

NOTICE

Notice is hereby given that the Twenty-Ninth Annual General Meeting of the Members of **FINE-LINE CIRCUITS LIMITED** will be held at 2nd Floor, BFC Hall, Business Facilitation Centre, Behind Seepz Administrative Building, Seepz, Andheri - (E), Mumbai - 400096 on Saturday, August 03, 2019 at 03:30 p.m. to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri. B.T.Doshi (DIN: 00040596), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Re-appointment of Shri. R.M.Premkumar (DIN 00328942) as an Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Shri. R.M.Premkumar (DIN 00328942), who was appointed as an Independent Director at the Twenty Fourth Annual General Meeting ("AGM") of the Company and who holds office up to August 08, 2019 and who is eligible for being re-appointed and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing August 09, 2019 to August 08, 2024, be and is hereby approved.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby also accorded for continuation of Directorship of Shri. R.M.Premkumar as Independent Director of the company on attaining the age of 75 years or more during his tenure as Director of the Company."

4. Re-appointment of Shri. Juzer Vasi (DIN 00040682) as an Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Shri. JuzerVasi(DIN 00040682), who was appointed as an Independent Director at the Twenty Fourth Annual General Meeting ("AGM") of the Company and who holds office up to August 08, 2019 and who is eligible for being re-appointed and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under section 160) of the Companies Act, 2013 proposing his candidature for the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing August 09, 2019 to August 08, 2024, be and is hereby approved.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby also accorded for continuation of Directorship of Shri. Juzer Vasi as Independent Director of the company on attaining the age of 75 years or more during his tenure as Director of the company."

5. Re-appointment of Shri. Apurva Shah (DIN 0000478) as an Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Shri. Apurva Shah (DIN 00004781), who was appointed as an Independent Director at the Twenty Fourth Annual General Meeting ("AGM") of the Company and who holds office up to August 08, 2019 and who is eligible for being re-appointed and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from

CIRCUITS LIMITED

a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing August 09, 2019 to August 08, 2024, be and is hereby approved."

6. Re-appointment of Smt. Kumudini Mehta (DIN 03191065) as an Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Smt. Kumudini Mehta (DIN 03191065), who was appointed as an Independent Director at the Twenty Fifth Annual General Meeting ("AGM") of the Company and who holds office up to March 27, 2020 and who is eligible for being re-appointed and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing March 28, 2020 to March 27, 2025, be and is hereby approved."

7. Re-appointment of **Shri Abhay Doshi (DIN: 00040644)** as Managing Director of the Company.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and pursuant to the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 and as amended from time to time and all other applicable provisions of Listing Regulations, and subject to such approvals as may be necessary, the approval of the Company be and is hereby accorded to the re-appointment of Shri Abhay Doshi (DIN: 00040644) as Managing Director of the Company for a period of three years with effect from 01st April, 2019 on the terms and conditions including remuneration as approved by the Nomination and Remuneration Committee as set out under:-

- I. Salary of Rs. 90,000/- (Rupees Ninety Thousand only) per month with an increment from time to time as may be decided by the Board of Directors within the limits as per the applicable provisions of the Companies Act, 2013.

II. Perquisites:

Shri Abhay Doshi shall also be entitled to the following perquisites as per the Rules of the Company:

1. Housing:

- ❖ Rent free furnished residential accommodation with free use of all the facilities and amenities, provided that the expenditure incurred by the Company on hiring furnished accommodation will not exceed 60% of the salary or
- ❖ In case no accommodation is provided by the Company, he shall be entitled to house rent allowance subject to a ceiling of 60% of the salary or
- ❖ In case the accommodation is owned by the Company, 10% of the salary shall be deducted by the Company.

