



# Filatex Fashions Ltd.

To,

Date: 24.06.2023

BSE Limited,  
P.J. Towers, Dalal Street,  
Mumbai - 400001

Dear Sir/Madam,

## **Sub: Notice for Extra- Ordinary General Meeting of the Company**

### **Unit: Filatex Fashions Limited**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit Notice for the 1st Extra-Ordinary General Meeting of the Company for the financial year 2023-24 scheduled to be held on Monday, 17<sup>th</sup> day of July, 2023 at 11.00 AM. through Video Conference / Other Audio-Visual Means (VC/OAVM) facility.

Further, 10.07.2023 is fixed as the cut-off date for e-voting in connection with the Extra-ordinary general Meeting of the Company

This is for the information and records of the Exchange, please

Thanking you.

Yours sincerely,

**For Filatex Fashions Limited**



**Prabhat Sethia**  
Managing Director  
DIN: 00699415

Encl. as above

**FILATEX FASHIONS LIMITED**

**CIN: L51491TG1994PLC017158**

**Registered Office: May Fair Gardens, 8-2-682/3/A & 3B Flat No 201, 2<sup>nd</sup> Floor, Road No 12, Banjara Hills, Hyderabad – 500034, Telangana**

**Email: unisox@yahoo.com Website: www.filatexfashions.co.in**

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 1<sup>ST</sup> EXTRA-ORDINARY GENERAL MEETING FOR THE FY 2023-24 OF THE SHAREHOLDERS OF FILATEX FASHIONS LIMITED WILL BE HELD ON MONDAY, THE 17<sup>TH</sup> DAY OF JULY 2023 AT 11:00 A.M. THROUGH VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS TO TRANSACT THE FOLLOWINGSPECIAL BUSINESS:**

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**SPECIAL BUSINESS:**

**1. INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to Section 13 and Section 61 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 and the Rules made there under, the authorized share capital of the Company be and is hereby increased from Rs. 51,00,00,000 (Rupees Fifty One Crores only) divided into 10,20,00,000 (Ten CroresTwenty Lakhs) equity shares of Rs. 5/- (Rupees Five Only) each to Rs. 850,00,00,000 (Rupees Eight Hundred and Fifty Crores Only) divided into 170,00,00,000 (One Hundred and Seventy Crores) equity shares of Rs. 5/- (Rupees Five Only) each and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place and instead thereof, the following as new Clause V:"

**"V. The Authorized Share Capital of the Company is Rs. 850,00,00,000 (Rupees Eight Hundred and Fifty Crores Only) divided into 170,00,00,000 (One Hundred and Seventy Crores) equity shares of Rs. 5/- (Rupees Five Only) each."**

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorised to take all such necessary steps and actions as may be deemed expedient to give effect to this resolution including signing and execution of all such necessary documents as may be required in this regard."

**2. APPROVAL FOR RELATED PARTY TRANSACTION:**

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

**"RESOLVED THAT** pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions

of the Companies Act, 2013 together with the rules made there under, based upon prior approval and recommendations of the Audit Committee and Board of Directors in their meetings held on 17.06.2023, the approval of the members be and is hereby accorded to the Company to enter into material related party transaction i.e., to acquire 16,00,00,000 Equity Shares of Re.1/- each constituting 100% stake from the shareholders of Filatex Mines and Minerals Private Limited based on the Valuation Report obtained from the Independent Registered Valuer and on such other terms and conditions as may be determined by the Board, as detailed below:

Sl. No.	Particulars	Details
1	Type, material terms and particulars of the proposed transaction.	<p><b>Type:</b> To acquire 16,00,00,000 Equity Shares of Re.1/- each constituting 100% stake from the shareholders of Filatex Mines and Minerals Private Limited.</p> <p><b>Material Terms:</b> Filatex Fashions Limited will allot up to 160,00,00,000 (One Hundred Sixty Crores) Equity Shares of Rs. 5/- each for consideration other than cash to the shareholders of Filatex Mines and Minerals Private Limited on swap basis in the ratio of 10:1, i.e., 10 (Ten) equity shares of Rs. 5/- each of Filatex Fashions Limited for every 1 (one) equity share of Re.1/- each held in Filatex Mines and Minerals Private Limited for acquisition of 16,00,00,000 Equity Shares of Re.1/- each constituting 100% stake in Filatex Mines and Minerals Private Limited based on the Valuation Report of both the Companies obtained from the Independent Registered Valuer.</p>
2	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise).	<p><b>Name of the Related Party:</b> Filatex Mines and Minerals Limited. Post Acquisition, Filatex Mines and Minerals Private Limited would become a Wholly Owned Subsidiary.</p> <p><b>Relationship and Nature of interest:</b> Mr. Prabhat Sethia, Managing Director and Core promoter of Filatex Fashions Limited is also a Core promoter and Director of Filatex Mines and Minerals Limited.</p>
3	Tenure of the proposed transaction (particular tenure shall be specified)	12 months from the date of this Extra Ordinary General Meeting subject to the approval from concerned statutory Authorities.
4	Value of the proposed transaction	To allot 160,00,00,000 (One Hundred Sixty Crores) Equity Shares of Rs. 5/- each for consideration other than cash to the shareholders of Filatex Mines and Minerals Private Limited on swap basis for acquisition of 16,00,00,000 Equity Shares of Re.1/-

		each in Filatex Mines and Minerals Private Limited. Out of 160,00,00,000 (One Hundred Sixty Crores) equity shares proposed to be issued, 41,20,34,000 equity shares will be allotted to Mr. Prabhat Sethia, who is a promoter and director on both the Companies.
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided).	Total turnover of Filatex Fashions Limited for FY 2022-23 is Rs. 1,64,10,83,000 and the value of the proposed transaction is Rs. 5,80,14,38,720/- and represents 353.51% of the above said turnover.
6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.	This transaction involves acquisition of 100% stake in Filatex Mines and Minerals Private Limited of which promoter would offer his entire holdings of 4,12,03,400 equity shares constituting 25.75% of the paidup capital of Filatex Mines and Minerals Private Limited against which Filatex Fashions Limited will allot 41,20,34,000 Equity Shares.
	i) details of the source of funds in connection with the proposed transaction	Not Applicable
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul>	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable

7	Justification as to why the RPT is in the interest of the listed entity.	After acquisition of 16,00,00,000 Equity Shares in Filatex Mines and Minerals Private Limited, it shall become the Wholly Owned Subsidiary of Filatex Fashions Limited. It will help Filatex Fashions Limited to diversify into mining sector and take advantage of vast opportunities available in the said sector apart from achieving inorganic growth.
8	A copy of the valuation or other external party report, if any such report has been relied upon	The Company obtained Valuation Report from CA Sriranga Gorantla, Independent Registered Valuer and the same is uploaded on the website of the Company under weblink <a href="https://www.filatexfashions.co.in">https://www.filatexfashions.co.in</a> .
9	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis.	Filatex Mines and Minerals Private Limited was incorporated on 18/07/2022. The Turnover of the FMPL is Rs. 1.72 Crores for the FY 2022-23 being the 1 <sup>st</sup> year of operations.
10	Any other information that may be relevant.	Nil

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, make such changes to the terms and conditions as may be considered necessary or desirable in order to give effect to this resolution in the best interest of the Company.”

**3. TO APPROVE THE OVERALL LIMITS U/S 186 FOR INVESTMENTS BY THE COMPANY IN FILATEX MINES AND MINERALS PRIVATE LIMITED:**

To consider and, if thought fit, to pass the following resolution with or without modifications, as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof) to acquire by way of subscription, purchase or otherwise, the securities of Filatex Mines and Minerals Private Limited of the value up to an aggregate amount not exceeding Rs. 3000 Crores (Rupees Three Thousand Crores), notwithstanding that the aggregate of the Investments, Loans or Guarantees or Securities so far given or to be given and/or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as the Board may in its absolute discretion, deems fit necessary or appropriate.”

**4. PREFERENTIAL ISSUE UPTO 160,00,00,000 EQUITY SHARES ON SWAP BASIS FOR ACQUISITION OF EQUITY SHARES IN FILATEX MINES AND MINERALS PRIVATE LIMITED:**

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

“**RESOLVED THAT** in terms of Sections 42 and 62 (1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or reenactment thereof, for the time being in force), Memorandum and Articles of Association of the Company, SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time; as may be applicable to the Preferential Issue of Equity Shares and other applicable regulations of SEBI, if any; and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as the Board which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such consents and approvals of BSE Limited or such other bodies or authorities as may be required by law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals, and which may be agreed to by or any other authority as may be necessary for that purpose, the Consent of the Members of the Company be and is hereby accorded to the Board to Offer, Issue and Allot up to **160,00,00,000 (One Hundred and Sixty Crores) Equity Shares of Rs. 5/- each at an issue price of Rs. 14.08/-, for consideration other than cash to the shareholders of Filatex Mines and Minerals Private Limited on swap basis** in the ratio of 10:1, i.e., 10 (Ten) equity shares of Rs. 5/- each of Filatex Fashions Limited for every 1 (one) equity share of Re.1/- each held in Filatex Mines and Minerals Private Limited for acquisition of **16,00,00,000 (Sixteen crores) Equity Shares of Re.1/- each constituting 100% stake in Filatex Mines and Minerals Private Limited based on the Valuation Report for both the companies obtained from the Independent Registered Valuer and on such other terms and conditions as may be determined by the Board.**

“**RESOLVED FURTHER THAT** the pricing of the equity shares to be allotted has been made in accordance with the SEBI (ICDR) Regulations, 2018 with reference to the ‘Relevant Date.’ The “relevant date” for the purpose of pricing of equity shares is 16.06.2023 (since 17.06.2023 is non-trading day) i.e., thirty days prior to the date on which this Extra Ordinary General meeting is held in terms of Section 42 and Section 62 (1)(c) of the Companies Act, 2013”.

