



NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of FILATEX INDIA LIMITED will be held on Saturday, 12th March, 2016 at 10.30 A.M. 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:

SPECIAL BUSINESS

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

RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the Authorized Share Capital of the Company be and is hereby increased from Rs.40,00,00,000 (Rupees Forty Crore) to Rs.45,00,00,000 (Rupees Forty Five Crore) by creation of 50,00,000 (Fifty Lakh) equity shares of Rs. 10 (Rupees Ten) each, ranking pari passu with the existing Equity Shares of the Company and the existing Clause V of the Memorandum of Association of the Company be and is hereby deleted and in its place the following new Clause V be substituted as a consequential amendment:

The Authorised Share Capital of the Company is Rs.45,00,00,000 (Rupees Forty Five Crores) divided into 4,50,00,000 (Four Crore Fifty Lacs) Equity Shares of Rs.10 (Rupees Ten) each.

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

RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the existing Article No. 3 of the Articles of Association of the Company be and is hereby deleted and in its place the following new Article No. 3 be substituted:

The Authorised Share Capital of the Company is as mentioned in Clause V of the Memorandum of Association of the Company with power of the Board of Directors to sub-divide, consolidate and increase and with power from time to time, issue any shares of the original capital with and subject to any preferential, qualified or special rights, privileges or conditions as may be, thought fit.

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

“RESOLVED THAT pursuant to the provisions of 62(1)(c) & Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, Rules, Regulations of the Securities and Exchange Board of India (SEBI) (including any statutory amendment(s), modification(s) and/or re-enactment(s), and/or other concerned authority (ies) and subject to such approval(s), consent(s), permission(s) and/or sanction(s) of SEBI, Stock Exchanges, and/or any other concerned authority(ies), institution(s) or body(ies), as may be necessary and subject to such condition(s) as may be prescribed by any of them in granting any such approval, consent, permission or sanction, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board to be constituted to exercise its powers, including the powers conferred by this resolution) be and is hereby authorized on behalf of the Company to issue, offer and allot by way of Preferential Issue 1,15,00,000 convertible Warrants (Warrants) to be convertible at the option of the Warrant holders in one or more tranches, within 18 months from the date of allotment of warrant into equivalent number of fully paid up equity shares of the company of the face value of Rs. 10 each for cash at an exercise price of Rs. 45 per share (including premium of Rs. 35 per share) which is higher than the price determined in accordance with the Regulations on Preferential Issue as contained in Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended as on relevant date i.e. 11th February, 2016 to following persons:

S.No.	Name of the persons	Category	Number of Warrants to be allotted
1	Anu Bhageria	Promoter Group	1,50,000
2	Vrinda Bhageria	Promoter Group	1,50,000
3	Shefali Bhageria	Promoter Group	1,50,000
4	Yaduraj Bhageria	Promoter Group	1,50,000
5	Gunjan Bhageria	Promoter Group	1,50,000
6	Vedansh Bhageria	Promoter Group	1,50,000
7	Janus Infrastructure Projects Private Limited	Promoter Group	27,00,000
8	Fargo Estates Private Limited	Promoter Group	16,00,000
9	Satsai Finlease Private Limited	Public	20,00,000
10	Savita Holdings Private Limited	Public	14,00,000
11	ANM Fincap Private Limited	Public	14,00,000
12	Nishit Fincap Private Limited	Public	15,00,000
	TOTAL		1,15,00,000

RESOLVED FURTHER THAT the minimum amount to be paid on the warrants at/before allotment shall be 25% of the exercise price as application money towards the warrants.

RESOLVED FURTHER THAT the Relevant Date for the purpose of calculating the exercise price of the warrants is 11th February, 2016 in terms of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements), 2009 as amended till date.

RESOLVED FURTHER THAT the equity shares arising from the conversion of 1,15,00,000 Warrants shall not be transferred in any manner whatsoever for a period of one/three years as applicable from the date of trading approval of equity shares allotted on conversion, except in the manner and in accordance with Chapter VII of SEBI (Issue of Capital and Disclosure Requirements), 2009 as amended.