2. Re-imbursment of expenditure incurred on gas, water and electricity.

3. Medical Allowance/ Medical Insurance including hospitalization for self and family.

4. Leave Travel Allowance for self and family.

5. Personal Accident Insurance, the premium of which shall not exceed Rs. 10000/- per annum.

6. Subscription to Clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

7. Use of Company car with driver and telephone at his residence including mobile phones. Personal long distance calls shall be borne by Shri Abhay Doshi.

8. Encashment of un-availed leave at the end of his tenure.

9. Terminal benefits when Shri Abhay Doshi is posted at any other place during his tenure or otherwise:

10. Air/Sea passage together with cost of transportation of household belongings to such place as may be approved by the Board of Directors.

11. Such other perquisites and allowances including Bonus, Commission, Performance Incentive, Exgratia, etc. in accordance with the rules of the Company or as may be agreed to by the Board of Directors of the Company.

The value of the perquisites shall be evaluated as per Income-tax Rules, 1962, wherever applicable and at cost in the absence of any such Rules.

Wherein any financial year during the currency of the tenure of Shri Abhay Doshi as Managing Director, the Company has made no profits or its profits are inadequate, the Company shall pay to Shri Abhay Doshi the above remuneration as minimum remuneration subject to the ceiling limit prescribed in Schedule V to the Companies Act, 2013.

Shri Abhay Doshi shall also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration:

1. Contribution to Provident Fund, Super Annuation Fund, Annuity fund and other retirement benefits to the extent the same are not taxable under the Income-tax Act, 1961.
2. Gratuity as per the provisions of the Payment of Gratuity Act or as per the Gratuity Scheme of the Company whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this Resolution".

8. Re-appointment of **Shri Rajiv Doshi (DIN: 00651098)** as Whole-time Director of the Company.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and pursuant to the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 and as amended from time to time and all other applicable provisions of Listing Regulations, and subject to such approvals as may be necessary, the approval of the Company be and is hereby accorded to the re-appointment of Shri Rajiv Doshi (DIN: 00651098) as Whole-time Director designated as Executive Director of the Company for a period of three years with effect from 01st April, 2019 on the terms and conditions including remuneration as approved by the Nomination and Remuneration Committee as set out under:-

- I. Salary of Rs. 90,000/- (Rupees Ninety Thousand only) per month with an increment from time to time as may be decided by the Board of Directors within the limits as per the applicable provisions of the Companies Act, 2013.

II. Perquisites:

Shri Rajiv Doshi shall also be entitled to the following perquisites as per the Rules of the Company:

1. Housing:
 - ❖ Rent free furnished residential accommodation with free use of all the facilities and amenities, provided that the expenditure incurred by the Company on hiring furnished accommodation will not exceed 60% of the salary or
 - ❖ In case no accommodation is provided by the Company, he shall be entitled to house rent allowance subject to a ceiling of 60% of the salary or
 - ❖ In case the accommodation is owned by the Company, 10% of the salary shall be deducted by the Company.
2. Re-imbursment of expenditure incurred on gas, water and electricity.
3. Medical Allowance/ Medical Insurance including hospitalization for self and family.
4. Leave Travel Allowance for self and family.
5. Personal Accident Insurance, the premium of which shall not exceed Rs. 10000/- per annum.
6. Subscription to Clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
7. Use of Company car with driver and telephone at his residence including mobile phones. Personal long distance calls shall be borne by Shri Abhay Doshi.
8. Encashment of un-availed leave at the end of his tenure.
9. Terminal benefits when Shri Abhay Doshi is posted at any other place during his tenure or otherwise:
10. Air/Sea passage together with cost of transportation of household belongings to such place as may be approved by the Board of Directors.
11. Such other perquisites and allowances including Bonus, Commission, Performance Incentive, Exgratia, etc. in accordance with the rules of the Company or as may be agreed to by the Board of Directors of the Company.

The value of the perquisites shall be evaluated as per Income-tax Rules, 1962, wherever applicable and at cost in the absence of any such Rules.

