



FILATEX INDIA LIMITED

CIN No.L17119DN1990PLC000091

FIL/SE/2018-19/32
31st August, 2018

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

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

Sub: Notice and Addendum of 28th Annual General Meeting of the Company to be held on 27th September, 2018

Dear Sir,

This has reference to our letter no. FIL/SE/2018-19/30 dated 22nd August, 2018 informing you that the 28th Annual General Meeting of the Company will be held on Thursday, 27th September, 2018 at 10.00 A.M. at the Registered Office of the Company at Survey No.274, Demni Road, Dadra -396193 (U.T. of Dadra & Nagar Haveli). The Notice and Addendum for the said Annual General Meeting sent to the shareholders is enclosed.

Please take the same on record.

Thanking You,

Yours Faithfully,
For FILATEX INDIA LIMITED

Ramsh
COMPANY SECRETARY

Encl.: a/a

CORPORATE OFFICE

Bhageria House
43 Community Centre
New Friends Colony
New Delhi - 110025, India
P +91.11.26312503,26848633/44
F +91.11.26849915
E fildelhi@filatex.com

REGD. OFFICE & WORKS

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U.T. of Dadra & Nagar Haveli
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E fildadra@filatex.com

SURAT OFFICE

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MUMBAI OFFICE

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E filmumbai@filatex.com

Website: www.filatex.com

NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of the Members of FILATEX INDIA LIMITED will be held on Thursday, 27th September, 2018 at 10.00 AM at the Registered Office of the Company at SURVEY NO.274, DEMNI ROAD, DADRA, (U.T. OF DADRA & NAGAR HAVELI)- 396 193 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon.
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 together with the Reports of the Auditors thereon
2. To appoint a Director in place of Shri Madhav Bhageria (DIN:00021953), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To consider and, if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION:-**

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013, the payment of Remuneration of ₹55,000 (Rupees Fifty Five Thousand) plus service tax/GST and out of pocket expense to M/s Bahadur Murao & Co., a firm of Cost Auditors, (Firm Registration No. 000008), who were appointed by the Board of Directors in their Meeting held on 7th May, 2018 for conducting the audit of cost records of the Company for the financial year ending 31st March 2019, be and is hereby approved and ratified".

4. To consider and, if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION:-**

"RESOLVED THAT pursuant to Section 149, Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modifications or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded for continuation of directorship of Shri S.C. Parija (DIN: 00363608) as an Independent Director, who is age of 77 (seventy seven) years and above and was appointed for a period of five years from the conclusion of Company's 24th Annual General

Meeting to the conclusion of Company's 29th Annual General Meeting by the members in the 24th Annual General Meeting held on 30th September, 2014."

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

5. To consider and, if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION:-**

"RESOLVED THAT pursuant to Section 149, Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modifications or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded for continuation of directorship of Shri S.P.Setia (DIN: 00255049) as an Independent Director, who is age of 76 (seventy six) years and above and who was appointed for a period of five years from the conclusion of Company's 24th Annual General Meeting to the conclusion of Company's 29th Annual General Meeting by the members in the 24th Annual General Meeting held on 30th September, 2014."

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

6. To consider and, if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION:-**

"RESOLVED THAT pursuant to Section 149, Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modifications or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded for continuation of directorship of Shri B.B. Tandon (DIN: 00740511) as an Independent Director, who is age of 77 (seventy seven) years and above and who was appointed for a period of five years w.e.f.13.02.2015."

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



7. To consider and, if thought fit, to pass, the following Resolution as a **SPECIAL RESOLUTION**:-

“**RESOLVED THAT** in supersession of the resolution passed at the 24th Annual General Meeting held on 30.09.2014, consent of the Company be and is hereby accorded to the Board of Directors in terms of Section 180(1)(c) and other applicable provisions if any, of the Companies Act, 2013, for borrowing monies from time to time for the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained/to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital and securities premium of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided, however, that the aggregate amount of monies which so borrowed (apart from temporary loans obtained/to be obtained from the Company’s bankers in the ordinary course of business) shall not at any time exceed the sum of ₹2500 Crores (Rupees Two Thousand Five Hundred Crores Only)”.

8. To consider and, if thought fit, to pass, the following Resolution as a **SPECIAL RESOLUTION**:-

“**RESOLVED THAT** in supersession of the resolution passed at the 24th Annual General Meeting held on 30.09.2014, consent of the Company be and is hereby accorded to the Board of Directors of the Company in terms of Section 180 (1)(a) and other applicable provision, if any, of the Companies Act, 2013, to create mortgage, charge, hypothecation, lien and other encumbrances, if any, by the Company, as the Board may deem fit, on the assets of the Company, both present and future, favouring various lenders who

have granted and/or who may hereafter grant to the Company, financial facilities in the nature of short term/long terms, or other forms of secured financial facilities for an aggregate nominal value not exceeding ₹2500 Crores (Rupees Two Thousand Five Hundred Crores Only) for the purpose of securing the said facilities granted/ to be granted to the Company together with interest, further interest, liquidated damages, cost, charges, expenses and other monies payable by the Company under the terms of the respective financial facilities.”

“**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby authorized to finalise with the respective lenders the security documents and such other documents/agreements for creating or evidencing the creation of mortgage and/or charge as aforesaid and to do all such other acts, deeds and things and resolve any matter as may be necessary for giving effect to this resolution.”

