidelines notifications and circulars issued there under from time to time by the Government of India,, the Reserve Bank of India, Securities and Exchange Board of India (SEBI) and any other guidelines and clarifications issued by any other competent authority whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the company, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the company (hereinafter referred to as “The Board” which term shall be deemed to include any committees(s)/to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board absolute discretion, the consent of the members of the company be and is hereby accorded to the Board issue, and allot 30,72,00,000 (Thirty Crore Seventy Two Lakh lakh) Convertible Warrants on preferential basis convertible into 30,72,00,000 Equity shares (one Equity share of the Company of the Company of face value of Rs.5/- each) at a price of Rs.7.35/- per warrant including premium of Rs.2.35/- per warrant as detailed below :

SI.No.	Mode of Consideration	Category of Allottees	No. of Warrants
1.	For Consideration of Cash	Promoter(s) and Non Promoters	26,48,05,443
2.	For Consideration other than Cash	Promoters	4,23,94,557
		Total	30,72,00,000

and further detailed in this explanatory statement setting out facts material facts and on search terms in such manner that as the Board may think fit in its absolute discretion.”

**“RESOLVED FURTHER THAT** the equity shares allotted on exercise of the warrants shall upon conversion rank paripassu with the existing shares of the company in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations or other applicable laws as may be prevailing at the time.”

**“RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V and regulation 161 SEBI ( Regulations, the relevant date for the purpose of calculating the price for the issue of warrants /equity shares pursuant to the exercise of the equity warrants is 28<sup>th</sup> May, 2022.”

**“RESOLVED FURTHER THAT** the said Warrants shall be issued and allotted by the Company to the allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

I) The equity shares to be so allotted on exercise of the Equity Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company. The Warrants may be exercised by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.

II) A Warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price of the Equity Shares will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169(2) of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.

III) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

IV) In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

V) In the event of the Company making a bonus issue by way of capitalization of its reserves, or a rights offer by way of issue of new Equity Shares, prior to allotment of Equity Shares resulting from the exercise of the Warrants, the issue price of the Equity Shares to be allotted against such Warrants shall be subject to appropriate adjustment, subject to the ICDR Regulations and other applicable law.

VI) The Equity Shares to be issued and allotted by the Company on exercise of the Warrants in the manner aforesaid shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank *pari-passu* in all respects including dividend, with the existing Equity Shares of the Company.

VII) The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter **V of ICDR Regulations**.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s) .

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Warrants and Equity Shares and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

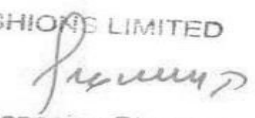
**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid warrants and listing thereof with the Stock Exchange as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment, utilization of issue proceeds and to do all such acts, deeds and things in connection therewith and incidental thereto as the Board at its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intend that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other Directors/ Officers of the Company to give effect to the aforesaid resolution.”

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby authorized to do all such acts, deeds, things and matters and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

For FILATEX FASHIONS LIMITED

  
Managing Director

Prabhat Sethia  
Managing Director  
DIN: 00699415

Place: Hyderabad  
Date:30-05-2022

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their representatives to attend the meeting are requested to send to the company a certified copy of the board resolution authorizing their representative to attend and vote on behalf at the meeting.
3. Please bring the Attendance slip with you duly filled in and handover the same at the entrance of the Meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
4. Members are requested to notify immediately any change in their address to the Company in case their shares are held in dematerialized form. This information should be passed so that the information required can be made readily available at the meeting.
5. Members holding shares in physical form are requested to de-materialize the shares in electronic form to facilitate faster transfer and avoid rejections for bad deliveries. The Share Certificates may be sent to Link Intime India Pvt. Ltd, C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083..
6. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following :

- i. [unisox@yahoo.com](mailto:unisox@yahoo.com)
- ii. [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

Members may also note that the aforesaid documents can be downloaded from the company website:[www.filatexfashionsltd.co.in](http://www.filatexfashionsltd.co.in)

7. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rules related thereto and Secretarial Standard issued by the ICSI, stating reasons for the proposed Special Businesses is annexed herewith.
8. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Regulation 44 of SEBI Listing Regulations, SS-2 and the provisions of the MCA Circulars, the Company is providing facility for voting by e-voting to all the Members of the Company to enable them to cast their votes electronically on the items mentioned in the Notice. For this purpose, the Company has appointed Central Depository Services (India) Limited ("CDSL") as the Agency to provide remote e-voting facility.

