

FINEOTEX®

A Speciality Chemical Producing
Public Listed Company



July 30, 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:-Publication of Public Announcement for Buy Back of Equity Shares

Pursuant to Regulation 47 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 that notices given to shareholders by advertisement for Buy Back of Equity Shares through open Market, please find enclosed Newspaper Clipping of the Advertisement published on 29th July, 2020 in Financial Express (English), Jansatta (Hindi) and Mumbai Lakshdeep (Marathi) Mumbai Edition.

You are requested to take the above on your records.

Thanking you,

Yours faithfully,

FOR FINEOTEX CHEMICAL LIMITED



Hemant Auti
Company Secretary

Encl: As Above

FINEOX CHEMICAL LIMITED
 (CIN: L24100M2004PL142925)
 Registered Office: 42/43, Manorama Chambers, SV Road, Bandra (West), Mumbai 400050, Maharashtra, India.
 Phone: +91 22 2655 9174 | Fax: +91 22 2655 9178 Email: cs@fineotex.com; www.fineotex.com
 Contact Person: Mr. Hemant Kison Aul (Company Secretary & Compliance Officer)

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF FINEOTEX CHEMICAL LIMITED ("COMPANY") FOR BUY-BACK OF EQUITY SHARES FROM THE OPEN MARKET THROUGH STOCK EXCHANGE MECHANISM AS PRESCRIBED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018.

This Public Announcement ("Public Announcement") is being made in accordance with the provisions of Regulation 16(v)(b) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ("Buy-Back Regulations") and contains the disclosures as specified in Schedule IV read with Schedule I of the Buy-Back Regulations.

OFFER FOR BUY-BACK OF EQUITY SHARES FROM THE OPEN MARKET THROUGH STOCK EXCHANGE MECHANISM.

1. DETAILS OF THE BUY-BACK OFFER AND OFFER PRICE

- The Board of Directors of Company (hereinafter referred to as the "Board", which expression includes any committee duly constituted by the Board to exercise its powers, and / or the powers conferred by the Board resolution), at its meeting held on July 27, 2020 ("Board Meeting"), has, pursuant to the provisions of Articles of Association of the Company and Sections 68, 69 and 70 and all other applicable provisions of the Companies Act, 2013 ("Act") and applicable rules made there under and in compliance with the Buy-Back Regulations and subject to such other approvals, permissions and sanctions as may be necessary, exercised its powers and authority by the Company having in force two (2) "Equity Share(s)" from open market through stock exchange mechanism as prescribed under the Buy-Back Regulations from the equity shareholders/beneficial owners of the Equity Shares of the Company other than the promoter, members of promoter group and persons acting in concert of the Company ("Promoter and Persons in Concert") at a price not exceeding ₹ 40/- (Indian Rupees Forty Only) per Equity Share ("Maximum Buy-Back Price") payable in cash for an aggregate amount not exceeding ₹ 4,40,00,000/- (Indian Rupees Four Crores and Forty Lakhs Only) excluding transaction costs viz. brokerage, advisor's fees, intermediaries fees, public announcement expenses, filing fees, turnover charges, applicable stamp duty and securities transaction tax, goods and services tax, income tax, stamp duty and other incidental and related expenses ("Transaction Costs"), ("Maximum Buy-Back Size") which represents 2.99% and 2.60% of the total paid-up equity share capital and free reserves (including securities premium account) as per the latest audited standalone financial statements and the audited consolidated financial statements respectively of the Company for the financial year ended on March 31, 2020 ("Buy-Back").
- As the Maximum Buy-Back Size is not more than 10% of the total paid-up equity share capital and free reserves (including securities premium account) of the Company, the approval of shareholders of the Company is not required in terms of Section 68(2)(b) of the Act and Regulation 5(i)(b) of the Buy-Back Regulations.
- The Company will comply with the requirement of maintaining a minimum public shareholding of at least 25% of the total paid-up equity share capital of the Company as provided under Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") during the Buy-Back period and upon completion thereof.
- The Buy-Back will be implemented by the Company from its free reserves (including securities premium account) and/or such other sources as permitted in the Act and Regulation 4(v)(a) of the Buy-Back Regulations from the open market through the stock exchange mechanism using the electronic trading facility provided by BSE Limited ("BSE") and/or National Stock Exchange of India Limited ("NSE"), stock exchanges where existing Equity Shares of the Company are presently listed ("BSE" and "NSE" collectively referred to as the "Stock Exchanges") and by using the order matching mechanism except "all or none" order matching system as provided under the Buy-Back Regulations.
- The Company shall not purchase Equity Shares which are locked-in or non-transferable, in any way, until the pendency of the lock-in or until the Equity Shares become transferable, as applicable. There are no partly paid-up Equity Shares with calls in arrears of the Company on standalone and consolidated basis.
- A copy of this Public Announcement will be made available on the website of Company (www.fineotex.com) and is expected to be made available on the website of SEBI (www.sebi.gov.in) as well as on the website of Stock Exchanges (www.sebiindia.com and www.nseindia.com).

2. NECESSITY FOR THE BUY-BACK

The Board of Directors of the Company to return surplus funds to the Eligible Shareholders, which are over and above its ordinary capital requirements and in excess of its current investment plans, in an expedient, efficient and cost-effective manner. The Buy-Back would increase the shareholders' value and would also help the Company in fulfilling the following objectives:

- optimize returns to shareholders;
- The Buy-Back is generally expected to improve return on equity through distribution of surplus fund and improve earnings per share by reduction in the equity base, thereby leading to long term increase in shareholder's value;
- The Buy-Back gives option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buy-Back offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buy-Back offer, without additional investment.

3. MAXIMUM AND MINIMUM BUY-BACK SIZE AND BUY-BACK SHARES

- The Maximum Buy-Back Size is a maximum amount to be utilized under the Buy-Back will not exceed ₹ 4,40,00,000/- (Indian Rupees Four Crores Forty Lakhs Only) excluding Transaction Costs, which represents 2.99% and 2.60% of the total paid-up equity share capital and free reserves (including securities premium account) as per the latest audited standalone financial statements and the audited consolidated financial statements respectively of the Company for the financial year ended on March 31, 2020.
- At the Maximum Buy-Back Size and the Maximum Buy-Back Price, the indicative maximum number of Equity Shares to be bought back under the Buy-Back would be 11,30,00,000 (Eleven Lakhs) Equity Shares ("Maximum Buy-Back Shares") which represents 0.97% of the total number of Equity Shares of the Company. However, if the Equity Shares are bought back at a price below the Maximum Buy-Back Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buy-Back Shares (assuming full deployment of the Maximum Buy-Back Size). The actual number of Equity Shares to be bought back in the Buy-Back will depend upon the actual price, excluding the Transaction Costs, paid for the Equity Shares bought back and the aggregate consideration paid in the Buy-Back, subject to the Maximum Buy-Back Size. Further, the number of Equity Shares to be bought back in the Buy-Back will not, in any case, exceed 25% of the total number of Equity Shares of the Company.
- In accordance with Regulation 15 of the Buy-Back Regulations, the Company shall utilize at least 50% of the amount earmarked as the Maximum Buy-Back Size for the Buy-Back, i.e. ₹ 2,20,00,000/- (Rupees Two Crores and Twenty Lakhs Only) ("Minimum Buy-Back Size") and based on the Minimum Buy-Back Size and the Maximum Buy-Back Price, indicative minimum number of Equity Shares to be bought back under the Buy-Back would be 5,50,000 (Five Lakhs Fifty Thousand) Equity Shares ("Minimum Buy-Back Shares"), which represents 0.49% of the total number of Equity Shares of the Company.

4. MAXIMUM BUY-BACK PRICE AND BASIS OF ARRIVING AT THE BUY-BACK PRICE

- The Maximum Buy-Back Price is ₹ 40/- (Indian Rupees Forty Only) per Equity Share. The Maximum Buy-Back Price has been arrived at after considering various factors, including but not limited to, the volume weighted average market price of the Equity Shares of the Company on Stock Exchanges during 3 (three) months and 2 (two) weeks preceding the date of initiation of the Buy-Back to the Stock Exchanges of the Board Meeting to consider the proposal of the Buy-Back ("Prior Intimation"), closing market price on the date of Prior Intimation and the potential impact on the net worth and earning per share of the Company.
- The Maximum Buy-Back Price is ₹ 40/- per Equity Share represents: (i) a premium of 36.78% and 34.11% over the volume weighted average market price of the Equity Share on BSE and NSE, respectively, for the period of 3 months and 2 weeks preceding the date of initiation of the Buy-Back to the Stock Exchanges of the Board Meeting to consider the proposal of the Buy-Back, i.e. July 18, 2020; (ii) a premium of 24.39% and 23.46% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, for the 2 (two) weeks preceding the date of initiation of the Buy-Back to the Board Meeting to consider the proposal of the Buy-Back, i.e. July 18, 2020; and (iii) a premium of 39.62% and 39.86% over the closing market price of the Equity Shares on the trading day prior to the date of the Board Meeting, i.e. July 24, 2020, on BSE and NSE, respectively. The closing market price of the Equity Shares on the date of Board Meeting, i.e. July 27, 2020, was ₹ 30.45 and ₹ 30.45 on BSE and NSE, respectively.

5. DETAILS OF SHAREHOLDING OF PROMOTER AND PERSONS IN CONTROL AND OTHER DETAILS

- Details of aggregate shareholding of the promoter, members of the Promoter Group and the directors of the Corporate, former the Promoter is a Company and persons who are in control of the Company, in the Company, as on the date of Board Meeting approving the Buy-Back is as below:

Sr. No.	Category	No. of Equity Shares	% of Equity Share Capital
Promoter and Promoter Group			
1.	Surendra Tibrewala	68655830	61.68
2.	Kanaklata Tibrewala	3287100	2.95
3.	Sanjay Tibrewala	3213990	2.89
4.	Surendra Tibrewala HUF	345500	0.31
5.	Ritu Aditya Gupta	11000	0.01
6.	Nidhi Tibrewala	1000	0.00
7.	Mitesh Vinod Jhunjunwala	1000	0.00
8.	Aarati Mitesh Jhunjunwala	50	0.0
9.	Kamal Chemicals Pvt. Ltd.	2954500	2.65
10.	Proton Biochem Pvt Ltd	1028500	0.92
Total		79493070	71.42

The directors of the corporate promoters (i) Kamal Chemicals Pvt. Ltd. are: Mr. Surendra Tibrewala and Mrs. Kanaklata Tibrewala and (ii) Proton Biochem Pvt. Ltd. are: Mr. Sanjay Tibrewala, Mrs. Ritu Aditya Gupta.