By Order of the Board of Directors
For FILATEX INDIA LIMITED

PLACE: NEW DELHI
DATE: 24TH JULY, 2018

RAMAN KUMAR JHA
COMPANY SECRETARY

REGISTERED OFFICE:
Survey No. 274, Demni Road, Dadra
(U.T. of Dadra & Nagar Haveli) 396 193
Phone no. 260-2668343/8510
Fax No. 260-2668344
Email: fildadra@filatex.com
Website: filatex.com
CIN: L17119DN1990PLC000091

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD REACH AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.** The blank proxy form, attendance slip & Map is enclosed. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
2. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the 27th Annual General Meeting held on 25th September, 2017.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business under Item No(S). 3 to 8 of the Notice is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company shall be closed from 21st September, 2018 to 27th September, 2018 (both days inclusive) for ensuing Annual General Meeting.
5. Members/Proxies should bring the attendance slip sent herewith duly filled in for attending the Meeting.
6. Members are requested to bring their copies of the Annual Report at the Annual General Meeting.
7. Members are requested to notify:
 - A) change of address, if any, with Pin Code, quoting reference of their folio number, to the Company.
 - B) members who are holding shares in Demat Mode are requested to notify any change in their address to their respective Depository Participant.
8. Members seeking any information with regard to Accounts are requested to write to the Company at least ten days in advance so as to enable the Company to keep the information ready.
9. Pursuant to Section 124(5) of the Companies Act, 2013, in respect of dividends unclaimed for more than seven years from the date of transfer in Unpaid Dividend Account, the Company has transferred an amount of ₹90,077 to the Investor Education and Protection Fund (IEPF) for the financial year 2009-10. Further the Company has also transferred 62,012 shares in respect of dividends unpaid or unclaimed for more than seven years to IEPF Suspense Account on 30.10.2017. The shares and dividend amount which had been transferred to IEPF, can be claimed from the IEPF Authority by following the procedures which are available on the Company's website www.filatex.com and on the IEPF Authority's website www.iepf.gov.in.
10. The Members who have not yet encashed dividend for the financial years 2010-11 and 2011-12 are requested to write to the Company Secretary of the Company. The due dates for transferring unclaimed dividend for the financial years 2010-11 and 2011-12 are 08.07.2018 and 01.10.2019 respectively.
11. **New ISIN is INE816B01027** after Sub-division of Equity share of ₹10/- (Rupees Ten only) each into 5 (Five) Equity shares of ₹2/- (Rupees Two only).
12. In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, requests for effecting transfer of securities shall not be processed w.e.f. 05.12.2018 unless the securities are held in the dematerialized form with a depository except in case of transmission or transposition of securities. Members may also please also note that the shares of the Company are compulsorily traded only in Dematerialized form on Stock Exchanges. Shareholders, who have not yet dematerialized, are requested to have their shares dematerialized to avail the benefits of electronic form of trading.
13. In terms of SEBI circular, you are requested to provide copy of PAN card AND original cancelled cheque leaf/attested bank passbook showing your name as account holder.
14. All Documents referred to in the Notice and Explanatory Statement are open for inspection by the members at the Registered Office of the Company on any working day during office hours from 10.00 A.M. to 1.00 P.M. upto the date of the Meeting.
15. As a part of Green initiative in the Corporate Governance, the Ministry of Corporate Affairs (MCA) vide its circulars dated 21st and 29th April, 2011, permitted service of documents through electronic mode in place of physical mode to all the shareholders. Your Company is also keenly desiring to participate in such initiative and request all the shareholders **to update their email IDs with their Depositories (NSDL & CDSL) or send their email IDs alongwith DP ID/Client ID to the Company to enable your Company to serve all future communication through email.**



Keeping in view of the aforesaid initiative of MCA, your Company shall send the Annual Report, to its Members in electronics form, to the email address provided by them.

16. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended from time to time and SEBI Listing Regulation, the Company is pleased to provide members facility to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The facility for voting through polling paper shall be made available at the AGM to the members attending the meeting, who have not cast their vote by remote e-voting, to enable them to exercise their right at the meeting.

The members, who have cast their vote by remote e-voting prior to the AGM, may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on 24th September, 2018 (9:00 am) and ends on 26th September, 2018 (5:00 pm). During this period, members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. 21st September, 2018 may cast their vote by remote e-voting.

The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The details of the process and manner for remote e-voting are as under:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL .	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL .	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your

8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

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

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to primekoss@hotmail.com with a copy marked to

evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or contact Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email address: pallavid@nsdl.co.in/evoting@nsdl.co.in or at telephone no. +91 22 2499 4545 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the email address: shares@filatex.com or contact at telephone no. 011-26312503

17. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 21.09.2018

18. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 21.09.2018 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or admin@mcsregistrars.com.

19. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

20. Mr. K.O.Siddiqui, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

21. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

22. The Scrutinizer shall after the conclusion of voting at the meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment



of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

23. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to stock exchanges.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("Act")

Item No. 3

The Board, on the recommendation of the Audit Committee, in its meeting held on 7th May, 2018 has approved the appointment and remuneration of the Cost Auditors, M/s Bahadur Murao & Co., to conduct the audit of the cost records of the Company for the financial year ending 31st March 2019. In accordance with the provisions of Section 148 of the Companies Act, 2013, and rules made thereunder, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March 2019 as set out at Item No. 3 by passing an Ordinary Resolution.