“**RESOLVED FURTHER THAT** the Equity Shares issued shall rank paripassu with the existing Equity Shares of the Company in all respects. The equity shares allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares.”

**“RESOLVED FURTHER THAT**the aforesaid Equity Shares allotted in terms of this resolution shall be subject to Lock-In requirements as per the provisions of Chapter V of SEBI ICDR Regulations, 2018 and any amendment thereto from time to time.”

**“RESOLVED FURTHER THAT**the Board be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of Equity Shares, if necessary, keeping in view the provisions of various Statutes and Guidelines in force from time to time.”

**“RESOLVED FURTHER THAT** the Company shall apply for listing of the equity shares and make an application to the Depositories for admission of the said new equity shares.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard to implementation of this Resolution, issue and allotment of equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**5. TO INCREASE THE LIMITS OF BORROWING BY THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), and any other applicable laws and the provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company, its free reserves and securities premium, provided that the total amount so borrowed by the Board within the meaning of Section 180(1)(c) of the Act shall not at any time exceed Rs. 2000 Crores (Rupees Two Thousand Crores Only) or the limits so prescribed under Section 180(1)(c) of the Act, whichever is higher.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of borrowing, filing of necessary forms, returns, applications and submissions under the Act to give effect to this Resolution.”

**6. To seek approval under Section 180(1)(a) of the Companies Act, 2013 inter alia for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company:**

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 180(1)(a) of the Companies Act, 2013 (the “Act”) and any other applicable provisions, if any of the Act, or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the “Assets”) and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, bond holders, debenture trustees or any other lenders to secure the amount borrowed by the Company or subsidiary (ies) of the Company from time to time for the due re-payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of the said borrowings provided that the aggregate indebtedness so secured by the Assets do not at any time exceed the value of limits approved by the members under Section 180(1)(c) of the Act.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of sale, lease, creation of security or any other dispositions, filing of necessary forms, returns, applications, submissions under the Act.”

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

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

**“RESOLVED THAT** pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended (“FEMA”), Foreign Exchange Management (Non-debt Instruments) Rules, 2019, which came into force with effect from October 17, 2019, and the Consolidated FDI Policy Circular of 2017, as amended, the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the “Companies Act”) and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India (“RBI”), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the board of directors of the Company (“Board”), the aggregate limit of investment by the Non-resident Indians (“NRI”) and Overseas Citizens of India (“OCI”), together, in the equity shares of the Company in accordance

with the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, is increased from 10% to 24% of the total paid-up equity share capital of the Company or such other limit as may be stipulated by RBI, from time to time and the aggregate limit of investment by the Foreign Portfolio Investors (“FPI”) together, in the equity shares of the Company in accordance with the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 is increased from 24% to Sectoral cap Percentage of the total paid-up equity share capital of the Company.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, things and deeds on behalf of the Company and make such filings / application with the regulatory authorities, including RBI, to effectively implement this resolution.”

#### **8. To approve Issuance of Foreign Currency Convertible Bonds:**

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 Sections 23, 41, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”), the Foreign Exchange Management Act, 1999, (the “FEMA”) including any amendment(s), statutory modification(s), variation(s) or reenactment (s) thereof, or the rules and regulations issued there under, including the Foreign Exchange Management (Borrowing or Lending) Regulations, 2018, as amended, and the circulars or notifications issued there under including the Master Directions on External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26,2019, as amended vide the circular on External Commercial Borrowings (ECB) Policy – Rationalisation of End-use Provisions dated July 30, 2019 and as amended from time to time and the Master Direction on Reporting under Foreign Exchange Management Act, 1999 dated January 1, 2016, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended (together the “ECB Guidelines”), the Depository Receipts Scheme, 2014, as amended (the “2014 Scheme”), the Framework for issue of Depository Receipts dated October 10, 2019 issued by the Securities and Exchange Board of India, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended (the “1993 Scheme”), the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004, including any amendments, statutory modification(s) and/ or reenactment (s) thereof, and such other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India, (the “GOI”), Ministry of Finance (Department of Economic Affairs), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs, the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”), BSE Limited (the “Stock Exchange”), and/ or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the “Appropriate Authorities”), to the

extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such condition(s) and modification(s) as may be prescribed by any of them while granting such approval(s), consent(s), and sanction(s) etc., 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 Committee which the Board may have constituted or hereinafter constitute, to exercise its powers including powers conferred by this resolution or any person authorised by the Board or its Committee for such purpose), approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches of private or public offerings (including on preferential allotment basis) in international markets, through prospectus/ offer letter/ offering circular or other permissible/requisite offer documents, Foreign Currency Convertible Bonds (FCCBs) and/or any other similar securities which are convertible or exchangeable into equity shares and/or preference shares and/or Global Depositary Receipts (GDRs) of any kind or type and/or American Depositary Receipts (ADRs) of any kind or type and/or any other financial instrument(s)/ securities convertible into and/or linked to equity shares of the Company (“Securities”) at the option of the Company and/ or the security holders denominated and subscribed to in foreign currency/Indian Currency by eligible persons as determined by the Board in its discretion including persons who are not holders of equity shares of the Company, whether unsecured or secured by creation of charge/encumbrance on the assets of the Company, in such manner and on such terms and condition(s) or such modification(s) thereto as the Board may determine in consultation with the Lead Manager(s) and/or Underwriters and/or other advisors, subject to applicable law; provided that the aggregate amount raised/to be raised by issuance of such Securities shall not exceed US\$ 200 million.

**RESOLVED FURTHER THAT** in the event of issuance of FCCBs, pursuant to the provisions of the 1993 Scheme and other applicable pricing provisions issued by the Ministry of Finance or any other authority, the ‘relevant date’ for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date as may be determined by the Board.

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

**RESOLVED FURTHER THAT** in case of any offering of Securities convertible into equity shares, Board may issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue/ offering in respect of such Securities and such equity shares shall rank paripassu with the existing equity shares of the Company in all respects and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and be listed on the stock exchanges where the equity shares of the Company are listed, except as may be provided otherwise under the terms of issue/offering and in the offer document and/or placement document and/or offer letter and/or offering circular and/or listing particulars.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to offer, issue and allot the Securities or any/ all of them, subject to such terms and conditions, as the Board may deem fit and

proper in its absolute discretion, including terms for issue of additional Securities and for disposal of Securities which are not subscribed to by issuing them to banks/ financial institutions/ mutual funds or otherwise.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Prabhat Sethia, Managing Director be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation, the determination of the terms and conditions of the issue including timing of the issue(s), the class of investors to whom the Securities are to be issued, number of Securities, number of issues, tranches, issue price, interest rate, listing, premium/ discount, redemption, allotment of Securities and to sign, execute and amend all deeds, documents, undertakings, agreements, papers and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, placement document, placement agreement and any other documents as may be required, and to settle all questions, difficulties or doubts that may arise at any stage from time to time.

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

**RESOLVED FURTHER THAT** Mr. Prabhat Sethia, Managing Director be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s), Committee(s), Executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.

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

**9. APPOINTMENT OF MR. ARUN SHARMA (DIN: 09180139) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws and the provisions of the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Arun Sharma(DIN: 09180139) who was appointed as an Additional Director (Independent category) of the Company pursuant to Section 161 of the Act read with SEBI (LODR) Regulations to hold office up to the date of ensuing Annual General Meeting or three months from the date of his appointment, whichever is earlier and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years effective from 05.05.2023 to 04.05.2028 (both days inclusive).”

“**RESOLVED FURTHER THAT** the Board of Directors or the company secretary be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**10. APPOINTMENT OF MR. NAGESHWARA RAO CHITIRALA (DIN: 02197018) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws and the provisions of the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Nageshwara Rao Chitirala(DIN: 02197018) who was appointed as an Additional Director (Independent category) of the Company pursuant to Section 161 of the Act read with SEBI (LODR) Regulations to hold office up to the date of ensuing Annual General Meeting or three months from the date of his appointment, whichever is earlier and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the rules made thereunder, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years effective from 05.05.2023 to 04.05.2028 (both days inclusive).”