Wherein any financial year during the currency of the tenure of Shri Rajiv Doshi as Whole-time Director, the Company has made no profits or its profits are inadequate, the Company shall pay to Shri Rajiv Doshi the above remuneration as minimum remuneration subject to the ceiling limit prescribed in Schedule V to the Companies Act, 2013.

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Shri Rajiv Doshi shall also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration:

1. Contribution to Provident Fund, Super Annuation Fund, Annuity fund and other retirement benefits to the extent the same are not taxable under the Income-tax Act, 1961.
2. Gratuity as per the provisions of the Payment of Gratuity Act or as per the Gratuity Scheme of the Company whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this Resolution".

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND IN HOLDING NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HEREWITH. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.
2. The Statement setting out material facts pursuant to section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, and the information required in respect of appointment/reappointment of directors as per Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended and as per Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India is attached herewith. The Board of Directors of the Company commends their respective re-appointments.
3. The Register of Members and the Share Transfer books of the Company will be closed from Sunday, July 28, 2019 to Saturday, August 03, 2019 both days inclusive.
4. Members are requested to notify immediately any change of address:
 - (i) to their Depository Participants (DPs) in respect of their electronic share accounts, and
 - (ii) to the Company's Registrar & Share Transfer Agents,
Universal Capital Securities Pvt. Ltd.
21, ShakiINiwas, Opp. Satyasaibaba Temple,
Mahakali Caves Road, Andheri (E), Mumbai 400 093
 - (iii) in respect of their physical share folios, if any, quoting their folio numbers.
5. Benefits of Dematerialization:

Shares held in dematerialized form have several advantages like immediate transfer of shares, faster settlement cycle, faster disbursement of non-cash corporate benefits like rights, etc., lower brokerage, ease in portfolio monitoring, etc. Besides, no stamp duty is payable on transfer of shares held in demat form and risks associated with physical certificates such as forged transfer, fake certificates, bad deliveries, loss of certificates in transit, get eliminated. Since there are several benefits arising from dematerialization, we sincerely urge you to dematerialize your shares at the earliest, if you are still holding the shares in physical form.

The amendment to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates transfer of shares of listed entities in dematerialised form only effective 1st April 2019. The Company through its RTA had sent letters to physical shareholders requesting them to dematerialize their shareholding. In case you are still holding shares in physical mode, we urge you to dematerialize your shares in your own interest.
6. Members are requested to bring their copy of the Annual Report to the meeting.
7. The Notice of the Annual General Meeting (AGM) along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
8. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with Registrar and Share Transfer Agents/Depositories.
9. Members may also note that the Notice of the 29th Annual General meeting and the Annual report for 2018-2019 will also be available on the Company's Website: www.fine-line-india.com for download.
10. The route map showing directions to reach the venue of the Twenty-Ninth Annual General Meeting is annexed.

11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:30 am to 6:00 pm) on all working days except Saturdays and Sundays (including Public Holidays) up to the date of the Annual General Meeting.
12. At the twenty-eighth AGM held on September 29, 2018 the members approved appointment of M/s. Ratanghayara & Co, Chartered Accountants (Membership No. 103325 / Firm Registration No. 117626W) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the thirty-third AGM. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the twenty-ninth AGM.

13. VOTING THROUGH ELECTRONIC MEANS:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, and Regulation 44 of Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the company is pleased to provide members facility to exercise right to vote at 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting services provided by Central Depositories Services Limited (CDSL)

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday, July 31, 2019 (09.00 a.m.) and ends on Friday, August 02, 2019 (05.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, July 27, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ■ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number which is mentioned in address label as sr no affixed on Annual Report, in the PAN field. ■ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> ■ If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the Company Name.

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- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non - Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- Please follow all steps from Sl. No. (i) to Sl. No. (xiv) above, to cast vote.
1. If you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
 2. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 3. The remote e-voting period commences on Wednesday, July 31, 2019 (09.00 a.m.) and ends on Friday, August 02, 2019 (05.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, July 27, 2019, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 4. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Saturday, July 27, 2019. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting. The members who have not cast vote through remote e-voting shall be entitled to vote at the meeting.
 5. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date, (may obtain the login ID and password by sending a request at evoting@cdslindia.com shall follow the procedure laid down above. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evotingindia.com.