RESOLVED FURTHER THAT the Equity Shares so issued shall rank pari-passu in all respects with the existing Equity Shares of the Company except that the Equity Shares so issued shall be subject to lock-in for a period of one/three years from the date of trading approval of equity shares allotted on conversion or upto such extended period as per provisions of SEBI regulations and that the said Equity Shares will be listed on the Stock Exchanges where the existing Equity Shares of the Company are listed;

RESOLVED FURTHER THAT the equity shares, if any, already held by the proposed allottees shall be under lock-in from the relevant date i.e 11th February, 2016 upto a period of six months from the date of trading approval.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution to issue and allot the said Warrants/ Equity shares on conversion and listing thereof with the Stock Exchange(s), the Board of Directors (or the duly constituted Committee) be and are hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as they may in their discretion, deem necessary, proper and desirable for such purpose and with powers on behalf of the Company to settle any question, difficulty or doubt that may arise in the proposed offer, issue and allotment of such Warrants/Equity Shares including utilization of the issue proceeds and to take such actions or give such directions as they may consider necessary and desirable and to obtain any approval(s), consent(s), permission(s) and/or sanction(s) which may be necessary or desirable, as they may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make in its own accord or to accept such amendments, modifications, variations and alterations as the SEBI, Stock Exchanges and/or any other appropriate authority(ies) may stipulate in this regard.

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

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

RESOLVED THAT in partial modification of the special resolution passed at the twenty Twenty Fifth Annual General Meeting of the company held on 30 September, 2015 (“said resolution”) and pursuant to applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), SEBI (Share Based Employee Benefits) Regulations, 2014 (as amended upto date) and other prevailing statutory guidelines in that behalf (hereinafter together referred to as “the Extant Guidelines”), consent of the Members of Company be and is hereby accorded to substitute the Article 12.2 of Filatex Employee Stock Options Scheme, 2015 (herein after referred to “Filatex ESOS, 2015”)in the manner as mentioned below:

12.2 The Exercise Period will commence from the date of vesting itself and shall be exercised in such period as may be decided and communicated by the Nomination & Remuneration Committee. The options, which have been vested and not exercised within such period, can be carried forward till the last vesting and can be exercised, either partially or wholly, within a period upto one year from the last vesting or within such other period and at such time as may be decided and communicated by the Nomination and Remuneration Committee, however, the Options not so exercised within the period available for exercising of last vesting shall lapse and will not be available for exercise by the Employee.

The options granted under the Scheme would be exercisable by the employee by submitting Exercise Form, to the authorized representative of the Company during the Exercise Period.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the Shareholders of the Company”.

By Order of the Board of Directors
For FILATEX INDIA LIMITED

PLACE : NEW DELHI
DATE : 12TH FEBRUARY, 2016

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 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. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business under item No. 1 to 4 of the Notice is annexed hereto.
3. Members/Proxies should bring the attendance slip sent herewith duly filled in for attending the Meeting.
4. 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.

5. 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 Regulations, the Company is pleased to provide members facility to exercise their right to vote at the ensuing Extra-Ordinary General Meeting (EGM) 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 EGM ("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 EGM 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 EGM, may also attend the EGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on 9th March 2016 (9:00 am) and ends on 11th March, 2016 (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 of 5th March, 2016 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.

I. The process and manner for remote e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - i. Open email and open PDF file viz; "FIL remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - iii. Click on Shareholder - [Login](#)
 - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - vii. Select "EVEN" of Filatex India Limited.
 - viii. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to primekoss@gmail.com/ shares@filatex.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

i. Initial password is provided as below/at the bottom of the Attendance Slip for the EGM:

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
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ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

II. 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 Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990

III. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

V. 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 of 5th March, 2016.

VI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 5th March, 2016 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rajivr@nsdl.co.in.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

VII. 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 EGM through ballot paper.

VIII. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 5th March, 2016.

IX. 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.

X. The Chairman shall, at the EGM, 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 EGM but have not cast their votes by availing the remote e-voting facility.

XI. 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 EGM, 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.

XII. 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

Item No(s).1 & 2

In order to augment further capital raise, it is proposed to increase the Authorized Share Capital of the Company from Rs.40,00,00,000 (Rupees Forty Crore) to Rs.45,00,00,000 (Rupees Forty Five Crore) by creation of 50,00,000 (Fifty Lakh) equity shares of Rs. 10 (Rupees Ten) each, ranking pari passu with the existing Equity Shares of the Company.

Pursuant to Provisions of Section 13 & 14 of the Companies Act, 2013, approval of the Members is required to increase the Authorized Share Capital of the Company and consequential alteration of Capital Clause of the Memorandum and Articles of Association.