Your Directors recommend passing of the Resolutions at Item No. 3 as an ORDINARY RESOLUTION.

None of the Directors of the Company, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in this resolution.

Item No(s). 4, 5 & 6

Members, in the 24th Annual General Meeting held on 30th September, 2014, had appointed Shri S.C.Parija (DIN: 00363608) and Shri S.P. Setia (DIN: 00255049) as Independent Directors to hold office for a period of five years from the conclusion of Company's 24th Annual General Meeting to the conclusion of Company's 29th Annual General Meeting.

Members, in the 25th Annual General Meeting held on 11th September, 2015, have appointed Shri B.B. Tandon (DIN: 00740511) as an Independent Directors to hold office for a period of five years w.e.f. 13.02.2015.

Members may note that SEBI vide its notification dated 9th May, 2018 amended Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from 1st April, 2019, which read as under-

"No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has

attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate justification for appointing such a person."

In view of the above, following are the Independent Directors of your Company, who has attained the age of 75 years can't continue as Independent directors from 1st April, 2019 unless a special resolution has been passed by the shareholders of the Company in this regard.

Name	Shri S.C. Parija	Shri S.P. Setia	Shri B.B. Tandon
Date of Birth	03.03.1941	04.02.1942	30.06.1941
Age (completed)	77 Years	76 Years	77 Years
Date of Appointment	30.09.2014	30.09.2014	13.02.2015
Date of Expiry of Term	For a period of five years from the conclusion of Company's 24 th Annual General Meeting to the conclusion of Company's 29 th Annual General Meeting		12.02.2020

The Company has also received declarations from Shri S.C. Parija, Shri S.P. Setia and Shri B.B. Tandon that they meet the criteria of Independence as prescribed under Section 149(6) of Companies Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, in the best interest of the Company, Board of Directors in their meeting held on 24th July, 2018 approved the continuance of Directorship of Shri S.C. Parija, Shri S.P. Setia and Shri B.B. Tandon as an Independent Directors from 1st April, 2019 till their present term mentioned above. The justification for their continuation till their present term are as under :

Shri S.C.Parija is retired Indian Revenue Service, he did Masters Degree in Political Science from Allahabad University and a MSc in Fiscal Studies from University of Bath (U.K) and he is an Executive Member of International Fiscal Association, India, also Served as a Chairman of Income Tax Settlement Commission and as Chief of Administration and Finance of All India Institute of Medical Sciences. He served 38 years of service with the Government of India as Director of Income-tax Investigation, Chief Commissioner of Income-tax and Director General of Income-tax Investigation. He is one of the senior most members of the Board of Directors of the Company and the Chairman of the Audit Committee and Nomination & Remuneration Committee, Member of Stakeholders Relationship Committee of the Company. He is also an Independent Director on the Board of ARSS Infra Projects Ltd. and Chairman of its Audit Committee and Nomination & Remuneration Committee.

Shri S.P. Setia is a Textile technologist who graduated in 1962 and has rich experience in the textile industry and providing related consultancy since 1982. He is the Chairman of the Stakeholders Relationship Committee and member of Audit

Committee and Nomination & Remuneration Committee. He also holds Directorship in various Indian Companies.

Shri B.B. Tandon is a retired IAS Officer and also former Chief Election Commissioner of India. He did M.A. (PG in Economics) and LLB from the University of Delhi and CAIB (Associate Certificate of the Indian Institute of Bankers). Shri Tandon served as Secretary to the Government of India in various key Ministries / Departments, Secretary to the Govt. of Himachal Pradesh in various key departments like Industry, Power, and Mining etc. and as Chairman of the Himachal Pradesh Electricity Board, Member of the Securities & Exchange Board of India as Special Invitee. He is also Independent Director in various renowned companies. He is the Member of the Audit Committee, CSR Committee and Nomination & Remuneration Committee of the Company. Shri S.C.Parija, Shri S.P.Setia and Shri B.B.Tandon actively participate in the meetings and have been making very valuable

contribution during discussions at the meetings of the Board and its Committees Meetings. They are very regular and always on time for the Meetings of the Board and Committees Meetings.

The Board of Directors appreciated the contribution and expressed its deep satisfaction over the performance and the values relative to high standards of Corporate Governance insisted upon and brought to hear in the deliberations by all of them as Independent Directors of the Company

Other details required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 in respect of Shri S.C.Parija, Shri S.P.Setia and Shri B.B.Tandon are as under:

All above Directors are eminent personalities in their respective fields. Your Board considers that their continued association with the Company would be of immense benefit to the Company.

