



October 30, 2021

To,

General Manager, Listing Department, <b>BSE Limited</b> , P.J. Towers, Dalal Street, Mumbai – 400 001 <b>Company code: 533333</b>	The Manager, Listing & Compliance Department <b>The National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai - 400051 <b>Company code: FCL</b>
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**Subject: Intimation pursuant to Regulation 30 and other applicable regulations of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

With reference to above subject matter and in compliance with Regulation 30 of SEBI Listing Regulations, we hereby inform you that based on the recommendation of Nomination and Remuneration Committee (“Compensation Committee”), the Board of Directors, by way of resolution has approved *inter-alia* to alter/amend the detailed terms and conditions of the existing ESOP Scheme of the Company, namely, “**Fineotex Chemical Limited-Employees Stock Option Plan 2020**” (hereinafter referred to as “**FCL-ESOP 2020**”) in order to make the said scheme consistent with the existing regulatory requirements (i.e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021):-

**The following alteration is made in the FCL – ESOP 2020:-****1. Clause 2(i): Definition of “Applicable Law”**

The Clause 2(i) of the FCL – ESOP 2020, which states the definition of “Applicable Law” has been modified as under:

i. “**Applicable Law**” means every law relating to Employees Stock Option Scheme, including, without limitation to, the Companies Act, 2013 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and includes any statutory modifications or re-enactments thereof, and all relevant revenue, tax, securities or exchange control regulations or corporate laws of India or any relevant jurisdiction. The Applicable Law includes any provision of the applicable law, rules, regulations, notifications, circular(s) or any other similar form of directives issued by the competent authority under the relevant applicable laws.

**2. Clause 2(viii): Definition of “Employee”**

The Clause 2(viii) of the FCL – ESOP 2020, which states the definition of “Employee” has been modified as under:



**“Employee”, means, —**

(i) an employee as designated by the company, who is exclusively working in India or outside India; or

(ii) a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or

(iii) an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or associate company, in India or outside India, but does not include—

(a) an employee who is a promoter or a person belonging to the promoter group; or

(b) a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company.

### **3. Clause 2(xxvii): Definition of “SBEB Regulations”**

The Clause 2(xxvii) of the FCL – ESOP 2020, which states the definition of “SBEB Regulations” has been modified as under:

“**SBEB Regulations**” means Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

### **4. Clause 11: Certificate from Auditors**

The Clause 11 of the FCL – ESOP 2020, which states about “Certificate from Auditors” has been modified as under:

The Board shall at each AGM place before the shareholders a certificate from the Secretarial Auditors of the Company that the FCL-ESOP 2020 has been implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and in accordance with the resolution of the Company in the General Meeting.

**Thanking You**

**Yours faithfully,**

**FOR FINEOTEX CHEMICAL LIMITED**

**Sanjay Tibrewala**  
**Executive Director**  
**DIN: 00218525**