



CIN: L40103GJ2012PLC072005

Date: 07th September, 2023

To,
The General Manager- Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai 400 051

Dear Sir/Ma'am

Script Code/Symbol: FELIX
Sub: Submission of Annual Report for the Financial Year 2022-23

Dear Sir/Madam,
Pursuant to the Regulation 34 (Annual Report) of SEBI (Listing obligation and Disclosure requirement) Regulations, 2015 and other applicable rules and regulations made there under, to comply with the disclosure requirement of Notice of AGM and Annual Report to National Stock Exchange Limited ("NSE"). We are submitting herewith Notice of 11th AGM & Annual Report for F.Y. 2022-23.

Please take the same on your record and oblige us.

Thanking You,

For Felix Industries Limited

HENA
by HENA
HARSHAL
SHAH
Date: 2023.09.07
12:40:51 +05'30'

Hena Harshal Shah
Company Secretary & Compliance Officer
(F-12582)

Encl: As Above



FELIX INDUSTRIES LIMITED

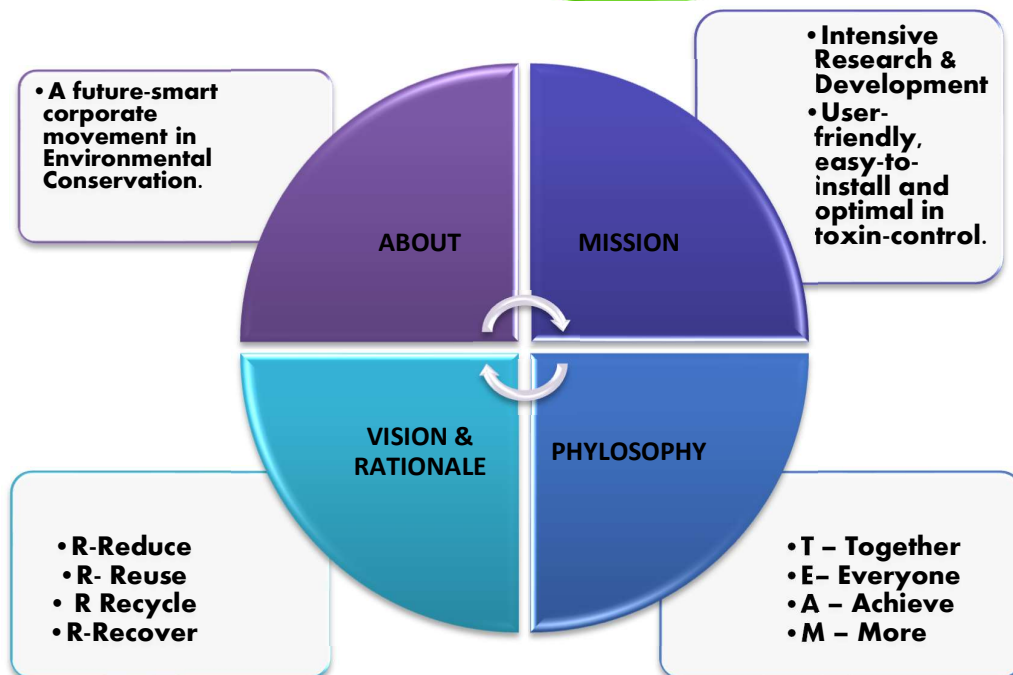
Annual Report 2022-23



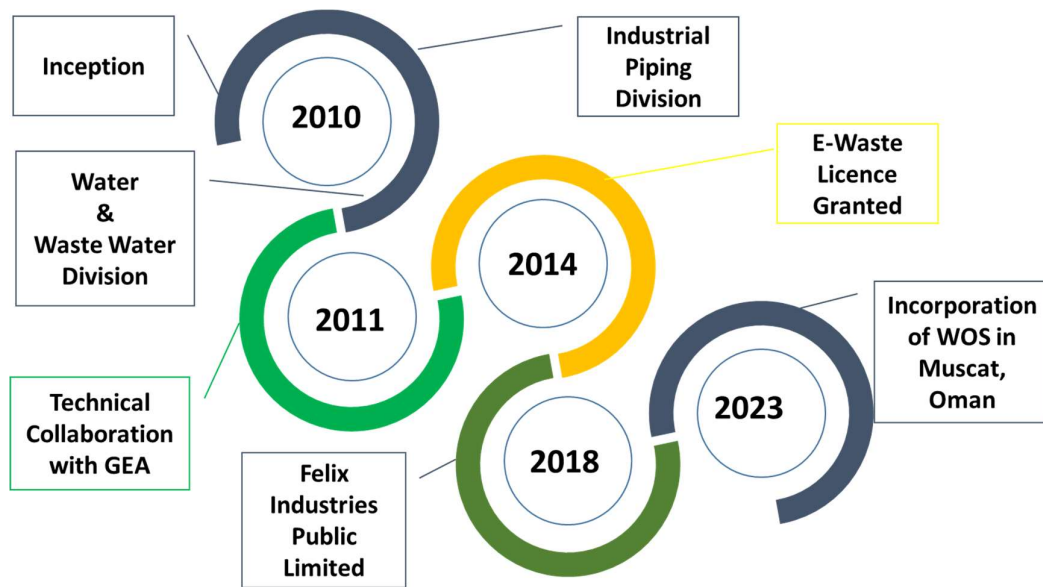
FELIX INDUSTRIES LIMITED

208, Devshruti complex, Opp. HCG Hospital, Nr. Mithakhali Cross Roads, Ellisbridge, Ahmedabad-06

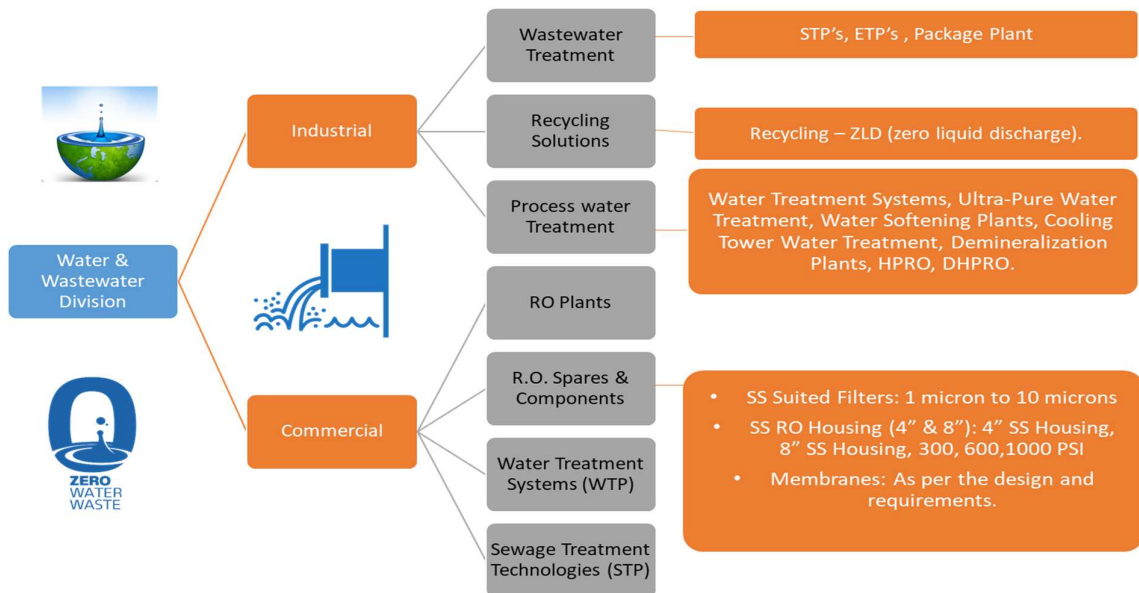
FELIX® INDUSTRIES LIMITED



JOURNEY OF FELIX



PRODUCTS & SERVICES



FELIX EXPERTISED SERVICES

FELIX EXPERTIZED TECHNOLOGIES



PRODUCTS AND SERVICES FOR INDUSTRIAL PIPING DIVISION



Services

- Sales & Services
- Designing services
- Installation Services

MAJOR PROJECTS

1. FUJI SILVERTECH CONCRETE PRIVATE LIMITED



2. HARMONY ORGNAICS PRIVATE LIMITED



3. Sabarkantha District Co-operative Milk Producers Union Limited



4. FMC CORPORATION



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CHAIRMAN SPEECH

Dear Stakeholders,

We are delighted to share with you our annual report for the fiscal year 2022–2023—another noteworthy instalment in our illustrious history. The previous year has been spent traveling through a dynamic and constantly changing corporate landscape that is marked by shifts in the world economy, quickening technical development, and changing consumer tastes. Nevertheless, despite these difficulties, I stand here today with great pride to declare that our Company has not only successfully navigated these difficulties but has also attained notable milestones that underline our dedication to advancement.

Pressure is mounting on the industrial sector from a number of angles to solve difficulties with rising water usage and water contamination. The ongoing expansion of India's economy would result in a rise in demand for wastewater treatment solutions across many sectors as water becomes a scarcer resource.

More than ever before, customers want green solutions. Additionally, clients are asking for near-zero emission plants, zero liquid discharge solutions, enhanced effluent treatment, and a review of carbon capture technology. Felix offers its best resources to the end users with the help of its technologies and experience. Felix adheres to all pollution norms and regulations and believes in protecting the environment.

The formation of our wholly owned subsidiary which is a Sole Proprietor Concern (SPC) in Muscat, Oman, is a step towards entering into international arena. This tactical action demonstrates our unwavering commitment to upholding international environmental standards as we broaden our reach and influence. The company focuses on effective wastewater treatment as it minimizes the need for expensive cleanup efforts downstream and reduces potential liabilities from environmental damage. The company wishes to follow global environmental standards which often invest in innovative technologies and practices which helps the company to access new markets, attract investors, and stay competitive in an evolving global landscape.

Our dedication to excellence, innovation, sustainability, and customer happiness hasn't wavered throughout the course of our journey. These pillars have played a crucial role in advancing our success. The achievements we are celebrating today were made possible by the collaborative efforts of our committed human capital, our priceless value chain partners, our dependable bankers, and each and every stakeholder who has contributed to our journey.

Thank you to all of our stakeholders for continuing to have faith and confidence in the Company's management. Despite a challenging business environment, your company has had another excellent year thanks to your collaborative support and that of our devoted employee.

Yours Sincerely

Ritesh V Patel

Chairman

DIN: 05350896

TWO PILLARS OF THE COMPANY

FOUNDER, MANAGING DIRECTOR & INSPIRATIONAL LEADER

MR. RITESH VINAY PATEL

Ritesh Vinay Patel is the thought proponent of the company's environmental philosophy, and the chief negotiator of new business opportunities. A strategic visionary who has led the company from the front during periods of declining graphs and rapid growth, he has an evolved skill in establishing operational excellence within culturally diverse, challenging environments. He leads project selection and implementation. Builds and leads high-performance teams. Envisions special-objective market drives. And spearheads market growth drives and geographic expansion of the company, banking on his technocratic expertise in Speciality Membranes, Reverse Osmosis Plants, Solid Waste Management Technologies and Low Energy Wastewater Treatment. He is the driving force behind Felix's evolution as a full-fledged EPC (Execution, Procurement & Construction) Company, and under his captaincy, the company has assimilated a host of performance awards (Bhilwara Engineering Association Award, Techfest 2013 Award, Gold Distributor Award and Silver Distributor Award for Industrial Piping, Watman 2013 Certificate, and many more). An eco-warrior par excellence, he is at present passionately involved in the creation of sustainable, alternative energy-powered Waste Water Treatment Systems, optimally designed for the developing world.

WHOLE TIME DIRECTOR

MR. VINAY RAJNIKANT PATEL

With over 40 years of experience in environmental field. Vinay Patel has worked as Senior Administrator and have looked after all the Environmental regulations, legal compliances, research, preparing regulatory framework, limit and structure operations of industry and government to reduce environmental impacts and to conserve resources both for the environment and the industry. A specific set of skills and expertise were developed along with government service and professional involvement representing GPCB at both global and national platform. Practical aspects of water & hazardous waste management and implications of policies and regulation at environmental levels for all the stakeholder through which the value chain was developed and delivered resulting in a global exposure and networking in diverse environmental management systems in organizations of all scale and service. For the development in the country, developed environmental resource structure which helped the industry as well as the government for better regulatory compliances.

BOARD OF DIRECTOR'S AND KEY MANAGERIAL PERSONNEL

Name	Designation	Appointment Date	DIN/PAN
Ritesh Vinay Patel	Managing Director	18/09/2012	05350896
Vinay Rajnikant Patel	Whole Time Director (WTD)	28/02/2019	08377751
Mayuri Vinay Patel	Non- Executive Director Non-Independent Director	28/02/2019	05350901
Kashyap Hasmukhlal Shah	Independent Director	10/06/2022	00169746
Nivedita Dinkar	Independent Director	12/02/2020	08546402
Uday Chandulal Shah	Chief Financial Officer	15/05/2022	AFGPS3184L
PranavkumarDahyabhai Patel*	Company Secretary & Compliance Officer	01/09/2021	BTCPP2845Q
Hena Harshal Shah**	Company Secretary & Compliance Officer	02/06/2023	EPUPS1507D

* Mr. Pranavkumar Patel has been resigned w.e.f. 20.04.2023.

**Mrs. Hena Harshal Shah has been appointed w.e.f 02.06.2023.

COMMITTEES OF THE COMPANY

Audit Committee	Chairman	Mr. Kashyap Hasmukhlal Shah
	Member	Ms. Nivedita Dinkar
	Member	Mr. Ritesh Vinay Patel
Nomination & Remuneration Committee	Chairman	Ms. Nivedita Dinkar
	Member	Mr. Kashyap Shah
	Member	Ms. Mayuri Vinay Patel
Stakeholders Relationship Committee	Chairman	Mr. Kashyap Hasmukhlal Shah
	Member	Ms. Nivedita Dinkar
	Member	Mr. Ritesh Vinay Patel

CORPORATE INFORMATION

REGISTERED OFFICE 208, Devshruti Complex Opp. HCG Hospital Nr. Mithakhali Cross Road, Gujarat, India-06	REGISTRAR & SHARE TRANSFER AGENT Bigshare Services Private Limited A-802 Samudra Complex, Near Classic Gold Hotel Off C G Road Navrangpura, Ahmedabad- 380 009 Email: bssahd@bigshareonline.com Website:www.bigshareonline.com
STATUTORY AUDITORS M/s. S. N Shah & Associates Chartered Accountants Ahmedabad	SECRETARIAL AUDITORS M/s. Vishwas Sharma & Associates Secretarial Auditor Ahmedabad
BANKERS AU SMALL FINANCE BANK Town Plaza, GF 24-27, Opp. Sardar TV, Near Raspan Cross Road, New Indian Colony Nikol, Ahmedabad-380038 Tel:079-26463658/59	CONTACT DETAILS FOR INVESTORS HENA HARSHAL SHAH Company Secretary & Compliance Officer 208, Devshruti Complex, Opp. HCG Hospital, Nr. Mithakhali Cross Road, Ellisbridge Ahmedabad GJ 380006 IN Email: cs@felixindustries.co

NOTICE OF 11TH ANNUAL GENERAL MEETING OF THE COMPANY

NOTICE is hereby given that the **Eleventh (11th) Annual General Meeting** of the Members of the Felix Industries Limited will be held on **29th September, 2023 at 12:00 P.M** through Video Conferencing / Other Audio Visual Means to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2023, Statement of Profits & Loss together with Cash Flow Statement and Notes forming part thereto ("Financial Statement") for the year ended on 31st March, 2023 and Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vinay R. Patel (DIN: 08377751) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To Approve The Related Party Transactions To Be Entered Into By The Company With Related Parties.

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 ("Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and applicable regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), if any, including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution to enter into contract(s)/ arrangement(s)/ transaction(s) with related parties for 3 (three) consecutive years as detailed in the table(s) forming part of the Explanatory Statement annexed to this notice with respect to sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services including the providing and/or receiving of loans or guarantees or securities or making investments, or any other transactions of whatever nature, notwithstanding that such transactions may exceed 10% of the turnover of the Company in any financial year or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as the Board of Directors may deem fit, in the normal course of business and on arm's length basis, within the aggregate limits and during the financial years as mentioned in the explanatory statement;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

Regd. office:

208, Devshruti Complex,
Opp. HCG Hospital,
Nr. Mithakhali Cross Roads
Ellisbridge,
Ahmedabad-380006.

Date: 29/08/2023
Place: Ahmedabad

By Order of the Board of Directors
For, **Felix Industries Limited**

Sd/-
Ritesh Patel
Managing Director
(DIN: 05350896)

NOTES

1. The Government of India, Ministry of Corporate Affairs has allowed conducting AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 and Circular No. 21/2021 dated 14th December, 2021, 02/2022 dated 5th May 2022 and Circular No. 10/2022 dated 28th December, 2022 ("MCA Circulars") and Circular No. SEBI/HO/CFD/ CMD1/CIR/ P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the AGM through VC/OVAM. In terms of the said circulars, the 11th AGM of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 16 and available at the Company's website www.felixindustries.co.