Name of Director	Shri S.C.Parija	Shri S.P.Setia	Shri B.B.Tandon
Age (Years)	77	76	77
Qualifications	M.Sc (Fiscal Studies), Bath University, UK	B.Sc (Hons.)	IAS and certified associate of the Indian Institute of Bankers.
Date of Appointment	30-09-2014	30-09-2014	13-02-2015
Expertise in specific functional areas/ Experience	Taxation & Former Finance Chairman Income Tax Settlement Commission	Technical Consultant	Worked in various senior position with the Central and State Government and retired as Chief Election Commissioner
Directorship in Indian Companies	Listed Company Filatex India Limited ARSS Infrastructure Projects Limited	Listed Company Filatex India Limited Amit Spinning Industries Ltd Unlisted Company Trident Group Limited Rainbow Retail Limited Trident Industrial Corp Limited Green Globe Textiles Limited S P Setia And Associates Pvt Ltd. RRA Textiles Pvt. Ltd.	Listed Company Filatex India Limited Birla Corporation Limited Oriental Carbon & Chemicals Ltd Duncan Engineering Limited Jaiprakash Power Ventures Limited Jaypee Infratech Limited Unlisted Company Jinbhuvish Power Generations Pvt Ltd Ambience Pvt Ltd Exicom Tele-Systems Limited Extramarks Education Foundation
Chairman/Member of the committees of the Board of the Companies on which he is a Director.	Chairman– Audit and Nomination & Remuneration Committee: Filatex India Limited ARSS Infrastructure Projects Ltd. Member - Stakeholders Relationship Committee: Filatex India Limited Chairman - Stakeholders Relationship Committee ARSS Infrastructure Projects Ltd.	Chairman- Stakeholders Relationship Committee Filatex India Limited Amit Spinning Ltd. Chairman– Audit and Nomination & Remuneration Committee: Amit Spinning Ltd. Member– Audit Committee and Nomination & Remuneration Committee: Filatex India Limited	Chairman - Audit Committee & Stakeholders Relationship Committee: Jaiprakash Power Ventures Limited Chairman - Nomination & Remuneration Committee Jaypee Infratech Limited Chairman - CSR Committee Jaiprakash Power Ventures Limited Jaypee Infratech Limited Exicom Tele-Systems Limited Member - Audit Committee: Filatex India Limited Duncan Engineering Limited Birla Corporation Limited Oriental Carbon & Chemicals Ltd. Exicom Tele-Systems Limited



			<p>Member - Stakeholders Relationship Committee: Ambience Pvt Ltd</p> <p>Member - Nomination & Remuneration Committee Filatex India Limited Birla Corporation Limited Oriental Carbon & Chemicals Ltd. Duncan Engineering Limited Exicon Tele-Systems Limited</p> <p>Member - CSR Committee Filatex India Limited Birla Corporation Limited Ambience Pvt Ltd</p>
Shares held in the company	Nil	100	Nil
Relationship with Directors /KMP	Not related to any Director/ KMP of the Company	Not related to any Director/ KMP of the Company	Not related to any Director/ KMP of the Company
Four Board Meetings held during the year 2017-18	All meetings attended	All meetings attended	All meetings attended

In view thereof, the Board recommends for approval of the members for the continuation of Shri S.C. Parija, Shri S.P. Setia and Shri B.B. Tandon, Directors of the Company as Independent Directors of the Company.

Your Directors recommend passing of the Resolutions at Item No(s). 4 to 6 as SPECIAL RESOLUTIONS.

None of the Directors except Shri S.C. Parija, Shri S.P. Setia and Shri B.B. Tandon and Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the respective Resolutions.

Item No(s). 7 & 8

Section 180(1)(c) of the Companies Act, 2013 provides that the Board of Directors of a Public Company shall not, except with the consent of the Company by passing Special resolution in the General Meeting, borrow monies which together with the monies already borrowed (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the paid up capital, securities premium and free reserves, that is to say, reserves not set apart for any specific purpose.

Under the existing authorisation granted by the Company at the 24th Annual General Meeting held on 30.09.2014, the Board of Directors is authorised to borrow monies for the business purpose of the Company upto an aggregate amount of ₹1200 Crores. Taking into account the future requirements which would require the Company to resort to higher borrowings, the existing limit is proposed to be enhanced to ₹2500 Crores (Rupees Two Thousand Five Hundred Crores Only) (excluding temporary loans obtained from the Company's bankers in the ordinary course of

business).

The consent of the members under Section 180(1)(a) of the Companies Act, 2013 is also sought to create mortgage, charge, hypothecation, lien and other encumbrances, by the Company, as the Board may deem fit, on the assets of the Company, both present and future, in favour of the various lenders for securing the financial facilities granted/ to be granted to the Company together with interest, further interest, liquidated damages, cost, charges, expenses and other monies for an aggregate nominal value not exceeding ₹2500 Crores (Rupees Two Thousand Five Hundred Crores Only).

In view of the above, your Directors recommend passing of the Resolutions at Item No. 7 & 8 as SPECIAL RESOLUTIONS.

None of the Directors of the Company, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in these resolutions.

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

PLACE: NEW DELHI
DATE: 24TH JULY, 2018

**RAMAN KUMAR JHA
COMPANY SECRETARY**

REGISTERED OFFICE:
Survey No.274, Demni Road, Dadra
(U.T. of Dadra & Nagar Haveli) 396 193
Phone no. 260-2668343/8510
Fax No.260-2668344
Email: fildadra@filatex.com
Website: filatex.com
CIN: L17119DN1990PLC000091

ADDENDUM TO THE NOTICE OF 28TH ANNUAL GENERAL MEETING

Addendum to the Notice dated 24th July, 2018 convening 28th Annual General Meeting of the Members of FILATEX INDIA LIMITED to be held on Thursday, 27th September, 2018 at 10.00 AM at the Registered Office of the Company at SURVEY NO.274, DEMNI ROAD, DADRA, (U.T. OF DADRA & NAGAR HAVELI)- 396 193