9. In terms of the MCA Circulars, voting can be done only by e-voting. The Members are strongly advised to use the e-voting procedure by themselves and not through any other person/ proxies.
10. The Portal for e-voting will remain open for the Members for exercising their voting from Saturday, 25<sup>th</sup> June 2022 at 10:00 a.m. (IST) till Monday, 27<sup>th</sup> June, 2022 at 05:00 p.m. (IST) both days inclusive. Please note that e-voting module will be disabled for voting by CDSL after the said date and time. During this period, the Members of the Company holding shares either in physical form or dematerialised form, as on Wednesday, 22<sup>nd</sup> June, 2022 ('cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
11. In compliance with the provisions of MCA Circulars, this Postal Ballot Notice is being sent by e-mail to all the Members, whose name appears on the Register of Members/ list of Beneficial Owners maintained by the Depositories as on cut-off date, and who have registered their e-mail addresses in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings with the Company's RTA.
12. Members who have not registered their e-mail addresses are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent M/s. Link Intime India Pvt. Ltd, C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083.
13. The hard copy of this Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
14. Members whose names appear on the Register of Members/ list of Beneficial Owners as cut off date, will be considered for the purpose of voting and each Member's voting rights shall be in proportion to his/ her share of the paid-up equity share capital of the Company. Any person who is not a shareholder as on the cut-off date should treat this Notice for information purpose only.
15. The Notice is placed on the Company's website in the Investors Section at [www.filatexfashions.co.in](http://www.filatexfashions.co.in). The Postal Ballot Notice can also be accessed from the websites of Stock Exchanges i.e. BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Postal Ballot Notice is also available at website of the CDSL at [www.evotingindia.com](http://www.evotingindia.com).
16. All the material documents referred to in the Notice and Explanatory Statement thereto, can be obtained for inspection by writing to the Company at its email id at [unisox@yahoo.com](mailto:unisox@yahoo.com) from the date of dispatch of notice until the last date for receipt of votes through e-voting.
17. Shri Vinod Sakaram, Practicing Company Secretary (Membership No. A23285), partner of M/s VSSK & Associates, Company Secretaries, have been appointed as Scrutinizer for conducting the e-voting process in accordance with the law in fair and transparent manner.
18. The Scrutinizer shall prepare Scrutinizer's Report on the total votes cast in favour or against or abstained, if any. The Scrutinizer will submit his report to the Chairman/ Company Secretary of the Company or any person authorized by the Chairman, after completion of scrutiny of votes received

through e-voting. The results of the voting by Postal Ballot will be announced on or before Thursday, 30<sup>th</sup> June, 2022. The results of the Postal Ballot will be posted on the website of the Company at [www.ircon.org](http://www.ircon.org) and on CDSL website at [www.evotingindia.com](http://www.evotingindia.com) and will also be communicated to the Stock Exchanges i.e. NSE & BSE. The Scrutinizer's decision on the validity of e-voting will be final.

Members have an option to vote either electronically (availing services provided by CDSL) or by using the poll slips to be distributed at the meeting. If the members have cast their vote electronically, then they should not cast their vote at the meeting. However, if a member has voted electronically and has again voted at the meeting, then the voting done through e-voting shall prevail and voting done at the meeting shall be treated as invalid.

**Instructions for e-voting:**

CDSL e-Voting System - --For Remote e-voting-Postal Ballot- New Process as per SEBI circular.

(i) The voting period begins on Saturday, 25<sup>th</sup> June 2022 at 10:00 a.m. (IST) till Monday, 27<sup>th</sup> June, 2022 at 05:00 p.m. (IST) both days inclusive. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

(iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The 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 Login icon and select New System Myeasi.

	<p>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the E voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>3) 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>.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. 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 where the E Voting is in progress</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) 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 e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>1) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see eVoting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.
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.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method of e-Voting for Physical and shareholders other than individual holding in Demat form.

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

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA..</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).</li> </ul>

- v. After entering these details appropriately, click on “SUBMIT” tab.
- vi. Members holding shares in Physical form will then reach directly to the voting screen. However, Members holding shares in Demat form will now reach ‘Password Creation’ menu

- wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii. If Demat account holder has forgotten the changed password, then Enter the User ID and the image verification code, click on Forgot Password & enter the details as prompted by the system.
  - viii. Click on the relevant EVSN for the “FILATEX FASHIONS LIMITED” on which you choose to vote.
  - ix. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - x. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
  - xi. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
  - xii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
  - xiii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
  - xiv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - xv. Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
    - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ([unisox@yahoo.com](mailto:unisox@yahoo.com)), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) by email to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 1800 22 55 33.