**“RESOLVED FURTHER THAT** the Board of Directors or the company secretary be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**For Filatex Fashions Limited**

**Sd/-**

**Prabhat Sethia  
Managing Director  
(DIN: 00699415)**

**Place: Hyderabad  
Date: 17.06.2023**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES  
ACT, 2013 AND REGULATIONS OF SEBI (LODR), REGULATIONS, 2015**

**Item No. 1:**

**Increase in the Authorised Share Capital and consequent alteration of the Capital Clause in the Memorandum of Association of the Company:**

In order to accommodate the Equity shares to be allotted on preferential basis and future requirements, the Board of Directors at their meeting held on 17.06.2023 have decided to increase the existing Authorized Share Capital from Rs. 51,00,00,000 (Rupees Fifty One Crores only) divided into 10,20,00,000 (Ten Crores Twenty Lakhs) equity shares of Rs. 5/- (Rupees Five Only) each to Rs. 850,00,00,000 (Rupees Eight Hundred and Fifty Crores Only) divided into 170,00,00,000 (One Hundred and Seventy Crores) equity shares of Rs. 5/- (Rupees Five Only) each.

The aforesaid increase in the Authorized Share Capital will require the amendment of the Capital Clause of the Memorandum of Association.

The Board recommends the Ordinary Resolution as set out at Item No.1 of the Notice for approval of the shareholders for increase in authorized share capital.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the above resolution.

**Item No. 2:**

**Approval for Related Party Transactions:**

Your Company proposes to enter into transaction with the entity/ persons, as mentioned in the resolution, which is falling under the definition of “related party” as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Pursuant to Regulation 23(4) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), all material related party transactions shall require prior approval of the shareholders through Resolution and pursuant to Reg. 23 (1) of SEBI LODR, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, *exceeds Rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.*

The proposed Related Party Transaction with Mr. Prabhat Sethia, Promoter and Managing Director constitutes 353.51% of the turnover of the company in aggregate which exceeds the prescribed threshold limits as said above and hence requires prior approval of the Shareholders.

The Company hereby proposes to seek shareholders' approval for the said transaction by way of an Ordinary Resolution under Regulation 23 of SEBI (LODR) Listing Regulations, to enable the Company to enter into Related Party Transactions in one or more tranches.

Pursuant Sec 186 of the Companies Act, 2013 the proposed investment in / acquisition of 100% stake constituting 16,00,00,000 Equity Shares of Re. 1/- each in Filatex Mines and Minerals Private Limited by way of swapping of 160,00,00,000 Equity Shares of Filatex Fashions Limited is approved by the Audit Committee and also by the Board of Directors. The proposed investment / acquisition exceeds the limits prescribed under section 186 of the Companies Act, 2013 and post-Acquisition, Filatex Mines and Minerals Private Limited will become wholly owned subsidiary of the Company.

Mr. Prabhat Sethia, Promoter and Managing Director of the Company is interested and related party in the said acquisition by virtue of holding position as a promoter and Director in both the Companies i.e., Filatex Fashions Limited and Filatex Mines and Minerals Private Limited.

Therefore, approval from the shareholders is sought in terms Regulation 23 of SEBI (LODR) Regulations, 2015. The details of proposed transaction are explained below:

**Disclosure as per SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021**

Sl. No	Particulars	<b>Filatex Mines and Minerals Private Limited (FM MPL)</b>
1	A summary of the information provided by the management of the listed entity to the audit committee;	As mentioned in the resolution
2	Justification for why the proposed transaction is in the interest of the listed entity	After acquisition of 16,00,00,000 Equity Shares in Filatex Mines and Minerals Private Limited, it shall become the Wholly Owned Subsidiary of Filatex Fashions Limited.  It will help Filatex Fashions Limited to diversify into mining sector and take advantage of vast opportunities available in the said sector apart from achieving inorganic growth.
3	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary,	This transaction involves acquisition of 100% stake in Filatex Mines and Minerals Private Limited of which promoter would offer his entire holding of 4,12,03,400 equity shares constituting 25.75% of the paid up capital of Filatex Mines and Minerals Private Limited against which Filatex Fashions Limited will allot 41,20,34,000 Equity Shares.
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation	The Company obtained Valuation Report from CA. Sri Ranga Gorantla, Independent Registered Valuer for both the Companies and

	to the proposed transaction will be made available through the registered email address of the shareholders	the same is uploaded on the website of the Company under weblink <a href="https://www.filatexfashions.co.in">https://www.filatexfashions.co.in</a> .
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Filatex Mines and Minerals Private Limited was incorporated on 18/07/2022. The turnover of FMMPL is Rs.1.72 Crores for FY 2022-23 being the 1 <sup>st</sup> year of Operations.
6	Any other information that may be relevant	NIL

The Board of Directors recommends the passing of the above resolution as an Ordinary Resolution as set out in the Notice.

Except Mr. Prabhat Sethia, Managing Director and Mrs. Sangeeta Sethia, Director, none of the other directors, key managerial personnel or their relatives is concerned or interested, financially or otherwise, in the above said resolution.

**Item No. 3:**

**To approve the overall limits u/s 186 for loans/ guarantees / securities / investments by the Company:**

Pursuant to Section 186 of the Companies Act, 2013, the proposed investment in / acquisition of 100% stake constituting 16,00,00,000 Equity Shares of Re. 1/- each in Filatex Mines and Minerals Private Limited by way of swapping of 160,00,00,000 Equity Shares of Filatex Fashions Limited is approved by the Audit Committee and also by the Board of Directors. The proposed investment / acquisition exceeds the limits prescribed under section 186 of the Companies Act, 2013 and post-Acquisition, Filatex Mines and Minerals Private Limited will become wholly owned subsidiary of the Company.

Hence, the Board accordingly recommends the Special resolution for your approval.

Except Mr. Prabhat Sethia, Managing Director and Mrs. Sangeeta Sethia, Director, none of the other directors, key managerial personnel or their relatives is concerned or interested, financially or otherwise, in the above said resolution.

**Item No. 4:**

**PREFERENTIAL ISSUE UPTO 160,00,00,000 EQUITY SHARES ON SWAP BASIS FOR ACQUISITION OF EQUITY SHARES IN FILATEX MINES AND MINERALS PRIVATE LIMITED:**

The special resolution as mentioned above proposes to authorize the Board of directors to issue and allot up to **160,00,00,000 equity shares of Rs. 5/- each** at an issue price of Rs.14.08/- each on preferential basis in such manner and on such terms of conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

**A. Preferential allotment towards acquisition of 16,00,00,000 equity shares constituting 100% stake in Filatex Mines and Minerals Private Limited (FMMPL):**

The Company in order to achieve inorganic growth has identified a Company, Filatex Mines and Minerals Private Limited (FMMPL) whose details are furnished hereunder. For this purpose, the Company approached CA. Sri Ranga Gorantla, Independent Registered Valuer, who conducted valuation of the above mentioned company and recommended swap ratio for allotment of Equity Shares by the Company to the respective shareholders of the acquiree company. The details of the company including ratios etc. are given below:

Accordingly, it is proposed to issue and allot upto 160,00,00,000 equity shares of Rs. 5/- each of Filatex Fashions Limited as consideration to the shareholders of acquire Company i.e., Filatex Mines and Minerals Private Limited as mentioned below:

After the proposed allotment of equity shares, Filatex Mines and Minerals Private Limited (FMMPL) will become a wholly owned subsidiary company of Filatex Fashions Limited (FFL).

<b>Sl. No</b>	<b>Name of the Target company</b>	<b>% acquired in Target Company</b>	<b>Ratio of allotment (no. of equity shares of Filatex Fashions Limited to be issued for every 1 share held in Target company)</b>	<b>No. of equity shares to be allotted</b>
1	Filatex Mines and Minerals Private Limited	100	10:1 i.e., Ten Equity shares of FFL for every one equity share held in FMMPL	160,00,00,000 in FFL

**Brief profile of the Filatex Mines and Minerals Private Limited (FMMPL):**

Filatex Mines and Minerals Private Limited was incorporated in the year 2022. The paid up capital of the Company is Rs.16crores divided into 16 Crores equity shares of Re. 1/- each with a turnover of Rs. 1.72 Crores for the year 2022-23.

The main objects of FMMPL are to carry on the business of marble mining, Coal trading, taken on lease or otherwise acquire mines, minerals, Lands, grants, concession, leases, claims, licenses of or other interest in mines, mining rights, lands, mineral properties, water rights, either absolutely or conditionally and either solely or jointly with others. Details of the project are provided in the Valuation report.

The Marble Stone along with associated minor mineral mining lease have an area of 4.0 hectares in Government Waste land. Village- Umar, Tehsil- Hindoli, District- Bundi, State- Rajasthan. Proposed Production capacity of the project is 34,82,475 mt.

The Marble stone is a common type of felsic intrusive igneous rock that is granular and phaneritic in texture. Marble can be predominantly white, pink or grey in color. The marble stone is extensively used as a dimension stone and as flooring tiles in public and commercial buildings and monuments. Thus, keeping in mind this requirement, mining of stone is necessary for durability and to beautify by carving as per the requirement of the consumer.

#### **NEED FOR THE PROJECT (Its Importance to the Country and or Region)**

The Granitic stone is abundantly available in the area. This is used for Building construction and other infrastructure development. It has played an important role in development of civilization and industrialization. The occurrence of stone in the area is proved by the way of geological exploration and its production has important role in the local infrastructure development. The proposed Stone mine will also marginally benefit the local people by way of direct and indirect employment. State Government is also benefitted by the mining through royalty.