2. The helpline number regarding any query / assistance for participation in the AGM through VC/ OAVM is 022 - 4886 7000 (for NSDL).
3. Information regarding appointment/re-appointment of Directors and Explanatory Statement in respect of ordinary and special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/ or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM alongwith Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2022-23 has been uploaded on the website of the Company at www.felixindustries.co. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited (EMERGE) at <https://www1.nseindia.com/emerge/> and is also available on website of NSDL (agency for providing E-voting facility) i.e. www.evoting.nsdl.com
7. The Register of members and share transfer books of the Company will remain closed from 23rd September, 2023 to 29th September, 2023 (both days inclusive) for the purpose of Annual General Meeting.
8. Members seeking any information with regard to accounts are requested to write to the Company at least 7 days before the meeting so as to enable the management to keep the information ready.
9. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
10. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual members holding shares in the physical form. The members who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
12. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
13. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
- 14. Process and manner for members opting for voting through Electronic means:**
 - i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
 - ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. 22nd September, 2023 shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 22nd September, 2023 be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part
 - iv. The remote e-voting will commence on 27th September, 2023. During this period, the members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e. 22nd September, 2023 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
 - v. Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
 - vi. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. 22nd September, 2023.
 - vii. The Company has appointed CS Barkha Deshmukh, Practicing Company Secretary (Membership No. ACS: 44265; CP No: 22628), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
15. Process for those members whose email ids are not registered:
- a) **For members holding shares in Physical mode**
Please provide necessary details like Folio No., Name of shareholder scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@felixindustries.co
 - b) **Members holding shares in Demat mode:**
Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@felixindustries.co
16. **The instructions for shareholders for remote voting are as under:**
- (i) The remote e-voting period begins on 27th September, 2023 and will end on 29th September, 2023. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22nd September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd September, 2023.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
 - (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.





Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
 - (iv) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access to NSDL e-Voting system

- A) **Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- 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***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - 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.
 - 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 etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 3. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 4. Now, you will have to click on "Login" button.
- 5. After you click on the "Login" button, Home page of e-Voting will open.

Step -2 :The instructions for casting of votes electronically and join General Meeting on NSDL E-voting system are as under:

- a. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
 - b. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
 - c. Now you are ready for e-Voting as the Voting page opens.
 - d. 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.
 - e. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - f. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - g. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
17. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.felixindustries.co within three days of the passing of the Resolutions at the 11th AGM of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

18. General Guidelines for shareholders

- a. 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 barkhadeshmukh07@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
 - b. 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.
 - c. 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.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in
19. **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**
- a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).
 - b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
 - c. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 - d. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

20. Instructions for members for e-voting on the day of AGM are as under: -

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

21. Instruction for members for attending the AGM through VC/OAVM are as under:

- a. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- b. Members are encouraged to join the Meeting through Laptops for better experience.
- c. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e. For ease of conduct, members who would like to ask questions may send their questions in advance atleast (7) days before AGM mentioning their name, demat account number / folio number, email id, mobile number at cs@felixindustries.co and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM.
- f. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice

CONTACT DETAILS**Company:** FELIX INDUSTRIES LIMITED**Regd. Office:** 208, DEVSHRUTI COMPLEX, OPP. HCG HOSPITAL, NR. MITHAKHALI CROSS ROADS, ELLISBRIDGE, AHMEDABAD-06**CIN:** L40103GJ2012PLC072005**E-mail:** cs@felixindustries.co**Registrar and Transfer:** Bigshare Services Private Limited**Agent:** A-802 Samudra Complex, Near, Klassic Gold Hotel, Off C G Road Navrangpura, Ahmedabad- 380 009**Tel :** 079-40024135**Email:** bssahd@bigshareonline.com**E-Voting Agency:** National Securities Depositories Limited**E-mail:** evoting@nsdl.co.in**Tel. :** 1800 1020 990 and 1800 22 44 30

Scrutinizer : CS Barkha Deshmukh
Practicing Company Secretary
(ACS: 44265 and COP: 22628)

E-mail : barkhadeshmukh07@gmail.com

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015

Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the brief profile of Directors eligible for appointment/re-appointment/regularize at 11th Annual general Meeting are as follows:

Name	Mr. Vinay Patel
DIN	08377751
Designation	Whole Time Director
Date of Birth	30.10.1958
Date of Appointment	28.02.2019
Qualifications experience in specific functional area	Graduated with degree of Chemical Engineering
Directorship held in other companies*	NIL
Membership / Chairmanships of Committee in other Public Companies	NIL
Relationships between directors inter se	He is father of Mr. Ritesh Vinay Patel & husband of Mrs. Mayuri Vinay Patel
Number of shares held in the Company	1000 Equity Shares

*Pvt. Companies excluded

Regd. office:

208, Devshruti Complex,
Opp. HCG Hospital,
Nr. Mithakhali Cross Roads
Ellisbridge, Ahmedabad-380006.

By Order of the Board of Directors
For, **Felix Industries Limited**

Date: 29/08/2023
Place: Ahmedabad

Sd/-
Ritesh Patel
Managing Director
(DIN: 05350896)

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO.3

TO APPROVE THE RELATED PARTY TRANSACTIONS TO BE ENTERED INTO BY THE COMPANY WITH RELATED PARTIES.

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section requires a Company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of ordinary resolution in case the value of the Related Party Transactions exceeds the stipulated threshold limits as prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm's length basis.

Accordingly, the related party transactions as recommended by the Audit Committee and approved by the Board of

Directors at their meeting held on Friday, August 11, 2023 are hereby placed before the shareholders for their approval by way of ordinary resolution to enable the Company to enter into the following Related Party Transactions in one or more tranches. The transactions under consideration are proposed to be entered into by the Company with the following related parties in the ordinary course of business and at arms' length basis.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Circular BSEBI/HO/CFD/CMD1/CIR/P/2021/662, dated November 22, 2021, the particulars of transactions to be entered into by the Company with related parties are as under:

Sr. No	Name of the Related Party	Nature of Relationship (including nature of interest, financial or otherwise)	Aggregate maximum value of the contract/arrangement/ transaction (Rs. In Crore)	Nature and Material Terms of Contract/arrangement/ Transaction
1.	Felix Industries SPC	Wholly Owned Subsidiary	20.00	Sale/Purchase/ Supply of Machinery

The proposed contracts/arrangements/transactions relate to sale/purchase of goods/services or any other transaction(s), which shall be governed by the Company's Related Party Transaction Policy and shall be reviewed by the Audit Committee within the overall limits as approved by the members. The Board of Directors or any Committee thereof would carefully evaluate the proposals providing and/or receiving of loans or guarantees or securities or making investments through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such entities.

The proposal outlined above will contribute to the principal business activities of your Company and is in the interest of the Company. Hence, the Audit Committee/Board recommends the resolution set out in the Item no. 3 of the notice for your approval as an ordinary resolution. None of the Related Parties shall vote in the resolution.

None of the other Directors, Key Managerial Personnel or their respective relatives in any way, financially or otherwise, concerned or interested in the said resolution except Mr. Ritesh V. Patel, Managing Director and his relative directors Mr Vinay Patel & Mrs. Mayuri Patel to the extent of their shareholding.

Regd. office:

208, Devshruti Complex,
Opp. HCG Hospital,
Nr. Mithakhali Cross Roads
Ellisbridge, Ahmedabad-380006.

Date: 29/08/2023
Place: Ahmedabad

By Order of the Board of Directors
For, **Felix Industries Limited**

Sd/-
Ritesh Patel
Managing Director
(DIN: 05350896)

DIRECTORS REPORT

Dear Members,

Your Directors have pleasure in presenting the 11th **Annual Report** of your Company together with the Audited Financial Statements of Accounts for the financial year ended 31st March, 2023.

I. FINANCIAL RESULTS:

The audited financial statements of the Company as on 31st March 2023, are prepared in accordance with the relevant applicable Accounting Standards and Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the provisions of the Companies Act, 2013 ("Act").

The summarized financial highlight is depicted below:

(In Lakhs)

Particulars	Year ending on 31 st March, 2023	Year ending on 31 st March, 2022
Sales	1938.04	1238.25
Other Income	5.67	0.75
Total Income	1943.72	1239.00
Less: Expenditure	(1800.69)	(1108.09)
Profit/Loss before interest, depreciation and tax	219.24	179.26
Less: Interest	51.02	22.04
Less: Depreciation & Amortization cost	25.20	14.51
Profit/ (Loss) before Tax	143.02	130.90
Less: Tax Expense	(25.99)	(48.00)
Profit/ (Loss) after Tax	117.03	82.90

II. HIGHLIGHTS OF THE FINANCIAL SUMMARY:

During the year 2022-23, the Gross total income of the Company was higher than previous year by Rs.699.79 Lacs representing an increase of 56.51% whilst the Net revenue (Total income) of the Company was increased by Rs.704.72 showing growth of over by 41.17% over previous financial year.

Operating profit (EBIDTA before exceptional items) was increased by Rs.12.12 Lacs showing growth of 9.25% over previous year whilst the Net profit of the Company was increased by Rs.34.13 Lacs registered showing growth of 41.17% over previous year.

III. STATE OF COMPANY'S AFFAIR :

During the year under review, the company has made a net profit and the management is optimizing that the growth of the company will be on better track and doing well in the upcoming Financial Year. As, the Company has good orders in hand and Directors of your company are expecting to achieve much more net profit during the year Financial Year in comparing to the Previous Financial Year.

Further, in view of financial aspects, the position of the company is better than earlier and its compete to complete the order in hand in upcoming period of time in easy and smooth manner.

IV. DIVIDEND:

In order to conserve the resources for the future, the Board of Directors has not recommended any dividend for the year

V. TRANSFER TO RESERVES:

The Board of Directors has decided to retain the entire amount of profit under Retained Earnings. Accordingly, your Company has not transferred any amount to General Reserves for the year ended March 31, 2023.

VI. SERVICE OF DOCUMENTS THROUGH ELECTRONIC MEANS

Subject to the applicable Provisions of the Companies Act, 2013 read with various Circulars and notifications issued from time to time, all documents, including the notice and Annual Report will be sent through electronic transmission in respect of members whose email IDs are registered in their demat account or are otherwise provided by the members.

VII. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provision of Section 125 of the Companies Act, 2013 is not applicable to the company.

VIII. CHANGE IN THE NATURE OF THE COMPANY'S BUSINESS:

During the year under review, there was no any change in the nature of the company's business.

IX. CHANGE IN THE SHARE CAPITAL OF THE COMPANY:**Authorised Capital**

During the year under review, the authorized capital of the company has increased from Rs.5,20,00,000/- (Rupees Five Crore Twenty Lakhs Only) divided into 52,00,000 (Fifty two lakhs Only) Equity Shares of Rs.10/- only (Rupees Ten Only) to Rs.13,00,00,000 /- (Rupees Thirteen Crores Only) divided into 1,30,00,000 (One Crore Thirteen Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only)

Issued, Subscribed & Paid-up Capital

The Issued, Subscribed and Paid Up Capital of the company is ₹ 5,09,30,000/- (Fifty Lakhs Ninety Three Thousand Only) Equity Shares of ₹ 10/- Only (Rupees Ten Only).

X. ISSUE OF 73,50,000 CONVERTIBLE WARRANTS

The Company has issued 73,50,000 (Seventy Three Lakhs Fifty Thousand Only) Fully Convertible Warrants ("Warrants") each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company having face value of ₹ 10/- (Rupees Ten Only) ("Equity Share") each at an issue price of ₹ 41/- per Warrant including premium of ₹ 31/- each on 16th November, 2022 on preferential basis. The Company has obtained approval from shareholders vide Extra Ordinary General Meeting of the held on 12th December, 2022.

XI. DETAILS OF UTILIZATION OF FUND RAISED THROUGH PREFERENTIAL / STATEMENT OF DEVIATION

There is no deviation or variation in the use of funds raised through Preferential Issue of Convertible Warrants from the objects stated in the Explanatory Statement to the Notice of Extra Ordinary General Meeting of the Company dated December 12, 2022.

Original Object	Modified Object, if any	Original Allocation	Modified allocation, if any	Funds Utilised	Amount of Deviation/ Variation for the quarter according to applicable object	Remarks if Any
To further strengthen the Company's capital base and to augment the long-term resources for meeting funding requirements of its business activities including future expansion plans/ activities, financing the future growth opportunities, to meet working capital requirements and to meet general corporate purposes.	N.A.	Rs. 753.36 Lakhs (25% of Rs.3013.50 Lakhs)	N.A.	Rs.753.36Lakhs	NIL	None

XII. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company do not have Subsidiary, Joint venture or Associate Company for the financial year ended on March 31, 2023 and a statement containing the salient features of financial statement of our subsidiary in form AOC-1 is a not required to attach this report. Further, the Company has one subsidiary namely Felix Industries SPC which was incorporated after the March 31, 2023.

XIII. PUBLIC DEPOSITS:

During the year under review, the Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force). Hence, the requirement for furnishing the details of deposits which are not in compliance with Chapter V of the Act is not applicable.

XIV. MATERIAL CHANGES AND COMMITMENT:

No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which this financial statement relate on the date of this report.

XV. DISCLOSURE OF INTERNAL FINANCIAL CONTROLS:

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the period under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

XVI. DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL:

There are no any significant material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

XVII. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has complied with the applicable provisions of Section 186 of the Act during the year. Pursuant to Section 186 of the Act, details of the Loans and advances made by the company are provided in Note 17 of the Financial Statement.

During the year, the Company has not given any guarantee or provided security in connection with the loan to any other body corporate or person or made any investments.

XVIII. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

In line with the requirements of the Companies Act, 2013 and SEBI Listing Regulations, as amended from time to time, the Company has a policy on Related Party Transactions which is approved by the Board which inter-alia defines the process for identifying, reviewing, approving and monitoring of Related Party Transactions. The policy was revised pursuant to the amendment of SEBI Listing Regulations and the same is available on the Company's website at www.felixindustries.co.

During the financial year 2022-23, there have been no material significant related party transactions that may have potential conflict with the interest of the Company at large. Further Company did not enter into any contracts or arrangements with related parties in terms of Section 188(i) of the Companies Act, 2013. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to the company for FY 2022-23 and hence does not form part of this Annual Report. However, the Company submits details of related party transactions on a consolidated basis as required in the notes to the standalone financial statements.

XIX. PARTICULARS OF EMPLOYEES:

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is given in the Statement annexed herewith as **"Annexure-A"**.

XX. SECRETARIAL STANDARDS

The Company has substantially and materially complied with applicable Secretarial Standards issued by the Institute of Company Secretaries of India, as amended from time to time.

XXI. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**[A] Consumption Of Energy & Technology Absorption:**

The details as required under Section 134 (3) (m) of the Companies Act, 2013, in respect of Conservation of Energy, Technology Absorption are provided in **"Annexure-B"** of this report.

[B] Foreign Exchange Earning & Outgo :

Foreign Exchange Earning: NIL (Value of exports in FOB Basis)

Foreign Exchange Outgo : NIL

XXII. REGISTRAR AND SHARE TRANSFER AGENT OF THE COMPANY:

M/s. Big Share Services Pvt. Ltd. is its registrar and share transfer agent of the company.

XXIII. PROFILE OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

As required under regulation 36(3) of SEBI (LODR), 2015, particulars of the Directors retiring and seeking reappointment at the ensuing Annual General Meeting is annexed to the notice convening 11th Annual General Meeting.

XXIV. DIRECTORS AND KEY MANAGERIAL PERSONNEL**a. Composition of Board**

Name of Directors	Designation	Category	No. of Board Meeting held during the year	No. of Board Meeting attended during the year
Mr. Ritesh Vinay Patel	Managing Director	Promoter Executive	9	9
Mr. Vinay Rajnikant Patel	Whole Time Director and CEO*	Promoter Executive Director	9	9
Mrs.Mayuri Vinay Patel	Director	Non- Executive Director Non- Independent Director	9	9
Mr. Kashyap Shah	Director	Non-Executive Independent	9	6
Mrs.NiveditaDinkar	Director	Non-Executive Independent	9	4

b. Key Managerial Personnel:

Pursuant to the provision of section 203 of the Companies Act, 2013 ('the Act,') Mr. Ritesh Patel, Managing Director, Mr. Vinay Rajnikantbhai Patel CEO & Whole-time Director and Mr. Uday C. Shah, Chief Financial Officer of the Company are the key managerial personnel's of the company on 31.03.2023.

Mr. Pranavkumar Patel Company Secretary & Compliance Officer resigned w.e.f. 20th April, 2023 and Mrs. Hena Harshal Shah is appointed as Company Secretary & Compliance Officer of the Company w.e.f. 02nd June, 2023.

c. Appointment/Resignation of Directors

Mr. Ritesh Vinay Patel, was appointed as a Managing Director of the Company w.e.f. 13th August, 2022 for a period of 3 years.

Mr. Kashyap Hasmukhlal Shah was re-appointed as Independent Director of the company for a period of 5 years for the period commencing from June 10, 2022 to 09th June, 2027.

d. Retirement by rotation and subsequent re-appointment:

Mr. Vinay R. Patel (DIN: 08377751) is liable to retire by rotation at the ensuing AGM pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of Company and being eligible have offered herself for reappointment. Appropriate resolutions for the re-appointment are being placed for your approval at the ensuing AGM. The brief resume of the Directors and other related information has been detailed in the Notice convening the 11th AGM of your Company.

e. Declaration of Independence:

Mr. Kashyap H. Shah and Ms. Nivedita Dinkar were the Independent Directors of the company during the financial year ended on March 31, 2023. The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of the Companies Act, 2013 read with the Schedules and Rules issued there under as well as Regulation 16(1)(b) of Listing Regulations (including any Statutory modification(s) or re-enactment(s) for the time being in force).