The Results shall be declared on or after the Extra Ordinary General Meeting (EGM). The results declared along with the scrutinizers report shall be placed on the company's website [www.filatexfashionsltd.co.in](http://www.filatexfashionsltd.co.in) and on the website of CDSL within two(2) working days of passing the resolutions at the EGM of the company and communicated to the Bombay Stock Exchange Limited on which the shares of the company are listed.

**Statement annexed to the Notice setting out the material facts concerning each item of special business pursuant to section 102 of Companies act, 2013 and Regulation 73 of the SEBI (ICDR) Regulations, 2009.**

**For Item No 1**

As per Sections 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013, as amended and the rules made thereunder (the “Act”) and other applicable provisions, if any, and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended “ICDR Regulations” and such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, approval of the Members of the Company by way of special resolution is required for issue & allotment of Equity Warrants on preferential basis to Non-Promoter and Promoter.

**The relevant disclosures as required in terms of the Companies Act, 2013 and ICDR Regulations are as under:**

**a) Objects of the preferential issue of Warrants:**

Your Company plans to issue Warrants Promoter and Non promoter Investors to further increase the Equity base of the Company to fund the operations of the Company and meet the working capital expenditure of the Company. In view of this, it is proposed to create, offer, issue and allot 30,72,00,000 (Thirty Crore Seventy Two Lakh lakh) Convertible Warrants on preferential basis convertible into 30,72,00,000 Equity shares (one Equity share of the Company of the Company of face value of Rs.5/- each) at a price of Rs.7.35/- per warrant including premium of Rs.2.35/- per warrant as detailed below :

SI.No.	Mode of Consideration	Category of Allottees	No. of Warrants
1.	For Consideration of Cash	Promoter(s) and Non Promoters	26,48,05,443
2.	For Consideration other than Cash	Promoters	4,23,94,557
		Total	30,72,00,000

The above said Shares being proposed to be allotted is to the person of promoter category for consideration other than cash is to acquire the title of land at as detailed below :

**VALUATION OF LAND:**

S.NO.	DESCRIPTION OF PROPERTY	LAND EXTENT (Sq.Yds)	DOCUMENT DETAILS	NAME OF PARTIES Ex-Executant CI-Claimants
I	House No's.1-14-246 to 1-14-152 in Sy.No.75/2 (West Part of the Total Property)	1600 Sq.Yds/ 1337.6 Sq.Mts	816/2017 of SRO Secunderabad Dated: 20-06-2017	In Favour of Sri. Prabhat Sethia, S/o. Late. Shreechand Sethia
	<b>TOTAL LAND</b>	<b>1600 Sq.Yds/ 1337.6 Sq. Mtrs</b>		

S.NO.	DESCRIPTION OF PROPERTY	LAND EXTENT	DOCUMENT DETAILS	NAME OF PARTIES Ex-Executant CI-Claimants
II	House No's.1-14-253 Part to 1-14-156 & 1-14-259 in Sy.No.75/2 (East Part of the Total Property)	1233.3 Sq. Yds/ 1031.33 Sq. Mts	817/2017 of SRO Secunderabad Dated: 20-06-2017	In Favour of Smt. Sangeetha Sethia W/o. Sri. Prabhat Sethia.
	<b>TOTAL LAND</b>	<b>1233.3 Sq.Yds/ 1031.33 Sq. Mtrs</b>		

**b) Maximum number of specified Securities to be issued.**

30,72,00,000 (Thirty Crore Seventy Two Lakh lakh) Convertible Warrants on preferential basis convertible into 30,72,00,000 Equity shares.

**c) intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer;**

The Promoters/ Promoter Group of the Company, as detailed below, intend to subscribe to the extent of 6,00,00,000 Warrants of face value of Rs. 5/- (Rupees five only ) at Rs. 7.35/- at a premium of Rs.2.35/- per warrants for cash and other than Cash as follows:

S.No.	Name of Promoter /Director(s) / KMP	Category	No. of Warrants	Mode of Consideration
1.	PRABHAT SETHIA	Promoter and Managing director	60,54,422	For Cash
2.	SANGEETA SETHIA	Promoter (Spouse of Mr. Prabhat Sethia)	1,15,51,021	
3.	PRABHAT SETHIA	Promoter and Managing director	2,39,45,578	For consideration other than Cash
4.	SANGEETA SETHIA	Promoter (Spouse of Mr. Prabhat Sethia)	1,84,48,979	

Except above, there is no intention of any other Promoters, Directors and Key Management Persons of the Company to subscribe to the captioned Preferential Issue.