6. Ms. Sarvari Shah (Membership No. FCS 9697) and failing her Mr. Mitesh Dhabliwala (Membership No. FCS 8331) of M/s Parikh & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
7. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
8. Shareholders who have already voted prior to the meeting date would be entitled to attend the Annual General Meeting but shall not be entitled to vote at the meeting.
9. The Scrutinizer shall, immediately after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than 48 hours of conclusion of the meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
10. The Results declared alongwith the Scrutinizer's Report shall be displayed on the Notice Board of the Company at its Registered Office and placed on the Company's website (www.finelineindia.com) and on the website of CDSL and communicated to the BSE Limited where the shares of the Company are listed..

By Order of the Board

Bhagwandas T Doshi
Chairman
DIN: 00040596

Registered Office:

145, SDF-V, Seepz-SEZ,
Andheri (East), Mumbai - 400096
CIN: L72900MH1989PLC131521
Tel: 22 2829 0244
E-mail: fineline@vsnl.com,
Website www.finelineindia.com
Date : May 25, 2019

ANNEXURE TO THE NOTICE

THE STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE INFORMATION REQUIRED AS PER REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATION, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETING.

Item Nos. 3, 4,5 and 6

At the Twenty Fourth Annual General Meeting (AGM) of the Company, the Members had appointed Shri. R.M.Premkumar, Shri. Juzer Vasi and Shri. Apurva Shah as Non-Executive Independent Directors of the Company for a term commencing from 09th August 2014 to 08th August, 2019. Accordingly, the first term of Shri. R.M. Premkumar, Shri. Juzer Vasi and Shri. Apurva Shah as Independent Directors concludes on 08th August, 2019.

Further at the Twenty Fifth Annual General Meeting of the Company, the Members had appointed Smt. Kumudini Mehta as Independent Director of the Company for a term commencing from March 28, 2015 to March 27, 2020. Accordingly, the first term of Smt. Kumudini Mehta as Independent Director concludes on 27th March, 2020.

The Company has received a notice in writing from a Member of the Company proposing the candidatures of Shri. R.M. Premkumar, Shri. Juzer Vasi, Shri. Apurva Shah and Smt. Kumudini Mehta for the office of Directors of the Company.

The Board of Directors on recommendation of the Nomination and Remuneration Committee, has recommended the re-appointment of Shri. R.M. Premkumar, Shri. Juzer Vasi, Shri. Apurva Shah as Independent Directors of the Company for a second term commencing from 09th August, 2019 to 08th August, 2024 and Smt. Kumudini Mehta for a second term commencing from 28th March, 2020 to 27th March, 2025, respectively, not being liable to retire by rotation

In terms of Section 149 and other applicable provisions of the Act and as per the criteria set out under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Regulations"), Shri. R.M. Premkumar, Shri. Juzer Vasi, Shri. Apurva Shah and Smt. Kumudini Mehta, are eligible to be re-appointed as Independent Directors of the Company and have given declarations to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act and under the Regulation 16(b) of the SEBI Regulations.

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The brief profile of the Directors are hereunder.

1. Shri. Apurva Shah

Shri. Apurva Shah is a Chartered Accountant, a Cost and Works Accountant and a Graduate in International Accounting and Finance from the University of London. He co-heads Rajendra & Co., a Chartered Accountancy firm and provides advisory on taxation, valuation, corporate re-organization and family owned businesses.