The Board is of the opinion that all Independent Directors of the Company possess requisite qualifications, experience, expertise and they hold highest standards of integrity.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board / Committee of the Company.

f. Evaluation of Board's Performance:

Pursuant to the Provisions of the Companies Act, 2013 and Regulation 17 of SEBI Listing Regulations, the Board has carried out the annual performance evaluation of its own performance, performance of the Chairman, the Committees and independent Directors without Participation of the relevant Director. The Nomination and Remuneration Committee of the Board continuously evaluates the performance of the Board and provides feedback to the Chairman of the Board. The independent directors had a separate meeting without the presence of any non-independent directors and management and considered and evaluated the Board's performance, performance of the Chairman and other non-independent directors and shared their views with the Chairman. The Board had also separately evaluated the performance of the Committees and independent directors without participation of the relevant director.

g. Meeting of Board and Committee

The Board of Directors of the Company met (7) six times during the financial year ended March 31, 2023, on 25th May, 2022, 14th June, 2022, 13th August, 2022, 09th November, 2022, 16th November, 2022, 04th January, 2023 and 25th February, 2023. Details of attendance

of meetings of the Board and its Committees are included in this report. The Independent Directors met on 25th February, 2023 during the financial year under review. The Meeting was conducted in an informal manner without the presence of the Chairman, Executive Directors, Chief Financial officer, Company Secretary and any other Managerial Personnel.

k. Board Committees

As required under the Companies Act, 2013 and SEBI Listing Regulations, 2015, the Board of Directors has (a) Audit Committee (b) Nomination and Remuneration Committee and (c) Stakeholders Relationship Committee. A detailed note on the composition of the Committees, role and responsibilities assigned to these Committees etc. are included in this report.

XXV. POSTAL BALLOT

During the year, pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory amendment(s) or re-enactment(s) made thereunder), your Company passed the following resolution through postal ballot as per the details below:

Date of Postal ballot Notice: February 25, 2023

Date of declaration of result: April 3, 2023

Voting period: Friday March 03, 2023 to Saturday April 01, 2023

Date of approval: Saturday April 01, 2023

Description of Resolution	Type of Resolution	No. of votes Polled	No. of votes casted in favour	No. of votes casted against
To ratify and take note of the corrigendum dated 15/12/2022 to the notice of extra ordinary General meeting of the company held on 12th December, 2022.	Special Resolution	3927000	3911000	16000
To approve the related party transactions to be entered into by the company with related Parties.	Ordinary Resolution	204000	188000	16000
To increase in threshold of loans/ guarantees, providing of securities and making of Investments in securities under section 186 of the companies act, 2013	Ordinary Resolution	3927000	3911000	16000

XXVI. DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to Section 134 (5) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force), the Directors of our Company confirm that:

- In the preparation of the annual accounts for the financial year ended 31st March, 2023, the applicable Accounting Standards and Schedule III of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force), have been followed and there are no material departures from the same;
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at 31st March, 2023 and of the profit and loss of the Company for the financial year ended 31st March, 2023;
- proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force) for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- The directors had prepared the annual accounts on a going concern basis;
- The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;

The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

XXVII. EXTRACT OF ANNUAL RETURN:

Pursuant to the Provisions of Section 134(3)(a) and Section 92 of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, Annual Return of the Company as at March 31, 2023 is hosted on your Company's website at www.felixindustries.co.

XXVIII. DISCLOSURE OF VARIOUS COMMITTEES OF BOARD OF DIRECTORS:

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas/activities as mandated by applicable regulations, which concern the Company and need a closer review. The composition and terms of reference of all the Committees are in compliance with the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as applicable. During the year, all the recommendations made by the respective Committees were accepted by the Board. All observations, recommendations and decisions of the Committees are placed before the Board for information or for approval. The Board Committees request special invitees to join the meeting, as and when appropriate.

The Company have Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee.

[A] AUDIT COMMITTEE:

The Audit Committee of Directors was constituted pursuant to the provisions of Section 177 of the Companies Act, 2013;

➤ Composition:

The details of composition of Audit Committee are as follows:

Sr. No.	Name	Designation	Position In Committee	No. of meeting held	No. of meetings attended
1.	Mr. Kashyap Shah	Independent Director	Chairman	4	3
2.	Mr. Ritesh Patel	Executive Director	Member	4	4
3.	Mrs. Nivedita Dinkar	Independent Director	Member	4	2

The Audit Committee had 04 meetings - 25th May, 2022, 09th November, 2022, 04th January, 2023 & 25th February, 2023 during the financial year.

➤ Terms of Reference

The powers, role and terms of reference of the Audit Committee covers the areas as contemplated under Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013 as applicable along with other terms as referred by the Board of Directors. The terms of reference of the Audit Committee are broadly as under :

- Oversight of the Company's Financial Reporting Process and the disclosure of its Financial Information to ensure that the Financial
- Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
- Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- Examination and reviewing, with the Management, the Annual Financial Statements and Auditors' Report thereon before submission to the Board for approval, with particular reference to:
 - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134 (3)(c) of the Act;
 - ii. Changes, if any, in the Accounting Policies and Practices and reasons for the same;
 - iii. Major accounting entries involving estimates based on the exercise of judgment by Management;
 - iv. Significant adjustments made in the Financial Statements arising out of audit findings;
 - v. Compliance with listing and other legal requirements relating to Financial Statements;
 - vi. Disclosure of any Related Party Transactions;
 - vii. Qualifications in the draft Audit Report;
- Reviewing with the Management, the quarterly Financial Statements before submission to the Board for approval;
- Review and monitor the Auditors' independence and performance and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with Related Parties;

- Scrutiny of Inter - Corporate Loans and Investments;
- Evaluations of Internal Financial Controls and Risk Management Systems;
- Reviewing with the Management, performance of Statutory and Internal Auditor and adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function and discussion with Internal Auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To review the functioning of the Whistle Blower Mechanism;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
- Oversight of the Listed entity's financial reporting process and the disclosure of its financial information to ensure that the Financial Statement is correct, sufficient and credible.

[B] NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee of Directors was constituted pursuant to the provisions of Section 178 of the Companies Act, 2013.

➤ **Composition**

The details of composition of Nomination and Remuneration Committee are as follows:

Sr. No.	Name	Designation	Position In Committee	No. of meeting held	No. of meetings attended
1.	Mr. Kashyap Shah	Independent Director	Member	2	2
2.	Mrs. Mayuri Vinay Patel	Non-Executive Director	Member	2	2
3.	Mrs. Nivedita Dinkar	Independent Director	Chairman	2	1

The Nomination & Remuneration Committee had 02 meeting -13th August, 2022 & 25th February, 2023 during the financial year.

The remuneration has been paid as approved by the Board, in accordance with the approval of the Shareholders and within the overall ceiling prescribed under Section 197 and 198 of the Companies Act, 2013. The Committee comprises of 3 Directors, out of which 2 are Independent Directors. __, Company Secretary of the Company acted as a Secretary of the Committee.

➤ **Terms of reference:**

The broad terms of reference of the Nomination and Remuneration Committee are as under:

- Determination and recommendation of criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- Review and approval of compensation / remuneration payable to Senior Management Personnel, Relatives of Directors, Executive and Non-Executive Directors etc. and recommend to the Board for their approval;
- Succession planning for Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment of Directors / Independent Directors based on laid down criteria;
- Examination and evaluation of performance of the Board of Directors and Senior Management Personnel including Key Managerial Personnel based on criteria approved by the Board;

The Board has on the recommendation of Nomination and Remuneration Committee framed a policy on director's appointment and remuneration of Directors including criteria for determining qualification, positive attributes, independence of directors and remuneration for directors, Key Managerial Personnel and other employees. The Nomination and Remuneration Policy is available on the website of the Company at www.felixindustries.co.

➤ **Policy on Directors' Appointment & Remuneration**

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration of Directors, Key Managerial Personnel and other employees. The said policy is accessible on the Company's official website at www.felixindustries.co.

We affirm that the remuneration paid to the Directors is as per the terms laid out in the Remuneration Policy of the Company.

➤ **Performance Evaluation :**

Pursuant to the provisions of the Act, Listing Regulations, 2015 and the Remuneration Policy of the Company, the Board of Directors/ Independent Directors/ Nomination and Remuneration Committee (as applicable) has undertaken an evaluation of its own performance, the performance of its Committees and of all the individual Directors including the Chairman of the Board of Directors based on various parameters relating to roles, responsibilities and obligations of the Board, effectiveness of its functioning, contribution of Directors at meetings and the functioning of its Committees. Such evaluation is presented to the Nomination and Remuneration Committee and the Board of Directors (as applicable). Directors express their satisfaction with the evaluation process.

The Committee while evaluating the performance of the Non-Executive Independent Directors may take into consideration various factors including:

- Attendance and Participation at the Board Meetings, Committee Meetings and Annual General Meeting;
- Other Directorship held by the Non-Executive Independent Directors;
- Input in strategy decisions;
- Review of Financial Statements, risks and business performance;
- Time devoted toward discussion with Management;
- Active participation in long-term strategic planning;

[C] **STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Stakeholders Relationship Committee of Directors was constituted pursuant to the provisions of Section 178(5) of the Companies Act, 2013.

The Stakeholders Relationship Committee was re-constituted in the board meeting held on 12th February, 2020. The composition of the Audit Committee is in conformity with the provisions of the said section.

➤ **Composition:**

The details of composition of Stakeholders Relationship Committee shall comprise;

Sr. No.	Name	Designation	Position In Committee	No. of meeting held	No. of meetings attended
1.	Mr. Kashyap Shah	Independent Director	Chairmen	2	2
2.	Mrs.NiveditaDinkar	Independent Director	Member	2	2
3.	Mr. Ritesh Vinay Patel	Executive Director	Member	2	2

The Stakeholder Relationship Committee had 02 meeting –16th November, 2022 & 25thFebruary, 2023 during the financial year.

➤ **Terms of reference:**

- Transfer and transmission of shares held by shareholders in physical format;
 - Shareholder's Compliant viz non-receipt of dividend, annual report, shares after transfer, delays in transfer of shares etc.;
 - Status of dematerialization/rematerialization of shares;
 - Issue of duplicate share certificates;
 - Monitor and Track redressal of Investor complaints;
 - Oversee the performance of the Company's Registrar and Transfer Agents;
 - Suggest measures for improvement upgrade the standard of services to investors from time to time;
 - Carry out any other function as is referred by the board from time to time or enforced by any statutory modification/ amendment or modification as may be applicable;
- Your Company's shares are compulsorily traded in the de-materialized form. Based on the delegated powers of the Board, Directors/ officers / RTA approves the application / request for transfers / transmission / demat / remat of shares, deletion of name, duplicate share certificate etc. on a regular basis and the same is reported at the next meeting of the Committee, normally held every quarter.

➤ **Details of Investor's grievances/ Complaints:**

No. of Complaints pending as on April 01, 2022	NIL
No. of Complaints identified and reported during Financial Year 2022-23	NIL
No. of Complaints disposed during the year ended March 31, 2023	NIL
No. of pending Complaints as on March 31, 2023	NIL

XXIX. AUDITORS:**[A] Statutory Auditors:**

In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting.

There are no qualifications, reservations or adverse remarks made by M/s. S.N Shah & Associates, Chartered Accountants, the Statutory Auditors of the Company, in their report. The observations made by the Statutory Auditors in their report for the financial period ended 31st March, 2022 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

The Statutory Auditors' of the Company has put one matter under EMPHASIS OF MATTER and pointed out that the Financial Statement of the Company contains a Notes No.30(e) relating to the non-provision for doubtful debts amounting to ₹ 76,15,214/-

Board Response

The Board of Your Company would like to clarify that the Company is pursuing the matters with the parties to whom such amount is outstanding since long and looking to the future business opportunity, the Company has yet not any legal action against them.

In view of the management of the company, it is most likely that the company will be able to recover the amount from the doubtful debtors and hence the company has not made any provision against the doubtful debts of ₹ 76,15,214/-. However, considering the uncertainty over the time period over which the amounts are expected to realized.

The said amount belongs to the period pre-Initial Public Offer (IPO) of the Company. The Board will again access the possibilities of recovery and if required might consider for provision of Doubtful debts in current Financial Year i.e. 2022-23.

[B] Cost Auditor:

As the cost audit is not applicable to the Company, therefore the Company has not appointed the Cost Auditor pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014.

Further, maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not required by the Company and accordingly such accounts and records are not made and maintained,

[C] Internal Auditor

During the year under review, Mr. Nishant Sharma, proprietor of M/s Nishant Sharma & Associates resigned w.e.f 21st February, 2023 and Mr. Amit Uttamchandani, proprietor of M/s Amit Uttamchandani & Associates; Chartered Accountants were appointed as an Internal Auditor w.e.f 25th February, 2023.

[D] Secretarial Auditor:

The Company has appointed the M/s Vishwas Sharma & Associates, Company Secretaries, Ahmedabad as Secretarial Auditor to conduct secretarial audit pursuant to the provisions of Section 204 of the Companies Act, 2013. The secretarial audit of the Company has been conducted on a concurrent basis in respect of the matters as set out in the said rules and Secretarial Audit Report given by M/s. Vishwas Sharma & Associates, Company Secretaries, Secretarial Auditor of the Company forms part of this report and is marked as "Annexure-D".

The following are the observations and remarks made by M/s. Vishwas Sharma & Associates, Company Secretaries, Secretarial Auditor of the Company, in their report.

Qualification	Explanation / Board Response
The Company failed to comply with the provisions of Regulation 3(5) and 3(6) of SEBI (PIT) Regulations, 2015 related to Structured Digital Database (SDD). The Company had maintained all the entries as per the prescribed regulations into Excel format and hence is tamperable in nature.	The Board of Directors of the Company would like to clarify that the entries were maintained into Excel Format and we strictly implemented the Password of file to maintain it's non-tamperable nature. Further, the Company has installed necessary SDD software which meets the requirements provided in SEBI (Prohibition of Insider Trading) Regulations, 2015 and now, the Company maintains all entries in the software to comply with said regulations.

Qualification	Explanation / Board Response
The Company had failed to file e-form ADT-1 i.e. Appointment of Auditor under section 139, e-form MGT-7 i.e. Annual return under section 92 of the Companies Act, 2013 and e-form CHG-1 for modification of charge under section 77 of the Companies Act, 2013 within stipulated time period under respective sections of the Act.	The Board of Directors of the Company would like to clarify that the Company had filed the forms with additional fees due to technical glitch on MCA portal during the period.

During the year under review, the Statutory Auditors have not reported any instances of fraud committed against the Company by its officers or employees to the Audit Committee or the Board under section 143(12) of the Act.

XXX. INSURANCE :

Your Company has taken appropriate insurance for all.

XXXI. GREEN INITIATIVE

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued Circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members.

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the Annual Report, amongst others, to shareholders at their e-mail address previously registered with the DPs and RTAs.

Shareholders who have not registered their e-mail addresses so far are requested to do the same. Those holding shares in demat form can register their e-mail address with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with the RTA.

XXXII. CORPORATE GOVERNANCE

Your Company has been complying with the principals of good Corporate Governance over the years and is committed to the highest standards of compliance. Pursuant to regulation 15(2) of the SEBI (LODR) Regulations 2015, the compliance with the corporate governance provisions as specified in regulations 17 to 27 and clauses (b) to (i) of Regulation 46 (2) and para C, D and E of schedule V shall not apply to the listed entity which has listed its specified securities on the SME Exchange and as your Company is listed on SME exchange of NSE i.e. NSE Emerge,

Therefore, the Regulations relating to Corporate Governance are not applicable to the Company.

XXXIII. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and rules made thereunder, your Company has constituted Internal Complaints Committee (ICC) which is responsible for redressal of complaints related to sexual harassment. The ICs includes external members with relevant experience. The ICs, presided by senior women, conduct the investigations and make decisions at the respective locations. The ICs also work extensively on creating awareness on relevance of sexual harassment issues, including while working remotely.

Your Directors declared and confirm that, during the year under review, there is no case filed under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

All new employees go through a detailed personal orientation on anti-sexual harassment policy adopted by the Company.

XXXIV. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company believes in the conduct of its affairs in a fair and transparent manner to foster professionalism, honesty, integrity and ethical behavior in its employees & stakeholders. The Company has adopted a Whistle Blower Policy as a part of vigil mechanism. The said policy is available on the website of the company www.felixindustries.co.

Also, the Code of Business Conduct (Code) lays down important corporate ethical practices that shape the Company's value system and business functions and represents cherished values of the Company.

XXXV. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The provision of section 135(1) of Companies Act 2013 i.e. Corporate Social Responsibility is not applicable on the company. Therefore the company has not constituted CSR committee.

XXXVI. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

The Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2) (e) of the Listing Regulations is given as an "Annexure-C" to this report

XXXVII. COMPLIANCE WITH THE PROVISIONS OF SECRETARIAL STANDARDS:

The Company has substantially and materially complied with applicable Secretarial Standards issued by the Institute of Company Secretaries of India, as amended from time to time.

XXXVIII. VARIOUS POLICIES OF THE COMPANY

In accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and the Companies Act, 2013 the Company has formulated, implemented various policies. All such Policies are available on Company's website www.felixindustries.co under the Policies sub-caption of the Investor Caption. The policies are reviewed periodically by the Board and updated based on need and requirements.

Name of the Policy	Brief Description
Whistle Blower or Vigil Mechanism Policy	The policy is meant for directors, employees and stakeholders of the Company to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct and ethics amongst others.
Policy for determination of materiality of events	This policy applies for determining and disclosing material events taking place in the Company.
Code of conduct for Director(s) and Senior Management Personnel	The Policy is aimed to formulate code of Conduct for the Directors and Senior Management Personnel to establish highest standard of their ethical, moral and legal conduct in the business affairs of the Company.
Code of Conduct for Prohibition of Insider Trading	The Policy provides for framework for dealing with the securities of the Company in mandated manner.

XXXIX. DIRECTOR'S DISQUALIFICATION

All the directors of the Company have confirmed that they are not disqualified from being appointed as directors in terms of Section 164 of the Companies Act, 2013.

XL. RISK MANAGEMENT:

The Company does not have any Risk Management Policy or any statement concerning development and implementation of risk management policy of the company as the elements of risk threatening the Company's existence are very minimal.

XLI. Insolvency and Bankruptcy Code :

During the Financial Year ended on March, 31st 2023, there is no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016.