**d) Shareholding pattern before and after issue of warrants to be converted into equity shares within 18 months from the date of the allotment of the warrants.**

S.No.	Category	Pre Holding		Post Holding	
		No. of Shares held	% of Shareholding	No. of Shares held (Assuming all warrants are converted)	% of shareholding
(A)	Promoter's Holding				
1					
a	Indian Promoters	1192015	1.23	61192015	15.15
b	Other Individuals/HUF				
c	Body Corporates				
	Sub Total (1)	1192015	1.23	61192015	15.15
2	Foreign Promoters				
a	Individuals				
b	Body Corporates				
	Sub Total 2	0	0	0	0
	Total Shareholding of Promoter and Promoter Group = (A)	1192015	1.23	61192015	15.15
(B)	Public Shareholding				
3	Institutions				
a	MF/UTI/Insurance Co.s				
b	FI/Banks				

c	Central/State Govt				
d	Venture Capital Funds				
e	FII/FPI				
f	Any Other				
	Sub Total 3				
4	Non-Institutions				
a	Bodies Corporate				
b	Individuals				
	Upto Rs.2 lac	16029123	16.56	16429123	4.07
	Above Rs. 2 Lac	67553780	69.78	276633780	68.47
c	Others				
	Hindu Undivided Family	5460077	5.64	26380077	6.53
	Non Resident Indians (Non Repat)	57977	0.06	57977	0.01
	Non Resident Indians (Repat)	128304	0.13	128304	0.03
	Body Corp-Ltd Liability Partnership	33410	0.03	233410	0.06
	Office Bearers	10000	0.01	10000	0.00
	Clearing Member	88162	0.09	88162	0.02
	Bodies Corporate	6261697	6.47	22861697	5.66
	Grand Total = A+B	9,68,14,545	100	40,40,14,545	100

Note: assumed full conversion of warrants

i) The above post issue shareholding assumes that the Preferential Issue of Warrants issued pursuant to these are converted into equity shares failing which the percentage will change accordingly.

**e) Proposed time frame within which the allotment shall be completed:**

The Allotment of the Equity Shares and Warrants shall be completed within 15 (fifteen) days from the date of the Extraordinary General Meeting provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment by any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of such approval.

**f) Identity of proposed allottee(s) of Equity shares and warrants and the percentage of the post issue capital that may be held by him / her on allotment of shares and conversion of the warrants into shares:**

S. No.	Name of the Allottee Identity Ultimate Beneficiary and	Current Status of Allottee	Proposed Status of Allottee	Pre-Issue Shareholding		New warrants allotted	Post-holding holding	
				No. of Shares	%		No. of Shares (assuming all the Warrants are converted)	%
<b>Promoters</b>								
1	PRABHAT SETHIA	Promoter	Promoter	11,92,015	1.23	3,00,00,000	3,11,92,015	7.72
2	SANGEETA SETHIA	Promoter	Promoter	22,004	0.02	3,00,00,000	3,00,22,004	7.43
<b>Non Promoters</b>								
1	SAILESH AGARWAL	Public	Public	52,00,000	5.37	1,10,00,000	1,62,00,000	4.01
2	SEEMA AGARWAL	Public	Public	21,00,000	2.17	75,00,000	96,00,000	2.38
3	CHAITANYA AGARWAL	Public	Public	21,00,000	2.17	75,00,000	96,00,000	2.38
4	SAILESH AGARWAL – HUF Ultimate Beneficiary – Mr. SAILESH KUMAR AGARWAL (Karta)	Public	Public	-	-	75,00,000	75,00,000	1.86
5	SAILESH KUMAR - CHAITANYA KUMAR – HUF Ultimate Beneficiary – Mr. Sailesh Kumar Agarwal (being Karta)	Public	Public	-	-	75,00,000	75,00,000	1.86
6	RANK ONE PROJECTS (P) LTD. Ultimate Beneficiary - 1. Sailesh Kumar Agarwal / 2. Ashish Mangrulkar	Public	Public	-	-	1,00,00,000	1,00,00,000	2.48
7	SWEET HOMES (Partnership Firm) Ultimate Beneficiary -	Public	Public	-	-	1,00,00,000	1,00,00,000	2.48