In view of the above, the existing clause V of Memorandum and Article 3 of Articles of Association are proposed to be substituted by the new clause/Article in the manner indicated in the said resolutions to give effect to the same. The proposed amendment in Articles of Association is to avoid amendment everytime as and when there is change in the Capital Clause V of Memorandum of Association of the Company.

Your Directors recommend passing of the Resolutions at Item No(s). 1 & 2 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 in the said resolutions.

Item No.3

To meet the part project cost of Expansion Programme at Dahej Unit and the working capital requirement of the Company, the Company is required to bring funds by way of Share Capital, therefore it is proposed to issue 1,15,00,000 convertible Warrants of Rs. 10 each at an exercise price of Rs. 45 per Share on preferential basis to the persons as set out in the said Resolutions.

The Exercise price of Equity Shares arising out of conversion of the Warrants of Rs. 45 per share (including premium of Rs. 35 per share) is higher than the price determined in accordance with Chapter VII of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 as amended.

The Relevant date for the purpose of calculating the exercise price of the Equity Shares arising out of conversion of Warrants is 11th February, 2016 i.e. 30 days prior to the date of the ensuing Extra Ordinary General Meeting.

Disclosures which are required to be given in the Explanatory Statement to the Notice of General Meeting in terms of Regulation 73 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended as on the date of this Notice are given below:

i) Objects of the Issue

To meet the part project cost of Expansion Programme at Dahej Unit and the working capital requirement of the Company.

ii) Intention of Promoters/Directors/Key Managerial persons to subscribe to the Offer

The promoters/ directors/Key Managerial Persons don't intend to subscribe any convertible warrants in the the proposed issue. However relatives of Shri Madhu Sudhan Bhageria, Shri Purrshottam Bhaggeria and Shri Madhav Bhageria (Promoters/ Directors/ Key Managerial Persons) have agreed to subscribe 9,00,000 convertible warrants in the proposed issue. Further Janus Infrastructure Projects Private Limited and Fargo Estates Private Limited in which Shri Madhu Sudhan Bhageria, Shri Purrshottam Bhaggeria and Shri Madhav Bhageria, who hold, jointly or severally or through immediate relatives, more than 10% Equity Shares of Janus Infrastructure Projects Private Limited and Fargo Estates Private Limited, have agreed to subscribe 43,00,000 convertible warrants in the proposed issue. In terms of SEBI regulations, Ms. Vrinda Bhageria, Mr. Yaduraj Bhageria, Mr. Vedansh Bhageria, Janus Infrastructure Projects Private Limited and Fargo Estates Private Limited shall be categorized as Promoter Group.

iii) Shareholding pattern before and after the preferential issue

The pre issue Shareholding Pattern based on the subscribed Share Capital of the Company as on 31/12/2015 and the post issue Shareholding Pattern on the assumption that all warrants are converted into Equity Shares is as follows:

Category	Pre issue holding		Post issue holding after conversion of Warrants	
	No. of Equity Shares	% of total capital	No. of Equity Shares	% of total capital
A. Promoters & Promoter Group				
Anu Bhageria	3,75,300	1.17	5,25,300	1.21
Vrinda Bhageria	-	-	1,50,000	0.34
Shefali Bhageria	4,00,300	1.25	5,50,300	1.27
Yaduraj Bhageria	-	-	1,50,000	0.34
Gunjan Bhageria	3,62,700	1.13	5,12,700	1.18
Vedansh Bhageria	-	-	1,50,000	0.34
Janus Infrastructure Projects Private Limited	-	-	27,00,000	6.21
Fargo Estates Private Limited	-	-	16,00,000	3.68
Other Individuals/HUFs/Body Corporates	1,88,87,195	59.02	1,88,87,195	43.42
Sub Total (A)	2,00,25,495	62.58	2,52,25,495	57.99