XLII. The Details of difference between amount of the Valuation done at the time of One Time Settlement and the Valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof:

Not applicable during the year under review.

XLIII. GENERAL:

Your Company has not issued any equity shares with differential rights as to dividend, voting or otherwise; and Your Company does not have any ESOP scheme for its employees.

XLIV. Acknowledgement:

Your directors take this opportunity to express their sincere appreciation to the shareholders, customers, bankers, suppliers and other business associates for the excellent support and cooperation extended by them.

Your directors gratefully acknowledge the ongoing co-operation and support provided by the Central and State Governments, Stock Exchanges, SEBI, RBI and other Regulatory Bodies.

Regd. office:

208, Devshruti Complex,
Opp. HCG Hospital,
Nr. Mithakhali Cross Roads
Ellisbridge, Ahmedabad-380006.

By Order of the Board of Directors
For, **Felix Industries Limited**

Date: 29/08/2023
Place: Ahmedabad

Sd/-
Ritesh Patel
Managing Director
(DIN: 05350896)

Sd/-
Vinay Patel
Whole Time Director
(DIN: 08377751)

ANNEXURE A

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of Sub Section 12 of Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr. No.	Requirements	Disclosure	
I.	The ratio of remuneration to each director to the median remuneration of the employees for the financial year	MD	8.25 times
		WTD	3.30 times
II.	The percentage increase/decrease in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year	No Increase	
III.	The percentage increase in the median remuneration of employees in the financial year	No Increase	
IV.	The number of permanent employees on the rolls of the Company as on 31st March, 2023	121	
V.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Nil	
VI.	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes, it is confirmed	

ANNEXURE - B

CONSERVATION OF ENERGY

The information under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2023 is given here below and forms part of the Directors' Report.

➤ **The steps taken for conservation of energy:**

In line with the Company's commitment towards conservation of energy, the company continues with its efforts aimed at improving energy efficiency through improved operational and maintenance practices at regular period of time.

The steps taken in this direction are as under:

- a) Energy conservation has been an important thrust area for the Company and is continuously monitored. The adoption of energy conservation measures has helped the Company in reduction of cost and reduced machine down-time.
 - b) Energy conservation is an ongoing process and new areas are continuously identified and suitable investments are made, wherever necessary.
 - c) Various on-going measures for conservation of energy include:
 - i. Effective planning and implementing of several weeks maintenance schedule with continuous monitoring which leads not only to energy conservation but also on the increased life cycle of equipment.
 - ii. Replacements/Up gradation of some of the old equipments with new equipments.
 - iii. Clean/replaced air filters in air conditioners, usage of led lights instead of bulbs and tubelights.
 - iv. Reduction of energy loss.
 - v. Ensure that light levels will remain at adequate levels before changing out technologies and other electrical equipment's.
 - vi. Ensure outdoor lighting is off during daytime.
 - vii. Take advantage of natural daylight, turn off or dim electric lighting when adequate sunlight is available to illuminate interior space.
 - viii. Keeping control on heating and cooling of office temperatures.
 - ix. In some of our equipments we use an anaerobic technology which helps in reduction of energy.
 - d) The Company has not specific Research and Development Department. However, the Company carries out research and development in several areas including material & process developments towards efficiency improvements, quality improvements, waste reduction etc at its premises. Apart from process improvements, the research and development also aims at finding equivalent substitutes of various inputs and packaging materials to have cost savings without compromising quality.
- The Company has derived benefits of product development, cost reduction and better quality as a result of the above efforts. The research and development is an on-going exercise and suitable efforts will continue to be made in future as and when required.

➤ **The capital investment on energy conservation equipment's :**

Capital Investment made in the year towards energy conservation: NIL

TECHNOLOGY ABSORPTION:

i. **The efforts made towards technology absorption: N.A.**

ii. **The benefits derived like product improvement, cost reduction, product development or import substitution:**

The Company has not specific Research and Development Department. But there are some manpower who are continuously engaged in research & development. The Company carries out research and development in several areas including material & process developments towards efficiency improvements, quality improvements, waste reduction etc. Apart from process improvements, the research and development also aims at finding equivalent substitutes of various inputs and packaging materials to have cost savings without compromising quality.

The Company has derived benefits of product diversification, cost reduction and better quality as a result of the above efforts. The research and development is an on-going exercise and suitable efforts will continue to be made in future.

iii. **In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): N.A.**

- a) The details of technology imported: N.A.
- b) The year of import: N.A.
- c) Whether the technology been fully absorbed: N.A.
- d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof:

iv. **The expenditure incurred on Research and Development: N.A.**

Date: 29/08/2023
Place: Ahmedabad

Sd/-
Ritesh Patel
Managing Director
(DIN: 05350896)

Sd/-
Vinay Patel
Whole Time Director
(DIN:08377751)

ANNEXURE C

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Waste water Treatment industry is one of the rising industries because of its capability of solving major issues faced by the world and more pronounced for developing countries like India.

Along with agriculture and domestic which has been major source of water consumption due to rapid Urbanization and Industrialization water consumption is increasing this is causing water scarcity India is one of the most water-stressed regions in the world, with 600 million Indians facing extreme water stress, according to a NITI Aayog report from 2018. The report warns that by 2030 water demand could be twice the existing supply which could lead to severe water scarcity for millions of people and a ~6% loss to the country's GDP. Thus, the importance of understanding and managing our water needs and resources in an efficient manner is becoming ever more crucial. Reusing and recycling our water resources is essential in maintaining a sustainable future.

Water pollution is one of the most severe challenges that nations are facing causing unavailability of fresh water and also health hazards. Every day, a staggering 40 million litres of wastewater enter rivers and other water bodies. Of these, only a tiny fraction is adequately treated due to a lack of adequate infrastructure. In middle-income countries like India, water pollution can account for the loss of up to half of GDP growth, a World Bank report suggests. Water pollution costs the Indian government between USD\$6.7 and \$7.7 billion a year and is associated with a 9% drop in agricultural revenues as well as a 16% decrease in downstream agricultural yields.

According to Data Bridge Market Research, the water treatment market in India was valued at USD 2,789.10 million in 2022 and is projected to reach USD 5,598.38 million by 2030, registering a CAGR of 9.10% during the forecast period of 2023 to 2030.

The growth of the water treatment market in India is being driven by a number of factors, including:

- Increasing water scarcity: India is one of the most water-stressed countries in the world, and the demand for water is expected to outstrip supply by 2030.
- Rapid urbanization: The rapid pace of urbanization in India is putting a strain on water resources, as more people are moving to cities and towns.
- Industrialization: The growth of the industrial sector is also contributing to water pollution, which is driving the demand for water treatment solutions.
- Government initiatives: The government of India is taking steps to address the water crisis, such as investing in water conservation and water treatment infrastructure.

i) Industry Structure and Development

The water treatment market in India is segmented by type, technology, application, and end-user. The type segment includes water purification, wastewater treatment, and industrial water treatment. The technology segment includes membrane filtration, chemical treatment, and biological treatment. The application segment includes municipal, industrial, and commercial.

The end-user segment includes residential, commercial, and industrial. The water treatment market in India is dominated by the municipal segment, followed by the industrial segment. The municipal segment is expected to continue to dominate the market during the forecast period, due to the increasing investment by the government in water treatment infrastructure. The industrial segment is also expected to grow at a significant rate, due to the increasing demand for water treatment solutions from the manufacturing and processing industries.

At present, the industrial sector accounts for about 8–10% of India's total water demand, but a recent study found that industrial water demand increased at a rate of 2% per annum, which exceeds the increased rate of agricultural and domestic water demands during the same period.

The Indian government on both the national and local level has realized the importance of better water conservation and management. In recent years, agencies such as the Pollution Control Boards and the National Green Tribunal (NGT) have imposed stringent regulation on the industrial use and reuse of water. Likewise, local authorities like the Chennai Metropolitan Water Supply and Sewerage Board have introduced numerous laws and regulations to increase incentives for reusing water, including increasing water tariffs.

This means that permissions for green field projects and brown field expansions are almost exclusively contingent on the implementation of zero liquid discharge (ZLD) or minimum liquid discharge (MLD) wastewater management.

ii) Opportunities and Threats

Opportunities:

Felix offers a comprehensive range of Water Cycle Management Solutions, ranging from production and supply of drinking water to collection, treatment, and recovery and recycling of wastewater. Its evolved expertise in Waste Water Treatment enables it to develop solutions that optimally meet the needs of municipalities, industrial houses and other concerns, including

- Engineering, designing and building treatment plants
- Drinking water and industrial process water production plants
- Waste water decontamination plants
- Wastewater and industrial effluents recycling plants

- Treatment plants (operation, maintenance and optimization)
- Plants producing 'green' energy from wastewater and sludge (through anaerobic digestion, cogeneration, micro turbines, etc)
- Product recovery plants (from effluents)
- Plants aiming to achieve ZLD (Zero Liquid Discharge) standards

Our Company foresees good business opportunity in coming years due to increasing pressures on industries to reduce their waste water discharge, to increase the reuse of waste water after treatment, increase in awareness of waste treatment, requirement of multinational companies to have waste water treatment plants on factory premises of their supplies, strict implementation of pollution regulatory norms by authorities and judiciaries.

We are also in Operation and Management and Maintenance of treatment plants and that gives us opportunity to get regular revenue even after installation of the treatment plant at the client's project site.

In order to tap the business opportunity in Oman in the segment of waste treatment and waste management, our Company has very recently incorporated a Sole Proprietary Concern (SPC) namely Felix Industries SPC in Oman to pursue opportunities for the waste water sector as water pollution has become a concern on a global scale. The Company is looking for good business opportunity in Oman.

The Company will keep its shareholders and stakeholders informed of any new developments on the front of its Oman Venture.

Threats:

Treatment of waste water generated by the industries requires skillful execution on the part of the Company on the front of technology and differs from industry to industry and this is always a challenge for the Company for execution of its treatment plants.

With increase in demand, the competition is also increasing in the segment and big companies with experience of large project execution experience bids very competitively and that increases margin pressure and also requires to bid for comfortable payment terms and that increases the working capital requirement of the Company.

Big corporates also ask for experience of handling big treatment plants of certain years and some time that exclusive requirement causes not getting successful in bidding of projects.

To increase the competitive strength, sometime our Company offers project execution on BOOT basis and that increases the capital investment requirement of the Company.

Our project is implemented on the site of our clients and hence due to dependency on them to get the land/space and civil construction as per our specifications causes some time delay in implementation.

iii) Risk and Concerns

Modern wastewater treatment plants (WTPs) are capital-intensive and require the use of innovative technology, such as sensors, Internet of Things (IoT) devices and Artificial Intelligence (AI)-based trackers. The high upfront capital requirements in machinery and equipment, combined with unpredictable revenue streams, make this a high-risk sector, deterring private sector investment.

The risk factors raised faced can be solved by taking different steps which are in favor to the industry.

iv) Segment wise performance

Our Company offers total water and environmental solutions to the end customers. It is supported by a robust infrastructure of ISO certified manufacturing facilities and provide the best after-sales network in form of Operation & Maintenance to the client companies. It offers complete range of solutions for water, waste water management by way of Reverse Osmosis Systems, Effluent Recycling System, Zero Liquid Discharge System upto 90% plus recovery. Today more than ever, to meet the rising demand for water, it is imperative that water be effectively managed not just at the source but throughout its life cycle. Now our focus is towards meeting sustainable goals keeping in mind the environmental impact. The company has obtained all necessary licenses for the recycling of e-waste, but it has not yet started any activity in this area. It is considering doing so in the coming fiscal years. The Company is also into trading of industrial piping and is providing end to end services.

In continuation of our steadfast commitment to sustainability, we are actively exploring the implementation of a new waste management initiative. Our highly skilled and experienced team possesses the expertise required to initiate, design, construct, and efficiently operate a wide range of waste management facilities. This initiative encompasses the responsible management of various types of waste relating to water and/or liquid.

v) Internal Control system and their adequacy

The Company has a proper and adequate system of internal control and ensures that all assets are safeguard and protected against from unauthorized use or disposition, which has been looked after by Ritesh Patel, Managing Director of the Company

vi) Financial performance with respect to operational performance

The Financial performance of the Company for the year 2022-23 is described in the Directors' Report under the head overview of Company's financial performance.

vii) Human Resources/ Industrial Relations

Relation between management and the employees at all level remained healthy and cordial throughout the year. The management and the employees are dedicated to achieve the corporate objectives and the targets set before the company.

viii) Details of Significant Changes in key financial ratios

There is a slight significant changes in the key financial ratios for the year 2022--23 which are as below:

Key Ratios:

Ratios	2022-23	2021-22
Current Ratio	3.94	1.30
Inventory Turnover Ratio	4.17	3.61
Debt Service Ratio	0.44	0.41
Debt Equity Ratio	0.90	1.04
Net Profit Margin Ratio	6.04	6.70

ix) Cautionary Statement

Statement in this management Discussion and Analysis describing the company's objectives, projections, estimated and expectations are "forward looking statements" Actual results might differ, materially from those anticipated because of changing ground realities.

Date: 29/08/2023
Place: Ahmedabad

Sd/-
Ritesh Patel
Managing Director
(DIN: 05350896)

Sd/-
Vinay Patel
Whole Time Director
(DIN:08377751)

ANNEXURE-D

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,**FELIX INDUSTRIES LIMITED**

(CIN: L40103GJ2012PLC072005)

208, DEVSHRUTI COMPLEX,

NR. MITHAKHALI CROSS ROAD,

ELLISBRIDGE AHMEDABAD-380006

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **FELIX INDUSTRIES LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2023** ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2023** according to the provisions of:

- i. The Companies Act, 2013 (**the Act**) and the rules made there under.
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing. (**not applicable to the company during the audit period**)
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021 (**not applicable to the company during the audit period**)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**not applicable to the company during the audit period**);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (**not applicable to the company during the audit period**);
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**not applicable to the company during the audit period**);
 - (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

I have relied on the representations made by the Company and its officers for systems and mechanism formed by the Company for compliances system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the provisions The Factories Act, 1948, Environment Protection Act, 1986, The Water (Prevention and Control of Pollution) Act and rules made there under, as is specifically applicable to the Company.

I have also examined compliance with the applicable Clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Uniform Listing Agreement entered into by the Company with National Stock Exchange of India Limited (NSE) .

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above and **subject to** the following observations:

- a) ***The Company failed to comply with the provisions of Regulation 3(5) and 3(6) of SEBI (PIT) Regulations, 2015 related to Structured Digital Database (SDD). The Company had maintained all the entries as per the prescribed regulations into Excel format and hence is tamperable in nature.***
- b) ***The Company had failed to file e-form ADT-1 i.e. Appointment of Auditor under section 139, e-form MGT-7 i.e. Annual return under section 92 of the Companies Act, 2013 and e-form CHG-1 for modification of charge under section 77 of the Companies Act, 2013 within stipulated time period under respective sections of the Act.***

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Board takes decision by majority of directors while the dissenting directors' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable Laws, Rules, Regulations and guidelines.

I further report that the Company has conducted Extra-ordinary General Meeting on December 12, 2022 and passed the following resolutions;

- 1. To consider and approve increase in authorized share capital of the company and subsequent alteration of the capital clause of the memorandum of association
- 2. To issue fully convertible equity warrants on preferential basis

I Further report that the Company has altered its Memorandum of Association (MOA) by amending Clause -V, due to increase in the Authorized Capital of the Company by obtaining shareholder's approval on December 12, 2022, during the reporting period.

I further report that the Company has allotted 73,50,000, (Seventy-Three Lakhs Fifty Thousands) Convertible Warrants("Warrants") convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company having face value of Rs.10/- (Rupees Ten Only) ("Equity Share") each at an issue price of Rs.41/- per warrant including Premium of Rs.31/- each on preferential basis on January 4, 2023;

I Further Report that the Company has passed following resolution through Postal Ballot process on April 1, 2023(deemed date of passing the resolution):

- 1. To ratify and take note of the corrigendum dated 15/12/2022 to the notice of extra ordinary general meeting of the Company held on 12th December, 2022.
- 2. To approve the related party transactions to be entered into by the company with related parties.
- 3. To increase in threshold of loans/ guarantees, providing of securities and making of investments in securities under section 186 of the Companies act, 2013

I further report that there were no other instances of:

- (i) Rights/ debentures/sweat equity.
- (ii) Redemption/buy-back of securities.
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
(i) Merger/ amalgamation etc.
- (iv) Foreign technical collaborations.

For, **Vishwas Sharma and Associates,**
Company secretaries,

Vishwas Sharma

Proprietor
FCS: 12606
COP No.:16942
UDIN: F012606E000887964
PR No.:854/2020

Date: 29/08/2023
Place: Ahmedabad

Note: This report is to be read with my letter of even date which is annexed as Annexure -1 herewith and forms and integral part of this report

Annexure - 1 to Secretarial Audit Report

To,
FELIX INDUSTRIES LIMITED
(CIN: L40103GJ2012PLC072005)
208, DEVSHRUTI COMPLEX,
NR. MITHAKHALI CROSS ROAD,
ELLISBRIDGE AHMEDABAD-380006

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representations about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For, **Vishwas Sharma and Associates,**
Company secretaries,

Vishwas Sharma

Proprietor
FCS: 12606
COP No.:16942
UDIN: F012606E000887964
PR No.:854/2020

Date: 29/08/2023
Place: Ahmedabad

INDEPENDENT AUDITORS' REPORT

To the Members of
FELIX INDUSTRIES LIMITED
 AHMEDABAD.

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS:

OPINION

We have audited the accompanying financial statements of FELIX INDUSTRIES LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss, and the Statement of Cash Flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Rule 7 of the Companies (Accounts) Rules 2014 and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit and its cash flows for the year ended on that date.