2. Shri. R. Premkumar

Shri. R.M Premkumar is an IAS Officer of 1968 Batch and has wide experience of over 39 years in diverse fields prominent amongst them in the fields of Industry, Finance and General Administration and Management. He has held important posts as follows: Collector, Kolhapur; CEO, Maharashtra Industrial Development Corporation; MD, Maharashtra Tourism Development Corporation; Development Commissioner; Seepz, Principal Secretary (Revenue); Government of Maharashtra; Additional Secretary; Department of Atomic Energy; Chairman, Food Corporation and Chief Secretary, Government of Maharashtra.

3. Shri. Juzer Vasi

Shri. Juzer Vasi has been with the Indian Institute of Technology Bombay since 1981, where he is currently Emeritus Professor in the Department of Electrical Engineering. He has been involved in research in the areas of microelectronics and photovoltaics. He was Principal Investigator of the "National Centre for Photovoltaic Research and Education" (NCPRE), co-Principal Investigator of the "Centre of Excellence in Nano electronics", and the Research Thrust Leader for Photovoltaics of the "Solar Energy Research Institute for India and the US" (SERIUS).

He is a Fellow of the Indian National Academy of Engineering (INAE), and a Fellow of IEEE. He received Lifetime Contributions Awards from IIT Bombay in 2013 and from INAE in 2018.

Prior to joining IIT Bombay, he was on the faculty of The Johns Hopkins University and IIT Delhi. He has a B.Tech. Degree in Electrical Engineering from IIT Bombay, and a Ph.D. from the Johns Hopkins University.

4. Smt. Kumudini Mehta

Smt. Kumudini Kiran Mehta is a B.A. in Philosophy and Psychology, She has been very active in the area of Social Work and Counselling she has done laudable work in ensuring woman in social distress. Live a life of dignity through the NGO - BapnuGhar where she has also held key positions both as Hon. Secretary and JT. Hon. Secretary.

In the opinion of the Board, Shri. R.M. Premkumar, Shri. Juzer Vasi, Shri. Apurva Shah and Smt. Kumudini Mehta fulfil the conditions specified in the Act and SEBI Listing Regulations for appointment as Independent Director and are independent of the management of the Company. The terms and conditions of their appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM.

The Board considers that the proposed re-appointment of Shri. R.M. Premkumar, Shri. Juzer Vasi, Shri. Apurva Shah and Smt. Kumudini Mehta as Independent Directors, based on skills, experience & knowledge in diverse areas & performance evaluation, will be in the best interest of the Company.

Pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of directorship of Shri. R.M. Premkumar and Shri. Juzer Vasi beyond the age of 75 years is recommended and will be in the best interest of the Company.

Shri. R.M. Premkumar, Shri. Juzer Vasi, Shri. Apurva Shah and Smt. Kumudini Mehta, respectively, are concerned or interested in the Resolutions mentioned at Item Nos. 3 to 6 of the Notice relating to their own re-appointment. Other than these Directors, none of the other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item Nos. 3 to 6 of the Notice.

The Directors recommend the resolutions at Item Nos. 3,4,5 and 6 stated hereinabove for approval by the Members of the Company by way of Special Resolutions.

Item No. 7 and 8

The Board of Directors of the Company (the "Board") on recommendation of Nomination and Remuneration Committee had by its resolution dated February 09, 2019, re-appointed Shri Abhay Doshi as the Managing Director and Shri. Rajiv Doshi as the Whole-time Director designated as Executive Director of the Company respectively for a period of three years with effect from April 1, 2019 on the terms and conditions including remuneration as contained in the special resolution at item nos. 7 and 8 in the accompanying notice. The said re-appointment of Shri Abhay Doshi and Shri. Rajiv Doshi and the payment of remuneration to them are subject to the approval of the Members of the Company.

Pursuant to Section 196, 197, 201 & 203 read with Schedule V of the Companies Act, 2013 and Rule 7 of the Companies (Appointment & Remuneration of Managerial Remuneration Personnel) Rules, 2014 framed and all other applicable provisions of the Companies Act, 2013, the remuneration payable to Shri Abhay Doshi and Shri. Rajiv Doshi is placed before the shareholders for their approval by way of a special resolution

Shri Abhay Doshi and Shri. Rajiv Doshi are have varied & rich industrial experience. As the company stands to gain from his continuous participation and guidance, their re-appointment is beneficial to the company.