6. NON-PARTICIPATION OF PROMOTER AND PERSONS IN CONTROL OF THE COMPANY IN THE BUY-BACK

- In accordance with Regulation 16(i) of the Buy-Back Regulations, the Buy-back of Equity Shares shall not be made by the Company from the Promoter and Persons in Control.
- In accordance with the Regulation 24(i)(a) of the Buy-Back Regulations, the Promoter and Persons in Control and/or their associates (as defined in the Buy-Back Regulations) shall not deal in the Equity Shares or other specified securities of the Company in the Stock Exchanges or off-market, including inter-se trading in the Equity Shares among the Promoter and Persons in Control, during the period from the date of Board Meeting till the closing of the Buy-Back offer period.

7. NO DEFAULT

The Company confirms that there are no defaults subsisting in the repayment of deposits or interest payment thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banks.

8. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUY-BACK REGULATIONS AND THE COMPANIES ACT

- All the Equity Shares for Buy-Back are fully paid-up;
- The Company shall not issue and allow any equity shares including by way of bonus or convert any outstanding ESOPs/outstanding instruments into Equity Shares, with the date of closure of the Buy-Back;
- As per provisions of Regulation 5(i)(b) of the Buy-Back Regulations, the Company shall not make further issue of the same kind of shares or other specified securities within a period of six months after the completion of the Buy-Back except by way of a bonus issue or in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
- The Company shall not Buy-Back its Equity Shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buy-Back;
- Funds borrowed from bank/Edu/Finance/Other sources will not be used for the Buy-Back;
- The aggregate amount of the Buy-Back is ₹ 4,40,00,000 (Rupees Four Crores and Forty Lakhs) only and does not exceed 10% of the total paid-up Equity Share capital and free reserves of the Company on the basis of standalone and consolidated audited financials as on March 31, 2020;
- The maximum number of Equity Shares proposed to be purchased under the Buy-Back does not exceed 25% of the total number of outstanding Equity Shares of the Company;
- The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the total paid-up Equity Share capital and free reserves after the Buy-Back based on both, audited standalone and consolidated financials of the Company;
- The Company shall not Buy-Back the locked-in Equity Shares or non-transferable Equity Shares, if any, till the pendency of the lock-in or till the Equity Shares become transferable;
- There is no pending of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act;
- The Company shall pay the consideration only by way of cash;
- The Company shall not withdraw the Buy-Back offer if the Public Announcement is made and published in the newspaper;
- As per provisions of Regulation 24(i)(i) of the Buy-Back Regulations read with SEBI circular no. SEBI/HO/CFD/CRCR/CIR/P/2020/69 dated April 23, 2020, the Company shall not raise further capital for a period of six months from the expiry of the Buy-Back period, i.e. the date on which the last payment of consideration to shareholders who have accepted the Buy-Back offer is made in discharge of its subsisting obligations;
- The Company shall not make any further offer of Buy-Back within a period of one year reckoned from the expiry of the Buy-Back Period, i.e. the date on which the last payment of consideration to shareholders who have accepted the Buy-Back is made in accordance with the Act and the Buy-Back Regulations;
- The Company shall comply with the statutory and regulatory time lines in respect of the Buy-Back, on the terms and conditions as may be decided by the Board and all other matters as may be required by the Buy-Back Regulations and any other applicable laws;
- The Company shall not buy back the Equity Shares unless they are held in dematerialized form;
- The Buy-Back shall not result in the delisting of the Equity Shares from the Stock Exchanges;
- The Company shall submit the information regarding the Equity Shares bought back by it to the Stock Exchanges on a daily basis in accordance with the Buy-Back Regulations; and
- The Buy-Back will be implemented by the Company by way of Open Market purchases through the Stock Exchanges, through the order matching mechanism except "all or none" order matching system, as provided under the Buy-Back Regulations;
- As per Regulation 16(i) of the Buy-Back Regulations, the Buy-Back of Equity Shares shall not be made from Promoters, members of the Promoter Group or persons in control of the Company. Further, as per Regulation 24(i)(i) of the Buy-Back Regulations, neither the Promoters and members of the Promoter Group nor the Board of Directors of the Company shall deal in the Equity Shares or other specified securities of the Company either through the stock exchange or off-market transactions (including inter-se transfer of Equity Shares among the Promoters and members of the Promoter Group and person acting in concert) from the date of Board Meeting approving the Buy-Back, till the completion of the Buy-Back; and

9. CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

- The Board of Directors of the Company, at its Board Meeting, i.e. July 27, 2020, confirmed that they have made full enquiry into the affairs and prospects of the Company and that they have taken into consideration the following:

 - that immediately following the date of the Board Meeting of which the Buy-Back is approved, there will be no grounds on which the Company could be found liable to pay its debts;
 - that as regards the Company's prospects for the year immediately following the date of the Board Meeting and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting; and
 - that in forming its opinion as aforesaid, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 2013 or under the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities).

10. REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY AUDITORS

- The text of the report dated July 28, 2020 received from ASL & Co., Chartered Accountants (Firm Registration Number - 101921W), the Statutory Auditors of the Company and the annexed statement of computation of permissible capital payments for the Buy-Back, addressed to the Board of the Company is reproduced below:

Quote:
Independent Auditor's Report on buy-back of equity shares pursuant to the requirements of Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended

To the Board of Directors
FINEOTEX CHEMICAL LIMITED
42/43, Manorama Chambers, SV Road, Bandra (West), Mumbai 400050, Maharashtra, India

- This Report is issued in accordance with the terms of our engagement letter dated July 27, 2020 with Fineotex Chemical Limited (hereinafter the "Company").
- In connection with the proposal of Fineotex Chemical Limited ("the Company") to buy back its equity shares in pursuance of the provisions of Section 68 and 70 of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("the Regulations"), and in terms of the resolution passed by the directors of the Company in their meeting held on July 27, 2020, we have been engaged by the Company to perform a reasonable assurance engagement on the Statement of determination of the permissible capital payment (the "Statement"), which we have initiated for identification purposes only.

Board of Directors Responsibility for the Statement

- The preparation of the Statement is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
- The Board of Directors of the Company are responsible to make a full inquiry into the affairs of the Company and to form an opinion that the Company will be able to pay its debts from the date of the board meeting and will not be rendered insolvent within a period of one year from the date of meeting and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code, 2016.

Audit's Responsibility

- Pursuant to the requirements of the Regulations, it is our responsibility to provide reasonable assurance on the following "Reporting Criteria":
 - Whether the amount of capital payment for the buy-back is within the permissible limit determined considering audited standalone and consolidated financial statements and computed in accordance with the provisions of Section 68 of the Act, Regulation 4(i), proviso to Regulation 4(v) and the proviso to Regulation 5(i)(b) of the SEBI Buy-Back Regulations;
 - Whether the Board of Directors has formed the opinion, as specified in Clause (1) of Schedule I to the Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of meeting;
 - Whether we are aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable as per circumstances as at the date of declaration.
- The financial statements referred to in paragraph 5 above pertaining to the year ended March 31, 2020, have been audited by us, on which we issued an unmodified audit opinion vide our report dated July 14, 2020 respectively. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Companies Act, 2013 and all other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
- We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC), Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services engagements, including the assessment of the risks associated with the Reporting Criteria in paragraph 5 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the Reporting Criteria. We have performed the following procedures in relation to the Statement:
 - We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for the year ended March 31, 2020.
 - Examined evidence for buy-back from the files of Association of the Company.
 - Examined that the amount of capital payment for the buy-back as detailed in Annexure A is within permissible limit computed in accordance with section 68 of the Act, Regulation 4(i), proviso to Regulation 4(v) and the proviso to Regulation 5(i)(b) of the SEBI Buy-Back Regulations;
 - Examined that all shares in Buy-Back are fully paid-up;
 - Examined resolutions passed in the meetings of the Board of Directors;
 - Examined Director's declarations for the purpose of buy-back and solvency of the Company;
 - Obtained necessary representations from the management of the Company;
- Based on our examination as above, and the information and explanations given to us, in our opinion:
 - The Statement of permissible capital payment towards buy-back of equity shares, as stated in Annexure A, is in our view properly determined in accordance with Section 68 of the Act, Regulation 4(i), proviso to Regulation 4(v) and the proviso to Regulation 5(i)(b) of the SEBI Buy-Back Regulations; and
 - The Board of Directors, in their meeting held on July 27, 2020, have formed the opinion, as specified in clause (1) of Schedule I of the Regulations, on

reasonable grounds, that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from July 27, 2020 and we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

Restriction on Use:
11. The certificate is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Regulations solely to enable them to include it (a) in the public announcement to be made to the Shareholders of the Company, (b) to be filed with the Registrar of Companies, Securities and Exchange Board of India, National Stock Exchange of India Limited, BSE Limited as required by the SEBI Buy-Back Regulations, the Central Depository Services (India) Limited, National Securities Depository Limited and (c) for providing to the manager to the Buy-Back, each for the purpose of authentication of equity shares and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or warranty of any nature or any other purpose to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For ASL & Co
Chartered Accountants
ICAI Firm Registration Number: FRN 101921W
Place of Signature: Mumbai
Date: July 28, 2020
Sd/-
Manish Pantari
Partner
Membership Number: 137974
UDIN: 20137974AAAA56669

**Annexure A
Statement of permissible capital payment (including securities premium) as at March 31, 2020**

The amount of permissible capital (including premium) towards the proposed buy-back of equity shares as computed in the table below is determined in accordance with Section 68(2)(c) read with proviso to Section 68(2)(b) of the Companies Act, 2013 ("the Act") and Regulation 4(i), proviso to Regulation 4(v) and the proviso to Regulation 5(i)(b) of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "SEBI Buy-Back Regulations"). The amount of share capital and free reserves (including securities premium) has been extracted from the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2020.

Particulars	March 31, 2020 (Rs. in Lakhs)	
	STANDALONE	CONSOLIDATED
Paid-up Equity Share Capital as at March 31, 2020*		
11,30,00,000 equity shares of Re. 2/- each fully paid-up	2226.00	2226.00
Total (A)		
Free Reserves as at March 31, 2020*		
Securities premium account	927.56	988.45
Retained Earnings **	11567.92	13685.26
Total (B)	12495.48	14673.71
Total (A+B)	14721.48	16899.71
Maximum amount permissible for buy-back under Section 68 of the Companies Act, 2013, read with proviso to Regulation 4(v) of SEBI Buy-Back Regulations (15% of the total paid up capital and free reserves)	2208.22	2534.96
Maximum amount permissible for buy-back with the approval of Board of Directors of the Company under Section 68 of the Companies Act, 2013 (10% of the total paid up equity share capital and free reserves)	1472.1	1689.97
Amount approved by Board at its meeting held on July 27, 2020, approving the Buy-Back, based on the audited financials for the year ended March 31, 2020		440.00

* Calculation in respect to Buy-Back is done on basis of audited standalone and consolidated financial statements of the Company for the year ended March 31, 2020.
** Surplus is adjusted for the unrealized gain, impact of recognition of financial assets/liabilities at amortized cost (except the impact of recognition of Investment at fair value), and deferred tax impact on such adjustments.

