

FINEOTEX®

A Speciality Chemical Producing
Public Listed Company



June 26, 2020

To,

General Manager,
Listing Department,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001

Company code: **533333**

The Manager,
Listing & Compliance Department
The National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai - 400051

Company code: **FCL**

Dear Sir/Madam,

Subject :- Annual Secretarial Compliance Report for the year ended 31st March, 2020

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Circular No. CIR/CFD/CMD1/27/2019, dated 8th February, 2019, enclosed please find the Annual Secretarial Compliance Report issued by Mr. Hemant Shetye, Partner of M/s. HS Associates, Practicing Company Secretaries, for the year ended 31st March, 2020.

Kindly take the same on your records and acknowledge receipt of the same.

Thanking You.

Yours faithfully,

For FINEOTEX CHEMICAL LIMITED

Hemant Auti
(Company Secretary)



FINEOTEX CHEMICAL LIMITED

42 & 43, Manorama Chambers, S.V. Road, Bandra (West), Mumbai - 400 050. India. **Phone :** (+91-22) 2655 9174/75/76/77
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Secretarial Compliance Report of Fineotex Chemical Limited for the financial year ended 31st March, 2020

To

Board of Directors,
Fineotex Chemical Limited.
42/43, Manorama Chambers, 4th Floor,
S V Road Bandra (W),
Mumbai- 400050.

I Hemant Shetye, Partner of HS Associates have examined:

- a) all the documents and records made available to us and explanation provided by Fineotex Chemical Limited (“the listed entity”),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2020 (“Review Period”) in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **not applicable for the period under review.**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **not applicable for the period under review.**

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- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;— **not applicable for the period under review.**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;— **not applicable for the period under review.**
- (g) Securities and Exchange Board of India (Issue and Listing of Nonconvertible and Redeemable Preference Shares) Regulations, 2013; - **not applicable for the period under review.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) SEBI (Depositories and Participants) Regulations, 2018 erstwhile SEBI (Depositories and Participants) Regulations, 1996;
- (j) Annual Secretarial audit report and annual secretarial compliance report for listed entities as per SEBI circular CIR/CFD/CMD1/27/2019 dated February 08, 2019;
- (k) Disclosure of reasons for delay in submission of financial results by listed entities as per SEBI circular CIR/CFD/CMD-1/142/2018 dated November 19, 2018;
- (l) Standardised norms for transfer of securities in physical mode SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018;
- (m) Strengthening the Guidelines and Raising Industry standards for RTAs, Issuer Companies and Banker circular no. SEBI/HO/MIRSD/DOS3/CIR/P/2018/115 dated July 16, 2018 read with SEBI circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018;
- (n) Standard Operating Procedure for suspension and revocation of trading of specified securities circular no. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 3, 2018; - **not applicable for the period under review.**
- (o) System-driven Disclosures in Securities Market as per SEBI circular SEBI/HO/CFD/DCR1/CIR/P/2018/85 dated May 28, 2018;
- (p) Monitoring of Foreign Investment limits in listed Indian companies SEBI circular IMD/FPIC/CIR/P/2018/74 dated April 27, 2018 read with SEBI Circular No. IMD/FPIC/CIR/P/2018/61 dated April 5, 2018;
- (q) Disclosures by listed entities of defaults on payment of interest/ repayment of principal amount on loans from banks / financial institutions, debt securities, as per SEBI circular CIR/CFD/CMD/93/2017 dated August 4, 2017; - **not applicable for the period under review.**
- (r) Database for Distinctive Number (DN) of Shares as per SEBI circular SEBI/HO/MRD/DOP2DSA2/CIR/P/2019/87 dated August 01, 2019;
- (s) Disclosure of significant beneficial ownership in the shareholding pattern as per SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2019/36 dated March 12, 2019;
- (t) Framework for listing of Commercial Paper as per SEBI circular SEBI/HO/DDHS/DDHS/CIR/P/2019/115 dated 22nd October 2019; ;— **not applicable for the period under review.**



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(u) Resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI circular CIR/CFD/CMD1/114/2019 dated October 18, 2019;

and based on the above examination, I/We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except** in respect of matters specified below:

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1	Reg. 29(d) of LODR: The listed entity shall give prior intimation to the stock exchange about the meeting of the Board Of Directors in which the following proposal is due to be considered "fund raising by way of further public offer , right issue, American Depository Receipt /Global Depository Receipts, FCCB, Q1P, debt issue, preferential issue or any other method and for determination of issue price"	Non-Compliance with Reg. 29(d) of LODR.	No prior intimation was given to the stock exchanges of the Board Meeting held on 13 th August, 2019.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:



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Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	NSE and BSE	Non-Compliance with Reg. 29(d) of LODR.	NSE and BSE has levied penalty of Rs. 10000/- each	Company had also applied for condonation <i>as there was no Company Secretary in office at relevant time.</i>

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	BSE Circular dated 20th June, 2018 pertaining to Enforcement of SEBI Orders regarding appointment of Directors by listed companies.	The intimation of appointment of Ms Aarti Jhunjunwala to BSE and NSE did not mention that she is not barred from holding office of Director pursuant to any SEBI order	The Company has intimated same to BSE and NSE on 21 st June, 2019	Company has made necessary submission in the reporting period.
2.	System-driven Disclosures in Securities Market as per SEBI circular SEBI/HO/CFD/DCR1/CIR/P/2018/85 dated May 28, 2018	The Company was required to provide the information of the subsequent changes in the directors to the depositories on an immediate basis and not later than 2 working days. However, the resignation of Ms. Ritu Gupta has not been provided.	The Company has intimated same to CDSL and NSDL on May, 2019.	Company has made necessary submission in the reporting period.



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3.	<p>Reg. 29(d) of LODR: The listed entity shall give prior intimation to the stock exchange about the meeting of the Board Of Directors in which the following proposal is due to be considered "fund raising by way of further public offer , right issue, American Depository Receipt /Global Depository Receipts, FCCB, Q1P, debt issue, preferential issue or any other method and for determination of issue price:</p>	<p>No prior intimation was given to the stock exchanges of the Board Meeting held on 14th August, 2018 and prior intimation with respect to shareholders approval in the Annual General Meeting held on 28th September, 2018 was given in the form of Notice of AGM to the stock exchanges by the Company, wherein the fund raising proposal was considered.</p>	<p>Intimation in the mode of outcome of Board Meeting of the Company was made.</p>	<p>Company has intimated the same in the outcome of the Board Meeting of the Company.</p>
4.	<p>Reg. 30(2) of LODR: The events specified in Para A of Part A of Schedule III shall be deemed to be material events and the listed entity shall make disclosure of such events. Point 4 d of Para A of Part A of Schedule III: The listed entity shall disclose to the exchange, within 30 minutes of the closure of the meeting Outcome of the Board Meeting where the decision with respect to fund raising was proposed to be undertaken.</p>	<p>No outcome of the meeting was given to the exchanges wherein the decision with respect to raising of funds was considered in the Board Meeting held on 14th August, 2018 and with respect to shareholders approval, the outcome was given to the exchanges in the form of summary of proceedings of the Annual General Meeting</p>	<p>General Authority was given to Whole-Time Director of the Company for raising of funds through Employee Stock Option and Preferential Issue of the shares.</p>	<p>Specific mode and quantum of issue was not given in Outcome of the Board Meeting of the Company.</p>



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Note:

1. This report is based on the following: -
 - a) Data received from the Company partially through electronic mode as physical verification of the data and corresponding documents from the month of February 2020 could not be accessed during the course of audit due to the ongoing nationwide lockdown on account of COVID-19 pandemic.
 - b) Compliances required to be done by the Company during the Financial Year ended 31st March, 2020 (i.e. the period covered for the purpose of this Report is from 01st April, 2019 to 31st March, 2020)
2. There was event of appointment of statutory auditor of the Company during the review period and the Company has suitably modified the terms of appointment of its existing statutory auditor to comply with clause 6(A) and 6(B) of Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019 issued by SEBI.

Place: Mumbai.

Date: 24th June, 2020

ICSI UDIN: F002827B000376101

**For HS Associates
Company Secretaries**



**Hemant S. Shetye
Partner
FCS No.: 2827
CP No.: 1483**