	1.Sailesh Kumar Agarwal / 2. Kedar Nath Sharma							
8	RAJKUMAR AGARWAL	Public	Public	21,00,000	2.17	25,00,000	46,00,000	1.14
9	VISHAL AGARWAL - HUF Ultimate Beneficiary - Mr. Vishal Agarwal (being Karta)	Public	Public	-	-	25,00,000	25,00,000	0.62
10	VENKATA VINAY KUMAR VELIVELA	Public	Public	-	-	10,00,000	10,00,000	0.25
11	RAJKUMARI	Public	Public	2,630	0.00	1,00,000	1,02,630	0.03
12	SHUBHAM SONTHALIA	Public	Public	-	-	2,00,000	2,00,000	0.05
13	SANGITA AGARWAL	Public	Public	-	-	1,00,000	1,00,000	0.02
14	GIRISH KUMAR SONTHALIA	Public	Public	10,000	0.01	6,00,000	6,10,000	0.15
15	SANGEETA AGARWAL	Public	Public	-	-	1,00,000	1,00,000	0.02
16	VINAY KUMAR AGARWAL	Public	Public	10,000	0.01	2,00,000	2,10,000	0.05
17	MUKUNDLAL AGARWAL	Public	Public	-	-	6,00,000	6,00,000	0.15
18	TANVI SONTHALIA	Public	Public	-	-	2,00,000	2,00,000	0.05
19	TARUN SONTHALIA	Public	Public	-	-	2,00,000	2,00,000	0.05
20	TRIPTI KAMAL PODDAR	Public	Public	2,000	0.00	2,00,000	2,02,000	0.05
21	KRISH KAMAL PODDAR	Public	Public	10,000	0.01	2,00,000	2,10,000	0.05
22	PAYAL KRISH PODDAR	Public	Public	-	-	1,00,000	1,00,000	0.02
23	VIBHA KAMAL PODDAR	Public	Public	6,500	0.01	2,00,000	2,06,500	0.05
24	A. VENKATA SRINIVAS	Public	Public	-	-	62,50,000	62,50,000	1.55
25	A. PARVATHI	Public	Public	-	-	62,50,000	62,50,000	1.55
26	ALLADA BHAVANA TEJA	Public	Public	-	-	10,00,000	10,00,000	0.25
27	GIRDHARILAL AGARWAL	Public	Public	-	-	1,00,000	1,00,000	0.02
28	NARESH KUMAR AGARWAL	Public	Public	-	-	1,00,000	1,00,000	0.02
29	AKSHAY AGARWAL	Public	Public	-	-	1,00,000	1,00,000	0.02
30	GAGAN HOUSING AND INDUSTRIES	Public	Public	-	-	2,00,000	2,00,000	0.05

	LLP  Ultimate Beneficiary – 1. GIRDHARILAL AGARWAL / 2. RAVINDER KUMAR AGARWAL / 3. NARESH KUMAR AGARWAL							
31	RAHUL BHAYYA	Public	Public	-	-	2,00,000	2,00,000	0.05
32	RAJKUMAR BHAYYA	Public	Public	-	-	2,00,000	2,00,000	0.05
33	SARIKA BHAYYA	Public	Public	-	-	2,00,000	2,00,000	0.05
34	SHRADHA BAHETI	Public	Public	-	-	5,00,000	5,00,000	0.12
35	MUKUNDLAL BAHETI	Public	Public	-	-	5,00,000	5,00,000	0.12
36	VEDANTH KAKANI	Public	Public	-	-	5,00,000	5,00,000	0.12
37	MANISH KUMAR	Public	Public	-	-	5,00,000	5,00,000	0.12
38	PANKAJ KUMAR BAHETI	Public	Public	-	-	17,00,000	17,00,000	0.42
39	PRIYANKA BAHETI	Public	Public	-	-	25,00,000	25,00,000	0.62
40	SHIVIKA BAHETI	Public	Public	-	-	25,00,000	25,00,000	0.62
41	PREM KUMAR KAPOOR	Public	Public	-	-	14,00,000	14,00,000	0.35
42	ASHISH KAPOOR	Public	Public	-	-	20,00,000	20,00,000	0.50
43	SHIVPRA CRANES (P) LTD.  Ultimate Beneficiary - 1. PREM KUMAR KAPOOR / 2. ASHISH KAPOOR	Public	Public	-	-	51,00,000	51,00,000	1.26
44	SHIVPRA ENGINEERS (P) LTD.  Ultimate Beneficiary - 1. PREM KUMAR KAPOOR / 2. ASHISH KAPOOR	Public	Public	-	-	15,00,000	15,00,000	0.37
45	DEEPAK MITTAL	Public	Public	19,46,339	2.01	30,00,000	49,46,339	1.22