Additional information required to be given alongwith a Notice calling General Meeting as per sub para (B) of Section II of Part II of Schedule V of the Companies Act, 2013 is given hereunder:

I. General Information:				
(1) Nature of industry	Manufacturing			
(2) Date or expected date of commencement of commercial production	09/10/1989 & 01/09/2003			
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A. (Figures in Lakhs)			
(4) Financial performance based on given indicators	2018-2019	2017-2018	2016-2017	2015-2016
Turnover *	3154	2831	2552	2529
Net profit (as computed under section 198)				
Net profit/ (Loss) as per profit and loss account	16.39	9.28	4.63	8.52
Amount of Dividend paid	NIL	NIL	NIL	NIL
Rate of Dividend declared	N.A.	N.A.	N.A.	N.A.
Earning before interest, depreciation & taxes	150.86	138.86	123.80	110.85
% of EBIDT to turnover	4.78%	4.90%	4.85%	4.38%
* Turnover does not include DEPB and duty drawback, which is included in sales				
(5) Foreign investments or collaborators, if any.	NIL			

II. INFORMATION ABOUT THE APPOINTEE		
Name of the Directors	Shri. AbhayDoshi	Shri. Rajiv Doshi
Background Details:	Shri Abhay B Doshi is an Indian National and is on the Board of the Company since 1990. He is a Promoter Director and has been involved in managing the Company since its inception. He is a Graduate in Electronics and Communication Engineering (B.E.) from Mysore, India with a post Graduate M.B.A. degree in Finance from University of California, Berkeley, USA. He has experience in the High Technology area through his work experience at Maxtor Corporation in San Jose, CA, USA (Silicon Valley) prior to promoting Fine-Line Circuits Limited.	Shri Rajiv B Doshi is an Indian National and is on the Board of the Company since April 01, 2007. He is a Commerce Graduate and has obtained "Certificate of Achievement" in Business Administration awarded by De Anza College, California, USA. Shri Rajiv B Doshi had wide experience of about 19 years in the Marketing and operations field with other concerns. He acquired detailed products knowledge while on training in India at Fine-Line Circuits Limited. He is handling entire Export since last 13 years. Prior to his joining the Board, Shri Rajiv B Doshi was working in the company as General Manager and was supervising the entire Export Market operations and Factory Administration.
Past Remuneration:	90,000/- (Rupees Ninety Thousand)	90,000/- (Rupees Ninety Thousand)
Recognition or Awards:	-	-
Job Profile and his suitability:	Management & Conduct of Business and Affairs if the Company. Considering the above and having regard to qualifications, ability and experience and looking to the business requirement the proposed remuneration is in the interest of the Company.	

CIRCUITS LIMITED

Remuneration Proposed	As per resolution enclosed in the Notice of Annual General Meeting
Comparative Remuneration Profile with respect industry, Size of the Company, Profile of the position and person	Compared to the remuneration with respect to the industry, size of the Company etc. the remuneration proposed to be paid to is low.
Pecuniary Relationship directly or indirectly with the Company or with managerial personnel if any	The Managing Director and Wholetime Director designated Executive Director have no other pecuniary relationship with the Company or with the managerial personnel except the remuneration being paid to them and in their individual capacities and with the relatives who are Managerial Personnel.

III Other information:

1	Reasons of loss or inadequate profits	The inadequate profit was due to pressure on margin in view of tough competition in the Global Market.
2	Steps taken or proposed to be taken for improvement	Substantial marketing efforts and continuous up gradation in technology is likely to increase the profitability of the company.
3	Expected increase in productivity and profits in measurable terms.	Expected increase in productivity by about 10% The Company expects to increase the profit by about 10% barring unforeseen circumstances.