BASIS OF OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities

under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

EMPHASIS OF MATTER:

We draw attention to the following matters in the Notes to the Financial Statements:

- I. Notes No. 30(e) relating to the non-provision for doubtful debts amounting to Rs. 76,15,214/- classified as long-term trade receivables.

KEY AUDIT MATTERS:

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the following matters to be key audit matters to be communicated through our report.

Description of Key Audit Matters:

The Key Audit Matter	How the matter was addressed in our audit
<p>1. Intangible Assets-Waste Water Recycling Process-PEA Effluent:</p> <p>In earlier financial years, the company commenced design and development of Waste Water Recycling Process-PEA Effluent. The process was completed in the previous financial year on completion of development stage. The intangible asset is in the form of improved business process which is expected to be used in the production process or supply of goods or provision of services and from which future economic benefits are expected to flow to the company in the form of revenue generation. As informed to us, the process was completed in the previous financial year on completion of development stage. The expenditures incurred on the design and development of the process has been treated as "Intangible Assets" in the financial statements.</p> <p>The risks factors with the above matter are:</p> <ol style="list-style-type: none"> (i) The company may not be able to fully utilise the process so as to make it available for continuous use in the production process or supply of goods or provision of services as the process may require further upgradation or research. (ii) Legal constraints and compliances if any for the registration of the process and the possibility of non-compliance by the company. 	<p>Our audit procedure included</p> <ul style="list-style-type: none"> • Obtaining basic understanding of the process. • How the process will be continuously available for use in the production process or supply of goods or provision of services. • How the company can use the process to generate future economic benefits. • Obtaining basis understanding of the process of registration if any. • Obtaining basic understanding as to the possible upgradation in the process.

The Key Audit Matter	How the matter was addressed in our audit
<p>2. Revenue Recognition: (Refer to Note No. 1(f) to the Financial Statements)</p> <p>Revenue from Sale of Goods is recognised when the property in Goods to the buyer for a price or all significant risks and rewards of ownership had been transferred to the buyer and no significant uncertainty existed as to the amount of consideration that would be derived from such sale.</p> <p>Revenue in respect of service contract and build, operate and transfer module is recognized based on order/contract with the parties, completion of performance obligation, receipt of services by the parties, transfer of control over the properties transferred and reasonable expectation of realisation of sales/service consideration from the customers as determined by the management of the company.</p> <p>Accounting for revenue recognition is key audit matter as the company makes sale of goods under various contractual terms, delivery of goods to various areas and at times over a period of time, completion of performance obligations with respect to service contracts and build, operate and transfer module and expectation of realisation of sales/service consideration from the customers.</p> <p>The risks factors with the above matter are:</p> <p>(i) The revenue from sale of goods and provision of services may recognised over the period of time depending upon the interpretation of contractual terms, complexities involved in the execution of service contract and revenue recognition criterion determined by the company.</p> <p>(ii) There is possibility of diverse revenue trend in respect of service contract and build, operate and transfer depending upon the terms of contract with customers and occurrence of event prompting recognition of revenue.</p>	<p>Our audit procedure included</p> <ul style="list-style-type: none"> Assessing Company's revenue recognition accounting policies for compliance with accounting standards. Obtaining understanding of the process involved with regard to sale of goods and rendition of services. Testing Controls regarding service contracts and implementation process involved and events prompting completion of performance obligations. Checking Delivery Documents to the extent available. Assessing the disclosures made by the company regarding revenue recognition. Verification and Reconciliation of statutory returns filed with government authorities regarding indirect taxes.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITORS' REPORT THEREON

The Company's Board of Directors is responsible for the preparation of other information. The other information comprises the information included in the Board's Report including Annexures to the Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS:

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Accounting Standards specified under Section 133 of the Act, read the Companies (Accounts) Rules, 2014 as amended.

This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS:

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could

reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore

the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS:

1. As required by The Companies (Auditor's Report) Order, 2020 issued by The Central Government of India in term of section 143 (11) of The Companies Act, 2013, we enclose in the Annexure-A hereto a statement on the matters specified in paragraphs 3 and 4 of the said order, to the extent applicable to the company.
2. As required by section 143(3) of the Act, based on our audit we report to the extent applicable that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, aforesaid Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flows comply with the Accounting Standards prescribed under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) On the basis of written representations received from the directors of the Company as on March 31, 2023, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of sub-section (2) of section 164 of Act;
 - f) With respect to the adequacy of internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure-B to this report;

Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

 - g) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. As at 31st March, 2023 there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. Management Representation:

- a. The Management of the Company has represented to us that to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- b. The management of the Company has represented, that, to the best of its knowledge and belief no funds (which are material either individually or in the aggregate) have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- c. Based on audit procedures which we considered reasonable and appropriate in

the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) Companies (Audit and Auditors) Rules, 2014 (as amended) and provided in clauses (a) and (b) above contain any material mis-statement.

- v. The company has not declared or paid any dividend during the year.
 - vi. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable to the Company with effect from 1st April, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable for the current financial year.
3. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

FOR AND ON BEHALF OF
S. N. SHAH & ASSOCIATES,
CHARTERED ACCOUNTANTS,
FIRM REG. NO. 109782W

FIROJ G. BODLA
PARTNER

PLACE: AHMEDABAD
DATED: 25TH MAY, 2023

M. No. 126770
UDIN: 23126770BGWHAA5154

ANNEXURE-A TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under "Report On Other Legal And Regulatory Requirements" section of our report of even date to the members of FELIX INDUSTRIES LIMITED on the financial statements of the company for the year ended 31st March, 2023:]

In terms of the information and explanations sought by us and given to us by the management of the company and on the basis of such checks of the books and records of the company during the course of audit and to the best of our knowledge and belief, we further report that:

i. In respect of its Property, Plant & Equipment and Intangible Assets:

- a) According to the information and explanations given to us, the company is in the process of compiling records of property, plant & equipment and Capital Work-in-Progress showing full particulars including quantitative details and situation of property, plant & equipment and Capital Work-in-Progress.

According to the information and explanations given to us, the company is in the process of compiling the records showing full particulars of intangible assets.

- b) As explained to us, the management in accordance with a phased programme of verification adopted by the company has physically verified the property, plant & equipment and capital work-in-progress. To the best of our knowledge, no material discrepancies have been noticed on such verification or have been reported to us.
- c) According to the information and explanations given to us and on the basis of the examination of the records of the company, the title deeds of immovable properties disclosed in the financial statements as part of property, plant & equipment are held in the name of the Company as at the balance sheet date.
- d) The Company has not revalued any of its property, plant and equipment and intangible assets during the year.
- e) According to the information and explanations given to us and on the basis of the records of the Company, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. In respect of its Inventories:

- a) As explained to us, the inventories have been physically verified by the management of the company during the year at reasonable interval. In our opinion, the coverage and procedure of such verification by the Management of the company is appropriate having regard to the size of the Company and the nature of its operations. According to the information and explanations given to us, no discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.

- b) According to the information and explanations given to us, the Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks or financial institutions on the basis of security of current assets and hence matters related to agreement of quarterly returns and statements filed by the company with banks and financial institution with books of accounts as referred to in clause ii(b) The Companies (Auditor's Report) Order, 2020 are not applicable.

iii. Investments/Guarantee/Security/Loans/Advances Granted:

As informed to us, during the year the company has made investment in gold and granted unsecured loans to parties re-payable on demand, the details of which are given below.

- a) As informed to us, during the year the Company has granted unsecured loans to parties re-payable on demand, the details of which are given below:

(₹ In Lakhs)

Sr. No.	Name of the Company	Loans	Advances In The Nature of Loans	Guarantee
A.	Aggregate Amount Granted/Provided during the year (Net):			
-	Related Parties	NIL	NIL	NIL
-	Others	163.00	100.66	NIL
B.	Balance Outstanding As At Balance Sheet Date in Respect of Above Cases (Including Outstanding Against Opening Balances):			
-	Related Parties	NIL	NIL	NIL
-	Others	165.82	128.88	NIL

According to the information and explanations given to us, the company has not provided any guarantee or security to companies, firms, limited liability partnerships or other parties during the year.

- b) According to the information and explanations given to us, the company has not stipulated any specific terms or conditions as to the loans or advances in the nature of loans granted to the above parties. According to the information and explanations given to us and in our opinion, the investments made and the terms and conditions of grant of loans and advances in the nature of loans given during the year, are prima facie, not prejudicial to the interest of the Company.
- c) According to the information and explanations given to us, the company has not stipulated any schedule for repayment of the loans. As informed to us, the repayment of loan and advances in the nature of loans was received as and when demands were raised. As there is no stipulation of schedule of repayment of principal and payment of

interest if any, we are unable to express our opinion as to whether repayment of principal and payment of interest were regular.

- d) According to the information and explanations given to us, in respect of loans granted and advances in the nature of loans provided by the Company, there was no overdue amount remaining outstanding as at the balance sheet date.
- e) According to the information and explanations given to us, the company has not stipulated any schedule for repayment of the loans and advances in the nature of loans. However, as explained to us, no loan or advances in the nature of loan granted by the Company against which demand was made from any party, has been renewed or extended or fresh loans were granted to settle the amounts against which demands were made from the same party.
- f) According to the information and explanations given to us, the company has not stipulated any specific terms or conditions and stipulated any schedule for repayment of the loans as to the loans or advances in the nature of loans granted to the above parties. The details of aggregate of loans or advances in the nature of loans which are repayable on demand or without specifying any terms or period of repayment have been given as under:

(₹ In Lakhs)

Sr. No.	Name of the Company	All Parties	Promoters	Related Parties
A.	Aggregate amounts of loans/ advances in nature of loans			
-	Repayable on Demand (A)	263.66	NIL	NIL
-	Agreement does not specify any terms or period of repayment (B)	NIL	NIL	NIL
	TOTAL (A+B)	263.66	NIL	NIL
B.	Percentage of loans/ advances in nature of loans to the total loans	100.00%	NIL	NIL

- iv. According to the information and explanations given to us, the company has complied with provisions of section 185 and 186 in respect of transaction of the nature referred to in Sections 185 and 186 of The Companies Act, 2013 in respect of any loans, investments, guarantees and security.
- v. According to the information and explanations given to us, the company has complied with the directives issued by the Reserve Bank of India, if applicable and the provisions Section 73 to 76 of The Companies Act, 2013, and The Companies (Acceptance

of Deposits) Rules, 2014 in respect of deposits, if any, accepted by the company. According to the information and explanations given to us, the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal has not issued any order in respect of the deposits accepted by the company.

- vi. As per information and explanations given to us, the company has been engaged in the trading activities and provisions of services during the year and hence the company is not required to make and maintain the cost records and accounts as prescribed by The Central Government under Section 148(1) of the Companies Act, 2013.
- vii. In respect of Statutory Dues:
 - a) As per the information & explanations furnished to us, in our opinion the company is regular in depositing with appropriate authorities undisputed statutory dues of T.D.S., GST, Employee Provident Fund, ESIC and other material statutory dues applicable to it except employee professional tax. There has been no outstanding as at 31st March, 2023 of undisputed statutory liabilities outstanding for more than six months from the date they became due for payment except employee professional tax of Rs. 2,20,220/-.
 - b) According to information and explanations given to us and so far as appears from our examination of books of account, there were no statutory dues outstanding as at 31st March, 2023 which have not been deposited on account of any dispute.
- viii. According to the information and explanations given to us and so far as appears from our examination of books of account and other records as applicable, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- ix. In respect of Loans & Other Borrowings:
 - a) According to the information and explanations given to us, the company has repaid the principal amount and made payment of interest on loans or borrowings taken by it from banks and financial institutions.
 - b) According to the information and explanations given to us so far as appears from our examination of relevant records, we are of the opinion that the company has not been declared willful defaulter by any bank or financial institution or any other lender.
 - c) In our opinion and according to the information and explanations given to us, the company has not obtained any new term loans during. Accordingly, clause 3(ix)(c) of The Companies (Auditor's Report) Order, 2020 is not applicable.

- d) According to the information and explanations given to us, and the audit procedures performed by us, and on an overall examination of the financial statements of the company for the year, we are of the opinion that funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the company.
- e) According to the information and explanations given to us and on an overall examination of the financial statements of the company, we report that the company has not taken any funds during the year from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures, if any and hence reporting under clause 3(ix)(e) of The Companies (Auditor's Report) Order, 2020 is not applicable.
- f) According to the information and explanations given to us and audit procedures performed by us, we report that the company has not raised any loan during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies, if any and hence reporting under clause 3(ix)(f) of The Companies (Auditor's Report) Order, 2020 is not applicable.
- x. In respect of moneys raised by issue of securities:
 - a) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of The Companies (Auditor's Report) Order, 2020 is not applicable.
 - b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and hence reporting under clause 3(x)(b) of The Companies (Auditor's Report) Order, 2020 is not applicable.
- xi. In respect of Frauds and Whistle Blower Complaints:
 - a) According to the information and explanations given to us and to the best of our knowledge, no material fraud by the Company or on the Company has been noticed or reported to us by the management during the year.
 - b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT- 4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
 - c) According to the information and explanations given to us, the Company has not received any whistle-blower complaints from any party during the year.
- xii. As the company is not the Nidhi Company, clause (xii) of paragraph 3 of The Companies (Auditor's Report) Order, 2020 is not applicable to it.
- xiii. According to the information and explanations given to us, the company is in compliance with the provisions of sections 177 and 188 of the Companies Act, 2013, where applicable, for related party transactions and the details of related party transactions have been disclosed in the Notes to the Financial Statements in accordance with the applicable Accounting Standards.
- xiv. In respect of Internal Audit:
 - a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
 - b) We have held discussions with the internal auditor of the Company for the year under audit and considered their opinion in determining the nature, timing and extent of our audit procedure.
- xv. According to the information and explanations given to us, the Company has not entered into any non-cash transaction with directors or persons connected with them and hence clause (xv) of paragraph 3 of The Companies (Auditor's Report) Order, 2020 is not applicable to it during the year.
- xvi. In respect of Registration Under Section 45-IA of the Reserve Bank of India Act, 1934/CIC
 - a) As the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934), clause (xvi)(a) of paragraph 3 of The Companies (Auditor's Report) Order, 2020 is not applicable to it.
 - b) According to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities during the year and clause (xvi)(b) of paragraph 3 of The Companies (Auditor's Report) Order, 2020 is not applicable to it.
 - c) As the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, clause (xvi)(c) of paragraph 3 of The Companies (Auditor's Report) Order, 2020 is not applicable to it.
 - d) According to the information and explanations given to us, the company has no Core Investment Company (CIC) as part of its group, clause (xvi)(c) of paragraph 3 of The Companies (Auditor's Report) Order, 2020 is not applicable to it.

- xvii. The Company has not incurred cash losses in the financial year covered by our audit as well as in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year and hence reporting under clause (xviii) of paragraph 3 of The Companies (Auditor's Report) Order, 2020 is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. As the company does not fall in any of the criteria specified under section 135 of the Companies Act, 2013 in the financial year covered by audit, reporting as per clauses (xx)(a) & (b) of paragraph 3 of The Companies (Auditor's Report) Order, 2020 is not applicable to it.

FOR AND ON BEHALF OF
S. N. SHAH & ASSOCIATES,
CHARTERED ACCOUNTANTS,
FIRM REG. NO. 109782W

PLACE: AHMEDABAD
DATED: 25TH MAY, 2023

FIROJ G. BODLA
PARTNER
M. No. 126770
UDIN: 23126770BGWHAA5154

ANNEXURE-B TO THE INDEPENDENT AUDITOR'S REPORT

[REFERRED TO IN PARAGRAPH 2(f) UNDER "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS SECTION OF OUR REPORT OF EVEN DATE] FINANCIAL YEAR ENDED 31ST MARCH 2023

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of FELIX INDUSTRIES LIMITED ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the information and explanations given to us, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were commensurate with the nature of the business of the company and operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR AND ON BEHALF OF
S. N. SHAH & ASSOCIATES,
CHARTERED ACCOUNTANTS,
FIRM REG. NO. 109782W

FIROJ G. BODLA
PARTNER

M. No. 126770

UDIN: 23126770BGWHAA5154

PLACE: AHMEDABAD
DATED: 25TH MAY, 2023

BALANCE SHEET AS AT 31ST MARCH, 2023

Amount in ₹ Lakhs

Particulars	Note	AS AT 31-Mar-23	AS AT 31-Mar-22
I. EQUITY AND LIABILITIES			
1 SHAREHOLDER'S FUND			
(a) Equity Share Capital	2	509.30	509.30
(b) Reserves and Surplus	3	357.62	246.36
(c) Money Received Against Issue of Share Warrants		753.41	-
		1,620.33	755.66
2 NON-CURRENT LIABILITIES			
(a) Long-Term Borrowings	4	171.62	175.08
(b) Deferred Tax Liabilities (Net)	5	17.23	-
		188.85	175.08
3 CURRENT LIABILITIES			
(a) Short-Term Borrowings	6	272.25	233.85
(b) Trade Payables	7		
- Total Outstanding Dues of Micro Enterprises and Small Enterprises		30.94	57.40
- Total Outstanding Dues of Creditors Other Than Above		156.97	229.57
(c) Other Current Liabilities	8	137.32	71.37
(d) Short-Term Provisions	9	24.78	15.07
		622.26	607.26
TOTAL		2,431.44	1,538.00
II. ASSETS			
1 NON CURRENT ASSETS			
(a) PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS	10		
(i) Property, Plant and Equipments		398.95	385.94
(ii) Intangible Assets		14.72	17.66
(iii) Capital Work in Progress (BOOT Plants)		120.50	70.50
		534.16	474.10
(b) Non-current Investments	11	53.12	12.00
(c) Deferred Tax Assets (Net)	12	-	8.76
(d) Other Non-Current Assets	13	83.40	86.80
		670.69	581.66
2 CURRENT ASSETS			
(a) Inventories	14	482.98	291.07
(b) Trade Receivables	15	578.34	547.46
(c) Cash and Cash Equivalents	16	7.26	6.56
(d) Short-Term Loans and Advances	17	498.03	55.53
(e) Other Current Assets	18	194.14	55.72
		1,760.75	956.33
TOTAL		2,431.44	1,538.00
III. OTHER NOTES ON FINANCIAL STATEMENTS	27 to 29		
III. SIGNIFICANT ACCOUNTING POLICIES	1		
IV. ADDITIONAL INFORMATION	30		