Category	Pre issue holding		Post issue holding after conversion of Warrants	
	No. of Equity Shares	% of total capital	No. of Equity Shares	% of total capital
B. Public Shareholding				
1. Institutions	23,29,272	7.28	2329272	5.35
Sub- Total (B)(1)	23,29,272	7.28	2329272	5.35
2. Non-Institutions				
<u>Bodies Corporate</u>				
Satsai Finlease Private Limited	-	-	20,00,000	4.60
Savita Holdings Private Limited	7,757	0.02	14,07,757	3.24
ANM Fincap Private Limited	4,40,000	1.38	18,40,000	4.23
Nishit Fincap Private Limited	4,00,000	1.25	19,00,000	4.37
Other Body Corporates	39,73,499	12.42	39,73,499	9.13
Others	48,23,977	15.07	48,23,977	11.09
Sub-Total (B)(2)	96,45,233	30.14	1,59,45,233	36.66
Total Public Shareholding (B)	1,19,74,505	37.42	1,82,74,505	42.01
TOTAL (A+B)	3,20,00,000	100	4,35,00,000	100

iv) **Proposed time within which the allotment shall be completed**

The convertible Warrants shall be allotted within 15 days from the date of passing of the Resolutions by the Members or within 15 days from the date of approval of regulatory authority if any, whichever is later.

v) **The identity of the proposed allottees and the percentage of post preferential issue capital that may be held by them**

Category	Pre issue holding		No. of Warrants proposed to be issued	Post issue holding	
	No. of Equity Shares	% of total Capital		No. of Equity Shares	% of total Capital
Anu Bhageria	3,75,300	1.17	1,50,000	5,25,300	1.21
Vrinda Bhageria	-	-	1,50,000	1,50,000	0.34
Shefali Bhageria	4,00,300	1.25	1,50,000	5,50,300	1.27
Yaduraj Bhageria	-	-	1,50,000	1,50,000	0.34
Gunjan Bhageria	3,62,700	1.13	1,50,000	5,12,700	1.18
Vedansh Bhageria	-	-	1,50,000	1,50,000	0.34
Janus Infrastructure Projects Private Limited*	-	-	27,00,000	27,00,000	6.21
Fargo Estates Private Limited*	-	-	16,00,000	16,00,000	3.68
Satsai Finlease Private Limited*	-	-	20,00,000	20,00,000	4.60
Savita Holdings Private Limited*	7,757	0.02	14,00,000	14,07,757	3.24
ANM Fincap Private Limited*	4,40,000	1.38	14,00,000	18,40,000	4.23
Nishit Fincap Private Limited*	4,00,000	1.25	15,00,000	19,00,000	4.37

* the identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control of the proposed allottee companies is as under.

Janus Infrastructure Projects Private Limited	Fargo Estates Private Limited	Satsai Finlease Private Limited	Savita Holdings Private Limited	ANM Fincap Private Limited	Nishit Fincap Private Limited
Ram Avtar Bhageria	Ram Avtar Bhageria	Vimal Kumar Bhageria	Vimal Kumal Bhageria	Ankit Bhageria	Uma Khemka
Madhu Sudhan Bhageria	Shefali Bhageria	Rajendra Kumar Khemka	Savita Bhageria	Rajender Kumar Khemka	Savita Bhageria
Purrshottam Bhaggeria	Anu Bhageria	Ankit Bhageria	Manoj Kumar Gupta	Anju Gupta	Vimal Kumar Bhageria
Madhav Bhageria	Gunjan Bhageria	Savita Bhageria	Mahabir Prasad Khemka	Naveen Khemka	Naveen Khemka
Shefali Bhageria	Yaduraj Bhageria	Shrutika Bhageria	Madhu Khemka	Gayatri Khemka	Ashok Kumar Khemka
Gunjan Bhageria			Deepak Kumar Khemka	Mahadev Prasad Khemka	Gayatri Khemka

Janus Infrastructure Projects Private Limited	Fargo Estates Private Limited	SATSAI FINLEASE PRIVATE LIMITED	Savita Holdings Private Limited	ANM Fincap Private Limited	Nishit Fincap Private Limited
Anu Bhageria			Anju Gupta	Savita Bhageria	Rajendra Kumar Khemka
			Rajendra Kumar Khemka	Manoj Kumar Gupta	Ankit Bhageria
				Madhu Khemka	
				Ashok Kumar Khemka	

vi) Auditor's certificate

A certificate from Amod Agrawal & Associates, being the Statutory Auditors of the Company, certifying that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2009 as amended shall be placed before the meeting of the Members.

vii) Lock in

The equity shares arising from the conversion of 1,15,00,000 Warrants shall not be transferred for a period of one/three years as applicable from the date of trading approval of equity shares allotted on conversion, except in the manner and in accordance with Chapter VII of SEBI (Issue of Capital and Disclosure Requirements), 2009 as amended.