IV. Disclosures:

The remuneration package of the above Managerial Personnel has been disclosed above and in the respective resolutions. The Company does not have any scheme for grant of stock options.

Your directors recommend the resolution for your approval.

Shri Abhay Doshi and Shri. Rajiv Doshi, are concerned or interested in the said Resolution being related to his own appointment.

Shri B.T. Doshi and Shri. Gautam Doshi being relatives are interested in the said resolutions.

None of the other Directors, KMPs, their relatives are in any way concerned or interested, financially or otherwise in the above resolutions.

By Order of the Board

Bhagwandas T Doshi
Chairman
DIN: 00040596

Registered Office:

145, SDF-V, Seepz-SEZ,
 Andheri (East), Mumbai - 400096
 CIN: L72900MH1989PLC131521
 Tel: 22 2829 0244
 E-mail: fineline@vsnl.com,
 Website www.finelineindia.com
 Date : May 25, 2019

Details of Directors and Manager being appointed/ re-appointed as required in terms of Clause 1.2.5 of Secretarial Standards - 2

Name of the Director	Shri. B.T. Doshi	Shri. R.M. Premkumar	Shri. Apurva Shah	Shri. Juzer Vasi
Date of Birth	24th April 1935	16th August 1945	05th January 1970	25th August 1947
Qualification	B. Sc	IAS	C.A	B. Tech, Ph.D
Experience	Above 59 years	Above 39 years	Above 20 years	Above 50 years
Terms and Conditions of Appointment/ Re-appointment	As per Notice and explanatory statement	As per Notice and explanatory statement	As per Notice and explanatory statement	As per Notice and explanatory statement
Details of Remuneration/ Remuneration last drawn	As mentioned in the Corporate Governance Report			
Date of first appointment on the Board	09th October 1989	30th June 2007	26th June 2006	10th May 1991
Shareholding in the Company	4,65,277 equity shares	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Relative of Shri. Abhay B.Doshi, Shri. Gautam B. Doshi and Shri. Rajiv B. Doshi	--	--	--
Number of Meetings of the Board attended during the year	3	4	3	2
Other Directorships	1. Kapurwala Properties Pvt Ltd.	1. Rama Cylinders Private Limited 2. LancoKondapalli Power Ltd. 3. Newport India Pvt. Ltd.	1. Asian Star Company Limited 2. Steel Cast Limited	None
Membership/ Chairmanship of Committees of other Boards	None	1. LancoKondapalli Power Ltd. 2. Afcons Infrastructure Limited	1. Asian Star Company Limited 2. Steel Cast Limited	None

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Name of the Director	Smt. Kumudini Mehta	Shri. Abhay Doshi	Shri. Rajiv Doshi
Date of Birth	06th May 1954	16th April 1961	28th March 1967
Qualification	B.A.	B. E., MBA	B. Com
Experience	Above 38 Years	Above 31 Years	Above 22 Years
Terms and Conditions of Appointment/ Re-appointment	As per Notice and explanatory statement	As per Notice and explanatory statement	As per Notice and explanatory statement
Details of Remuneration/ Remuneration last drawn	As mentioned in the Corporate Governance Report		
Date of first appointment on the Board	28th March 2015	26th April 1990	01st April 2007
Shareholding in the Company	Nil	1,65,600 equity shares	2,23,100 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	--	Relative of Shri. Bhagwandas T Doshi, Shri. Gautam B. Doshi and Shri. Rajiv B. Doshi	Relative of Shri. Bhagwandas T Doshi, Shri. Abhay Doshi and Shri. Gautam Doshi
Number of Meetings of the Board attended during the year	2	4	3
Other Directorships	Nil	Nil	Kapurwala Properties Pvt. Ltd.
Membership/Chairmanship of Committees of other Boards	None	None	None

ROUTE MAP FOR VENUE OF AGM