**Unquote
11. PROPOSED TIMETABLE FOR THE BUY-BACK**

Activity	Date
Date of Board Approval	Monday, July 27, 2020
Date of publication of Public Announcement	Wednesday, July 29, 2020
Date of opening of the Buy-Back	Wednesday, August 05, 2020
Extinguishment of Equity Shares	The Equity Shares bought back in dematerialized form will be extinguished in the manner specified in the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and the by-laws framed there under and within the timeline prescribed under the Buy-Back Regulations.
Last date for the completion of the Buy-Back	Earlier of: a) Thursday, February 04, 2021, i.e., within 6 months from the date of the opening of Buy-Back Offer; or b) When the Company completes the Buy-Back by deploying the amount equivalent to the Maximum Buy-Back Size; or As such earlier date as may be determined by the Board or the persons authorised by the Board, subject to the Company having applied an amount equivalent to the Maximum Buy-Back Size (even if the Maximum Buy-Back Size has not been reached).

12. PROCESS AND METHODOLOGY FOR THE BUY-BACK

- The Buy-back is open to all shareholders/beneficial owners holding the Equity Shares in dematerialized form ("Demat Shares"). Shareholders holding Equity Shares in physical form can participate in the Buy-back after such Equity Shares are dematerialized. However, in accordance with Regulation 16(i) of the Buy-Back Regulations, the Buy-back shall not be made from the Promoter and Persons in Control of the Company.
- Further, as required under the Act and the Buy-Back Regulations, the Company will not buy-back any Equity Shares which are locked-in or non-transferable, until the pendency of the lock-in or until the time such Equity Shares become freely transferable, as applicable.
- The Buy-back will be implemented by the Company in accordance with Regulation 4(v)(b)(i) read with provisions of Chapter IV "Buy-back from the Open Market" of the Buy-Back Regulations from the open market through the Stock Exchanges having nationwide terminal, using the order matching mechanism except "all or none" order matching system.
- For implementation of the Buy-Back, the Company has appointed (i) Hem Securities Limited and (ii) Hem Finance Private Limited ("Company's Brokers") as the registered brokers to the Company through whom the purchases and settlement on account of the Buy-Back would be made by the Company. The contact details of the Company's Broker are as follows:

Hem Securities Ltd.
 (H) Hem Securities Limited
 CIN: U6720RL1956PL010390
 203, Jupiter Tower, A.I. Road, Jupiter 302 001, Rajastan, India Tel. No. +91-141-4051000 Fax No.: +91-141-5101757
 Website: www.hemsecurities.com Email: hem@hemsecurities.com
 SEBI Regn. No. INM000010981

(ii) Name: Hem Finance Private Limited
 CIN: U6720RL1956PL011799
 203, Jupiter Tower, A.I. Road, Jupiter 302 001, Rajastan, India Tel. No. +91-141-4051000 Fax No.: +91-141-5101757
 Website: www.hemsecurities.com Email: hem@hemsecurities.com
 SEBI Regn. No. INZ000167734

- The Company shall, commencing from August 05, 2020 (i.e. the date of commencement of the Buy-back offer period), place "buy" orders on the Stock Exchanges (BSE and/or NSE) on the normal trading segment to buy-back the Equity Shares through the Company's Broker, in such quantity and at such price, not exceeding the Maximum Buy-Back Price of ₹ 40/- (Indian Rupees Forty Only) per Equity Share, as it may deem fit, depending upon the prevailing market price of the Equity Shares on the Stock Exchanges. When the Company places a "buy" order for buy-back of Equity Shares, the identity of the Company as a purchaser shall be available to the market participants of the Stock Exchanges.
- Procedure for Buy-back of Equity Shares held in dematerialized form ("Demat Shares")
 - Shareholders/beneficial owners holding Demat Shares who desire to sell their Equity Shares in the Buy-Back, would have to do so through their stock broker, who is a registered member of the Stock Exchanges by indicating their broker details of the Equity Shares they intend to sell whenever the Company has placed a "buy" order for buy-back of the Equity Shares. The Company shall place a "buy" order for buy-back of Demat Shares by indicating to the Company's Broker, the number of Equity Shares it intends to buy along with a price for the same. The trade would be executed at the price at which the order matches the price tendered by the shareholders/beneficial owners and that price would be the Buy-Back price for that shareholder/beneficial owner. The execution of the order and issuance of contract note would be carried out by the Company's Broker in accordance with the requirements of the Buy-Back Regulations. The orders for Equity Shares can be placed on the trading days of the Stock Exchanges. The Company is under no obligation to place "buy" order on a daily basis.
 - It may be noted that a uniform price would not be paid to all the shareholders/beneficial owners pursuant to the Buy-Back and that the same would depend on the price at which the trade with that particular shareholder/beneficial owner was executed.
- Procedure for Buy-back of Equity Shares held in physical form ("Physical Shares")
 - As per the proviso to Regulation 4(i) of the SEBI Listing Regulations, effective from April 01, 2019, transfers of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In light of the same, the Company shall not accept the Equity Shares offered under the Buy-back unless such Equity Shares are in dematerialized form.
- ACCORDINGLY ALL SHAREHOLDERS OF THE COMPANY HOLDING EQUITY SHARES IN PHYSICAL FORM AND DESIROUS OF SELLING THEIR EQUITY SHARES IN THE BUY-BACK ARE ADVISED TO APPROACH THE CONCERNED DEPOSITORY PARTICIPANT TO HAVE THEIR EQUITY SHARES DEMATERIALIZED IN CASE ANY ELIGIBLE SHAREHOLDER HAS SUBMITTED EQUITY SHARES IN PHYSICAL FORM FOR DEMATERIALIZATION, SUCH ELIGIBLE SHAREHOLDER SHOULD ENSURE THAT THE PROCESS OF DEMATERIALIZATION IS COMPLETED WELL IN TIME SO THAT THEY CAN PARTICIPATE IN THE BUY-BACK BEFORE THE CLOSURE OF BUY-BACK OFFER PERIOD.
- Shareholders are requested to get in touch with the Manager to the Buy-Back or the Company's Brokers or the Registrar to Buy-Back to clarify any doubts in the process.
- Subject to the Company purchasing Equity Shares for an amount equivalent to the Minimum Buy-Back Size, nothing contained herein shall create any obligation on the part of the Company to buy-back any further Equity Shares or confer any right on the part of any shareholder to have any Equity Shares bought back, even if the Maximum Buy-Back Size has not been reached, and/or impair any power of the Company or the Board to terminate any process in relation to the Buy-Back, to the extent permissible by law. The Company is under no obligation to utilize the entire amount of Maximum Buy-Back Size or buy all the Maximum Buy-Back Shares. However, if the Company is not able to complete the Buy-Back equivalent to the Minimum Buy-Back Size, except for the reasons mentioned in the Buy-Back Regulations, the amount held in the Escrow Account (up to a maximum of 2.5% of the Maximum Buy-Back Size), may be liable to be forfeited and deposited in the Investor Protection and Education Fund of the SEBI.
- The Company shall submit the information regarding the Equity Shares bought back by it to the Stock Exchanges on a daily basis in accordance with the Buy-Back Regulations. The Company shall also update the information regarding the Equity Shares bought back by it on its website (www.fineotex.com) on a daily basis.
- Shareholders, who intend to participate in the Buy-Back, should consult their respective tax advisors for applicable taxes implication including income tax.

13. METHOD OF SETTLEMENT

- Settlement of Demat Shares: The Company will pay consideration for the Buy-Back to the Company's Broker on or before every pay-day in cash for each settlement, as applicable to the Stock Exchanges where the transaction is executed. The Company will open a depository account titled "Fineotex Chemical-Buy-Back-Demat A/C" ("Buy-Back Demat Account") for the purpose of the Buy-Back. Demat Shares bought back by the Company will be transferred into the Buy-Back Demat Account by the Company's Brokers, on receipt of such Demat Shares and after completion of the clearing and settlement obligations of the Stock Exchanges. Shareholders/beneficial owners holding Demat Shares would be required to transfer the number of Demat Shares sold to the Company pursuant to the Buy-Back, in favour of their stock broker through whom the trade was executed, by tendering the delivery instruction slip to their respective Depository Participant ("DP") for debiting their beneficiary account maintained with the DP and crediting the same to the broker's pool account as per procedure applicable to normal secondary market transactions. The shareholders/beneficial owners would also be required to provide to the Company's Broker or the Registrar to the Buy-Back, copies of all statutory consents and approvals required to be obtained by them for the transfer of their Equity Shares to the Company.
- Extinguishment of Demat Shares: The Demat Shares bought back by the Company shall be extinguished and destroyed in the manner specified in the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended and its by-laws, the circulars, and guidelines framed thereunder, such as amended from time to time, in the manner specified in the Buy-Back Regulations and the Act. The Equity Shares lying in credit in the Buy-Back Demat Account will be extinguished on or before the 15th (Fifteenth) day of the succeeding month, in which the securities are bought back, provided that the Company undertakes to ensure that all Demat Shares bought back by the Company are extinguished within 7 (Seven) days from the expiry of the Buy-Back period.

14. BRIEF INFORMATION ABOUT THE COMPANY

- Fineotex Chemical Limited is a public limited by shares domiciled in India, incorporated under the provisions of Companies Act, 1956. Its shares are listed on National Stock Exchange of India Limited and BSE Limited. Its

FINOTEX CHEMICAL LIMITED

(CIN: L24100MH2004PL144295)
 Registered Office: 42/43, Manorama Chambers, SV Road, Bandra (West), Mumbai 400050, Maharashtra, India.
 Phone: +91 22 2655 9174 | Fax: +91 22 2655 9178 Email: cs@finotex.com Website: www.finotex.com
 Contact Person: Mr. Hemant Kisan Auti (Company Secretary & Compliance Officer)

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF FINOTEX CHEMICAL LIMITED ("COMPANY") FOR BUY-BACK OF EQUITY SHARES FROM THE OPEN MARKET THROUGH STOCK EXCHANGE MECHANISM AS PRESCRIBED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018.
 This Public Announcement ("Public Announcement") is being made in accordance with the provisions of Regulation 16(v)(b) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ("Buy-Back Regulations") and contains the disclosures as specified in Schedule IV read with Schedule I of the Buy-Back Regulations.