The state is endowed with major and minor mineral resources. The region, where the project is situated, people are mostly dependent on agriculture and mineral resources. The developments of mining in the area provide direct and indirect employment opportunities, infrastructure development, communication and development socio-economic infrastructure. The important benefits accruing from the project can thus be stated as - boost to local and regional economy, direct contribution to the state exchequer.

Though the mining activity involves removal of minerals thereby creating depressions in the area but as the mining operation involves in Marble stone mining mined out pit will be developed as water reservoir after complete extraction of mineral hence there would be change in the topographical features and land use pattern.

For this purpose, the Company has obtained Valuation Report from CA. Sri Ranga Gorantla, a Registered Valuer, who has conducted valuation of the above company and recommended a swap ratio for allotment of shares by the Company to the respective shareholders of the said Company.

### **C. Disclosures:**

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments there to is as stated below. As per Section 42 and 62 and other applicable provisions if any of the Companies Act, 2013, the companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders is sought for issuing the equity shares as stated in the resolution on a preferential basis.

#### **(I) Objects of the preferential issue/particulars of the offer:**

The Company proposes to issue 160,00,00,000 (One Hundred Sixty Crores) Equity Shares of Rs. 5/- each for consideration other than cash to the shareholders of Filatex Mines and Minerals Private Limited on swap basis in the ratio of 10:1, i.e., 10 (Ten) equity shares of Rs. 5/- each of Filatex Fashions Limited for every 1 (one) equity share of Re.1/- each held in Filatex Mines and Minerals Private Limited for acquisition of 16,00,00,000 (Sixteen Crores) Equity Shares of Re.1/- each constituting 100% stake in Filatex Mines and Minerals Private Limited based on the Valuation Report obtained from the Independent Registered Valuer and on such other terms and conditions as may be determined by the Board.

#### **(II) Maximum number of specified securities to be issued:**

The Board of Directors in its meeting held on 17.06.2023 has approved to issue up to 160,00,00,000 Equity Shares at an issue price of Rs. 14.08/- each subject to the approval of members.

#### **(III) intent of the promoters or their associates and relatives, directors or key managerial personnel of the issuer to subscribe to the offer;**

41,20,34,000 equity shares of Filatex Fashions Limited shall be issued to Mr. Prabhat Sethia, Promoter and Managing Director of the Company against his shareholding of 4,12,03,400 equity shares held in Filatex Mines and Minerals Private Limited who has given his consent for the same on swap basis. Except as mentioned above, none of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe shares proposed to be issued under the Preferential Allotment.

The Company will take necessary steps to obtain the required approvals from the Stock Exchange, or any other regulatory agency as may be applicable, for the proposed preferential issue of equity shares.

**(IV) Shareholding pattern of the issuer before and after the preferential issue would be as follows: (assuming all the existing and proposed equity shares)**

Sl. No	Category	Pre Issue Holding			Post Issue Holding	
		No. of shares	% of shares	Proposed Issue Equity Shares	No. of shares	% of Shares
<b>A</b>	<b>Promoter Shareholding</b>					
1	Promoters	15,18,773	1.57	41,20,34,000	41,35,52,773	24.37
	<b>Sub-Total (A)</b>	<b>15,18,773</b>	<b>1.57</b>	<b>41,20,34,000</b>	<b>41,35,52,773</b>	<b>24.37</b>
<b>B</b>	<b>Public Shareholding</b>					
1	Institutions	6,91,210	0.71	--	3,06,91,210	1.81
2	Non-Institutions					
(i)	Bodies Corporate	89,38,258	9.23	26,91,00,000	24,80,38,258	14.62
(ii)	Individuals	7,99,17,785	82.55	83,18,06,000	91,17,23,785	53.73
(iii)	NRI's	2,98,602	0.31	--	2,98,602	0.02
(iv)	Clearing Members	79,332	0.08	--	79,332	0.00
(v)	Employees	10,000	0.01	--	10,000	0.00
(vi)	LLP	1094556	1.13	5,00,000	15,94,556	0.09
(vii)	HUF	42,66,029	4.41	8,65,60,000	9,08,26,029	5.35
	<b>Sub-Total (B)</b>	<b>9,52,95,772</b>	<b>98.43</b>	<b>118,79,66,000</b>	<b>1,28,32,61,772</b>	<b>75.63</b>
	<b>Grand Total (A+B)</b>	<b>9,68,14,545</b>		<b>1,60,00,00,000</b>	<b>1,69,68,14,545</b>	<b>100.00</b>

**(V) Time frame within which the preferential issue shall be completed and material terms:**

The allotment of equity shares shall be completed, within a period of 15 days from the date of passing of the resolution by the shareholders provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority including SEBI, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

**(VI) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue and the current and proposed status of the allottee (s) post the preferential issues namely, promoter or non-promoter:**

**List of proposed allottees:** All the proposed allottees as furnished in the table are the ultimate beneficial owners of the shares along with their status as to promoter or non – promoter pre and post preferential issue. There will be no change in the status of the proposed allottees post the preferential issue.

Sl. No.	Identity of proposed Preferential Allottee	Pre issue holding	% of shares	equity shares propose to be allotted	No. of Shares after allotment	% of shares on allotment
<b>PROMOTER CATEGORY</b>						
1	Prabhat Sethia	11,92,015	1.23	41,20,34,000	41,32,26,015	24.35
<b>PUBLIC CATEGORY</b>						
2	Madhusudan Securities Limited	0	0.00	10,00,00,000	10,00,00,000	5.89
3	Cheralathan	1,20,000	0.12	7,00,00,000	7,01,20,000	4.13
4	Ramaswamyreddy Pedinekaluva	2,97,101	0.31	6,64,00,020	6,66,97,121	3.93
5	Varanasi Hemalatha	1,46,384	0.15	5,12,49,980	5,13,96,364	3.03
6	Suman Aggarwal	0	0.00	5,00,00,000	5,00,00,000	2.95
7	Savita Aggarwal	4,06,963	0.42	5,00,00,000	5,04,06,963	2.97
8	Siddharth Sahib Singh	2,62,212	0.27	5,00,00,000	5,02,62,212	2.96
9	Sausan Bukhari	25,000	0.03	5,00,00,000	5,00,25,000	2.95
10	Nalin Ranbahadur Johari HUF	0	0.00	3,55,00,000	3,55,00,000	2.09
11	Om Prakash Sharma	35,129	0.04	3,20,00,000	3,20,35,129	1.89
12	Howen International Fund SPC	0	0.00	3,00,00,000	3,00,00,000	1.77
13	Minal Prakash Deshpande	0	0.00	2,50,00,000	2,50,00,000	1.47
14	Sharda Subhashchandra Bhat	0	0.00	2,50,00,000	2,50,00,000	1.47
15	Kishan Gopal Mohta	6,00,000	0.62	2,00,00,000	2,06,00,000	1.21
16	Sailesh Kumar Agarwal	52,00,000	5.37	1,50,00,000	2,02,00,000	1.19
17	Synergy Tradelink	0	0.00	1,50,00,000	1,50,00,000	0.88
18	Somnath Traders	0	0.00	1,50,00,000	1,50,00,000	0.88
19	Premium Tradelink	0	0.00	1,50,00,000	1,50,00,000	0.88
20	Everest Corporation	0	0.00	1,50,00,000	1,50,00,000	0.88
21	Aditya Enterprise	0	0.00	1,50,00,000	1,50,00,000	0.88
22	Pankaj Kumar Baheti	0	0.00	1,35,00,000	1,35,00,000	0.80
23	Rank One Projects Private Limited	0	0.00	1,30,00,000	1,30,00,000	0.77
24	Sweet Homes	0	0.00	1,30,00,000	1,30,00,000	0.77
25	Sailesh Kumar Agarwal HUF	0	0.00	1,25,00,000	1,25,00,000	0.74
26	Sailesh Kumar Chetan Kumar HUF	0	0.00	1,25,00,000	1,25,00,000	0.74
27	AlladaVenkata Srinivas	0	0.00	1,25,00,000	1,25,00,000	0.74
28	Krishna Kanth Sharma	0	0.00	1,01,00,000	1,01,00,000	0.60
29	Kedarnath Sharma	0	0.00	1,01,00,000	1,01,00,000	0.60
30	Deepak Mittal - HUF	0	0.00	1,00,00,000	1,00,00,000	0.59
31	Seema Agarwal	21,00,000	2.17	1,00,00,000	1,21,00,000	0.71
32	Chaitanya Agarwal	21,00,000	2.17	1,00,00,000	1,21,00,000	0.71
33	Kewal Chand Jain	0	0.00	1,00,00,000	1,00,00,000	0.59
34	Pushpa Jain	0	0.00	1,00,00,000	1,00,00,000	0.59
35	Rakesh Maheshwari	0	0.00	1,00,00,000	1,00,00,000	0.59