46	RAJESH GARG	Public	Public	568	0.00	2,50,000	2,50,568	0.06
47	JAI PRAKASH AGARWAL	Public	Public	-	-	5,00,000	5,00,000	0.12
48	KUSUM AGARWAL	Public	Public	-	-	5,00,000	5,00,000	0.12
49	POONAM RANI AGARWAL	Public	Public	-	-	5,00,000	5,00,000	0.12
50	SUMIT AGARWAL	Public	Public	-	-	5,00,000	5,00,000	0.12
51	SACHIN AGARWAL	Public	Public	-	-	7,50,000	7,50,000	0.19
52	RAMA SWAMY REDDY	Public	Public	2,97,101	0.31	2,27,00,000	2,29,97,101	5.69
53	VARANASI HEMALATHA	Public	Public	1,46,383	0.15	2,27,00,000	2,28,46,383	5.65
54	V. DHANASEKHAR REDDY	Public	Public	2,299	0.00	5,00,000	5,02,299	0.12
55	S. KARTEEK KUMAR REDDY	Public	Public	-	-	12,00,000	12,00,000	0.30
56	SRI LAKSHMI THOTTEMPUDI	Public	Public	-	-	7,50,000	7,50,000	0.19
57	PINNINTI MADHU BABU	Public	Public	-	-	7,50,000	7,50,000	0.19
58	AMBU DIVYA BHARATHI	Public	Public	6,406	0.01	5,00,000	5,06,406	0.13
59	VENKATA REDDY M.	Public	Public	30,650	0.03	5,00,000	5,30,650	0.13
60	M. RAJAGOPAL REDDY	Public	Public	-	-	2,00,000	2,00,000	0.05
61	MALIKIREDDY GANGA CHARAN REDDY	Public	Public	-	-	2,00,000	2,00,000	0.05
62	T V MURALIDHAR	Public	Public	-	-	1,00,000	1,00,000	0.02
63	GADE SHIVA REDDY	Public	Public	-	-	5,00,000	5,00,000	0.12
64	IBRAHIM SHAIK	Public	Public	-	-	5,00,000	5,00,000	0.12
65	MOGHAL AMEER BAIG	Public	Public	5,203	0.01	5,00,000	5,05,203	0.13
66	GOPAL DAS LADHA	Public	Public	-	-	1,00,000	1,00,000	0.02
67	RITESH MAHESHWARI	Public	Public	-	-	2,00,000	2,00,000	0.05
68	RAJESH KUMAR BAJAJ	Public	Public	-	-	1,00,000	1,00,000	0.02
69	NALIN JOHARI	Public	Public	29,28,805	3.03	2,44,75,000	2,74,03,805	6.78
70	NALIN RANBAHADUR JOHARI HUF	Public	Public	-	-	51,20,000	51,20,000	1.27

	Ultimate Beneficiary - NALIN RANBAHADUR JOHARI (being Karta)							
71	NIRMAL JOHARI	Public	Public	20,700	0.02	4,80,000	5,00,700	0.12
72	SAMEER ANAND	Public	Public	-	-	55,00,000	55,00,000	1.36
73	SAMITA DHEER	Public	Public	-	-	12,00,000	12,00,000	0.30
74	ASGHAR PATHAN	Public	Public	-	-	34,00,000	34,00,000	0.84
75	JENISHA DHARANI	Public	Public	83,028	0.09	59,25,000	60,08,028	1.49
76	PANNU BHANSALI	Public	Public	-	-	5,00,000	5,00,000	0.12
77	SAMEER ANAND - HUF	Public	Public	-	-	8,00,000	8,00,000	0.20
78	AKSHAY KARGAWAL	Public	Public	-	-	4,00,000	4,00,000	0.10
79	RAJENDRA KARAGWAL	Public	Public	-	-	7,60,000	7,60,000	0.19
80	RENU KARGWAL	Public	Public	-	-	4,40,000	4,40,000	0.11
81	ANIL KUMAR KASARANENI	Public	Public	-	-	20,00,000	20,00,000	0.50
82	ASHISH KASARANENI	Public	Public	-	-	30,00,000	30,00,000	0.74
83	AYUSHI KASARANENI	Public	Public	-	-	10,00,000	10,00,000	0.25
84	KASARANENI VINELARANI	Public	Public	-	-	10,00,000	10,00,000	0.25
85	VASUNDHARA KASARANENI	Public	Public	-	-	20,00,000	20,00,000	0.50
86	SITA MAHALAXMI ANUMOLU	Public	Public	-	-	10,00,000	10,00,000	0.25
87	ATUL BENIWAL	Public	Public	-	-	96,40,000	96,40,000	2.39
88	ADUSUMALLI JAYANTH KRISHNA	Public	Public	1,17,555	0.12	10,00,000	11,17,555	0.28
89	ADUSUMALLI RAMAKRISHNA	Public	Public	20,000	0.02	10,00,000	10,20,000	0.25
90	PADMAJA ADUSUMALLI	Public	Public	6,00,000	0.62	12,00,000	18,00,000	0.45
91	DARSHIT BHAVESH BHAJ SETH	Public	Public	-	-	1,50,000	1,50,000	0.04
92	NISARG JAYESH SETH	Public	Public	-	-	1,50,000	1,50,000	0.04
93	NEETA PREMCHANDNANI	Public	Public	1,00,000	0.10	3,00,000	4,00,000	0.10