Notice is hereby given that the following items are added in the aforesaid Notice as Item No(s). 9 & 10 as Special Business(es):

9. To consider and, if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION:-**

ISSUANCE OF EQUITY SHARES OR CONVERTIBLE BONDS / DEBENTURES

“RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 62(1)(c), 71 and other applicable provisions, if any, of the Companies Act, 2013, (“Companies Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Issue of Global Depository Receipts) Rules, 2014, and rules made thereunder, Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, (“SEBI Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listing Agreements entered into by the Company with the stock exchanges where equity shares of the Company are listed, enabling provisions of the Memorandum and Articles of Association of the Company, the Depository Receipts Scheme, 2014, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, and any statutory modifications, re-enactments or amendments from time to time to the above mentioned regulations, rules and schemes and clarifications issued thereon from time to time and subject to other applicable laws, rules, regulations, guidelines, notifications and circulars issued by various competent authorities/bodies, whether in India or abroad and subject to such approvals, consents, permissions and sanctions of the Securities and Exchange Board of India (“SEBI”), Government of India (“GoI”), Ministry of Corporate Affairs (“MCA”), Reserve Bank of India (“RBI”), Foreign Investment Promotion Board (“FIPB”), Department of Industrial Policy & Promotion (“DIPP”) and all other appropriate and / or competent authorities or bodies whether in India or abroad to the extent applicable and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred as “Board” which term shall include any Committee thereof which the Board may have constituted to exercise its powers including the powers conferred by

this Resolution), consent of the Company be and is hereby accorded to offer, create, issue and allot including with provisions for reservation on firm and/or competitive basis, of such part of the issue and for such categories of persons as may be permitted with or without green shoe option, in one or more tranches, to investors whether Indian or Foreign, including Foreign Institutions, Qualified Institutional Buyers (“QIB”), Non-Resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pensions Funds, trusts, stabilizing agents or otherwise or any combination thereof, whether or not such investors are shareholders, promoters, directors or associates of the Company, through issue of equity shares of the Company (“Equity Shares”) and / or Global Depository Receipts (“GDRs”) and / or American Depository Receipts (“ADRs”) and / or Foreign Currency Convertible Bonds (“FCCB”) and/or fully convertible debentures and/or partly convertible debentures and/ or optionally convertible debentures and/ or non convertible debentures with warrants and/ or Debentures and/ or other securities convertible into equity shares at the option of the Company and/ or holder(s) of such securities, with or without voting/special rights, or with or without detachable warrants with a right exercisable by the warrant holders to subscribe to the Equity Shares or otherwise (all of which are hereinafter collectively referred to as “Securities”) or combination of Securities, at such time or times in one or more tranches, whether rupee denominated or denominated in foreign currency, by way of one or more public and/or private offerings and/or on preferential allotment basis including qualified institution placement (“QIP”) or any combination thereof, at such price or prices, at market price or at a discount or premium to market price in terms of accordance with Chapter VIII of the SEBI Regulations, to any eligible investors, including foreign/resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors, Indian and/ or multilateral financial institutions, mutual funds, trustees, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether or not such investors are members of the Company (“Investors”), as may be deemed appropriate by the Board and as permitted under applicable laws and regulations, for an amount upto ₹150 crores (One Hundred and Fifty Crores) in Indian Rupees or an equivalent amount in any foreign currency, as the Board may determine, where necessary in consultation with the Lead Managers, Merchant Bankers, Underwriters, Guarantors, Financial and other agencies, as required, and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) to be appointed, so as to enable to list on any stock exchanges in India and / or on any of the overseas stock exchanges, wherever required and as may be permissible.”

“RESOLVED FURTHER THAT the Securities issued in foreign

markets shall be deemed to have been made abroad and / or in the market and / or at the place of issue of the Securities in the international market and may be governed by the applicable laws.”

“RESOLVED FURTHER THAT in the event of issue of GDRs / ADRs, the pricing shall be determined in compliance with principles and provisions set out in the Depository Receipts Scheme, 2014, the Foreign Exchange Management (Transfer or Issue of Securities by a person resident outside India) Regulations, 2000 and such other notifications, clarifications, guidelines, rules and regulations issued by relevant authorities (including any statutory modifications, amendments or re-enactments thereof).”

“RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, subject to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipts Mechanism) Scheme, 1993, including any statutory modifications, re-enactments or amendments thereto from time to time and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of determining the floor price for conversion of the FCCBs into equity shares shall be the date of the meeting in which the Board or duly authorized committee of directors decides to open such issue after the date of this Resolution or such other date as may be prescribed under applicable law.”

“RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of QIP under Chapter VIII of SEBI Regulations, the pricing shall be determined in compliance with principles and provisions set out in the regulation 85 of Chapter VIII of the SEBI Regulations and the Board may offer a discount of not more than 5% (five per cent) on the price calculated for the QIP or such other discount as may be permitted under said SEBI Regulations.”

“RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of QIP under Chapter VIII of SEBI Regulations, the relevant date for the purpose of the pricing of the Equity Shares shall be the date of meeting in which the Board decides to open the issue or such other date as may be prescribed under applicable law.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to enter into any arrangement with any agencies or bodies for the issue of GDRs and / or ADRs represented by underlying equity shares in the share capital of the Company with such features and attributes as are prevalent in international / domestic capital markets for instruments of this nature and to provide for the tradability and free transferability thereof in accordance with market practices as per the domestic and / or international practice and regulations and under the norms and practices prevalent in the domestic / international capital markets and subject to applicable laws and regulations and the Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds,

matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, finalization and approval of the offer document(s), private placement offer letter, determining the form, proportion and manner of the issue, including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted, issue price, premium amount on issue / conversion / exercise / redemption, rate of interest, redemption period, fixing record date, listings on one or more stock exchanges in India or abroad, entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and for other related matters and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.”

“RESOLVED FURTHER THAT the Securities to be created, issued, allotted and offered in terms of this Resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Equity Shares so issued shall in all respects rank pari passu with the existing Equity Shares of the Company and shall be listed with the stock exchanges where the Company’s existing equity shares are listed.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised 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 them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts / agreements, memorandum, documents, etc., with such agencies, to seek the listing of Securities on one or more recognized stock exchange(s), to affix common seal of the Company on any arrangements, contracts / agreements, memorandum, documents, etc. as may be required.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised in consultation with the merchant banker(s), advisors and / or other intermediaries as may be appointed in relation to the issue of Securities, is authorised to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue and allotment of Securities and listing thereof with the stock exchanges or otherwise as may be required in relation to the issue and to resolve and settle all questions and difficulties that may arise in the issue, offer and allotment of Securities, including finalization of the number of Securities to be issued in each tranche thereof, form, terms and timing of the issue of Securities including for each tranche of such issue of Securities, identification of the investors to whom Securities are to be offered, utilization of the proceeds and other related, incidental or ancillary matters as the

Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the issue of Securities and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to any of the aforesaid or otherwise in relation to the issue of Securities."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of director(s) or any director(s)/ officer of the Company in such manner as they deem fit in their absolute discretion with the power to take such steps and do all such acts, deeds, matters and things as they deem fit and proper for the purposes of the issue."

10. To consider and, if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:-

Alteration of the Capital Clause in the Memorandum of Association

"RESOLVED THAT in accordance with the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and Article 12 of the Articles of Association, the existing Clause V of the Memorandum of Association of the Company relating to Share Capital be and is hereby altered by deleting the same and substituting in its place and stead, the following as new Clause V:

V. The Authorised Share Capital of the Company is ₹60,00,00,000/- (Rupees Sixty crores only) consisting of ₹30,00,00,000/- (Rupees Thirty Crores only) Equity Shares of ₹2/- (Rupee Two Only) each with power to increase or reduce its Share Capital from time to time and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Companies Act and the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges, conditions or restrictions in such manner as may be for the time being provided by the Articles of Association of the Company.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s), which the Board may have constituted or hereafter constitute in this behalf, to exercise the powers conferred on the Board by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining necessary approvals in relation to the above and to execute all such documents,

instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director(s), Company Secretary or any other officer(s) of the Company".

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("Act")

Item No. 9

The Company is seeking to raise funds for pursuing various opportunities for its growth. This would require sufficient resources including funds to be available and to be allocated, from time to time. The generation of internal accruals may not always be adequate to meet all the requirements of the Company's growth plans. It would be therefore, prudent for the Company to have the requisite enabling approvals in place to meet the desired fund requirements including for normal capital expenditure, augmentation of long term working capital, refinancing the existing borrowings and also such other corporate purposes as may be permitted under the applicable laws and as may be specified in the appropriate approvals.

This would also help the Company to take quick and effective action to capitalize on the opportunities as and when available.

Pursuant to section 62(1)(c) of the Companies Act, 2013 and rules made thereunder, as amended, in case the Company proposes to issue equity shares to any persons other than existing shareholders, whether or not such persons are shareholders, approval of shareholders through Special Resolution is required.

Pursuant to Sections 42 and 62 of the Companies Act, 2013, read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Act"), as amended, a company offering or making an invitation to subscribe aforesaid Securities is required to obtain prior approval of the shareholders by way of the special resolution. If approved by shareholders, a preferential issue, including a QIP, shall be completed within one year from the date of passing of special resolution and in case of issue by way other than QIP, provisions as applicable to the proposed issue shall be applicable. Equity Shares, proposed to be issued, shall in all respects rank pari passu with the existing equity shares of the Company.

The pricing of the offer, will be decided at a later stage, in accordance with the provisions of the SEBI (ICDR) Regulations, 2009, the Companies Act, 2013, or any other guidelines/regulations/ consents as may be applicable or required.

In case of issue of convertible bonds and/or equity shares through depository receipts the price will be determined on the basis of the current market price and other relevant guidelines.

The "relevant date" for the above purpose, shall be:

- i. in case of allotment of equity shares, the date of meeting in which the Board decides to open the proposed issue;
- ii. in case of allotment of eligible convertible securities, either the date of the meeting in which the Board decides to open the issue

of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as may be determined by the Board.