The accompanying notes are an integral part of the Financial Statements.
As per our report of even date

FOR AND ON BEHALF OF THE BOARD
FELIX INDUSTRIES LIMITED

Sd/-
MANAGING DIRECTOR
[RITESH PATEL]
[DIN: 05350896]

Sd/-
UDAY CHANDULAL SHAH
[CHIEF FINANCIAL OFFICER]

FOR S. N. SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. NO.: 109782W

Sd/-
DIRECTOR
[VINAY PATEL]
[DIN: 08377751]

Sd/-
FIROJ G. BODLA
PARTNER
M. NO. 126770

PLACE: AHMEDABAD
DATE: 25TH MAY, 2023

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

Amount in ₹ Lakhs

Particulars	Note	2022-2023	2022-2023	2021-2022
I. REVENUE FROM OPERATIONS	19	1,938.04		1,238.25
II. OTHER INCOME	20	5.67		0.75
III. TOTAL REVENUE (I +II)			1,943.72	1,239.00
IV. EXPENSES				
1 Purchase of Stock-in-Trade	21	1,098.18		692.76
2 Changes Inventories of Trading Goods	22	(191.92)		(90.96)
3 Employee Benefit Expenses	23	463.28		195.16
4 Financial Costs	24	51.02		28.30
5 Depreciation and Amortization Expenses	25	25.20		20.06
6 Other Expenses	26			
Manufacturing Expenses		245.75		93.89
Administrative, Selling & Other Expenses		109.19		168.89
		354.94		262.79
TOTAL EXPENSES (IV)			1,800.70	1,108.09
V. PROFIT BEFORE EXCEPTIONAL, EXTRAORDINARY ITEMS & TAX (III - IV)			143.02	130.90
VI. EXCEPTIONAL ITEMS			-	-
VII. PROFIT BEFORE TAX (V-VI)			143.02	130.90
VIII. TAX EXPENSES:				
(1) Current Tax		(23.88)		(14.27)
Less: MAT Credit Available		23.88		14.27
(2) Deferred Tax		(25.99)		(48.00)
			(25.99)	(48.00)
IX. PROFIT(LOSS) FOR THE YEAR FROM CONTINUING OPERATIONS (VII-VIII)			117.03	82.90
X. EARNING PER EQUITY SHARE				
(1) Basic			2.30	1.63
(2) Diluted			2.30	1.63
XI. OTHER NOTES ON FINANCIAL STATEMENTS	27 to 29			
XII. SIGNIFICANT ACCOUNTING POLICIES	1			
XIII. ADDITIONAL INFORMATION	30			
The accompanying notes are an integral part of the Financial Statements.				

As per our report of even date

FOR AND ON BEHALF OF THE BOARD
FELIX INDUSTRIES LIMITED

Sd/-
MANAGING DIRECTOR
[RITESH PATEL]
[DIN: 05350896]

Sd/-
UDAY CHANDULAL SHAH
[CHIEF FINANCIAL OFFICER]

PLACE: AHMEDABAD
DATE: 25TH MAY, 2023

FOR S. N. SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. NO.: 109782W

Sd/-
DIRECTOR
[VINAY PATEL]
[DIN: 08377751]

Sd/-
FIROJ G. BODLA
PARTNER
M. NO. 126770

STATEMENT OF CASH FLOW FOR THE PERIOD ENDED 31ST MARCH, 2023

Amount in ₹ Lakhs

Particulars	31-Mar-2023	31-Mar-2022
A CASH FLOW FROM OPERATING ACTIVITIES		
I Net Profit before Taxation and Extraordinary Items	143.02	130.90
Adjustments for :		
Add : Depreciation	25.20	20.06
Finance Costs	51.02	28.30
Preliminary Expenses Written off	1.65	5.56
Prior Period Expenses (Net)	(5.77)	(0.76)
Less : Interest Income	(3.62)	(0.03)
II Operating Profit before Working Capital Changes	211.51	184.04
Adjustments for :		
Less:		
Increase in Inventories	(191.92)	(90.96)
Increase in Trade Receivables	(30.88)	(227.11)
Increase in Other Non-Current Assets	-	(10.25)
Increase in Short Term Loans & Advances and Other Current Assets	(541.50)	(7.06)
Decrease in Trade Payables	(99.06)	-
Decrease in Current Liabilities	-	(2.81)
Add:		
Decrease in Other Non-Current Assets	10.00	-
Increase in Trade Payables	-	205.96
Increase in Current Liabilities	65.95	-
Increase in Short Term Provisions	0.10	-
III Cash Generated from Operations	(575.81)	51.80
Add: Income Taxes Refund	-	0.31
Less : Income Taxes Paid-Self Assessment Tax	(1.20)	-
Less : Income Taxes Paid-Current Year	(28.59)	(12.70)
IV Cash Flow before extraordinary items	(605.60)	39.40
Less: Extraordinary Items	-	-
V Net Cash from Operating Activities (A)	(605.60)	39.40
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(85.27)	(83.14)
Investments in Gold	(41.12)	(12.00)
Interest Income	3.62	0.03
Net Cash from/(Used In) Investing Activities (B)	(122.77)	(95.11)
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Issue of Share Warrants	753.41	-
Payment for Expenses Incurred on Issue of Share Warrants	(8.25)	-
Repayment/Proceeds of Long Term Bank Borrowings (Net)	(23.46)	147.97
Repayment/Proceeds of Long Term Unsecured Loans (Net)	14.39	(39.48)
Repayment/Proceeds of Short Term Bank Borrowings (Net)	122.79	(12.64)
Repayment/Proceeds of Short Term Unsecured Loans (Net)	(78.78)	(16.22)
Finance Costs	(51.02)	(28.30)
Net Cash from/(Used In) Financing Activities (C)	729.07	51.34
Net Increase/(Decrease) in Cash and Cash Equivalents	0.70	(4.37)
Cash and Cash Equivalents at the Beginning of the Period	6.56	10.93
Cash and Cash Equivalents at the End of the Period	7.26	6.56

The accompanying notes are an integral part of the Financial Statements.
As per our report of even date

FOR AND ON BEHALF OF THE BOARD
FELIX INDUSTRIES LIMITED

Sd/-
MANAGING DIRECTOR
[RITESH PATEL]
[DIN: 05350896]

Sd/-
UDAY CHANDULAL SHAH
[CHIEF FINANCIAL OFFICER]

PLACE: AHMEDABAD
DATE: 25TH MAY, 2023

FOR S. N. SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. NO.: 109782W

Sd/-
DIRECTOR
[VINAY PATEL]
[DIN: 08377751]

Sd/-
FIROJ G. BODLA
PARTNER
M. NO. 126770

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES**a) Accounting Conventions:**

The Financial Statements of the Company are prepared under the historical cost convention on accrual basis of accounting and in accordance with the mandatory accounting standards issued by the Institute of Chartered Accountants of India and referred to in section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 except in case of leave salary, gratuity & other retirement employee benefits including statutory provisions if any applicable and generally accepted accounting principles in India. The accounting policies not referred to otherwise have been consistently applied by the Company during the year.

b) Use of Estimates

The preparation of financial statements in accordance with the GAAP requires management to make estimates and assumptions that may affect the reported amount of assets and liabilities, classification of assets and liabilities into non-current and current and disclosures relating to contingent liabilities as at the date of financial statements and the reported amounts of income and expenses during the reporting period. Although the financial statements have been prepared based on the management's best knowledge of current events and procedures/actions, the actual results may differ on the final outcome of the matter/transaction to which the estimates relate.

c) Property, Plant & Equipment and Intangible Assets:

The Property, Plant & Equipment (PPE) except land are stated at cost of acquisition/construction (less Accumulated Depreciation, if any). The cost of Property, Plant & Equipment comprises of their purchase price including freight, duties, taxes or levies, directly attributable cost of bringing the assets to their working conditions for their intended use. The Company capitalises its Property, Plant & Equipment at a value net of GST received/receivable during the year in respect of eligible Capital Goods. Subsequent expenditures on Property, Plant & Equipment have been capitalised only if such expenditures increase the future benefits from the existing assets beyond their previously assessed standard of performance.

The assets that are under construction/erection/development or not fully acquired and therefore not available for productive/intended have been classified as "Capital Work in Progress" under Property, Plant & Equipment and will be capitalized on completion of the construction/erection/acquisition/development activities.

The Property, Plant & Equipment developed/erected under the Build, Own, Operate and Transfer (BOOT) model have been capitalized at cost of materials used in erection/development and other cost directly incurred and ancillary to the acquisition, development and installations. The cost of PPE developed/erected under BOOT model is being systematically amortized by way of depreciation over the period of terms of agreement with respective parties in proportion of revenue realized during the year from operations vis-à-vis expected revenue to be realized over the period of the terms of agreement.

The costs of PPE under the process of acquisition, erection, development & installations have been capitalized as "Capital Work-in-Progress" and disclosed separately as "Capital Work-in-Progress" as a part of PPE. The costs of such "Capital Work-in-Progress" will be transferred to respective PPE on completion of acquisition, erection, development & installations such that economic benefits from the operations of such PPE will commence to flow to the company.

The Intangible Assets of Waste Water Recycling Process, Website Design & Development and Software have been recognised at their cost of acquisition less accumulated amortization. On the basis of the availability of the asset for its intended use, relevant contractual agreements and technological changes that may affect the usefulness of the asset, the useful life of the asset had been assumed to be of five years from the date of its acquisition.

d) Depreciation

The Depreciation on Property, Plant & Equipment is provided on straight line method for the period of acquisition/construction i.e. from the period from which such assets were available for their intended use on pro-rata basis on the basis of useful life of each of the item of Property, Plant & Equipment as per Schedule II of the Companies Act, 2013.

The intangible assets are amortized on straight line basis over the estimated useful economic life.

e) Inventories

The inventories of Trading Goods have been valued at cost or net realizable value whichever is lower. The Costs in respect of all items of inventories have been computed on FIFO basis. The cost of inventories comprises of the purchase price including duties and taxes, freight inwards and other expenditure directly attributable to the acquisition. The purchase price does not include GST credit availed of by the Company during the year.

f) Revenue Recognition

All income and expenses are accounted on accrual basis. The Company recognised Sale of Goods when it had transferred the property in Goods to the buyer for a price or all significant risks and rewards of ownership had been transferred to the buyer and no significant uncertainty existed as to the amount of consideration that would be derived from such sale. The recognition event is usually the dispatch of goods to the buyer such that the Company retains no effective control over the goods dispatched. The revenue in respect of service contract and build, operate and transfer module is recognized based on order/contract with the parties, completion of performance obligation, receipt of services by the parties, transfer of control over the properties transferred and reasonable expectation of realisation of sales/service consideration from the customers.

Interest income is taken into revenue in full on accrual basis and tax deducted at source thereon is treated as advance tax.

g) Borrowing Costs

The borrowing costs incurred during the year have been debited to the Statement of Profit and Loss of the current year.

h) Taxes On Income:

Taxes on income comprises of current tax and deferred tax. Taxes on income have been determined based on the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The tax credit available for set-off against current tax liabilities in future has been set-off current tax liabilities of the year. Deferred income taxes are determined for future consequences attributable to timing differences between financial determination of income and income chargeable to tax as per the provisions of Income Tax Act, 1961. Deferred tax liabilities/assets have been worked out using the tax rate and tax laws that were in force as on the date of balance sheet.

The company has carried forward balances of unabsorbed depreciation and unabsorbed business losses as per the Income Tax Act, 1961 as at the reporting date. Deferred tax assets have been recognised only to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised.

i) Impairment of Assets

The management of the company makes an assessment at each reporting date as to whether there is any indication that any asset or group of assets is impaired or previously recognized impairment losses if any, may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or group of asset's recoverable amount and makes provision/reversal of provision of impairment losses.

j) Provisions, Contingent Liabilities and Contingent Assets

The Company recognises a provision when there is a present obligation as a result of a past event that probably requires an outflow of the Company's resources embodying economic benefits and a reliable estimate can be made of the amount of the obligation. A disclosure of contingent liabilities is made when there is a possible obligation that may, but probably will not, require an outflow of company's resources. As a measure of prudence, the contingent assets are not recognised.

k) Cash and Cash Equivalents-For the Purpose of Cash Flow Statements:

For the purpose of Cash Flow Statements, cash and cash equivalents include Cash on Hand and Balances with Banks in the Current Account.

l) Operating Cycle:

Based on the activities of the company and normal time between incurring of liabilities and their settlement in cash or cash equivalents and acquisition/right to assets and their realization in cash or cash equivalents, the company has considered its operating cycle as 12 months for the purpose of classification of its liabilities and assets as current and non-current.

m) Foreign Currency Transactions

The transactions in foreign currency have been recorded using the rate of exchange prevailing on the date of transactions. The difference arising on the settlement/restatement of the foreign currency denominated Current Assets/Current Liabilities into Indian rupees has been recognized as expenses/income (net) of the year and carried to the statement of profit and loss.

n) Government Grant/Subsidy:

Government Grants/Subsidy available to the Company are accounted on the basis:

- i) Where there is reasonable assurance that the company will comply with the Conditions attached to them, and
- ii) where such benefits have been earned by the Enterprise and it is reasonably certain that the ultimate collection will be made.
- iii) nature of the grant i.e. whether in the nature of capital contribution or in the form of revenue.

o) Insurance Claims:

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

p) Research and Development:

Expenditures on research phase is recognized as an expense when they are incurred.

Expenditures on development phase are recognized as an intangible asset if they are likely to generate probable future economic benefits and the cost of the same can be measured reasonably and can be attributed the intangible assets.

q) Investments:

The investment in Gold is intended to be held for a period exceeding operating cycle of the business of the company and accordingly it is classified as "Non-Current Investment" and has been carried at cost of acquisition in the financial statements.

r) Employee Benefit Expenses:

Short term employee benefits like wages, salaries, bonus and other monetary and non-monetary benefits are recognized in the period during which services are rendered by the employees and are recognized at the value at which liabilities have been settled or are expected to be settled.

The Company's contribution to the Provident Fund and ESIC is remitted as per the applicable provisions relating to the Employee Provident Fund Scheme and ESIC and such contributions are charged to the Statement of Profit & Loss of the period to which contributions relates. The company's obligations towards gratuity, leave encashment or other terminal benefits if any as may be applicable will be recognized in the period in which such obligations with individual employee be settled.

s) Current/Non-Current Classifications:

The Company presents assets and liabilities in the financial statements on the basis of their respective classifications into current and non-current.

Assets:

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

Liabilities:

A liability is treated as current when it is:

- Expected to be settled in normal operating cycle
- Held primarily for the purpose of trading
- Due to be settled within twelve months after the reporting period
- No unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

NOTE 2 : SHARE CAPITAL

Sr. No.	Particulars	As At 31-Mar-2023	As At 31-Mar-2022
	EQUITY SHARES		
2.1	AUTHORISED		
	Authorised Capital 1,30,00,000 Shares of ₹ 10/- each at par	1,300.00	520.00
	(Previous Year 52,00,000 Shares of ₹ 10/- each at par)		
2.2	Issued, Subscribed and Paid Up Capital		
	50,93,000 Shares of ₹ 10/= each fully paid up	509.30	509.30
	(Previous Year 50,93,000 Shares of ₹ 10/= each fully paid up)		
	TOTAL	509.30	509.30
2.3	Reconciliation of Number Shares Outstanding at the beginning and at the end of the period		
	Outstanding As At The Beginning Of The Year	50,93,000	50,93,000
	Add: Equity Shares Allotted As Fully Paid Up For Consideration Received In Cash	-	-
	Outstanding As At The End Of The Year	50,93,000	50,93,000

2.4 Details of Shareholder Holding 5% or More Shares in the Company

Name Of Shareholder	As At 31-Mar-2023		As At 31-03-2022	
	No. of Shares	% of Total Holding	No. of Shares	% of Total Holding
Ritesh Vinaybhai Patel	36,36,000	71.39%	36,36,000	71.39%
TOTAL	36,36,000	71.39%	36,36,000	71.39%

2.5 Details of Shareholding by Promoters and Promoter Group in the Company

	Name of the Promoter	As At 31-Mar-2023			
		Class of Shares	No. of Shares	% of Total Shares	% Change During the Financial Year 2022-23
1	Ritesh Vinaybhai Patel	EQUITY SHARES	36,36,000	71.39%	-
2	Vinay Rajnikant Patel	EQUITY SHARES	1,000	0.02%	-
3	Mayuri Vinay Patel	EQUITY SHARES	85,000	1.67%	-
4	Charmi Ritesh Patel	EQUITY SHARES	1,000	0.02%	-
	TOTAL		37,23,000	73.10%	

	Name of the Promoter	As At 31-Mar-2022			
		Class of Shares	No. of Shares	% of Total Shares	% Change During the Financial Year 2021-22
1	Ritesh Vinaybhai Patel	EQUITY SHARES	36,36,000	71.39%	-
2	Vinay Rajnikant Patel	EQUITY SHARES	1,000	0.02%	-
3	Mayuri Vinay Patel	EQUITY SHARES	85,000	1.67%	-
4	Charmi Ritesh Patel	EQUITY SHARES	1,000	0.02%	-
	TOTAL		37,23,000	73.10%	

NOTE 3 : RESERVE & SURPLUS

Sr. No.	Particulars		As At 31-Mar-2023		As At 31-Mar-2022
3.1	Securities Premium				
	Balance As At The Beginning Of The Year	342.00		342.00	
	Add: Additions during the year	-		-	
	Less: Withdrawals/Deductions during year	-		-	
	Balance as at the end of the year		342.00		342.00
3.2	Profit & Loss Statement Surplus				
	Balance As At The Beginning Of The Year	(95.64)		(178.10)	
	Add: Profit/(Loss) During The Year	117.03		82.90	
	Add/(Less): Prior Period Items	(5.77)		(0.76)	
	Add/(Less): Excess/(Short) Provision for Income Tax	-		0.31	
	Balance Carried to Balance Sheet		15.62		(95.64)
	TOTAL		357.62		246.36

NOTE 4 : LONG TERM BORROWINGS

Sr. No.	Particulars		As At 31-Mar-2023		As At 31-Mar-2022
I.	SECURED				
A.	Working Capital Term Loan				
i.	From Bank of Baroda				
	Bank of Baroda A/c. No. 29760600004126		-		7.47
	Bank of Baroda A/c. No. 29760600005422		-		13.25
ii.	From AU Small Finance Bank				
	AU - 9001231629009223		70.99		-
	AU - 9001231629009333		36.21		-
	AU - ECLGS 9001160529009421		1.69		-
	AU - ECLGS 9001160529009521		11.62		-
	(Nature of Security)*				
	(Guaranteed by Directors & Others)**				
	(Terms of Repayment)***				
	(Period of default)****				
B.	Vehicle Loan				
	ICICI Bank Limited		16.08		8.78
	(Secured By Hypothecation of Vehicles)				
C.	Business Loan				
	Bajaj Finance Limited	16.90		20.66	
	Tata Capital Financial Services Limited	3.20		-	
	Ratnaafin Capital Private Limited	-		124.39	
			20.10		145.05
II.	UNSECURED				
1	From Directors & Shareholders & Their Relatives	14.93		-	
2	Intercorporate Deposits	-		0.53	
			14.93		0.53
	TOTAL		171.62		175.08

***Nature of Security:**

The term loans specified at serial number I(A)(ii) from AU Small Finance Bank Limited secured along with working capital loans as under:

FELIX INDUSTRIES LIMITED

- Common Security:

A. Primary Security

- First and Exclusive Charge by way of Hypothecation of Current Assets and Movable Fixed Assets both present and future.