36	Assam Edible Oils Limited	0	0.00	1,00,00,000	1,00,00,000	0.59
37	Mahendra Chand Singhvi	0	0.00	1,00,00,000	1,00,00,000	0.59
38	MCG Investments Private Limited	18,34,989	1.90	1,00,00,000	1,18,34,989	0.70
39	4V Consultants	0	0.00	1,00,00,000	1,00,00,000	0.59
40	NachiketAnup Shah	0	0.00	1,00,00,000	1,00,00,000	0.59
41	Anjali Gaba	1,27,000	0.13	1,00,00,000	1,01,27,000	0.60
42	Vansh Malhotra	0	0.00	1,00,00,000	1,00,00,000	0.59
43	Kiran Devi Jain	0	0.00	1,00,00,000	1,00,00,000	0.59
44	Jeevisha Jain	0	0.00	1,00,00,000	1,00,00,000	0.59
45	Sonia Salim Govani	25,000	0.03	1,00,00,000	1,00,25,000	0.59
46	MishalGovani	25,000	0.03	1,00,00,000	1,00,25,000	0.59
47	AimannGovani	0	0.00	1,00,00,000	1,00,00,000	0.59
48	Anoop Jain HUF	0	0.00	1,00,00,000	1,00,00,000	0.59
49	Shabnam Bundhel	0	0.00	1,00,00,000	1,00,00,000	0.59
50	Anoop Jain	0	0.00	75,00,000	75,00,000	0.44
51	Ritu Jain	0	0.00	75,00,000	75,00,000	0.44
52	SejalGambhir	0	0.00	75,00,000	75,00,000	0.44
53	Manju Sharma	0	0.00	75,00,000	75,00,000	0.44
54	Dharani Jenisha Sandipbhai	1,19,359	0.12	71,31,000	72,50,359	0.43
55	Shivpra Cranes Private Ltd	0	0.00	51,00,000	51,00,000	0.30
56	Raj Kumar Agarwal	21,00,000	2.17	50,00,000	71,00,000	0.42
57	Vishal Agarwal (HUF)	0	0.00	50,00,000	50,00,000	0.29
58	Sanivarapu Navya Reddy	0	0.00	50,00,000	50,00,000	0.29
59	Poonam Rani Aggarwal	0	0.00	36,00,000	36,00,000	0.21
60	A Padmaja	5,75,000	0.59	32,00,000	37,75,000	0.22
61	Sameer Anand	0	0.00	30,00,000	30,00,000	0.18
62	Dinesh Agarwal	4,99,900	0.52	27,50,000	32,49,900	0.19
63	Ritesh Kumar Agarwal	9,99,900	1.03	27,50,000	37,49,900	0.22
64	AtulBeniwal	0	0.00	25,00,000	25,00,000	0.15
65	Ekta Agarwal	0	0.00	22,50,000	22,50,000	0.13
66	Preeti	0	0.00	22,50,000	22,50,000	0.13
67	Chakra Sai Sree Naga Harsha Vasireddy	0	0.00	20,00,000	20,00,000	0.12
68	Ashish Kapoor	0	0.00	20,00,000	20,00,000	0.12
69	Anil Kumar Kasaraneni	0	0.00	20,00,000	20,00,000	0.12
70	Vasundhara Kasaraneni	0	0.00	20,00,000	20,00,000	0.12
71	Veera Vara Prasad Vasireddy	1,65,504	0.17	16,00,000	17,65,504	0.10
72	Opstox Financial Services	1,000	0.00	15,00,000	15,01,000	0.09
73	Shivpra Engineers Private Limited	0	0.00	15,00,000	15,00,000	0.09
74	Vallabhaneni Dhanalakshmi	41,255	0.04	14,00,000	14,41,255	0.08
75	Prem Kumar Kapoor	0	0.00	14,00,000	14,00,000	0.08
76	Asghar Ali Haji Dawood Pathan	0	0.00	13,69,000	13,69,000	0.08
77	Smita Dheer	0	0.00	12,00,000	12,00,000	0.07

78	Vattam Sukanya	1,01,000	0.10	12,00,000	13,01,000	0.08
79	Suresh Kumar Surana	0	0.00	12,00,000	12,00,000	0.07
80	Sachin Aggarwal	0	0.00	11,50,000	11,50,000	0.07
81	V Satyanarayana	0	0.00	10,00,000	10,00,000	0.06
82	Medepudi Rohit	0	0.00	10,00,000	10,00,000	0.06
83	Nageswara Rao Musunuru	0	0.00	10,00,000	10,00,000	0.06
84	Kasaraneni Ashish	0	0.00	10,00,000	10,00,000	0.06
85	Kasaraneni Ayushi	0	0.00	10,00,000	10,00,000	0.06
86	Kasaraneni Vineela Rani	0	0.00	10,00,000	10,00,000	0.06
87	Sita Mahalakshmi Anumolu	0	0.00	10,00,000	10,00,000	0.06
88	Gorla S S Sreenivaas	37,500	0.04	10,00,000	10,37,500	0.06
89	Bogolu Surendra Reddy	0	0.00	10,00,000	10,00,000	0.06
90	Aswini Bogolu	0	0.00	10,00,000	10,00,000	0.06
91	Velivela Venkata Vinay Kumar	0	0.00	10,00,000	10,00,000	0.06
92	Allada Bhavana Teja	0	0.00	10,00,000	10,00,000	0.06
93	Prasad Arvind Choudhari	0	0.00	10,00,000	10,00,000	0.06
94	P Sreenivasulu Reddy	0	0.00	9,50,000	9,50,000	0.06
95	Rajender Kargwal	0	0.00	7,60,000	7,60,000	0.04
96	Srilakshmi Thottempudi	0	0.00	7,50,000	7,50,000	0.04
97	Pinninti Madhu Babu	0	0.00	7,50,000	7,50,000	0.04
98	Darshwana Agarwal	0	0.00	7,00,000	7,00,000	0.04
99	M. Rajagopal Reddy	0	0.00	7,00,000	7,00,000	0.04
100	Girish Kumar Sontholia	0	0.00	7,00,000	7,00,000	0.04
101	Ravinder Kumar Agarwal	0	0.00	6,50,000	6,50,000	0.04
102	Mahesh Ramdas Kadaba	0	0.00	6,11,000	6,11,000	0.04
103	Srinivas Rao Pendyala	0	0.00	6,00,000	6,00,000	0.04
104	Mukundlal Agarwal	0	0.00	6,00,000	6,00,000	0.04
105	Rahul	0	0.00	6,00,000	6,00,000	0.04
106	Prashanth M K	0	0.00	6,00,000	6,00,000	0.04
107	Aditya Bhardwaj	0	0.00	5,00,000	5,00,000	0.03
108	Vazakkad Muralidhar Thamanikkra	10,000	0.01	5,00,000	5,10,000	0.03
109	Gade Sivareddy	0	0.00	5,00,000	5,00,000	0.03
110	Shaik Ibrahim	0	0.00	5,00,000	5,00,000	0.03
111	M A Baig	5,203	0.01	5,00,000	5,05,203	0.03
112	Pannu Bhansali	0	0.00	5,00,000	5,00,000	0.03
113	Ambu Divya Bharathi	6,406	0.01	5,00,000	5,06,406	0.03
114	Malikireddy Gangacharanreddy	106	0.00	5,00,000	5,00,106	0.03
115	Gagan Housing And Industries LLP	0	0.00	5,00,000	5,00,000	0.03
116	Harsha Agarwal	0	0.00	5,00,000	5,00,000	0.03
117	Sangeeta Agarwal	0	0.00	5,00,000	5,00,000	0.03
118	Shilpa Chetan Bora	0	0.00	5,00,000	5,00,000	0.03