OFFER FOR BUY-BACK OF EQUITY SHARES FROM THE OPEN MARKET THROUGH STOCK EXCHANGE MECHANISM.
 1. DETAILS OF THE BUY-BACK OFFER AND OFFER PRICE
 1.1. The Board of Directors of the Company (hereinafter referred to as the "Board", which expression includes any committee duly constituted by the Board to exercise its powers) and the promoter (hereinafter referred to as the "Promoter") has, pursuant to the provisions of Section 68(1) of the Companies Act, 2013 ("Act") and applicable provisions of the Companies Act, 2013 ("Act") and applicable rules made there under and in compliance with the Buy-Back Regulations and subject to other approvals/permissions and sanctions as may be necessary, approved the buy-back of fully paid up equity shares by the Company having face value of ₹ 2/- (Indian Rupee Two Only) each ("Equity Shares") from open market through stock exchange mechanism as prescribed under the Buy-Back Regulations from the equity shareholders/beneficial owners of the Equity Shares of the Company and the promoter (hereinafter referred to as the "Promoter and Persons in Control") at a price not exceeding ₹ 40/- (Indian Rupees Forty Only) per Equity Share ("Maximum Buy-Back Price") payable in cash for an aggregate amount not exceeding ₹ 4,40,00,000/- (Indian Rupees Four Crores and Forty Lakhs Only) including transaction costs viz. brokerage, advisor's fees, intermediaries fees, public announcement publication fees, filing fees, turnover charges, applicable taxes such as securities transaction tax, goods and services tax, income tax, stamp duty and other incidental and related expenses ("Transaction Costs"). ("Maximum Buy-Back Size") which represents 2.99% and 2.68% of the total paid-up equity share capital and free reserves (including securities premium account) as per the latest audited standalone financial statements and the audited consolidated financial statements of the Company for the financial year ended on March 31, 2020 ("Buy-Back").

1.2. As the Maximum Buy-Back Size is not more than 10% of the total paid-up equity share capital and free reserves (including securities premium account) of the Company, the approval of shareholders of the Company is not required in terms of Section 68(2)(b) of the Act and Regulation 5(i)(b) of the Buy-Back Regulations.

1.3. The Company will comply with the requirement of maintaining a minimum public shareholding of at least 25% of the total paid-up equity share capital of the Company as provided under Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") during the Buy-Back period and upon completion thereof.

1.4. The Buy-Back will be implemented by the Company from its free reserves (including securities premium account) and/or such other sources as permitted in accordance with Regulation 4(a) and Regulation 4(v)(b) of the Buy-Back Regulations from the open market through the stock exchange mechanism using the electronic trading facility provided by SEBI Limited ("SEBI") and/or National Stock Exchange of India Limited ("NSE"), stock exchanges where existing Equity Shares of the Company are presently listed ("BSE" and "NSE" collectively referred to as "Stock Exchanges") and by using the order matching mechanism except "all or none" order matching system as provided under the Buy-Back Regulations.

1.5. The Company will not purchase Equity Shares which are locked-in, non-transferable, in the Buy-Back, until the pendency of the lock-in or until the Equity Shares become transferable, as applicable. There are no partly-paid up Equity Shares with calls in arrears of the Company on standalone and consolidated basis.

1.6. A copy of this Public Announcement will be made available on the website of the Company (www.finotex.com) and is expected to be made available on the website of SEBI (www.sebi.gov.in) as well as on the website of Stock Exchanges (www.bseindia.com and www.nseindia.com).

2. NECESSITY FOR THE BUY-BACK
 The Buy-Back is being undertaken by the Company to return surplus funds to the Eligible Shareholders, which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, efficient and cost-effective manner. The Buy-Back would increase the shareholders' value and would also help the Company in fulfilling the following objectives:

i. The Buy-Back is generally expected to improve return on equity through distribution of surplus fund and improve earnings per share by reduction in the equity base, thereby leading to long term increase in shareholder's value.
 ii. The Buy-Back gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buy-Back offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buy-Back offer, without any investment.
 iii. The Buy-Back gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buy-Back offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buy-Back offer, without any investment.

3. MAXIMUM AND MINIMUM BUY-BACK SIZE AND BUY-BACK SHARES
 3.1. The Maximum Buy-Back Size i.e. maximum amount to be utilized under the Buy-Back will not exceed ₹ 4,40,00,000 (Indian Rupees Four Crores Forty Lakhs Only) (excluding Transaction Costs) which represents 2.99% and 2.68% of the total paid-up equity share capital and free reserves (including securities premium account) as per the latest audited standalone financial statements and the audited consolidated financial statements of the Company for the financial year ended on March 31, 2020.

3.2. As the Maximum Buy-Back Size and the Maximum Buy-Back Price, the indicative maximum number of Equity Shares to be bought back under the Buy-Back would be 11,00,000 (Eleven Lakhs) Equity Shares ("Maximum Buy-Back Shares") which represents 0.99% of the total number of Equity Shares of the Company. However, if the Equity Shares are bought back at a price below the Maximum Buy-Back Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buy-Back Shares (excluding the Transaction Costs). The actual number of Equity Shares to be bought back under the Buy-Back will depend upon the actual price, excluding the Transaction Costs, paid for the Equity Shares bought back and the aggregate consideration paid in the Buy-Back, subject to the Maximum Buy-Back Size. Further, the number of Equity Shares to be bought back under the Buy-Back will not, in any case, exceed 25% of the total number of Equity Shares of the Company.

3.3. In accordance with Regulation 15 of the Buy-Back Regulations, the Company shall utilize at least 50% of the amount earmarked as the Maximum Buy-Back Size for the completion of the Buy-Back Shares (excluding the Transaction Costs and the Transaction Costs) and based on the Minimum Buy-Back Size and the Maximum Buy-Back Price, indicative minimum number of Equity Shares to be bought back under the Buy-Back would be 5,50,000 (Five Lakhs Fifty Thousand) Equity Shares ("Minimum Buy-Back Shares"), which represents 0.49% of the total number of Equity Shares of the Company.

4. MAXIMUM BUY-BACK PRICE AND BASIS OF ARRIVING AT THE BUY-BACK PRICE
 4.1. The Maximum Buy-Back Price of ₹ 40/- per Equity Share. The Maximum Buy-Back Price has been arrived at after considering various factors, including but not limited to, the volume weighted average market price of the Equity Shares of the Company on Stock Exchanges during 3 (three) months and 2 (two) weeks preceding the date of intimation (July 18, 2020) to the Stock Exchanges of the Board Meeting to consider the proposal of the Buy-Back ("Prior Intimation"), closing market price on the date of Prior Intimation and the potential impact on the net worth and earnings per share of the Company.

4.2. The Maximum Buy-Back Price of ₹ 40/- per Equity Share (i.e. premium of 36.78% and 34.11% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, for three months preceding the date of intimation to the Stock Exchanges of the Board Meeting to consider the proposal of the Buy-Back, i.e. July 18, 2020, (i.e. premium of 24.39% and 23.46% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, for two (2) weeks preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buy-Back, i.e. July 18, 2020, and (ii) or premium of 36.78% and 34.11% over the volume weighted average market price of the Equity Shares on the date of Board Meeting i.e. July 24, 2020, on BSE and NSE respectively. The closing market price of the Equity Shares on the date of Board Meeting i.e. July 27, 2020, was ₹ 30.45 and ₹ 30.60 on BSE and NSE, respectively.

5. DETAILS OF SHAREHOLDING OF PROMOTER AND PERSONS IN CONTROL AND OTHER DETAILS
 5.1. Details of aggregate shareholding of the promoter, members of the Promoter Group and the directors of the Corporate Matters, where the Promoter is a Company and of persons who are in control of the Company, in the Company, as on the date of Board Meeting approving the Buy-Back is as below:

Sr. No.	Category	No. of Equity Shares	% of Equity Share Capital
Promoter and Promoter Group			
1.	Surendra Tibrewala	6865890	61.68
2.	Kanaklata Tibrewala	3281700	2.95
3.	Sanjay Tibrewala	3219990	2.89
4.	Surendra Tibrewala HUF	345500	0.31
5.	Ritu Aditya Gupta	11000	0.01
6.	Nidhi Tibrewala	1000	0.00
7.	Millesh Vinod Jhunjhunwala	1000	0.00
8.	Aarati Millesh Jhunjhunwala	50	0.0
9.	Kamal Chemicals Pvt. Ltd.	2954500	2.65
10.	Proton Biotech Pvt Ltd	1028500	0.92
Total		79493070	71.42

The directors of the corporate promoters (i) Kamal Chemicals Pvt. Ltd. are - Surendra Tibrewala and Mrs. Kanaklata Tibrewala and (ii) Proton Biotech Pvt Ltd are - Mr. Sanjay Tibrewala, Mrs. Ritu Aditya Gupta.

5.2. No Equity Shares or other specified securities of the Company have been purchased or sold by the promoter, promoter group and the directors of the corporate promoters, and persons who are in control of the Company during a period of twelve (12) months preceding the date of the Public Announcement i.e. July 28, 2020 and six (6) months preceding the date of the Board Meeting i.e. July 27, 2020.

6. NON-PARTICIPATION OF PROMOTER AND PERSONS IN CONTROL OF THE COMPANY IN THE BUY-BACK
 6.1. In accordance with Regulation 16(i) of the Buy-Back Regulations, the Buy-Back of Equity Shares shall not be made by the Company from the Promoter and Persons in Control.

6.2. In accordance with Regulation 24(i)(a) of the Buy-Back Regulations, the Promoter and Persons in Control and/or their associates (as defined in the Buy-Back Regulations) shall not deal in the Equity Shares or other specified securities of the Company in the Stock Exchanges or off-market, including inter-transfer of Equity Shares among the Promoter and Persons in Control, during the period from the date of Board Meeting till the closing of the Buy-Back offer period.

7. NO DEFAULT
 The Company confirms that there are no defaults subsisting in the repayment of deposits or interest payment thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banks.

8. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUY-BACK REGULATIONS AND THE COMPANIES ACT
 8.1. Whether the Board of Directors of the Company has approved the Buy-Back, as specified in Clause (1) of Schedule I of the Buy-Back Regulations.
 8.2. The Company shall not issue and allot any Equity Shares including by way of bonus or convert any outstanding ESOPs/outstanding instruments into Equity Shares, till the date of closure of this Buy-Back.
 8.3. As per provisions of Section 68(1) of the Act, the Company shall not make further issue of the same kind or shares or other specified securities within a period of six months after the completion of the Buy-Back except by way of a bonus issue or in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares.
 8.4. The Company shall not Buy-Back its Equity Shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buy-Back.
 8.5. Funds borrowed from financial institutions, if any, will not be used for the Buy-Back.
 8.6. The aggregate amount of the Buy-Back i.e. ₹ 4,40,00,000 (Rupees Four Crores and Forty Lakhs only) does not exceed 10% of the total paid-up Equity Share capital and free reserves of the Company on the basis of standalone and consolidated audited financials as on March 31, 2020.
 8.7. The maximum number of Equity Shares proposed to be purchased under the Buy-Back does not exceed 25% of the total number of outstanding Equity Shares of the Company.
 8.8. The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the total paid-up Equity Share capital and free reserves after the Buy-Back based on both, audited standalone and consolidated financials of the Company.
 8.9. The Company shall not Buy-Back the locked-in Equity Shares or non-transferable Equity Shares, if any, till the pendency of the lock-in or till the Equity Shares become transferable.
 8.10. There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act.
 8.11. The Company shall pay the consideration only by way of cash.
 8.12. The Company shall not withdraw the Buy-Back after the Public Announcement is made and published in the newspaper.
 8.13. As per provisions of Regulation 24(i)(a) of the Buy-Back Regulations read with SEBI (Buy-Back of Securities) Regulations, 2018 (SEBI (Buy-Back) Regulations), the Company shall not raise further capital for a period of six months from the expiry of the Buy-Back period i.e. the date when the last payment of consideration to shareholders who have accepted the Buy-Back offer is made except in discharge of its subsisting obligations.
 8.14. The Company shall not make any further offer of Buy-Back within a period of one year reckoned from the expiry of the Buy-Back period i.e. the date on which the last payment of consideration to shareholders who have accepted the Buy-Back offer is made except in discharge of its subsisting obligations.
 8.15. The Company shall comply with the statutory and regulatory time lines in respect of the Buy-Back, on the terms and conditions as may be decided by the Board and in such manner as prescribed under the Act, the Buy-Back Regulations and any other applicable laws.
 8.16. The Company shall not buy-back the Equity Shares unless such Equity Shares are held in dematerialized form.
 8.17. The Buy-Back shall not result in the delisting of the Equity Shares from the Stock Exchanges.
 8.18. The Company shall submit the information regarding the Equity Shares bought back by it to the Stock Exchanges on a daily basis in accordance with the Buy-Back Regulations. The Company shall also upload the information regarding the Equity Shares bought back by it to its website on a daily basis.
 8.19. The Buy-Back will be implemented by the Company by way of Open Market purchases through the Stock Exchanges, through the order matching mechanism except "all or none" order matching system, as provided under the Buy-Back Regulations.
 8.20. As per Regulation 16(i) of the Buy-Back Regulations, the Buy-Back of Equity Shares shall not be made from Promoters, members of the Promoter Group or persons in control of the Company. Further, as per Regulation 24(i)(a) of the Buy-Back Regulations, neither the Promoters and members of the Promoter Group nor their associates shall deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions during the period from the date of Board Meeting till the completion of the Buy-Back offer period.

9. CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY
 9.1. The Board of Directors of the Company has, at its Board Meeting i.e. July 27, 2020, confirmed that they have made full enquiry into the affairs and prospects of the Company and they have formed an opinion, as specified in Clause (1) of Schedule I of the Buy-Back Regulations, which will not be rendered insupportable in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

9.2. Immediately following the date of the Board Meeting at which the Buy-Back is approved, there will be no grounds on which the Company could be found liable to pay its debts;
 9.3. that as regards the Company's prospects for the year immediately following the date of the Board Meeting and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the financial condition of the Company, which will be in the Board's possession, to be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting; and
 9.4. that in forming its opinion as aforesaid, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 2013 or under the local laws and Bankruptcy Code, 2016 (including prospective and contingent liabilities).

10. REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY AUDITORS
 10.1. The text of the report dated July 28, 2020 received from ASL & Co., Chartered Accountants (Firm Registration Number - 101921W), the Statutory Auditors of the Company and the annexed statement of computation of permissible capital payments for the Buy-Back, addressed to the Board of the Company is reproduced below:
 Date: Independent Auditor's Report on buy-back of equity shares pursuant to the requirements of Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended

To,
 The Board of Directors
 FINOTEX CHEMICAL LIMITED
 42/43, Manorama Chambers, SV Road, Bandra (West), Mumbai 400050, Maharashtra, India

1. This Report is issued in accordance with the terms of our engagement letter dated July 27, 2020 with Finotex Chemical Limited (hereinafter the "Company").

2. In connection with the proposal of Finotex Chemical Limited ("Company") to buy back its equity shares in pursuance of the provisions of Section 68 and 70 of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("the Regulations"), and in terms of the resolution passed by the Board of Directors of the Company in its meeting held on July 27, 2020, we have been engaged by the Company to perform a reasonable assurance engagement on the Statement of determination of the permissible capital payment (the "Statement"), which we have identified for identification purposes only.

Board of Directors Responsibility for the Statement
 3. The preparatory work in connection with the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

4. The board of directors of the Company are responsible to make a full enquiry into the affairs of the Company and to form an opinion that the Company will be able to pay its debts from the date of the board meeting and will not be rendered insolvent within a period of one year from the date of meeting and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code, 2016.

Auditor's Responsibility
 5. Pursuant to the requirements of the Regulations, it is our responsibility to provide reasonable assurance on the following "Reporting Criteria":
 a. Whether the amount of capital payment for the buy back is within the permissible limit determined considering the audited standalone and consolidated financial statements and computed in accordance with the provisions of Section 68 of the Act, Regulation 4(i), proviso to Regulation 4(v) and the proviso to Regulation 5(i)(b) of the SEBI Buy-Back Regulations;
 b. Whether the Board of Directors has formed the opinion, as specified in Clause (1) of Schedule I of the Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of meeting;
 c. Whether we are aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable or inaccurate as at the date of declaration.

6. The financial statements referred to in paragraph 5 above pertaining to the year ended March 31, 2020, have been audited by us, on which we issued an unmodified audit opinion where our report dated July 14, 2020 respectively. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Companies Act, 2013 and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

9. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting criteria mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the Reporting Criteria. We have performed the following procedures in relation to the Statement:
 We have inquired into the details of the Statement of the Company in relation to its audited standalone and consolidated financial statements for the year ended March 31, 2020;

i) Examined authorization for buyback from the Articles of Association of the Company;
 ii) Examined that the permissible limit for buy-back is within the permissible limit computed in accordance with section 68 of the Act, Regulation 4(i), proviso to Regulation 4(v) and the proviso to Regulation 5(i)(b) of the SEBI Buy-Back Regulations;
 iii) Examined that the ratio of debt to capital is, in any case, not more than twice the capital and its free reserve after such buy-back;
 iv) Examined that all shares for buy-back are fully paid-up;
 v) Examined resolutions passed by the Board of Directors;
 vi) Examined Director's declarations for the purpose of buy-back and solvency of the Company;
 vii) Obtained necessary representations from the management of the Company.

Opinion
 10. Based on our examination above, and the information and explanations given to us, in our opinion:
 (i) The Statement of permissible capital payment towards buyback of equity shares, as stated in Annexure A, in our view properly determined in accordance with Section 68 of the Act, Regulation 4(i), proviso to Regulation 4(v) and the proviso to Regulation 5(i)(b) of the SEBI Buy-Back Regulations; and
 (ii) The Board of Directors, in their meeting held on July 27, 2020, have formed the opinion, as specified in clause (1) of Schedule I of the Regulations, on

reasonable grounds, that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from July 27, 2020 and we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable or inaccurate as at the date of declaration.

Reasonable opinion:
 11. The certificate is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Regulations solely to enable them to include it (a) in the public announcement to be made to the Shareholders of the Company, (b) to be filed with the Registrar of Companies, Securities and Exchange Board of India, National Stock Exchange of India Limited, BSE Limited as required by the SEBI (Buy-Back of Securities) Regulations, 2018 and Depository Services (India) Limited, National Securities Depository Limited and (c) for providing to the manager to the Buy-Back, each for the purpose of extinguishment of equity shares and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for other purposes or to any other person to whom this report is shown or into whose hands it may come other than our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For ASL & Co. Chartered Accountants
 Chartered Accountants
 ICAI Firm Registration Number: FRN 101921W
 Place of Signature: Mumbai
 Date: July 28, 2020

Annexure A
 Statement of permissible capital payment (including securities premium) as at March 31, 2020
 The amount of permissible capital (including premium) towards the proposed buy-back of equity shares as computed in the table below is determined in accordance with Section 68(1) read with proviso to Section 68(2)(a) of the Companies Act, 2013 ("the Act") and Regulation 4(i), proviso to Regulation 4(v) and the proviso to Regulation 5(i)(b) of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "SEBI Buy-Back Regulations"). The amount of share capital and free reserves (including securities premium) has been extracted from the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2020.