B. Collateral Security:

- First and Exclusive Charge by way of Mortgage of Plot No. 123, Devraj Industrial Park, Survey No. 114, Block No. 757 Paiki, Mouje: Lambha, Taluka: Vatva, Dist.: Ahmedabad land admeasuring 15732 Square feet and Contruction Area 6845 Square Feet owned by the Company.
- First and Exclusive Charge by way of Mortgage of Office No. 208, 2nd Floor, Dev Shruti Complex, Survey No. 3907 & 3908, TPSN-3, Ellisbridge, FPN-442/1 & 442/2, Mouje Changispur, Tal: Sabarmati, Dist.:Ahmedabad construction admeasuring 1317 Square Feet owned by the Company.

C. ECLGS Loans further secured by way of :

First Charge in Favour of AU Small Finance Bank and Second Charge in Favour of National Credit Guarantee Trustee Company (NCGTC) of cash flows and security along with existing credit facilities.

** Outstanding balances of term loans and working capital term loans secured by personal/corporate guarantees of the following:

- Directors

Mr. Ritesh Vinay Patel

Mr. Vinay Rajnikant Patel

*** Terms of Repayment:

The principal amount of term loans/working capital term loans to be paid as under:

- Enterprises Term Loan A/c. No. AU - 9001231629009223- To be repaid by 78 Monthly Instalment of ₹ 1,52,248 each inclusive of interest.
- Enterprises Term Loan A/c. No. AU - 9001231629009333- To be repaid by 69 Monthly Instalment of ₹ 89,022 each inclusive of interest.
- Working Capital Term Loan A/c. No. ECLGS 9001160529009421-To be repaid by 24 Monthly Instalment (Including May-22) of ₹ 58,623 each inclusive of interest.
- Working Capital Term Loan A/c. No. ECLGS 9001160529009521-To be repaid by 54 Monthly Instalment including moratorium period of 18 months (Including May-22) of ₹ 42,289 each inclusive of interest.

**** Nature of Default, If Any

No Default as on the Balance Sheet Date.

NOTE 5 : DEFERRED TAX LIABILITIES

Sr. No.	Particulars	As At 31-Mar-2023	As At 31-Mar-2022
	Opening Balance	(8.76)	-
	Add: Deferred Tax Liabilities-Relating to Property, Plant & Equipments	25.99	-
	TOTAL	17.23	-

NOTE 6 : SHORT TERM BORROWINGS

Sr. No.	Particulars	As At 31-Mar-2023	As At 31-Mar-2022
I.	SECURED		
	Working Capital Loan:		
	From Bank of Baroda C.C. A/c. No. 297650500000027	-	100.83
	From AU Small Finance Bank-OD A/c. No. 2221255241925889	223.61	-
	(Nature of Security)*		
	(Guaranteed by Directors & Others)**		
	(Terms of Repayment)***		
	(Period of default)****		

Sr. No.	Particulars		As At 31-Mar-2023		As At 31-Mar-2022
II.	UNSECURED				
	From Others	6.00		-	
	Inter Corporate Loans	-		84.78	
			6.00		84.78
III.	Current Maturities of Long Term Debts \$				
A.	Working Capital Term Loan				
	AU - 9001231629009223	11.14		-	
	AU - 9001231629009333	6.98		-	
	AU - ECLGS 9001160529009421	6.50		-	
	AU - ECLGS 9001160529009521	1.63		-	
	From Bank of Baroda A/c. No. 29760600004126	-		6.40	
			26.24		6.40
B.	Vehicle Loan:				
	From ICICI Bank Limited	2.33		3.31	
			2.33		3.31
C.	Business Loan				
	Bajaj Finance Limited	3.76		2.91	
	Tata Capital Financial Services Limited	10.30		20.00	
	Ratnaafin Capital Private Limited	-		15.63	
			14.06		38.54
	TOTAL		272.25		233.85

*** Nature of Security**

The working capital loans from AU Small Finance Bank secured along with term loans/working capital term loans as under:

- Common Security:

A. Primary Security

- First and Exclusive Charge by way of Hypothecation of Current Assets and Movable Fixed Assets both present and future.

B. Collateral Security:

- First and Exclusive Charge by way of Mortgage of Plot No. 123, Devraj Industrial Park, Survey No. 114, Block No. 757 Paiki, Mouje: Lambha, Taluka: Vatva, Dist.: Ahmedabad land admeasuring 15732 Square feet and Contruction Area 6845 Square Feet owned by the Company.
- First and Exclusive Charge by way of Mortgage of Office No. 208, 2nd Floor, Dev Shruti Complex, Survey No. 3907 & 3908, TPSN-3, Ellisbridge, FPN-442/1 & 442/2, Mouje Changisapur, Tal: Sabarmati, Dist.:Ahmedabad construction admeasuring 1317 Square Feet owned by the Company.

**** Outstanding balances of working capital secured by personal/corporate guarantees of the following:**

- Directors

Mr. Ritesh Vinay Patel
Mr. Vinay Rajnikant Patel

***** Terms of Repayment**

To be Repaid on Demand

***** Nature of Default, If Any**

No Default as on the Balance Sheet Date.

\$ For Nature of Security, Terms of Repayment, Gurantee Offered and Nature of Defaults Refer to Note No. 4.

NOTE 7: TRADE PAYABLES

Sr. No.	Particulars		As At 31-Mar-2023		As At 31-Mar-2022
1	Trade Payables for Goods				
	-Micro, Small & Medium Enterprises	30.94		56.33	
	-Others	93.13		154.81	
	*(Refer to Note No. 30(f))		124.07		211.13
2	Trade Payables for Other Expenses/Capital Goods				
	-Micro, Small & Medium Enterprises	-		1.08	
	-Others	63.84		74.76	
	*(Refer to Note No. 30(f))		63.84		75.84
	TOTAL		187.91		286.97

NOTE 7 [A]: DUES TO MICRO AND SMALL ENTERPRISES

The Company has dues outstanding as at the reporting date to certain suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act, 2006 are as follows:

Sr. No.	Particulars	As At 31-Mar-2023	As At 31-Mar-2022
I	The principal amount remaining unpaid to any supplier at the end of the year.	30.94	57.40
II	Interest due as claimed remaining unpaid to any supplier at the end of the year.	-	-
III	The amount of interest paid by the company in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the suppliers beyond the appointed day during the year.	-	-
IV	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.	-	-
V	The amount of interest accrued and remaining unpaid at the end of accounting year.	-	-
VI	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-
	TOTAL	30.94	57.40

Notes:

- I Trade payables are non-interest bearing and are normally settled within the normal credit period.
- II Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company.

NOTE 7[B]: AGEING FOR TRADE PAYABLES OUTSTANDING

AS AT MARCH 31, 2023:

	Particulars	Outstanding for following periods from due date of payment#				Total
		< 1 Year	1-2 Years	2-3 Years	> 3 Years	
I.	Trade Payable for Goods:					
-	MSME-Others	30.38	0.56	-	-	30.94
-	MSME-Disputed	-	-	-	-	-
-	Other than MSME-Others	86.06	5.73	0.85	0.49	93.13
-	Other than MSME-Disputed	-	-	-	-	-

	Particulars	Outstanding for following periods from due date of payment#				Total
		< 1 Year	1-2 Years	2-3 Years	> 3 Years	
II.	Trade Payable for Expenses:					
	MSME-Others	-	-	-	-	-
	MSME-Disputed	-	-	-	-	-
	Other than MSME-Others	59.77	2.46	1.21	0.40	63.84
	Other than MSME-Disputed	-	-	-	-	-
	TOTAL	176.21	8.75	2.06	0.89	187.91

AS AT MARCH 31, 2022:

	Particulars	Outstanding for following periods from due date of payment#				Total
		< 1 Year	1-2 Years	2-3 Years	> 3 Years	
I.	Trade Payable for Goods:					
-	MSME-Others	56.08	0.24	-	-	56.33
-	MSME-Disputed	-	-	-	-	-
-	Other than MSME-Others	153.35	0.97	-	0.49	154.81
-	Other than MSME-Disputed					-
II.	Trade Payable for Expenses:					
	MSME-Others	0.21	0.42	0.36	0.10	1.08
	MSME-Disputed	-	-	-	-	-
	Other than MSME-Others	68.55	5.81	0.40	-	74.76
	Other than MSME-Disputed	-	-	-	-	-
	TOTAL	278.19	7.44	0.76	0.59	286.97

From the Date of bill accounted in the books of account.

NOTE 8: OTHER CURRENT LIABILITIES

Sr. No.	Particulars		As At 31-Mar-2023		As At 31-Mar-2022
I.	Advances from Customers		125.78		62.01
II.	Other Payables-Statutory Liabilities				
	- TDS Payable	3.49		0.79	
	- GST Payable	0.16		1.35	
	- PF Payable	3.72		5.57	
	- ESIC Payable	0.40		0.61	
	- Employee Professional Tax	3.76		1.04	
			11.54		9.36
	TOTAL		137.32		71.37

NOTE 9: SHORT TERM PROVISIONS

Sr. No.	Particulars	As At 31-Mar-2023	As At 31-Mar-2022
1	Provision for Income Tax	23.88	14.27
2	Provision for Expenses	0.90	0.80
	TOTAL	24.78	15.07

NOTE "10": PROPERTY, PLANT AND EQUIPMENT

Sr. No.	Description of Assets	GROSS BLOCK			DEPRECIATION				NET BLOCK		
		As At 1st April 2022	Addition During the year	Sold/Adj. During the year	As at 31st March 2023	Upto 31st March 2022	For The Year	Adjustment During The year	Upto 31st March 2023	As At 31st March 2023	As At 31st March 2022
I.	TANGIBLE ASSETS										
	OWNED										
1	Freehold Land At Labha	71.73	-	-	71.73	-	-	-	-	71.73	71.73
2	Factory Building	69.62	16.33	-	85.94	8.81	2.43	-	11.24	74.70	60.81
3	Office Building	82.92	-	-	82.92	4.13	1.31	-	5.44	77.48	78.79
4	Plant & Machinery	148.49	-	-	148.49	23.48	9.21	-	32.69	115.80	125.01
5	Office Equipments	3.85	1.64	-	5.49	2.84	0.25	-	3.09	2.39	1.01
6	Furniture & Fixtures	30.36	-	-	30.36	10.16	2.74	-	12.90	17.46	20.19
7	Vehicles	33.44	14.39	-	47.84	6.54	4.40	-	10.94	36.89	26.90
8	Computer	8.63	2.11	-	10.74	7.12	1.12		8.24	2.50	1.51
II.	INTANGIBLE ASSETS										
	OWNED										
	Website Design & Development	2.24	-	-	2.24	1.84	0.29	-	2.12	0.12	0.40
	Waste Water Recycling Process-PEA Effluent	18.15	-	-	18.15	0.90	3.44	-	4.33	13.82	17.26
	Stock Management Software	-	0.80		0.80	-	0.01	-	0.01	0.79	-
III.	CAPITAL WORK IN PROGRESS										
	BOOT Plant At Aarti Industries Limited	70.50	-	-	70.50	-	-	-	-	70.50	70.50
	Factory Building Work in Progress	-	50.00	-	50.00	-	-	-	-	50.00	-
	TOTAL	539.92	85.27	-	625.19	65.82	25.20	-	91.02	534.16	474.10
	Previous Year	456.78	101.29	(18.15)	539.92	45.76	20.06	-	65.82	474.60	411.02

10 [A] CAPITAL WORK IN PROGRESS

Capital work-in-progress ageing schedule for the year ended March 31, 2023 and March 31, 2022:

I. As At March 31, 2023

	Particulars	Amount in CWIP For A Period Of				Total
		Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
	Projects In Progress					
1	BOOT Plant At Aarti Industries Limited	-	70.50	-	-	70.50
2	Factory Building Work in Progress	50.00	-	-	-	50.00
	TOTAL	50.00	70.50	-	-	120.50

I. As At March 31, 2022

	Particulars	Amount in CWIP For A Period Of				Total
		Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
	Projects In Progress					
1	BOOT Plant At Aarti Industries Limited	70.50	-	-	-	70.50
	TOTAL	70.50	-	-	-	70.50

NOTE 11: NON-CURRENT INVESTMETNS

Sr. No.	Particulars		As At 31-Mar-2023		As At 31-Mar-2022
-	Investments in Gold (At Cost)		53.12		12.00
	TOTAL		53.12		12.00

NOTE 12: DEFERRED TAX ASSETS

Sr. No.	Particulars		As At 31-Mar-2023		As At 31-Mar-2022
	Opening Balance		-		56.76
	Add: Deferred Tax Liabilities-Relating to Property, Plant & Equipment		-		(48.00)
	TOTAL		-		8.76

NOTE 13: DEFERRED TAX ASSETS

Sr. No.	Particulars		As At 31-Mar-2023		As At 31-Mar-2022
I.	LONG TERM TRADE RECEIVABLE		-		56,75,925
	Unsecured and Considered Doubtful				
	Outstanding for a period Exceeding Six Months	76.15		76.15	
	Less: Allowance for Bad and Doubtful Debts	-		-	
			76.15		76.15
II.	SECURITY DEPOSITS				
	Unsecured and Considered Good				
	CST Deposit	0.10		0.10	
	VAT Deposit	0.10		0.10	
	Other Deposit	0.20		0.20	
	Deposit Against Unsecured Loans	-		10.00	
	E-Waste Deposit	0.25		0.25	
			0.65		10.65
III.	Authorised Share Capital Increase Expenses (Assets)		6.60		-
	[To the the extent not written off]				
	TOTAL		83.40		86.80

NOTE 14: INVENTORIES

Sr. No.	Particulars		As At 31-Mar-2023		As At 31-Mar-2022
I	Inventories taken as Physically verified, valued and certified by the management of the company				
1	Stock In Trade	482.98		291.07	
			482.98		291.07
	(Refer No. 1(e) on Significant Accounting Policies for Method and Basis for Valuation of Inventories)				
II	Details of Stock in Trade				
	Water Plant/Equipments/System	345.46		171.31	
	Membrane	8.97		13.21	
	Pipes	111.36		88.56	
	E-Waste/Others	17.19		17.99	
			482.98		291.07
	Imported	-		-	
	Indigenous	482.98		291.07	
			482.98		291.07
	TOTAL		482.98		291.07

NOTE 15: TRADE RECEIVABLES

Sr. No.	Particulars		As At 31-Mar-2023		As At 31-Mar-2022
1	Unsecured But Considered Good				
	- Outstanding for a period Exceeding Six Months (From the date from which they became due for payment)	190.88		242.93	
	- Others	387.45		304.53	
	Less: Allowance for Bad and Doubtful Debts	-		-	
			578.34		547.46
	TOTAL		578.34		547.46

NOTE 15[A]: AGEING FOR TRADE RECEIVABLES OUTSTANDING

AS AT MARCH 31, 2023:

	Particulars	Outstanding for following periods from due date of payment [#]					Total
		Less than Six Months	Six Months- One Year	1-2 Years	2-3 Years	More than 3 Years	
I.	Undisputed Trade Receivables- Considered Good	3,87,45,141	12,69,295	37,19,678	50,09,905	90,89,589	5,78,33,608
II.	Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
III.	Disputed Trade Receivables-Considered Good	-	-	-	-	-	-
IV.	Disputed Trade Receivables-Considered Doubtful	-	-	-	-	-	-
	TOTAL	387.45	12.69	37.20	50.10	90.90	578.34
	LESS: Allowance For Bad & Doubtful Debts	-	-	-	-	-	-
	NET TRADE RECEIVABLES	387.45	12.69	37.20	50.10	90.90	578.34