119	Surekha Nivrutti Kedar	0	0.00	5,00,000	5,00,000	0.03
120	Jaya Vinod Sancheti	2,500	0.00	5,00,000	5,02,500	0.03
121	Muralikrishna Manepally HUF	0	0.00	4,80,000	4,80,000	0.03
122	Gopi Krishna Manepally HUF	0	0.00	4,80,000	4,80,000	0.03
123	Renu Kargwal	0	0.00	4,40,000	4,40,000	0.03
124	Gopal Das Ladha	0	0.00	4,00,000	4,00,000	0.02
125	Kargawal Akshay	0	0.00	4,00,000	4,00,000	0.02
126	Sunit Gupta	16,329	0.02	4,00,000	4,16,329	0.02
127	Vuppalancha Vinay Kumar	1,476	0.00	4,00,000	4,01,476	0.02
128	Tanvi Sonthalia	0	0.00	4,00,000	4,00,000	0.02
129	Manoj Kumar Kopparapu	0	0.00	4,00,000	4,00,000	0.02
130	Mrudula Vallabhaneni	0	0.00	3,50,000	3,50,000	0.02
131	Shradha Goud Bongu	0	0.00	3,25,000	3,25,000	0.02
132	Arun Goud Shankarampet	0	0.00	3,25,000	3,25,000	0.02
133	Premlata Gupta	0	0.00	3,00,000	3,00,000	0.02
134	Vidhi Gupta	21,000	0.02	3,00,000	3,21,000	0.02
135	Srirangam V N Charyulu	10,000	0.01	3,00,000	3,10,000	0.02
136	Darshit Bhaveshkumar Sheth	0	0.00	3,00,000	3,00,000	0.02
137	N P Chandnani	1,00,000	0.10	3,00,000	4,00,000	0.02
138	Premal C Parekh	0	0.00	3,00,000	3,00,000	0.02
139	Gangadasu Hanimi Reddy	0	0.00	3,00,000	3,00,000	0.02
140	Sangita Vijay Wargi	0	0.00	3,00,000	3,00,000	0.02
141	Venkata Sri Hari Raju Alluri	0	0.00	3,00,000	3,00,000	0.02
142	Venkateswara Gupta Konijeti	0	0.00	3,00,000	3,00,000	0.02
143	Shubham Sonthalia	0	0.00	3,00,000	3,00,000	0.02
144	Vinobha Goud Bongu	0	0.00	2,85,000	2,85,000	0.02
145	Bongu Kavya	0	0.00	2,75,000	2,75,000	0.02
146	Sumit Aggarwal	0	0.00	2,50,000	2,50,000	0.01
147	Bongu Sidharth Goud	0	0.00	2,25,000	2,25,000	0.01
148	Bongu Rahul Goud	0	0.00	2,25,000	2,25,000	0.01
149	Vikash Gupta	0	0.00	2,00,000	2,00,000	0.01
150	Deepika Agarwal	0	0.00	2,00,000	2,00,000	0.01
151	Harshitha Yalamanchili	0	0.00	2,00,000	2,00,000	0.01
152	D Sai Babu	85	0.00	2,00,000	2,00,085	0.01
153	Gaurav Pacharia	0	0.00	2,00,000	2,00,000	0.01
154	Juloori Saritha	0	0.00	2,00,000	2,00,000	0.01
155	Vinay Kumar Agarwal	0	0.00	2,00,000	2,00,000	0.01
156	Tarun Sonthalia	0	0.00	2,00,000	2,00,000	0.01
157	Krish Kamal Poddar	10,000	0.01	2,00,000	2,10,000	0.01
158	Vibha K Poddar	6,000	0.01	2,00,000	2,06,000	0.01
159	Rajesh Kumar Agarwal	0	0.00	2,00,000	2,00,000	0.01
160	Sudhir Kumar Agarwal	0	0.00	2,00,000	2,00,000	0.01
161	Tegh Singh Sandhu	0	0.00	2,00,000	2,00,000	0.01

162	Jai Tushar Anam	0	0.00	2,00,000	2,00,000	0.01
163	Krishna Tushar Anam	0	0.00	2,00,000	2,00,000	0.01
164	Nishith Ramesh Mazumdar	0	0.00	2,00,000	2,00,000	0.01
165	G. Deepa Jain	0	0.00	1,80,000	1,80,000	0.01
166	Srinivas Mukka	0	0.00	1,50,000	1,50,000	0.01
167	K Srinivasa Rao	0	0.00	1,50,000	1,50,000	0.01
168	Kondaveeti Rahul	0	0.00	1,50,000	1,50,000	0.01
169	Sunitha Harkut	0	0.00	1,45,000	1,45,000	0.01
170	Akula Lahari	0	0.00	1,00,000	1,00,000	0.01
171	Dinesh Garg	0	0.00	1,00,000	1,00,000	0.01
172	Satnam Kaur	0	0.00	1,00,000	1,00,000	0.01
173	Rajeev Kumar	0	0.00	1,00,000	1,00,000	0.01
174	Atishay Agarwal	7,400	0.01	1,00,000	1,07,400	0.01
175	Anil Kumar Agarwal	0	0.00	1,00,000	1,00,000	0.01
176	Shubham Agarwal	230	0.00	1,00,000	1,00,230	0.01
177	Naveen Kumar Kedia	0	0.00	1,00,000	1,00,000	0.01
178	RVRN Raju	0	0.00	1,00,000	1,00,000	0.01
179	Mahender Kumar Harkut	0	0.00	1,00,000	1,00,000	0.01
180	Venugopal Lahoti	0	0.00	1,00,000	1,00,000	0.01
181	Rama Krishna Chigullapally	0	0.00	1,00,000	1,00,000	0.01
182	Rajkumari	0	0.00	1,00,000	1,00,000	0.01
183	Sangita Agarwal	0	0.00	1,00,000	1,00,000	0.01
184	Suryansh Saurabh Nevatia	1,02,000	0.11	1,00,000	2,02,000	0.01
185	Shreyansh Dharmesh Chheda	0	0.00	1,00,000	1,00,000	0.01
186	Aditya Jain	0	0.00	1,00,000	1,00,000	0.01
187	Kakulamari Sai Teja	0	0.00	1,00,000	1,00,000	0.01
188	Abhilash Harkut	0	0.00	70,000	70,000	0.00
189	Saroj Devi Totla	0	0.00	50,000	50,000	0.00
190	Deepali Mundhada	0	0.00	50,000	50,000	0.00
191	Subhash Partani HUF	500	0.00	50,000	50,500	0.00
192	Srikanth Soni HUF	0	0.00	50,000	50,000	0.00
193	Narsimulu Chigulapally	0	0.00	50,000	50,000	0.00
194	Harsha Malpani	0	0.00	50,000	50,000	0.00
195	Ankur Agarwal	0	0.00	25,000	25,000	0.00
196	Sanjay Santokchand Giria	0	0.00	25,000	25,000	0.00
197	Kamal Kishore Ladda	0	0.00	25,000	25,000	0.00
198	Bhanwarlal Vinaychand Jain	0	0.00	15,000	15,000	0.00

Further, the ultimate beneficiaries of the following allottees are:

Sl. No	Name of the proposed Allottee	Name of the Ultimate Beneficial Owner
1.	Madhusudan Securities Limited	Listed Company. A Company listed on BSE with promoters holding 14,38,952 equity shares constituted to 16.55% and public holding 72,56,535 equity shares

		constituted to 83.45% of the Paid-up capital of the Company.
2.	NalinRanbahadur Johari HUF	Nalin Johari
3.	Howen International Fund SPC	Vishal Rana
4.	Synergy Tradelink	Bhanwar Chhaganlal Shah Vipul Arunkumar Trivedi
5.	Somnath Traders	Munjal A Gor Jaimin Manubhai Vyas
6.	Premium Tradelink	Harshul A Gor Shripal Bhansali
7.	Everest Corporation	Kapilkumar Babubhai Banglesha Ashwin Appa Shirsat
8.	Aditya Enterprise	Kashyapkumar R Mehta Narendra Krishna Kamtekar
9.	Rank One Projects Private Limited	Sailesh Kumar Agarwal Ashish Manglukur
10.	Sweet Homes	Sailesh Kumar Agarwal Kedar Nath Sharma
11.	Sailesh Kumar Agarwal HUF	Sailesh Kumar Agarwal
12.	Sailesh Kumar Chetan Kumar HUF	Sailesh Kumar Agarwal
13.	Deepak Mittal HUF	Deepak Mittal
14.	Assam Edible Oils Limited	Suman Lata Dargar Nirmal Kumar Dargar Poonam Dargar
15.	MCG Investments Private Limited	Subhash Mahalchand Golchha Nakul Subhash Golchha
16.	4V Consultants	Neha Garg Punit Arora Sunita Garg Ramesh Kumar Arora
17.	Anoop Jain HUF	Anoop Jain
18.	Shivpra Cranes Private Ltd	Ashish Kapoor Prem Kumar Kapoor
19.	Vishal Agarwal HUF	Vishal Rajkumar Agarwal

20.	Opstox Financial Services	Sangeeta Gilda Suman Daliya
21.	Shivpra Engineers Private Limited	Ashish Kapoor Prem Kumar Kapoor
22.	Gagan Housing and Industries LLP	Girdharilal Agarwal Ravinder Kumar Agarwal Naresh Kumar Agarwal
23.	Muralikrishna Manepally HUF	Manepally Muralikrishna
24.	Gopi Krishna Manepally HUF	Manepally Gopikrishna
25.	SubhashPartani HUF	SubhashPartani
26.	Srikanth Soni HUF	Srikanth Soni

**Change in control:** As a result of the proposed preferential allotment of equity shares, neither there will be change in the composition of the Board of Directors and nor any changes in control of the Company.

**(VII) Undertaking that 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 and other undertakings:**

In terms of SEBI (ICDR) Regulations, 2018 issuer hereby undertakes that:

1. As the Ordinary Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
2. Neither the Company, its Directors nor Promoters have been declared as willful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
3. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
4. 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.
5. The Company shall submit the Valuation Report as received from the Independent Registered Valuer to the Stock Exchange pertaining to the allotment of shares for consideration other than cash.

**(VIII) Practicing Company Secretary Certificate:**

Certificate from M/s. Manoj Parakh & Associates, Practicing Company Secretaries confirming that the proposed issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2018 is obtained and the same is available on the website of the Company <https://www.filatexfashions.co.in/>.