Particulars	Year ended		
	March 31, 2020 (Audited)	March 31, 2019 (Audited)	March 31, 2018 (Audited)
Total Income	13211.03	11430.67	9942.85
Total Expenses	10105.57	8733.23	6829.01
Profit Before Tax	3105.46	2697.44	3113.84
Tax expense	625.48	760.36	(886.00)
Profit After Tax	2479.98	1937.08	2227.84
Other Comprehensive Income/ (Loss), net of tax	(0.98)	(0.42)	0.75
Total Comprehensive Income	2478.99	1936.66	2228.59
Equity and Debt:			
Equity Share Capital	2226.00	2226.00	2226.00
Other Equity	12526.30	11616.59	9884.72
Net Worth (excluding revaluation reserve)	14752.30	13842.59	12110.72
Total Debt	294.70	219.26	474.46

Key Financial Ratios:
 Earnings per Share - Basic (₹) ** 0.97 1.56 1.91
 Earnings per Share - Diluted (₹) *** 0.97 1.56 1.91
 Book Value Per Share (₹) ** 13.25 12.44 10.88
 Return on Net Worth (%) ** 7.30% 12.51% 17.57%
 Debt-Equity Ratio ** 0.02 0.02 0.04

(1) Earnings per Share = Profit After Tax / weighted average number of Equity Shares outstanding during the period / year.
 (2) Book value per Share = Net Worth / Number of Equity Shares outstanding at the end of the period / year.
 (3) Return on Net Worth = Profit After Tax / Net Worth.
 (4) Debt-Equity Ratio = Total Debt / Net Worth

12. PROCESS AND METHODOLOGY FOR THE BUY-BACK
 12.1. The Buy-Back is open to all shareholders/beneficial owners holding the Equity Shares in dematerialized form ("Demat Shares"). Shareholders holding Equity Shares in physical form can participate in the Buy-Back offer such Equity Shares are dematerialized. However, in accordance with Regulation 16(i) of the Buy-Back Regulations, the Buy-Back shall not be made from the Promoter and Persons in Control of the Company.
 12.2. Further, as required under the Act and the Buy-Back Regulations, the Company will not buy-back any Equity Shares which are locked-in or non-transferable, until the pendency of the lock-in or, until the time such Equity Shares become freely transferable, as applicable.
 12.3. The Buy-Back will be implemented by the Company in accordance with Regulation 4(v)(b) read with provisions of Chapter IV "Buy-Back from the Open Market" of the Buy-Back Regulations from the open market through the Stock Exchanges having nationwide trading, using the order matching mechanism except "all or none" order matching system.
 12.4. For implementation of the Buy-Back, the Company has appointed (i) Hem Securities Limited and (ii) Hem Finance Private Limited ("Company's Brokers") as the registered brokers to the Company through whom the purchases and settlement on account of the Buy-Back would be made by the Company. The contact details of the Company's Broker are as follows:

Activity	Date
Date of Board Approval	Monday, July 27, 2020
Date of publication of Public Announcement	Wednesday, July 29, 2020
Date of opening of the Buy-Back	Wednesday, August 05, 2020
Extinguishment of Equity Shares	The Equity Shares bought back in dematerialized form will be extinguished in the manner specified in the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and the bye-laws framed there under and within the timeline prescribed under the Buy-Back Regulations.
Last date for the completion of the Buy-Back	Earlier of: a) Thursday, February 04, 2021 i.e., within 6 months from the date of the opening of Buy-Back offer; or b) When the Company completes the Buy-Back by deploying the amount equivalent to the Maximum Buy-Back Size; or c) At such earlier date as may be determined by the Board or the persons authorised by the Board, subject to the Company having deployed an amount equivalent to the Minimum Buy-Back Size (even if the Maximum Buy-Back Size has not been reached).

* Calculation in respect to the Buy-Back is done on basis of audited standalone and consolidated financial statements of the Company for the year ended March 31, 2020.
 ** Surplus is adjusted for the unrealized gain, impact of recognition of financial assets/liabilities at amortized cost (except the impact of recognition of investment at fair value), and deferred tax impact on such adjustments.

13. PROPOSED TIMETABLE FOR THE BUY-BACK
 The Buy-Back will be implemented by the Company from its free reserves (including securities premium account) and/or such other sources as permitted in accordance with Regulation 4(a) and Regulation 4(v)(b) of the Buy-Back Regulations from the open market through the stock exchange mechanism using the electronic trading facility provided by SEBI Limited ("SEBI") and/or National Stock Exchange of India Limited ("NSE"), stock exchanges where existing Equity Shares of the Company are presently listed ("BSE" and "NSE" collectively referred to as "Stock Exchanges") and by using the order matching mechanism except "all or none" order matching system as provided under the Buy-Back Regulations.
 14. The Company will not purchase Equity Shares which are locked-in, non-transferable, in the Buy-Back, until the pendency of the lock-in or until the Equity Shares become transferable, as applicable. There are no partly-paid up Equity Shares with calls in arrears of the Company on standalone and consolidated basis.
 15. A copy of this Public Announcement will be made available on the website of the Company (www.finotex.com) and is expected to be made available on the website of SEBI (www.sebi.gov.in) as well as on the website of Stock Exchanges (www.bseindia.com and www.nseindia.com).

16. DETAILS OF THE ESCROW ACCOUNT
 16.1. In accordance with Regulation 20 of the Buy-Back Regulations, the Company has appointed Indusind Bank Limited ("Escrow Agent"), as the escrow agent for the Buy-Back. The Company, the Manager to the Buy-Back and the Escrow Agent have entered into an Escrow Agreement dated July 28, 2020 pursuant to which the Escrow Account in the name and style "Finotex Chemical-Buyback 2020-Escrow A/C" is opened with the Escrow Agent. The Manager has been empowered to operate the Escrow Account in accordance with the Buy-Back Regulations. The Company will deposit in the Escrow Account cash aggregating to least ₹ 1,10,00,000/- (Indian Rupees One crore and ten lakhs only), being 25% of the Maximum Buy-Back Size ("Escrow Amount") in accordance with the Buy-Back Regulations, before opening of the Buy-Back.
 16.2. The funds in the Escrow Account shall be released for making payment to the shareholders subject to atleast 25% of the Maximum Buy-Back Size remaining in the Escrow Account at all points in time.
 16.3. If the Company is not able to complete the Buy-Back equivalent to the Minimum Buy-Back Size, except for the reasons mentioned in the Buy-Back Regulations, the amount held in the Escrow Account (up to a maximum of 25% of the Maximum Buy-Back Size), may be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI.
 16.4. The balance lying to the credit of the Escrow Account shall be released to the Company on completion of all obligations in accordance with the Buy-Back Regulations.
 17. LISTING DETAILS AND STOCK MARKET DATA
 17.1. The Equity Shares of the Company are presently listed and traded on NSE with Scrip Symbol: FCL and on BSE with Scrip Code: 533333. The ISIN of the Equity Shares of the Company is INE054501026.
 17.2. The high, low, average market price and total volume of Equity Shares traded in the last three financial years (April to March) and the monthly high, low, average market prices and total volume of Equity Shares traded for the six completed calendar months preceding the date of Public Announcement and the corresponding volumes on BSE and NSE are as follows:
 BSE (Scrip Code- 533333)

Period	High			Low			Average Price (₹)	Total Volume Traded in the period (No. of shares)
	High Price (₹)	Date Of High Price	No. of shares traded on that date	Low Price (₹)	Date Of Low Price	No. of shares traded on that date		
January 2020	35.25	January 15, 2020	159825	25.80	January 06, 2020	19841	29.58	749408
February 2020	30.70	February 10, 2020	21196	23.50	February 28, 2020	16921	26.87	410944
March 2020	24.05	March 02, 2020	17729	12.35	March 25, 2020	43737	17.37	564414

FINEOTEX CHEMICAL LIMITED

(CIN: L24100MH2004PLC144295)
 Registered Office: 42/43, Manorama Chambers, SV Road, Bandra (West), Mumbai 400050, Maharashtra, India.
 Phone: +91 22 2655 9174 | Fax: +91 22 2655 9178 Email: cs@fineotex.com Website: www.fineotex.com
 Contact Person: S. Hemant Kisan Aurti (Company Secretary & Compliance Officer)

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS: BENEFICIAL OWNERS OF EQUITY SHARES OF FINEOTEX CHEMICAL LIMITED ("COMPANY") FOR BUY-BACK OF EQUITY SHARES FROM THE OPEN MARKET THROUGH STOCK EXCHANGE MECHANISM AS PRESCRIBED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018.
 This Public Announcement ("Public Announcement") is being made in accordance with the provisions of Regulation 16(i)(ii) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ("Buy-Back Regulations") and contains the disclosures as specified in Schedule IV read with Schedule I of the Buy-Back Regulations.

OFFER FOR BUY-BACK OF EQUITY SHARES FROM THE OPEN MARKET THROUGH STOCK EXCHANGE MECHANISM.

1. DETAILS OF THE BUY-BACK OFFER AND OFFER PRICE

1.1. The Board of Directors of Company (hereinafter referred to as the "Board", which expression includes any committee duly constituted by the Board to exercise its powers, and / or the powers conferred by the Board resolution, or at its meeting held on July 27, 2020 ("Board Meeting"), has, pursuant to the provisions of Articles of Association of the Company and Sections 68, 69 and 70 and all other applicable provisions of the Companies Act, 2013 ("the Act") and applicable rules thereunder, approved the buy-back of fully paid up equity shares by the Company having face value of ₹ 2/- (Indian Rupee Two Only) each ("Equity Shares") from open market through stock exchange mechanism as prescribed under the Buy-Back Regulations from the equity shareholders/beneficial owners of the Equity Shares of the Company other than the promoter, members of promoter group and persons acting in concert of the Company ("Promoter and Persons in Concert") at a price not exceeding ₹ 400/- (Indian Rupees Forty Only) per Equity Share ("Maximum Buy-back Price") payable in cash for an aggregate amount not exceeding ₹ 4,40,00,000 (Fourteen Lakhs) Equity Shares ("Maximum Buy-back Shares") including transaction costs viz. brokerage, adviser's fee, intermediaries fees, public announcement publication fees, filing fees, turnover charges, applicable taxes as securities transaction tax, goods and services tax, stamp duty, and other incidental and related expenses ("Transaction Costs"), ("Maximum Buy-back Size") which represents 2.99% and 2.60% of the total paid-up equity share capital and free reserves (including securities premium account) as per the latest audited standalone financial statements and the audited consolidated financial statements respectively of the Company for the financial year ended on March 31, 2020 ("Buy-back").

1.2. As the Maximum Buy-back Size is not more than 25% of the total paid-up equity share capital and free reserves (including securities premium account) of the Company, the approval of shareholders of the Company is not required in terms of Section 68(2)(b) of the Act and Regulation 5(i)(b) of the Buy-Back Regulations.

1.3. The Company will comply with the requirement of maintaining a minimum public shareholding of at least 25% of the total paid-up equity share capital of the Company as provided under Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") during the Buy-back period and upon completion thereof.

1.4. The Company shall not purchase Equity Shares which are locked-in or non-transferable, in the Buy-Back, until the pendency of the lock-in or until the Equity Shares become transferable, as applicable. There are no partly paid-up Equity Shares with calls in arrears of the Company on standalone and consolidated basis.

1.5. A copy of this Public Announcement will be made available on the website of Company (www.fineotex.com) and is expected to be made available on the website of SEBI (www.sebi.gov.in) as well as on the website of Stock Exchanges (www.bseindia.com and www.nseindia.com).