The Board of Directors, accordingly, at their meeting held on 25.08.2018 has recommended to the shareholders to give their consent through special resolution to the Board of Directors or any Committee of the Board to raise funds through issuance of Equity Shares and / or Global Depository Receipts ("GDRs") and / or American Depository Receipts ("ADRs") and / or Foreign Currency Convertible Bonds ("FCCBs") and/or Convertible Bonds / Debentures or any equity linked instruments ("Securities") as may be appropriate to persons who may or may not be the existing shareholders through private placement and / or qualified institutional placement ("QIP") and / or any other permitted modes at a price to be determined as per the SEBI (Issue of Capital & Disclosure Requirement) Regulations, as amended (the "SEBI Regulations") or as per other applicable rules and regulations, upto an amount of ₹150/- crores (One Hundred and Fifty Crores) in Indian Rupees and / or an equivalent amount in any foreign currency under section 62 read with section 179 of the Companies Act, 2013, as amended or other applicable laws. Such issue shall be subject to the provisions of the Companies Act, 2013, as amended and rules made thereunder from time to time, Articles of Association of the Company, SEBI Regulations and other applicable laws.

In view of the above, it is proposed to seek approval from the shareholders of the Company in the ensuing Annual General Meeting to offer, create, issue and allot above Securities, in one or more tranches, to investors, inter alia, through QIP, by way of private placement or otherwise and to authorise the Board of Directors (including any Committee thereof authorised for the purpose) to do all such acts, deeds and things on the matter. The Board may offer a discount of not more than 5% on the price calculated for the QIP or such other discount as may be permitted under said SEBI Regulations. The resolutions contained in item no. 9 of the accompanying addendum, accordingly, seek shareholders' approval through special resolution for raising funds as above through issue of Securities in one or more tranches and authorizing the Board of Directors (including any Committee thereof authorised for the purpose) of the Company to complete all the formalities in connection with the issue of Securities.

None of the Directors and/or Key Managerial Personnel (KMP) of the Company including their relatives are concerned or interested, financially or otherwise, in the proposed resolution at Item No. 9 of this addendum.

The Board recommends passing of the resolution as set out under Item No. 9 for approval of the members as Special Resolution in the ensuing Annual General Meeting.

Item No. 10

Presently, the Authorised Share Capital of the Company is

₹45,00,00,000 (Rupees Forty Five Crores only) consisting of ₹22,50,00,000 (Twenty Two Crore and Fifty Lacs only) Equity Shares of ₹2/- (Rupees Two Only) each.

The issue of equity shares/other security proposed under item No. 9 of this addendum would require increase in Authorised Share Capital and consequential amendments to the existing Clause V of the Memorandum of Association as set out in Item No. 10 of the addendum.

Accordingly, the Resolutions at Item No. 10 seek the approval of the Members for consequential amendments to the existing Clause V of the Memorandum of Association of the Company.

None of the Directors and/or Key Managerial Personnel (KMP) of the Company including their relatives are concerned or interested, financially or otherwise, in the proposed resolution at Item No. 10 of this addendum.

The Board recommends passing of the resolution as set out under Item No. 10 for approval of the members as an Ordinary Resolution in the ensuing Annual General Meeting.

By Order of the Board of Directors
For FILATEX INDIA LIMITED

RAMAN KUMAR JHA
COMPANY SECRETARY

PLACE: NEW DELHI
DATE: 25TH AUGUST, 2018
REGISTERED OFFICE:
Survey No.274, Demni Road, Dadra
(U.T. of Dadra & Nagar Haveli) 396 193
Phone no. 260-2668343/8510
Fax No. 260-2668344
Email: fildadra@filatex.com
Website: filatex.com
CIN: L17119DN1990PLC000091



FILATEX INDIA LIMITED

S. NO. _____

CIN: L17119DN1990PLC000091

REGD.OFFICE: SURVEY NO. 274, DEMNI ROAD, DADRA (U.T. OF DADRA & NAGAR HAVELI) 396 193

ADMISSION SLIP

PLEASE COMPLETE THE ADMISSION SLIP AND HAND IT OVER AT THE ADMISSION COUNTER

NAME AND ADDRESS OF THE ATTENDING MEMBER (IN BLOCK LETTERS)

Folio No./DP Id/Client ID No.:

No. of shares held:

NAME OF THE PROXY (IN BLOCK LETTERS, TO BE FILLED): IN IF THE PROXY ATTENDS INSTEAD OF THE MEMBER

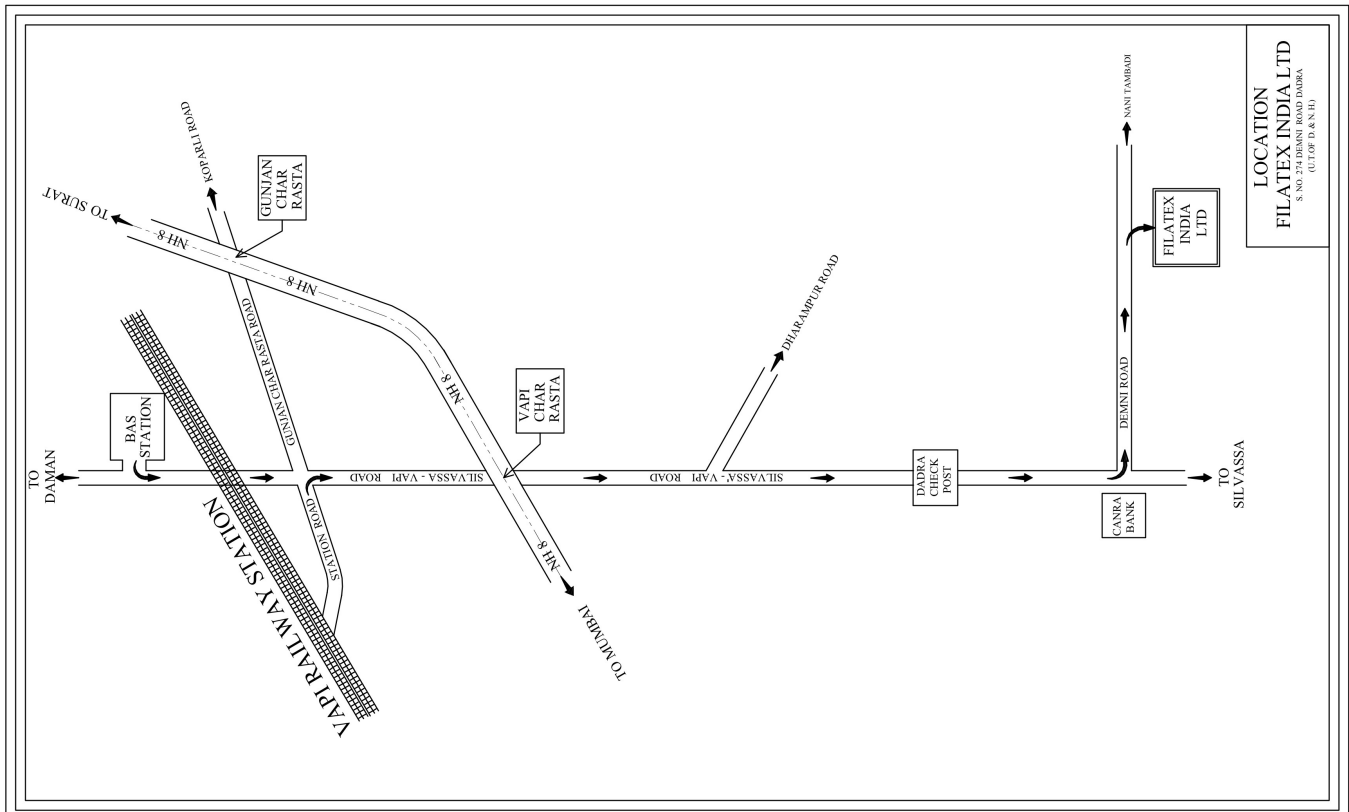
I HEREBY RECORD MY PRESENCE AT THE **TWENTY EIGHTH ANNUAL GENERAL MEETING** OF THE COMPANY BEING HELD ON **THURSDAY, 27TH SEPTEMBER, 2018 AT 10.00 A.M.** AT SURVEY NO. 274, DEMNI ROAD, DADRA (U.T. OF DADRA & NAGAR HAVELI) 396 193.

Signature of the Member/Proxy: _____

Note: Jointholder(s) intending to attend the meeting are requested to obtain additional Admission slip from the Registered/Corporate Office of the Company on or before 25th September, 2018 to avoid inconvenience.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

ROUTE MAP OF AGM VENUE



Note: Proxy form is given on the backside of this Form/Slip.



FILATEX INDIA LIMITED

CIN: L17119DN1990PLC000091

REGD.OFFICE: SURVEY NO. 274, DEMNI ROAD, DADRA (U.T. OF DADRA & NAGAR HAVELI) 396 193

FORM NO. MGT-11 (PROXY FORM)

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

Name of the member(s)	
Registered address :	
E-mail Id :	
Folio No/ Client Id	DP ID :

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

1.	Name		
	Address		
	E-mail Id		Signature
	Or failing him		
2.	Name		
	Address		
	E-mail Id		Signature
	Or failing him		
3.	Name		
	Address		
	E-mail Id		Signature
	Or failing him		

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the **Twenty Eighth Annual General Meeting** of the Company to be held on **Thursday, 27th September, 2018 at 10.00 A.M.** at Survey No. 274, Demni Road, Dadra (U.T. of Dadra & Nagar Haveli) 396 193 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions	For	Against
1.	To consider and adopt the Financial Statements (Standalone & Consolidated), Directors' Report and Auditors' Report for the financial year 2017-18		
2.	To re-appoint Shri Madhav Bhageria (DIN:00021953), who retires by rotation		
3.	To ratify the remuneration of Cost Auditora		
4.	To consider and approve continuation of directorship of Shri S.C. Parija (DIN:00363608) as an Independent Director		
5.	To consider and approve continuation of directorship of Shri S.P.Setia (DIN: 00255049) as an Independent Director		
6.	To consider and approve continuation of directorship of Shri B.B. Tandon (DIN: 00740511) as an Independent Director		
7.	To approve the borrowing limits in terms of Section 180(1)(c) of the Companies Act, 2013		
8.	To create mortgage/charge etc. in terms of Section 180(1)(a) of the Companies Act, 2013		
9.	To Issue Equity Shares or Convertibles Bonds/Debenture		
10.	To Increase Authorised Share Capital from Rs. 45 crores to Rs. 60 crores		

Signature _____

Date _____

Affix
Re 1/-
Revenue
Stamp

Note:

1. Proxy Form must reach the Company's Registered Office not less than 48 hours before the scheduled time of the Meeting.
2. The Instructions of Shareholders for e-voting are given in the notes of AGM Notice