**(IX) Pricing of the Issue including the basis or justification for the premium and Relevant Date:**

The price of the Equity Shares proposed to be issued has been determined in accordance with the preferential issue guidelines given in SEBI (ICDR) Regulations and subsequent amendments thereto which is based on the relevant date i.e., 16.06.2023 (since 17.06.2023 is non-trading days), which is thirty days prior to the date of Extra Ordinary General Meeting (EGM to be held on 17.07.2023).

The issue price of Rs. 14.08/- per share (including a premium of Rs.9.08/- per share) has been arrived at after considering the higher of the volume weighted average price of the related equity shares quoted on BSE Limited during the 90 trading days /10 trading days preceding the relevant date. A Certificate is obtained from the Practicing Company Secretary confirming the minimum price for the preferential issue is as per Preferential Issue Regulations in chapter V of SEBI (ICDR) Regulations, 2018.

Considering that the allotment through this preferential issue shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the price of Rs.14.08/- (Rupees Fourteen and Eight paise only) of the Equity Shares to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated 16<sup>th</sup> June 2023 issued by CA. Sri Ranga Gorantla, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/02/2019/11253) having office at H. No. 6-3-664, Flat No.101, Block B, Prestige Rai Towers, Opposite NIMS, Panjagutta, Hyderabad – 500082, Telangana in accordance with Regulation 166A of the ICDR Regulations (“Valuation Report”). The Valuation Report shall be available for inspection by the members on the Company’s website under the weblink: <https://www.filatexfashions.co.in/>.

**(X) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer;**

Justification mentioned at para (IX) above.

Name of the Registered Valuer: CA. Sri Ranga Gorantla

Address: H. No. 6-3-664, Flat No.101, Block B, Prestige Rai Towers, Opposite NIMS, Panjagutta, Hyderabad – 500082, Telangana

**(XI) SEBI Takeover code:**

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchange.

**(XII) Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:**

The entire shareholding of the proposed allottees in the company, if any, is held by them in dematerialized form. The entire pre preferential allotment shareholding of such allottees shall be under lock-in from the relevant date up to a period of 90 trading days from the date of trading approval from BSE Limited where the securities of the Company are listed. The shareholder who has sold their shares during the 90 trading days prior to the relevant date shall not be eligible for allotment of equity shares on preferential basis. The proposed allottees have Permanent Account Number.

**(XIII) Lock-in Period:**

The equity shares proposed to be allotted shall be subject to 'lock-in' for such a period as the case may be from the date of trading approval from BSE Limited where the securities of the Company are listed as per Clause 167 of the SEBI (ICDR) Regulations, 2018.

**(XIV) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:** During the year, the Company has not made any preferential allotment.

**(XV) Compliances:**

The company has complied with the requirement of rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid up capital in the hands of the public.

**(XVI) Approval under the Companies Act:**

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders by way of special resolution is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and the others on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Notice.

Except Mr. PrabhatSethia, Managing Director and Mrs. Sangeeta Sethia, Director, none of the other directors, key managerial personnel or their relatives is concerned or interested (financial or otherwise) in the above said resolution.

**Item No. 5 & 6 : To increase the limits of borrowing by the Board of Directors of the Company under Section 180(1)(C) of the Companies Act, 2013 and to seek approval under Section 180(1)(a) of the Companies Act, 2013 inter alia for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company**

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising Foreign Currency Convertible Bonds and finance from Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit.

In accordance with the provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, the following powers can be exercised by the Board of Directors with the consent of the Members by a Special Resolution.

- To pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company;
- To borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the Company's paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business.

The Board is of the view that the in order to further expand the business activities of the Company and for meeting the expenses for capital expenditure, the Company may be further required to borrow money, either secured or unsecured, from the banks/ financial institutions/other body corporate, from time to time, and to pledge, mortgage, hypothecate and/or charge any or all of the movable and immovable properties of the Company and/or whole or part of the undertaking of the Company.

The Board of Directors of the Company proposes to increase the limits to borrow money uptoRs. 2000 Crores (Rupees Two Thousand Crores) and to secure such borrowings by pledging, mortgaging, hypothecating the movable or immovable properties of the Company amounting up to Rs. 2000 Crores (Rupees Two Thousand Crores).

It is, therefore, required to obtain approval of members by Special Resolution under Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013, to enable the Board of Directors to borrow money in excess of the aggregate of the paid-up share capital and free reserves of the Company and to create charge on the assets over the Company under the Companies Act, 2013.

The Board recommends the Special Resolutions set out at Item No. 5 & 6 of the Notice for approval by the Members.

None of the Directors/Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the above said Resolutions set out in the Notice.

**Item No. 7: Increase in investment limits for Foreign Portfolio Investors and Non-resident Indians/ Overseas citizens of India:**

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

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

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

**Item No. 8: To approve Issuance of Foreign Currency Convertible Bonds**

There is a need to infuse fresh capital into the Company to safeguard the interests of all stakeholders. Further, the proposed capital infusion into the Company is crucial not only for development of the Company but also to enhance the overall shareholder value.

Accordingly, to meet this objective and to augment long term resources for general corporate purposes, enhancing network, financial position, long term viability and future growth as also to enhance competitiveness to be able to compete with the peer groups, the Board of Directors of the Company at its meeting held on 29<sup>th</sup> October 2022 and subsequent meeting dated 17<sup>th</sup> June 2023 proposed to obtain an enabling approval of Members without the need for any further approval from the Members, for Issuance of Foreign Currency Convertible Bonds and/or any other similar securities

which are convertible or exchangeable into equity shares and/or preference shares and/or Global Depository Receipts (GDRs) and/or American Depository Receipts (ADRs) and/or any other financial instrument(s)/ securities convertible into and/or linked to equity shares of the Company and/or held by the Company ('Securities'), in one or more issuances and/or tranches through private placement, public offerings, and/or any combination thereof or any other method as may be permitted under applicable laws.

Issuance of Securities may result in the issuance to investors who may not be Members of the Company. Therefore, consent of the Members is being sought, for passing the Special Resolution as set out in the Notice, pursuant to Section 62 of the Companies Act, 2013, ("Act") as amended and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Further, in terms of provisions of Section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company can issue its securities on private placement basis after obtaining prior approval of the Members of the Company by a Special Resolution. The equity shares, if any, allotted on issue, conversion of Securities shall rank paripassu in all respects with the existing Equity Shares of the Company.

The resolution proposed is enabling approval and the exact combination of instrument(s), exact price, proportion and timing of the issue of the Securities in one or more tranches and/or issuances and the detailed terms and conditions of such tranche(s)/ issuances will be decided by the Board in consultation with lead managers, advisors and such other authorities and agencies as may be required to be consulted by the Company in due consideration of prevailing market conditions and other relevant factors after meeting the specific requirements in a manner and subject to limit as more particularly set out in the resolution at Item No. 8 of the accompanying Notice.

The proposal therefore seeks to confer upon the Board the absolute discretion and adequate flexibility to determine the terms of issue(s) and to take all steps which are consequential, incidental and ancillary.

The pricing of the offer would be in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the SEBI (ICDR) Regulations"), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the Companies Act, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, the Master Direction - External Commercial Borrowings, Trade Credits and Structured Obligations, 2019, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 or any other guidelines/ regulations/ consents, each as amended, as may be applicable or required.

FCCB pricing will be as per FCCB Scheme. The "Relevant Date" for the purpose of determination of price of the securities shall be the date as determined in accordance with the applicable provisions of law and as mentioned in the resolution. In connection with the proposed issue of Securities, the Company is required to, inter alia, identify investor, decide quantum of each issue/tranche including terms thereof, prepare, approve and execute various documents. Accordingly, it is proposed to

authorize the Board to do all such acts, deeds and things in this regard for and on behalf of the Company.

The proposed issue of the Securities requires the enhancement of overall borrowing limits of the Company as mentioned at item No. 5&6, in terms of Section 180(1)(c) read with Section 180(1)(a) of the Act or such other enhanced limit as may be approved by the Members of the Company, from time to time and the issue, if necessary, may be secured by way of mortgage / hypothecation of the Company's assets as may be finalised by the Board in consultation with the Security Holders / Trustees in favour of Security Holders/ Trustees for the holders of the said securities.

In connection with the proposed issue of Securities, the Company is required, inter alia, to prepare various documentations and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them.

Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested, financially or otherwise, in this resolution.

The Board accordingly recommends the Special Resolution set out at Item No. 8 of the accompanying Notice for the approval of the Members.

**Item No. 9:**

**Appointment of Mr. Arun Sharma (DIN: 09180139) and as an Independent Director of the Company:**

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the appointment of Additional director (Independent category) shall be regularized within three months from the date of the appointment or date of ensuing General Meeting, whichever is earlier. Accordingly, Mr. Arun Sharma (DIN: 09180139) who was appointed as an Additional Director of the Company on 05.05.2023 in terms of Section 161(1) of the Companies Act, 2013 and provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 in the category of 'Non-Executive Independent Director' is required to be regularised as an Independent Director of the company in the general meeting by way of a Special Resolution at the earliest but not later than three months from the date of appointment.