NECESSITY FOR BUY-BACK

The Buy-Back is being undertaken by the Company to return surplus funds to the Eligible Shareholders, which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, efficient and cost-effective manner. The Buy-Back would increase the shareholders' value and would also help the Company in fulfilling the following objectives:

- optimize returns to shareholders;
- The Buy-back is generally expected to improve return on equity through distribution of surplus fund and improve earnings per share by reduction in the equity base, thereby leading to long term increase in shareholder's value;
- The Buy-back gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buy-back offer or they may choose not to participate and enjoy resultant increase in their percentage shareholding, post the Buy-back offer, without additional investment.

MAXIMUM AND MINIMUM BUY-BACK SIZE AND BUY-BACK SHARES

3.1. The Maximum Buy-back Size i.e. maximum amount to be utilized under the Buy-back will not exceed ₹ 4,40,00,000 (Indian Rupees Four Crores Forty Lakhs Only) (excluding Transaction Costs) which represents 2.99% and 2.60% of the total paid-up equity share capital and free reserves (including securities premium account) as per the latest audited standalone financial statements and the audited consolidated financial statements respectively of the Company for the financial year ended on March 31, 2020.

3.2. At the Maximum Buy-back Size and the Maximum Buy-back Price, the indicative maximum number of Equity Shares to be bought back under the Buy-back would be 11,00,000 (Eleven Lakhs) Equity Shares ("Maximum Buy-back Shares") which represents 0.99% of the total number of Equity Shares of the Company. However, if the Equity Shares are bought back at a price below the Maximum Buy-back Price, the actual number of Equity Shares bought back would exceed the indicative Maximum Buy-back Shares (assuming full deployment of the Maximum Buy-back Size). The actual number of Equity Shares to be bought back in the Buy-back will depend upon the actual price, excluding the Transaction Costs, paid for the Equity Shares bought back and the aggregate consideration paid in the Buy-back, subject to the Maximum Buy-back Size. Further, the number of Equity Shares to be bought back in the Buy-back will not, in any case, exceed 25% of the total number of Equity Shares of the Company.

3.3. In accordance with Regulation 15 of the Buy-Back Regulations, the Company shall utilize at least 50% of the amount earmarked as the Maximum Buy-back Size for the Buy-back, i.e. ₹ 2,20,00,000/- (Rupees Two Crores and Twenty Lakhs Only) ("Minimum Buy-back Size") and based on the Minimum Buy-back Size and the Maximum Buy-back Price, indicative minimum number of Equity Shares to be bought back under the Buy-back would be 5,50,000 (Five Lakhs Fifty Thousand) Equity Shares ("Minimum Buy-back Shares"), which represents 0.49% of the total number of Equity Shares of the Company.

MAXIMUM BUY-BACK PRICE

4.1. The Maximum Buy-back Price is ₹ 400/- (Indian Rupees Forty Only) per Equity Share. The Maximum Buy-back Price has been arrived at after considering various factors, including but not limited to, the volume weighted average market price of the Equity Shares of the Company on Stock Exchanges during 3 (three) months and 2 (two) weeks preceding the date of intimation (July 18, 2020) to the Stock Exchanges of the Board Meeting to consider the proposal of the Buy-back ("Prior Intimation"), closing market price on the date of Prior Intimation and the potential impact on the net worth and earning per share of the Company.

4.2. The Maximum Buy-back Price of ₹ 400/- per Equity Share represents: (i) a premium of 36.78% and 36.41% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, for 24 months preceding the date of intimation to the Stock Exchanges of the Board Meeting to consider the proposal of the Buy-back, i.e. July 18, 2020; (ii) a premium of 24.39% and 23.46% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, for two (2) weeks preceding the date of intimation to the Stock Exchanges of the Board Meeting to consider the proposal of the Buy-back, i.e. July 18, 2020; and (iii) a premium of 37.82% and 39.86% over the closing market price of the Equity Shares on the trading day prior to the date of the Board Meeting, i.e. July 17, 2020, on BSE and NSE, respectively. The closing market price of the Equity Shares on the date of Board Meeting, i.e. July 27, 2020, was ₹ 30.45 and ₹ 30.60 on BSE and NSE, respectively.

DETAILS OF SHAREHOLDING OF PROMOTER AND PERSONS IN CONTROL AND OTHER DETAILS

5.1. Details of aggregate shareholding of the promoter, members of the Promoter Group and the directors of the Corporate, former the Promoter is a Company and of persons who are in control of the Company, in the Company, as on the date of Board Meeting approving the Buy-back is as below:

Sr. No.	Category	No. of Equity Shares	% of Equity Share Capital
Promoter and Promoter Group			
1.	Surendra Tibrewala	68655830	61.68
2.	Kanaklata Tibrewala	3281700	2.95
3.	Sanjay Tibrewala	3213990	2.89
4.	Surendra Tibrewala HUF	345500	0.31
5.	Ritu Aditya Gupta	11000	0.01
6.	Nidhi Tibrewala	1000	0.00
7.	Mitesh Vinod Jhunjhunwala	1000	0.00
8.	Aariti Mitesh Jhunjhunwala	50	0.00
9.	Kamal Chemicals Pvt. Ltd.	2954500	2.65
10.	Proton Biotech Pvt Ltd.	1028500	0.92
Total		79493070	71.42

The directors of the corporate promoters: (i) Kamal Chemicals Pvt. Ltd. are: Mr. Surendra Tibrewala and Mrs. Kanaklata Tibrewala and (ii) Proton Biotech Pvt Ltd are: Mr. Sanjay Tibrewala, Mrs. Ritu Aditya Gupta.

5.2. No Equity Shares of other specified securities of the Company have been purchased or sold by the promoter, promoter group and the directors of the corporate promoters, and persons who are in control of the Company during a period of twelve (12) months preceding the date of the Public Announcement, i.e. July 28, 2020 and six (6) months preceding the date of the Board Meeting, i.e. July 27, 2020.

NON-PARTICIPATION OF PROMOTER AND PERSONS IN CONTROL OF THE COMPANY IN THE BUY-BACK

6.1. In accordance with Regulation 16(i) of the Buy-back Regulations, the Buy-back of Equity Shares shall not be made by the Company from the Promoter and Persons in Control.

6.2. In accordance with the Regulation 24(i)(g) of the Buy-back Regulations, the Promoter and Persons in Control and/or their associates (as defined in the Buy-back Regulations) shall not purchase Equity Shares of the Company in the Stock Exchanges or off-market, including inter-alia through spot transactions or through the Reserve Bank of India (RBI) of Buy Back Regulations read with SEBI circular no. SEBI/IO/CFD/CRCR/PP/2020/69 dated April 23, 2020, the Company shall not raise further offer of Buy-back for a period of six months from the expiry of the Buy-back period, i.e. the date on which the last payment of consideration to shareholders who have accepted the Buy-back offer is made except in discharge of its subsisting obligations;

6.3. As per provisions of Section 68(B) of the Act, the Company shall not make further issue of the same kind of shares or other specified securities within a period of six months after the completion of the Buy-back except by way of a bonus issue or in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;

6.4. The Company shall not Buy Back its Equity Shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through the Reserve Bank of India (RBI) of Buy Back Regulations read with SEBI circular no. SEBI/IO/CFD/CRCR/PP/2020/69 dated April 23, 2020, the Company shall not raise further offer of Buy-back for a period of six months from the expiry of the Buy-back period, i.e. the date on which the last payment of consideration to shareholders who have accepted the Buy-back offer is made except in discharge of its subsisting obligations;

6.5. Funds borrowed from banks and financial institutions, if any, will not be used for the Buy-back;

6.6. The aggregate amount of the Buy-back i.e. ₹ 4,40,00,000 (Rupees Four Crores and Forty Lakhs Only) does not exceed 10% of the total paid-up Equity Share capital and free reserves of the Company on the basis of standalone and consolidated audited financials as on March 31, 2020;

6.7. The maximum number of Buy-back Shares proposed to be purchased under the Buy-back does not exceed 25% of the total number of outstanding Equity Shares of the Company;

6.8. The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the total paid-up Equity Share capital and free reserves after the Buy-back based on both, audited standalone and consolidated financials of the Company;

6.9. The Company shall not Buy Back the locked-in Equity Shares or non-transferable Equity Shares, if any, till the pendency of the lock-in or till the Equity Shares become transferable;

6.10. There is no pending of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act;

6.11. The Company shall pay the consideration only by way of cash;

6.12. The Company shall not withdraw the Buy-back offer if the Public Announcement is made and published in the newspapers;

6.13. As per provisions of Regulation 24(i)(g) of Buy Back Regulations read with SEBI circular no. SEBI/IO/CFD/CRCR/PP/2020/69 dated April 23, 2020, the Company shall not raise further offer of Buy-back for a period of six months from the expiry of the Buy-back period, i.e. the date on which the last payment of consideration to shareholders who have accepted the Buy-back offer is made except in discharge of its subsisting obligations;

6.14. The Company shall not make any further offer of Buy-back within a period of one year reckoned from the expiry of the Buy-back Period, i.e. the date on which the last payment of consideration to shareholders who have accepted the Buy-back is made in accordance with the Act and the Buy-back Regulations;

6.15. The Company shall comply with the conditions of the Buy-back in respect of the Buy-back, on the terms and conditions as may be decided by the Board and in such manner as prescribed under the Act, the Buy-back Regulations and any other applicable laws;

6.16. The Company shall not buy back the Equity Shares unless such Equity Shares are held in dematerialized form;

6.17. The Buy-back shall not result in the delisting of the Equity Shares from the Stock Exchanges;

6.18. The Company shall submit the information regarding the Equity Shares bought back by it on its website on a daily basis in accordance with the Buy-back Regulations. The Company shall also upload the information regarding the Equity Shares bought back by it on its website on a daily basis;

6.19. The Buy-back will be implemented by the Company by way of Open Market purchases through the Stock Exchanges, through the order matching mechanism except "all or none" order matching system, as provided under the Buy-back Regulations;

6.20. As per Regulation 16(i) of the Buy-back Regulations, the Buy-back of Equity Shares shall not be made from Promoters, members of the Promoter Group or persons in control of the Company. Further, as per Regulation 24(i)(g) of the Buy-back Regulations, neither the Promoters and members of the Promoter Group nor their associates shall deal in the Equity Shares or other specified securities of the Company either through the stock exchange or off-market transactions (including inter-se transfer of Equity Shares among the Promoters and members of the Promoter Group and person acting in concert) from the date of Board Meeting approving the Buy-back, till the completion of the Buy-back;

COMPOSITION OF BOARD OF DIRECTORS OF THE COMPANY

9.1. The Board of Directors of the Company has, at Board Meeting, i.e. July 27, 2020, confirmed that they have made full enquiry into the affairs and prospects of the Company and that they have formed an opinion:

a. that immediately following the date of the Board Meeting which the Buy-back is approved, there will be no ground on which the Company could be found unable to pay its debts;

b. that in regard to the Company's prospects for the year immediately following the date of the Board Meeting and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting; and

c. that in forming its opinion as aforesaid, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 2013 ("the Act") and the provisions of Regulation 5(i)(b) of the Buy-back Regulations.

REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY AUDITORS

10.1. The text of the report dated July 28, 2020 received from ASL & Co, Chartered Accountants (Firm Registration Number - 101921W), the Statutory Auditors of the Company and the annexed statement of computation of permissible capital payments for the Buy-back, addressed to the Board of the Company is reproduced below:

Quote:
 Independent Auditor's Report on buy back of equity shares pursuant to the requirements of Schedule I to the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended

To:
 The Board of Directors
 FINEOTEX CHEMICAL LIMITED
 42/43, Manorama Chambers, SV Road, Bandra (West), Mumbai 400050, Maharashtra, India

1. The Report is issued in accordance with the terms of our engagement letter dated July 27, 2020 with Fineotex Chemical Limited (hereinafter the "Company").

2. In connection with the proposal of Fineotex Chemical Limited ("the Company") to buy back its equity shares in pursuance of the provisions of Section 68 and 70 of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("the Regulations"), and in terms of the resolution passed by the directors of the Company in their meeting held on July 27, 2020, we have been engaged by the Company to perform a reasonable assurance engagement on the Statement of determination of the permissible capital payment ("the Statement"), which was initially drafted for identification purposes only.

3. The preparation of the Statement is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal financial reporting and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

4. The board of directors of the Company are responsible to make a full inquiry into the affairs of the Company and to form an opinion that the Company will be able to pay its debts from the date of the board meeting and will not be rendered insolvent within a period of one year from the date of meeting and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code, 2016.

5. Pursuant to the requirements of the Regulations, it is our responsibility to provide reasonable assurance on the following "Reporting Criteria":
 a. Whether the amount of capital payment for the buy-back is within the permissible limit determined considering the audited standalone and consolidated financial statements computed in accordance with the provisions of Section 68 of the Act, Regulation 4(i), proviso to Regulation 4(iv) and the proviso to Regulation 5(i)(b) of the SEBI Buy-back Regulations;
 b. Whether the Board of Directors has formed the opinion, as specified in Clause (X) of Schedule I to the Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of meeting;
 c. Whether we are aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as of the date of declaration.

6. The financial statements referred to in paragraph 5 above pertaining to the year ended March 31, 2020, have been audited by us, or which we issued an unmodified audit opinion vide our report dated July 14, 2020 respectively. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Companies Act, 2013 and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Other Assurance Engagements and Other Related Practices, and have also complied with the applicable requirements of the Standard on Quality Control (SQC) 5, A Reasonable Assurance Engagement Involving Performing Procedures to Obtain Sufficient Appropriate Evidence on the Reporting Criteria mention in paragraph 5 above. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the Reporting Criteria.

9. We have performed the following procedures in relation to the Statement:
 i. We have reviewed into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for the year ended March 31, 2020.
 ii. Examined authorization for buyback from the Articles of Association of the Company.
 iii. Examined that the amount of capital payment for the buy-back as detailed in Annexure A is within permissible limit computed in accordance with section 68 of the Act, Regulation 4(i), proviso to Regulation 4(iv) and the proviso to Regulation 5(i)(b) of the SEBI Buy-back Regulations;
 iv. Examined that the ratio of debt to net worth of the Company, if any, is not more than twice the capital and is free reserve after such buy-back;
 v. Examined that all shares for buy-back are fully paid-up;
 vi. Examined resolutions passed in the meetings of the Board of Directors;
 vii. Examined Director's declarations for the purpose of buy back and solvency of the Company;
 viii. Obtained reasonable representations from the management of the Company.

10. Based on our examination as above, and the information and explanations given to us, in our opinion:
 (i) The Statement of permissible capital payment towards buy back of equity shares, as stated in Annexure A, is in our view properly determined in accordance with Section 68 of the Act, Regulation 4(i), proviso to Regulation 4(iv) and the proviso to Regulation 5(i)(b) of the SEBI Buy-back Regulations;
 (ii) The Board of Directors, in their meeting held on July 27, 2020, have formed the opinion, as specified in Clause (X) of Schedule I of the Regulations, on reasonable grounds, that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of meeting.

reasonable grounds, that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from July 27, 2020 and we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as of the date of declaration.

Restriction on Use:
 11. The certificate is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Regulations solely to enable them to include it (a) in the public announcement to be made to the Shareholders of the Company, (b) to be filed with the Registrar of Companies, Securities and Exchange Board of India, National Stock Exchange of India Limited, BSE Limited as required by the SEBI Buy-back Regulations, the Central Depository Services (India) Limited, National Securities Depository Limited and (c) for provision to the manager to the Buy-Back, each for the purpose of extinguishment of equity shares and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. We have responsibility to update this report for events and circumstances occurring after the date of this report.

For ASL & Co,
 Chartered Accountants
 (CAI Firm Registration Number: FRN 101921W)
 Place of Signature: Mumbai
 Date: July 28, 2020

Sd/-
 Manish Parsari
 Partner
 Membership Number: 139794
 UDIN: 20137744AAAAS669

Annexure A Statement of permissible capital payment (including securities premium) as at March 31, 2020

The amount of permissible capital (including premium) towards the proposed buy-back of equity shares as computed in the table below is determined in accordance with Section 68(2)(c) read with proviso to Section 68(2)(i) of the Companies Act, 2013 ("the Act") and Regulation 4(i), proviso to Regulation 4(iv) and the proviso to Regulation 5(i)(b) of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("the SEBI Buy-back Regulations"). The amount of securities capital and free reserves (including securities premium) has been extracted from the audited standalone and consolidated financial statements of the Company for year ended March 31, 2020.

Particulars	Year ended		
	March 31, 2020 (Audited)	March 31, 2019 (Audited)	March 31, 2018 (Audited)
Earnings per Share - Basic (₹) ⁽¹⁾	0.97	1.56	1.91
Earnings per Share - Diluted (₹) ⁽²⁾	0.97	1.56	1.91
Book Value Per Share (₹) ⁽³⁾	13.25	12.44	10.88
Return on Net Worth (%) ⁽⁴⁾	7.30%	12.51%	17.57%
Debt-Equity Ratio ⁽⁵⁾	0.02	0.02	0.04

(1) Earnings per Share = Profit After Tax / weighted average number of Equity Shares outstanding during the period / year.
 (2) Book value per Share = Net Worth / Number of Equity Shares outstanding at the end of the period / year.
 (3) Return on Net Worth = Profit After Tax / Net Worth.
 (4) Debt-Equity Ratio = Total Debt / Net Worth

(5) Earnings per Share = Profit After Tax / weighted average number of Equity Shares outstanding during the period / year.
 (6) Book value per Share = Net Worth / Number of Equity Shares outstanding at the end of the period / year.
 (7) Return on Net Worth = Profit After Tax / Net Worth.
 (8) Debt-Equity Ratio = Total Debt / Net Worth

16.1. In accordance with Regulation 20 of the Buy-back Regulations, the Company has appointed Indusind Bank Limited ("Escrow Agent"), as the escrow agent for the Buy-back. The Company, the Manager to the Buy-back and the Escrow Agent have entered into an Escrow Agreement dated July 28, 2020 pursuant to which the Escrow Account in the name and style "Fineotex Chemical-Buyback 2020-Escrow A/C" is opened with the Escrow Agent. The Manager has been empowered to operate the Escrow Account in accordance with the Buy-back Regulations. The Company will deposit in the Escrow Account such amount to at least 1,10,00,000/- (Indian Rupees One Crore and ten lakhs only), being 25% of the Maximum Buy-back Size ("Escrow Amount") in accordance with the Buy-back Regulations, before opening of the Buy-back.

16.2. The funds in the Escrow Account shall be released for making payment to the shareholders subject to atleast 2.5% of the Maximum Buy-back Size remaining in the Escrow Account at all points in time.

16.3. If the Company is not able to complete the Buy-back equivalent to the Minimum Buy-back Size, except for the reasons mentioned in the Buy-back Regulations, the amount held in the Escrow Account (up to a maximum of 2.5% of the Maximum Buy-back Size), may be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI.

16.4. The balance lying to the credit of the Escrow Account shall be released to the Company on completion of all obligations in accordance with the Buy-back Regulations.

17. LISTING DETAILS AND STOCK MARKET DATA

17.1. The Equity Shares of the Company are presently listed and traded on NSE with Scrip Symbol: FCL and on BSE with Scrip Code: 533333. The ISIN of the Equity Shares of the Company is INE045J01026.

17.2. The high, low, average market prices and total volume of Equity Shares traded in the last three financial years (April to March) and the monthly high, low, average market prices and total volume of Equity Shares traded for the six completed calendar months preceding the date of Public Announcement and the BSE (Scrip Code: 533333) are as follows:

Period	High		Low		Average Price (₹)	Total Volume Traded in the period (No. of shares)		
	High Price (₹)	Date Of High Price	Low Price (₹)	Date Of Low Price				
January 2020	35.25	January 15, 2020	158225	25.80	January 06, 2020	19841	29.58	749408
February 2020	30.70	February 10, 2020	21196	23.50	February 28, 2020	16921	26.87	410944
March 2020	24.05	March 20, 2020	17279	12.35	March 23, 2020	43737	17.37	564414
April 2020	27.08	April 30, 2020	119798	14.91	April 01, 2020	7635	21.65	501672
May 2020	31.20	May 05, 2020	188012	23.00	May 22, 2020	11325	25.92	807785
June 2020	29.15	June 02, 2020	32628	24.90	June 12, 2020	25649	26.98	721346

PRECEDING 6 CALENDAR MONTHS

Period	High Price (₹)	Date Of High Price	No. of shares traded on that date	Low Price (₹)	Date Of Low Price	No. of shares traded on that date	Average Price (₹)	Total Volume Traded in the period (No. of shares)
FF-2019-20	45.50	April 09/2019	40025	12.25	March 23-2020	43737	29.59	522945
FY 2018-19	90.90	April 24, 2018	41620	29.50	December 10, 2018	53983	49.85	20297392
FY 2017-18	106.05	January 04, 2018	977634	23.50	August 30, 2017	42571	44.31	55666903

(Source: www.bseindia.com)
 Note: High and Low price for the period are based on intraday prices and Average Price is based on average of closing price.
 NSE (Scrip symbol: FCL)