94	PAREMAL PAREKH C	Public	Public	-	-	1,50,000	1,50,000	0.04
95	KOMAL P PAREKH	Public	Public	-	-	1,50,000	1,50,000	0.04
96	EKTA AGARWAL	Public	Public	-	-	20,00,000	20,00,000	0.50
97	PREETI AGARWAL	Public	Public	-	-	20,00,000	20,00,000	0.50
98	PREM GANDHI PAL	Public	Public	-	-	50,00,000	50,00,000	1.24
99	SHILPA CHETAN BORA	Public	Public	-	-	5,00,000	5,00,000	0.12
100	PRASAD ARVIND CHOUDHARI	Public	Public	-	-	5,00,000	5,00,000	0.12
101	SUREKHA NIVRUTTI KEDAR	Public	Public	-	-	5,00,000	5,00,000	0.12
102	VEERA VARA PRASAD VASIREDDY	Public	Public	1,65,504	0.17	10,00,000	11,65,504	0.29
103	BONGU VINOBHA GOUD	Public	Public	-	-	2,85,000	2,85,000	0.07
104	BONGU SHRADHA GOUD	Public	Public	-	-	3,25,000	3,25,000	0.08
105	BONGU KAVYA	Public	Public	-	-	2,75,000	2,75,000	0.07
106	B. SIDHARTH GOUD	Public	Public	-	-	2,25,000	2,25,000	0.06
107	SHANKARAMPET ARUN GOUD	Public	Public	-	-	3,25,000	3,25,000	0.08
108	BONGU RAHUL GOUD	Public	Public	-	-	2,25,000	2,25,000	0.06

**g) Change in the Composition of the Board of Directors and Control of the Company:**

There will not be any change in the composition of the Board of Directors and control of the Company on account of the proposed preferential allotment but there will be a corresponding change in the shareholding pattern as well as voting rights consequent to the preferential allotment.

**h) Non transferability of the Securities:**

The securities issued and allotted on a preferential basis hereunder will be subject to lock-in as specified under Chapter V of the ICDR Regulations.

**i) Issue Price:**

The price of Rs. 7.35/- per Warrants to be issued is set in accordance with the provisions of the Regulation 164(1) of ICDR Regulations and is higher than the minimum price arrived as stipulated in these Regulations.

**j) Undertaking:**

i. The issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.

ii. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

**k) disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower.**

None of the Promoters or Directors of the Issuer is a willful defaulter or a Fraudulent borrower, Hence the disclosure specified in Schedule VI of ICDR Regulations is not applicable.

**l) Practicing Company Secretary Certificate :**

A Copy of Certificate from the Practicing Company Secretary certifying that the above issue of warrants is being made in accordance with the ICDR Regulations, shall be placed before the members of the Company at the Extra-ordinary General Meeting and will also be open for inspection by the Members.

**m) the particulars of the arrangement along with the value of the assets involved in such arrangement duly calculated by a registered valuer as required under Section 192(2) of Companies Act, 2013.**

The Company is proposing to acquire the Land as detailed at Point No.(a) above, from the promoters and Directors of the Company for Consideration other than Cash and the Company has entered an Agreement to this extent.

The Land asset has been valued by Mr. Vaddepalli Murali (IBBI Registered Valuer for the Asset Class land and Building) vide his report dated 24<sup>th</sup> May, 2022 and being considered at Fair Value as ascertained by the Registered Valuer, the relevant date of valuation of the asset is 20<sup>th</sup> May, 2022.

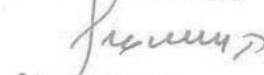
The Board of Directors recommends the resolution set out at Item No. 1 for approval of the shareholders as Special Resolutions.

The Board of Directors at its meeting held on Monday, May 30, 2022 has approved the issue and allotment of warrants convertible into equity shares on preferential basis in the manner stated above subject to approval of the Members of the Company by way of Special Resolution.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors/Key Managerial Personnel of the Company is, in anyway, concerned or interested in the above resolution except being either Shareholders or Directors in the Company.