AS AT MARCH 31, 2022:

	Particulars	Outstanding for following periods from due date of payment [#]					Total
		Less than Six Months	Six Months-One Year	1-2 Years	2-3 Years	More than 3 Years	
I.	Undisputed Trade Receivables- Considered Good	380.68	7.23	72.22	38.22	49.10	547.46
II.	Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
III.	Disputed Trade Receivables-Considered Good	-	-	-	-	-	-
IV.	Disputed Trade Receivables-Considered Doubtful	-	-	-	-	-	-
	TOTAL	380.68	7.23	72.22	38.22	49.10	547.46
	LESS: Allowance For Bad & Doubtful Debts	-	-	-	-	-	-
	NET TRADE RECEIVABLES	380.68	7.23	72.22	38.22	49.10	547.46

NOTE 16: TRADE RECEIVABLES

Sr. No.	Particulars		As At 31-Mar-2023		As At 31-Mar-2022
1	Balance with Banks				
	In Current Accounts	0.07		0.00	
			0.07		0.00
2	Cash on Hand		7.19		6.55
	TOTAL		7.26		6.56

NOTE 17: TRADE RECEIVABLES

Sr. No.	Particulars		As At 31-Mar-2023		As At 31-Mar-2022
I.	Unsecured But Considered Good-Others				
	Advances to Suppliers/Creditors/Capital Goods/Others	319.79		52.39	
	Loans & Advances to Others	165.82		-	
	Advances to Employees	12.41		3.13	
			498.03		55.53
	TOTAL		498.03		55.53

NOTE 18: OTHER CURRENT ASSETS

Sr. No.	Particulars		As At 31-Mar-2023		As At 31-Mar-2022
I.	Unsecured But Considered Good-Government				
	Advance Tax, TDS/TCS & Self Assessment Tax	28.59		13.06	
	GST Credit Receivable	126.66		25.82	
	MAT Credit Receivable	38.15		14.27	
	VAT Receivable [Against Appeal]	-		1.30	
			193.41		54.45
II.	Pre- Paid & Other Advances for Expenses		0.73		1.27
	TOTAL		194.14		55.72

NOTE 19: REVENUE FROM OPERATIONS

Sr. No.	Particulars		AMOUNT RS.		PREVIOUS YEAR
A.	SALE OF PRODUCTS				
	Sale of Goods (Gross)	604.57		798.76	
	Less: GST On Sales	(91.62)		(116.43)	
	Net Sale of Goods		512.95		682.33
	Details of Sales Of Goods				
	Class of Goods				
	Water Plant/Equipments/System/Membrane	447.57		542.98	
	Pipes	65.38		139.35	
		512.95		682.33	
B.	SALE OF SERVICES				
	Gross Value of Services	1,463.71		592.00	
	Less: GST On Services	(38.61)		(36.17)	
	Net Sale of Services		1,425.09		555.84
C.	Duty Drawback Income		-		0.08
	TOTAL		1,938.04		1,238.25

NOTE 20: OTHER INCOME

Sr. No.	Particulars		AMOUNT RS.		PREVIOUS YEAR
I.	INTEREST INCOME				
	Interest On Loans & Advances	3.13		-	
	Interest Others	0.49		-	
	Interest On Income Tax Refund	-		0.03	
			3.62		0.03
II.	Sundry Credit Balance Written Off (Net)		-		0.05
III.	Vatav & Kasar and Round Off		0.94		0.43
IV.	Foreign Exchange Fluctuations		-		0.24
V.	Insurance Claim Received		1.12		-
	TOTAL		5.67		0.75

NOTE 21: PURCHASE OF GOODS

Sr. No.	Particulars		AMOUNT RS.		PREVIOUS YEAR
I.	PURCHASE OF GOODS				
	Purchase of Stock-in-Trade (Net)	1,098.18		692.76	
			1,098.18		692.76
	Details of Purchase of Stock-in-Trade				
	Class of Goods Traded				
	Water Plant/Equipments/System/Membrane/DC Motor	1,028.77		539.14	
	Pipes	69.40		153.20	
	E-Waste	-		0.41	
			1,098.18		692.76
	Details of Imported & Indigenous Goods	Amount	%	Amount	%
	Imported	-	0.00%	47.99	6.93%
	Indigenous	1,098.18	100.00%	644.77	93.07%
		1,098.18	100.00%	692.76	100.00%
	TOTAL		1,098.18		692.76

NOTE 22: VARIATION IN INVENTORIES OF STOCK-IN-TRADE GOODS

Sr. No.	Particulars	CLOSING STOCK	OPENING STOCK	INCREASE/ (DECREASE)
	- Traded Goods	482.98	291.07	191.92
	TOTAL	482.98	291.07	191.92
	Previous Year.....	291.07	200.10	90.96

NOTE 23: EMPLOYEE BENEFIT EXPENSES

Sr. No.	Particulars		AMOUNT RS.		PREVIOUS YEAR
1	Salaries, Wages & Labour Charges				
	-Director Remuneration	24.70		14.40	
	-Salary	338.27		151.09	
			362.97		165.49
2	Bonus to Employees		15.33		-
3	Employer Contribution to Provident Fund		21.35		8.23
4	Employer Contribution to ESIC		3.59		1.46
5	Staff Welfare Expenses		60.04		19.98
	TOTAL		463.28		195.16

NOTE 24: FINANCE COST

Sr. No.	Particulars		AMOUNT RS.		PREVIOUS YEAR
1	Bank Charges		6.36		3.43
2	Interest Expenses				
	Bank-Working Capital/Working Capital Term Loans	25.33		11.71	
	Interest on Car Loans	1.03		0.46	
	Interest on Business Loans	13.80		12.56	
	Interest on Provident Fund	0.39		-	
	Interest on Income Tax	0.07		-	
	Interest on Professional Tax	-		0.02	
	Interest on Unsecured Loans	3.89		-	
	Interest on TDS/TCS	0.15		0.13	
			44.66		24.87
	TOTAL		51.02		28.30

NOTE 25: DEPRECIATION AND AMORTISATION EXPENSES

Sr. No.	Particulars		AMOUNT RS.		PREVIOUS YEAR
1	Depreciation on Property, Plant & Equipments	21.46		19.50	
2	Amortization of Intangible Assets	3.74		0.57	
			25.20		20.06
	TOTAL		25.20		20.06

NOTE 26: OTHER EXPENSES

Sr. No.	Particulars		AMOUNT RS.		PREVIOUS YEAR
I.	DIRECT EXPENSES				
	Labour Charges		62.39		30.51
	MBR System Recovery and Operation & Maintenance Expenses		142.97		-
	Electricity Expenses		3.89		3.29
	Custom Duty, Inward Freight & Transportation Charges		21.56		45.94
	Laboratory Expenses		0.62		1.11
	Design Charges		0.40		2.11
	Factory Expenses		6.14		3.69
	Miscellaneous Material Expenses		7.78		7.25
			245.75		93.89
II.	ADMINISTRATIVE, SELLING AND OTHER EXPENSES				
	Postage, Telephone & Communication Expenses		1.06		0.74
	Stationery & Printing		0.49		0.20
	Travelling, Conveyance & Vehicle Expenses		52.22		33.06
	Legal & Professional Charges		11.87		6.63
	Rent, Rates & Taxes		7.47		6.95
	Auditor's Remuneration				
	- Statutory Audit Fees	0.35		0.30	
	- Tax Audit Fees	0.15		0.10	
			0.50		0.40
	Insurance Expenses		1.46		2.29
	Selling & Distribution Expenses				
	Advertisement Expenses	0.98		0.98	
	Commission on Sales/Services	-		0.53	
			0.98		1.51
	Security Expenses		7.04		1.68
	Discount & Vata/Kasar		-		0.10
	Bad Debts Written Off		-		100.55
	Preliminary Expenses Written Off		1.65		5.56
	Other Expenses		24.44		9.23
			109.19		168.89
	TOTAL		354.94		263.29

NOTE 27: VALUE OF IMPORTS CALCULATED ON CIF BASIS

Sr. No.	Particulars		AMOUNT RS.		PREVIOUS YEAR
1	Trading Goods		-		47.99
	TOTAL		-		47.99

NOTE 28: EXPENDITURE IN FOREIGN CURRENCY

Sr. No.	Particulars		AMOUNT RS.		PREVIOUS YEAR
-	Consultancy Fees		-		-
-	Travelling Expenses		-		-
	TOTAL		-		-

NOTE 29: EARNINGS IN FOREIGN CURRENCY

Sr. No.	Particulars		AMOUNT RS.		PREVIOUS YEAR
-	Value of Exports in FOB Basis		-		4.96
	TOTAL		-		4.96

NOTE 30: OTHER NOTES**a) Earnings Per Share:**

The earnings per share as per AS-20 "Earning Per Share" has been computed on the basis of net profit after tax divided by the weighted average number of shares outstanding during the year.

Particulars	For the year ended			
		31st March, 2023		31st March, 2022
Net Profit After Tax for the period (A)		117.03		82.90
Weighted Average Number of Shares (B)				
Opening Balance of Share Outstanding	50,93,000		50,93,000	
No. of Months/Days for which Shares Outstanding	12		12	
Total No. of Weighted Average Shares (B)		50,93,000		50,93,000
Basic and Diluted Earnings per Share (C) (A/B)		2.30		1.63

b) Related Party Disclosures:

As per AS-18 "Related Party Disclosures" issued by the ICAI, the disclosure of transactions with relate parties as defined in the accounting standard has been given as under:

A. List of Related Parties

Associate Concerns/ Entities in which managerial personnel/relative of key managerial personnel have significant influence:

- i. Felix Nano Synthesis Private Limited
- ii. Felix Colourant Private Limited

Key Management Personnel

- i. Ritesh V. Patel-Managing Director
- ii. Kashyap H. Shah-Director
- iii. Mayuri V. Patel-Director
- iv. Uday C. Shah-CFO
- v. Vinay R. Patel-CEO & Whole Time Director
- vi. Nivedita Dinkar
- vii. Pranavkumar D. Patel-Company Secretary (Resigned)

B. Transaction with Related Parties

Nature of Transaction	Name of the Party	2022-23	2021-22
Loans Taken	Ritesh V. Patel	135.90	61.24
Loans Repaid	Ritesh V. Patel	120.97	104.25
Advances Given Against Expenses	Uday C. Shah	2.50	NIL
Amount Received on Subscription of Convertible Share Warrants	Felix Nano Synthesis Private Limited (Subscription of 31,00,000 Warrants at Exercise Price Per Share of ₹ 41 and Amount Received @ 25.00% of Exercise Price at the time of subscription)	317.75	NIL
Director/Key Managerial Personnel Remuneration	Ritesh V. Patel	17.50	7.20
	Vinay R. Patel	7.20	7.20
	Uday C. Shah	3.60	3.60
	Hena K. Shah	NIL	1.25
	Pranavkumar D. Patel	3.00	1.75
Outstanding Balances as at the year end-On Account of Remuneration & Others	Ritesh V. Patel-Loan Taken	14.93 (Cr.)	NIL
	Ritesh V. Patel-Salary	0.72 (Dr.)	4.55 (Cr.)
	Vinay R. Patel-Salary	0.57 (Cr.)	11.36 (Cr.)
	Uday C. Shah	0.30 (Cr.)	1.17 (Cr.)
	Uday C. Shah-Advances Against Expenses	2.02 (Dr.)	NIL
	Pranavkumar D. Patel	0.36 (Cr.)	0.01 (Dr.)

c) Operating Segment:

The Company identifies operating segments on the basis of dominant source, nature of risks and returns and the internal organization. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the Managing Director/Chief Executive Officer who is Company's chief operating maker in deciding how to allocate resources and in assessing performance.

The dominant source of income of the company from its activities do not materially differ in respect of risk perception and the return realized/to be realized. Even the geographical/regulatory environment in which the company operates does not materially differ considering the political and economic environment, the type of customers, assets employed and the risk and return associated in respect of each of the geographical area. So, the disclosure requirements pursuant to "Segment Reporting" are not applicable.

d) Issue of Convertible Share Warrants:

The Board of Directors of the company at its meeting held on 4th January, 2023 approved allotment of 73,50,000 warrants convertible into 73,50,000 equity shares of face value of ₹ 10/- each at a price of ₹ 41/- per share (including premium of ₹ 31/- per share) on preferential allotment in compliance with the provisions of SEBI (ICDR) Regulations, 2018 and amendments thereto and other applicable regulations of SEBI and after obtaining necessary approvals from Statutory Authorities including National Stock Exchange where the shares of the company are listed on the basis of valuation obtained from Registered Valuer. The offer of 73,50,000 warrants has been fully subscribed by the allottees. The company has received ₹ 7,53,40,500 being 25.00% of the warrant issue price at the time of subscription which has been separately disclosed in as "Money Received Against Issue of Share Warrants" as part of Shareholder's Fund in the Financial Statements. The balance 75.00% amount is payable at the time of exercise of warrant(s) by the Warrant-holder(s).

e) Debtors From Operating Activities:

The company has initiated proceedings/taken actions for recovery against the doubtful debtors amounting to ₹ 76,15,214/- (Previous Year ₹ 76,15,214/-). In view of the management of the company, it is most likely that the company will be able to recover the amount from the doubtful debtors and hence the company has not made any provision against the doubtful debts of ₹ 76,15,214/- (Previous Year ₹ 76,15,214/-). However, considering the uncertainty over the time period over which the amounts are expected to realized, the outstanding balances of doubtful debts have been classified as long-term trade receivables under the head "Other Non-Current Assets" in the balance sheet and will be classified as short-term trade receivable if it is expected with reasonable certainty that the amounts will be recovered within twelve months from the end of the balance sheet date.

- f) The company has communicated suppliers to provide confirmations as to their status as Micro, Small or Medium Enterprise registered under the applicable category as per the provisions of the Micro, Small and Medium Enterprises (Development) Act, 2006 (MSMED Act, 2006). The company has classified suppliers into Micro, Small and Medium Enterprises as per the confirmations received by the company upto the date of the financial statements and accordingly other suppliers are classified as Non-MSME Suppliers irrespective of their status as per the provisions of the Micro, Small and Medium Enterprises (Development) Act, 2006 (MSMED Act, 2006).
- g) In the opinion of the Board of Directors, Current Assets & Loans and Advances have a value on realisation in the ordinary course of business equal to the amount at which they are stated in the balance sheet. In the opinion of the Board of Directors, claims receivable against property/goods are realizable as per the terms of the agreement and/or other applicable relevant factors and have been stated in the financial statements at the value which is most probably expected to be realized.
- h) All the balances of debtors and creditors, loans and advances and unsecured loans are subject to confirmation and subsequent reconciliation, if any.
- i) Disclosure of Financial Ratios:

Sr. No.	Particulars	Numerator	Denominator	As At/For The Year Ended		% Change Compared to Last Year
				31/03/2023	31/03/2022	
i.	Current Ratio (times) (a)	Current Assets	Current Liabilities	2.83	1.30	79.68%
ii.	Debt-Equity Ratio (times)	Total Debt	Total Equity	0.90	1.04	12.62%
iii.	Debt Service Coverage Ratio (times)	Earnings available for debt Service	Debt Service	0.44	0.41	7.50%
iv.	Return on Equity Ratio (%)	Profit for the year	Average Total Equity	9.85%	11.60%	(11.26%)
v.	Inventory Turnover Ratio (times)	Purchase of Stock in Trade +Changes in Inventory of Trading Goods+ Employee Benefit Expenses+ Other Direct Expenses	Average Inventory	4.17	3.61	15.06%
vi.	Trade Receivables Turnover Ratio (times)	Revenue from Operations	Average Trade Receivable	3.44	2.62	18.56%
vii.	Trade Payables Turnover Ratio (times)	Purchases during the year	Average Trade Payables	4.63	3.77	22.84%
viii.	Net Capital Turnover Ratio (times) (b)	Revenue from Operations	Average Working Capital	2.61	3.83	(31.95%)
ix.	Net Profit Ratio (%)	Net Profit After Tax	Revenue from Operations	6.04%	6.70%	(9.80%)
x.	Return on Capital Employed (%)	EBIT	Capital Employed	8.03%	10.47%	(23.32%)
xi.	Return on Investments (%)	Net Profit After Tax	Average Total Equity	9.85%	11.60%	(15.10%)

- (a) On Account of increase in advances paid to suppliers and receipt of short-term loans & advances during the year 2022-23.
- (b) On Account of increase in current assets as at the end of the current financial year particularly inventory holding, short term loans & advances and other current assets compared to previous financial year.
- j) **Relationship with Struck off Companies:**
The company does not have any transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956, during the current year and in the previous year.
- k) The Financial Statements were authorised for issue by the Board of Directors on 25th May, 2023.

FELIX INDUSTRIES LIMITED

- l) No funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

No funds (which are material either individually or in the aggregate) have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- m) The previous year's figures have been reworked, regrouped and reclassified wherever necessary so as to make them comparable with those of the current year.

The Paises are rounded up to the nearest of rupee.

SIGNATURES TO NOTES '1' TO '30'

FOR, M/S. FELIX INDUSTRIES LIMITED

(MANAGING DIRECTOR)
(RITESH PATEL)

UDAY C. SHAH
(CFO)

(DIRECTOR)
(VINAY PATEL)
PARTNER
M. NO. 126770

FOR, S N SHAH & ASSOCIATES,
CHARTERED ACCOUNTANTS,
FIRM REG. NO.: 109782W

FIROJ G. BODLA

PLACE: AHMEDABAD
DATE : 25TH MAY, 2023