Accordingly, in order to ensure compliance with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and Sections 149, 150, 152 of the Companies Act, 2013 read with Rules made thereunder and Schedule IV of the Act, it is proposed that approval of the shareholders by way of a Special Resolution be accorded for the appointment of Mr. Arun Sharma (DIN: 09180139) as a 'Non-executive Independent Director' for a term of 5 consecutive years commencing from the date of his appointment as Director i.e. w.e.f. 05.05.2023 to 04.05.2028.

Accordingly, the Board of Directors recommends passing of the above resolution as a Special Resolution set out in the Item No. 9 of the notice for the appointment of Mr. Arun Sharma as an Independent Director of the Company.

Save and except Mr. Arun Sharma, Independent Director, being the appointee, none of the other Directors/ Key Managerial Personnel and their relatives are in any way interested or concerned financially or otherwise, in the resolution.

**Item No. 10:**

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the appointment of Additional director (Independent category) shall be regularized within three months from the date of the appointment or date of ensuing General Meeting, whichever is earlier. Accordingly, Mr. Nageshwara Rao Chitirala (DIN: 02197018) who was appointed as an Additional Director of the Company on 05.05.2023 in terms of Section 161(1) of the Companies Act, 2013 and provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 in the category of 'Non-Executive Independent Director' is required to be regularised as an Independent Director of the company in the general meeting by way of a Special Resolution at the earliest but not later than three months from the date of appointment.

Accordingly, in order to ensure compliance with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and Sections 149, 150, 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders by way of a Special Resolution be accorded for the appointment of Mr. Arun Sharma (DIN: 09180139) as a 'Non-executive Independent Director' for a term of 5 consecutive years commencing from the date of his appointment as Directors i.e., w.e.f. 05.05.2023 to 04.05.2028.

Accordingly, the Board of Directors recommends passing of the above resolution as a Special Resolution set out in the Item No. 10 of the notice for the appointment of Mr. Nageshwara Rao Chitiral as an Independent Director of the Company.

Save and except Mr. Nageshwara Rao Chitiral, Independent Director, being the appointee, none of the other Directors/ Key Managerial Personnel and their relatives are in any way interested or concerned financially or otherwise, in the resolution.

**For Filatex Fashions Limited**

**Place: Hyderabad**  
**Date: 17.06.2023**

**Sd/-**  
**PrabhatSethia**  
**Managing Director**  
**DIN: 00699415**

As required under regulation 36 (3) of the SEBI (LODR), Regulations, 2015, brief particulars of the Directors seeking appointment / re-appointment are given as under:

<b>Name of the Director</b>	<b>Mr. Arun Sharma</b>	<b>Mr. Nageshwara Rao Chitiral</b>
<b>DIN</b>	09180139	02197018
<b>Date of Birth/ Age</b>	22/02/1975 – 47 years	25/08/1960– 62 years
<b>Date of first appointment</b>	05.05.2023	05.05.2023
<b>Meetings attended during the year</b>	3/3	3/3
<b>Brief Resume, Qualification and Experience</b>	Mr. Arun Sharma is a graduate in arts and having a rich experience of more than 2 decades in consultancy particularly in Infra, Construction, Import-Export and Real Estate. He is a Director in Atres Consultancy Private Limited.	Mr. Nageshwara Rao Chitirala is an expert in Import-export and Real Estate Business. He Worked in Directorate of Oil Seeds Research (ICAR), Ministry of Agriculture, Rajendranagar, Hyderabad and started own Business since 2001. He served as the Chairman of Telangana Film Chamber Of Commerce (TFCC), Hyderabad and also as the National Vice-Chairman of Human Rights Protection Council of India(HRPCI), New Delhi. He is the founder chairman of Chitirala Foundation which has received accolades for many social activities.
<b>Expertise in specific functional area</b>	Expertise in consultancy particularly in Infra, Construction, Import-Export and Real Estate	Expertise in Import-export and Real Estate Business
<b>Terms and conditions of appointment</b>	Appointed w.e.f. 05.05.2023 up to the ensuing General Meeting or 3 months from the date of appointment whichever is earlier	Appointed w.e.f. 05.05.2023 up to the ensuing General Meeting or 3 months from the date of appointment whichever is earlier
<b>Remuneration drawn, if any</b>	Nil	Nil
<b>Relationships between Directors inter se</b>	Nil	Nil
<b>Name of the Listed entities in which the person also holds the directorship and</b>	Nil	Nil

<b>the membership of the committees of the Board along with the Listed entities from which the person has resigned in the past three years</b>		
<b>Other Directorships, Membership/ Chairmanship of Committees of other Boards</b>	Nil	Nil
<b>Number of shares held in the Company</b>	Nil	Nil
<b>Skills and capabilities required for the role and the manner in which the Directors meet the requirements</b>	The Director is having required Skills and capable of handling the role as Independent Director in the Company in view of his rich experience in Business and consultancy.	The Director is having required Skills and capable of handling the role as Independent Director in the Company in view of his background, expertise and industrial experience.

**Notes:**

1. In view of the continuing Covid-19 pandemic and consequential restrictions imposed on the movements of people, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 02/2021 dated January 13, 2021 read with Circular No. 20/2020 dated May 05, 2020 in conjunction with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 11/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/ 11 dated January 15, 2021, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the MCA Circulars granted certain relaxations and thus permitted the holding of Extra Ordinary General Meeting (“EGM”) of the companies through VC/OAVM viz. without the physical presence of the Members at a common venue. Hence in compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA / SEBI Circulars, as applicable, the EGM of the Company is being held through VC / OAVM (e-EGM).

Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

2. The Deemed Venue of the EGM of the Company shall be its Registered Office.
3. Since the EGM will be held through VC/OAVM (e-EGM), the Route Map for venue of EGM is not annexed to the Notice.
4. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum of the EGM under Section 103 of the Act.
5. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/R&T Agent. Members may note that the Notice will also be available on the Company's website [www.filatexfashions.co.in](http://www.filatexfashions.co.in), website of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com). The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM i.e. [www.evotingindia.com](http://www.evotingindia.com)).
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
7. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Extraordinary General Meeting as set out in the Notice is annexed hereto.
8. To avoid fraudulent transaction(s), the identity / signature of the Members holding shares in electronic /demat form is verified with the specimen signatures furnished by NSDL/ CDSL and members holding shares in physical form is verified as per the records of the R&T Agent of the Company. Members are requested to keep the same updated.
9. Members holding shares in the electronic form are requested to inform any changes in address/ bank mandate directly to their respective Depository Participants.
10. The Securities and Exchange Board of India issued a circular for submission of Aadhar number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadhar Card details to the Depository Participants with whom they have demat accounts.
11. Members are requested to send their queries at least 5 days before the date of meeting so that information can be made available at the meeting.
12. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/ her shall vest in the event of his/ her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13, and to their respective depository participant, if held in electronic form.
13. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, which extended vide SEBI circular dated January 15, 2021, Notice of the EGM is being sent only

through electronic mode to those Members whose email addresses are registered with the Company/Depositories.

14. For any communication, the shareholders may also send requests to the Company's investor email id: [csfilatexfashions@gmail.com](mailto:csfilatexfashions@gmail.com).
15. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars the EGM of the Company being conducted through Video Conferencing (VC) herein after called as "e-EGM".
16. Company has appointed CDSL to provide Video Conferencing facility for the Extraordinary General Meeting and the attendant enablers for conducting of the e-EGM.
17. Pursuant to the provisions of the circulars of AMC on the VC/OVAM(e-EGM):
  - a. Members can attend the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required.
  - b. Appointment of proxy to attend and cast vote on behalf of the member is not available.
  - c. Body Corporates are entitled to appoint authorised representatives to attend the e-EGM through VC/ OAVM and participate thereat and cast their votes through e-voting.
18. The Members can join the e-EGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
19. Up to 10000 members will be able to join on a FIFO basis to the e-EGM.
20. No restrictions on account of FIFO entry into e-EGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
21. The company has appointed Mr. Manoj Parakh, Practicing Company Secretary, as scrutinizer of the company to scrutinize the voting process.

**THE INTRUCTIONS FOR THE SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/ OAVM ARE AS UNDER:**

22. The voting period begins on 14.07.2023 at 9:00 A.M. and ends on 16.07.2023 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., on 10.07.2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
23. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
24. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, 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.

**In case of Individual shareholders holding shares in demat mode:**

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

Pursuant to 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 Depository	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page.</li> </ol>

	The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.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.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.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.nsdl.com/">https://www.evoting.nsdl.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>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <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

evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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**Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

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

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 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 e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
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 <b>OR</b> 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.</li> </ul>

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <FILATEX FASHIONS LIMITED> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non-Individual Shareholders and Custodians –For Remote Voting only
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](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 will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; csfilatexfashions@gmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- The company has appointed Mr. Manoj Parakh, Practicing Company Secretary, as scrutinizer of the company to scrutinize the voting process. The Scrutinizer report shall be uploaded on the website of the Company and on the website of the Stock Exchange within 24 hours from the conclusion of the Meeting.

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

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

If you have any queries or issues regarding 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, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

**For Filatex Fashions Limited**

**Place: Hyderabad**  
**Date: 17.06.2023**

**Sd/-**  
**Prabhat Sethia**  
**Managing Director**  
**(DIN: 00699415)**