By Order of the Board of Directors

For FILATEX FASHIONS LIMITED



Managing Director

Prabhat Sethia  
Managing Director  
DIN: 00699415

Place: Hyderabad  
Date:30-05-2022

**FILATEX FASHIONS LIMITED**

CIN: L72200TG1994PLC017485

Regd. & Corp. Office: MY FAIR GARDENS, 8-2-682/3/A & 3B FLAT NO 201, 2ND FLOOR, ROAD NO 12  
,BANJARA HILLS HYDERABAD Hyderabad TG 500034 IN Tel: +9140 - 66748931 Fax +9140 -  
66748930

E-mail: [unisox@yahoo.com](mailto:unisox@yahoo.com), Visit us: [www.filatexfashionsltd.com](http://www.filatexfashionsltd.com)

Dear Member,

**FORM MGT-11**

**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s): .....  
Registered address : .....  
E-Mail Id : .....  
Folio No/Client Id : .....  
DP Id : .....

I/We, being a Member (s) of .....shares of the above named Company, hereby appoint

1.Name:.....Address:.....  
Email Id:.....Signature.....or failing him  
2.Name:.....Address.....  
Email Id:.....Signature.....or failing him  
3 Name:.....Address:.....  
Email Id:.....Signature.....or failing him

as my/our proxy to attend and vote (on a poll)for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Tuesday, June, 28<sup>th</sup> 2022 at 10.30 am at registered office of the Company, and at any adjournment there of in respect of such resolutions indicated below:

**1. To issue convertible equity warrants on preferential basis**

Signed \_\_\_\_\_ this \_\_\_\_ day of \_\_\_\_\_ 2022  
Signature of the Shareholder : .....  
Signature of Proxyholder(s) : .....

Affix  
Revenue  
Stamp

**Note:**

The proxy form duly completed must be deposited at the Registered Office of the Company addressed to Secretarial Department, MY FAIR GARDENS, 8-2-682/3/A & 3B FLAT NO 201, 2ND FLOOR, ROAD NO 12 ,BANJARA HILLS HYDERABAD Hyderabad TG 500034 IN not less than 48 hours before the time for holding the meeting. A proxy need not be Member.

**FILATEX FASHIONS LIMITED**

CIN: L72200TG1994PLC017485

Regd. & Corp. Office: MY FAIR GARDENS, 8-2-682/3/A & 3B FLAT NO 201, 2ND FLOOR, ROAD NO 12  
,BANJARA HILLS HYDERABAD Hyderabad TG 500034 IN Tel: +9140 - 66748931 Fax +9140 -  
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**Form No. MGT-12**

**POLLING PAPER**

(Pursuant to Section 109(5) of the Companies Act 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014)

<b>S.No</b>	<b>Particulars</b>	<b>Details</b>
1.	Name of the First Named Shareholder (in block letters)	
2.	Postal Address	
3.	Registered Folio No/Client ID	
4.	Class of Share	Equity
5.	Number of Shares	

I hereby exercise my vote in respect of Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

<b>Resolution No</b>	<b>Matter of Resolution</b>	<b>I assent to the resolution</b>	<b>I dissent from the resolution</b>
1	<b>To issue convertible equity warrants on preferential basis</b>		

Place: Hyderabad

Date: 28-06-2022

**Signature of Shareholder/ Proxy**

**FILATEX FASHIONS LIMITED**

CIN: L72200TG1994PLC017485

Regd. & Corp. Office: MY FAIR GARDENS, 8-2-682/3/A & 3B FLAT NO 201, 2ND FLOOR, ROAD NO 12  
,BANJARA HILLS HYDERABAD Hyderabad TG 500034 IN Tel: +9140 - 66748931 Fax +9140 -  
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**ATTENDANCE SLIP**

Please fill attendance slip and hand it over at the entrance of the meeting hall. Joint shareholders may obtain additional slips at the venue of the meeting

DP. Id		Folio No.	
Client Id		No of Shares	

**NAME AND ADDRESS OF THE SHAREHOLDER** -----

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I hereby record my presence at the Extraordinary General Meeting of the Company held on Tuesday, 28th June, 2022 at 10.00 am at the registered Office of the company.

Signature \_\_\_\_\_

Signed on this the Day of 28<sup>th</sup> Day of June, 2022.

MAP SHOWING THE PLACE OF MEETING MARKED AT FILATEX FASHIONS LIMITED