The equity shares, if any, already held by the proposed allottees shall be under lock-in from the relevant date i.e 11th February, 2016 upto a period of six months from the date of trading approval.

viii) Consequential changes in the voting rights

There will be no consequential change in the Board of Directors or control over the Company. The Voting rights will change in accordance with the Shareholding Pattern.

ix) Undertaking

The Company undertakes that if required, the price shall be recomputed in terms of SEBI (ICDR) Regulations, 2009. If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the Regulations, the warrants shall be continue to be locked in till such amount is paid by the allottee(s).

x) Other terms and Conditions

1. The Proposed allottees of the Warrants shall on or before the date of allotment of Warrant, pay an amount equivalent to at least 25% of the total consideration and the balance 75% on or before the date of conversion thereof into Equity Shares.
2. The warrant holders will be entitled to apply for and obtain allotment of one Equity Share against such Warrant at any time in one or more tranches before the expiry of 18 months from the date of allotment of Warrants.
3. If the warrant holders fail to exercise the option as mentioned in (2) above, the right attached to the Warrants shall expire and any amount paid on such Warrants shall stand forfeited in accordance with Chapter VII of SEBI (Issue of Capital and Disclosure Requirements), 2009.
4. The Warrants by itself till converted into Equity Shares do not give to the holder thereof any rights of the shareholders of the Company in respect of such Warrants

Section 62(1)(a) of the Companies Act, 2013 and the Listing Agreement executed by the Company with the Stock Exchanges provide, inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner laid down in said Section unless the Members decide otherwise. Since the Special Resolution proposed may result in issuing of Equity Shares of the Company otherwise than to the existing members of the Company, therefore, the consent of the Members, is being sought pursuant to the provisions of Section 62(1)(c) and all other applicable provisions, if any of the Companies Act, 2013 and SEBI regulations.

Your Directors recommend passing of above Resolutions as a SPECIAL RESOLUTION.

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

Item No.4

The Members in their 25th Annual General Meeting held on 30th September, 2015 approved the introduction and implementation of the Filatex Employee Stock Options Scheme, 2015. In the said Scheme, the maximum period for exercise of stock options was one year from the date of respective vesting. Keeping in mind the spirit of the scheme and to give more flexibility of time, it is proposed to substitute Article 12.2 of the said Scheme with the new Article in the manner as mentioned in the Resolution. After proposed variation, unexercised option may be carried forward till the last vesting of the options and may be exercised within such period as available for exercising the last vesting of the options.

The proposed variation has been approved by the Board of Directors at their Meeting held on February 12, 2016 as recommended by the Nomination and Remuneration Committee at its meeting held on the same date. The proposed variation is not prejudicial to the interests of the employees. Further no option has been vested and exercised by the employees till date.

In terms of regulation 7 of SEBI (Share Based Employee Benefits) Regulations, 2014, the approval of the Shareholders is sought by way of Special Resolutions to vary/modify/substitute Article 12.2 of Filatex Employee Stock Options Scheme 2015 as proposed. Accordingly, your Directors recommend passing of the Resolutions at Item No. 4 as a SPECIAL RESOLUTION.

None of the Directors of the Company, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested in this resolution except to the extent of options granted to them under Filatex ESOS 2015.

By Order of the Board of Directors
For FILATEX INDIA LIMITED

PLACE : NEW DELHI
DATE : 12TH FEBRUARY, 2016

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

**FILATEX INDIA LIMITED**

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 EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY HELD ON SATURDAY, 12TH MARCH, 2016 AT 10.30 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 9th March, 2016 to avoid inconvenience.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
103775		

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]

**FILATEX INDIA LIMITED**

CIN: L17119DN1990PLC000091

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

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

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Saturday, 12th March, 2016 at 10:30 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 increase the Authorised Share Capital		
2.	To amend the Articles of Association		
3.	To consider & approve the Issue of Convertible Warrants		
4.	To substitute the Article 12.2 of Filatex Stock Options Scheme 2015		

Signature _____ Date _____

Note:

- Proxy Form must reach the Company's Registered Office not less than 48 hours before the scheduled time of the Meeting.
- The Instructions of Shareholders for e-voting are given in the notes of EGM Notice.
- Route Map are given on the backside of this Form/Slip.

Affix
Re 1/-
Revenue
Stamp

