



August 29, 2019

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
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Dear Sir/Madam,

Subject: Notice of the 16th Annual General Meeting

In terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith a copy of the Notice of the 16th Annual General Meeting of the Company to be held on Friday, 27th September, 2019 at 5:00 P.M. at Rajpuria Baugh/Hall, Navinbhai Thakkar Marg, Vile Parle (East), Mumbai-400057.

The above is for your information and dissemination to the members.

Thanking you,

Yours truly,

FOR FINEOTEX CHEMICAL LIMITED

Hemant Auti
Company Secretary

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixteenth Annual General Meeting of the members of Fineotex Chemical Limited will be held on Friday, the 27th day of September, 2019 at 5.00 p.m. at Rajpuria Baugh/Hall, Navinbhai Thakkar Marg, Vile Parle (East), Mumbai- 400057, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements and Audited Consolidated Financial Statements for the financial year ended March 31, 2019, together with the Reports of the Board of Directors' and Auditors' thereon.
2. To appoint a director in place of Mrs. Aarti Jhunjunwala who retires by rotation at the conclusion of this meeting and being eligible offers herself for reappointment.
3. To declare dividend for the financial year ended 31st March, 2019.
4. To appoint M/s. ASL & Co, Chartered Accountants (Firm Registration No. 101921W), as the Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. A S L & Co, Chartered Accountants, (Firm Registration No. 101921W) be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors UKG & Associates, Chartered Accountants, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Twenty First Annual General Meeting of the Company to be held in the calendar year 2024, at a remuneration of Rs. 4,00,000/- p.a. excluding taxes and out of pocket expenses fixed by the audit Committee and Board of Directors of the Company.”

SPECIAL BUSINESS

5. Remuneration of Cost Auditors

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the remuneration of Rs. 40,000/- per annum (Rupees Forty Thousand only) plus applicable taxes and reimbursement of travel and out of pocket expenses, to be paid to M/s. V. J. Talati & Co., Cost Accountants (Firm Registration No. 100675), appointed as the Cost Auditors of the Company by the Board of Directors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2020.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to this resolution.”

6. Re-Appointment of Mr. Manmohan Mehta as an Independent Director of the Company for a further term of 5 years

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Mr. Manmohan Mehta (DIN 00391964), Independent Director, whose period of office expires on 22nd September 2019, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for the next term of five consecutive years under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 be and is hereby re-appointed as an Independent Director of the Company, not subject to retirement by rotation, for a term of 5 (Five) consecutive years effective from 21st September 2019 to 20th September 2024.

7. Re-Appointment of Mr. Alok Dhanuka as an Independent Director of the Company for a further term of 5 years

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Mr. Alok Dhanuka (DIN 06491610), Independent Director, whose period of office expires on 22nd September 2019, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for the next term of five consecutive years under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 be and is hereby re-appointed as an Independent Director of the Company, not subject to retirement by rotation, for a term of 5 (Five) consecutive years effective from 21st September 2019 to 20th September 2024.

8. Re-appointment and Revision in the Remuneration payable to Mr. Surendrakumar Tibrewala, Managing Director of the Company with effect from October 1, 2019

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT in accordance with the provisions of sections 196, 197, 198, 199, 202 and 203 read with Schedule V, Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, approval of the members be and hereby accorded for re-appointment of Mr. Surendrakumar Tibrewala, as a Managing Director of the Company for a period of three years with effect from October 1, 2019 on a remuneration not exceeding Rs. 5 crores by way of salary, perquisites and commission which the Company is entitled to pay as per the provisions of section I of the Part II of the Schedule V of the Companies Act, 2013 or any re-enactment thereof.

RESOLVED FURTHER THAT the remuneration aforesaid pertaining to salary and perquisites shall not exceed a sum of Rs. 10,00,000/- p.m. or such higher sum which the Company is / would be entitled to pay as maximum remuneration as per section II of Part II of Schedule V in the event of loss or inadequate profits during the tenure of his appointment as approved by the Nomination and Remuneration Committee computed in accordance with the provisions of the said Schedule other applicable laws and subject to the approvals, if any.

RESOLVED FURTHER THAT any excess salary drawn by or paid to him in any year of loss or inadequacy of profits, over and above the amount mentioned in Section II of Part II of Schedule V, shall be refunded by him and for this purpose, the company shall effect recovery month by month and every month commencing from the month in which the annual accounts disclosing the loss or inadequacy of profits are approved by the Board of Directors in their meeting held as per provisions of section 134 of Companies Act 2013.

RESOLVED FURTHER THAT any excess remuneration drawn or paid to him as aforesaid shall be forthwith refunded to the company in the event the appointment come to an end prematurely or is not renewed for a further period beyond this period.

RESOLVED FURTHER THAT any other Director of the Company be and is hereby authorized to execute the agreement incorporating the above terms on behalf of the Company.

9. Re-appointment and Revision in the Remuneration payable to Mr. Sanjay Tibrewala, Executive Director of the Company with effect from October 1, 2019

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT in accordance with the provisions of sections 196, 197, 198, 199, 202 and 203 read with Schedule V, Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, approval of the members be and hereby accorded for re-appointment of Mr. Sanjay Tibrewala,

Whole Time Director & Chief Financial Officer of the Company for a period of three years with effect from October 1, 2019 on a remuneration not exceeding Rs. 5 crores by way of salary, perquisites and commission which the Company is entitled to pay as per the provisions of section I of the Part II of the Schedule V of the Companies Act, 2013 or any re-enactment thereof.

RESOLVED FURTHER THAT the remuneration aforesaid pertaining to salary and perquisites shall not exceed a sum of Rs. 10,00,000/- p.m. or such higher sum which the Company is / would be entitled to pay as maximum remuneration as per section II of Part II of Schedule V in the event of loss or inadequate profits during the tenure of his appointment as approved by the Nomination and Remuneration Committee computed in accordance with the provisions of the said Schedule, other applicable laws and subject to the approvals, if any.

RESOLVED FURTHER THAT any excess salary drawn by or paid to him in any year of loss or inadequacy of profits, over and above the amount mentioned in Section II of Part II of Schedule V, shall be refunded by him and for this purpose, the company shall effect recovery month by month and every month commencing from the month in which the annual accounts disclosing the loss or inadequacy of profits are approved by the Board of Directors in their meeting held as per provisions of section 134 of Companies Act 2013.

RESOLVED FURTHER THAT any excess remuneration drawn or paid to him as aforesaid shall be forthwith refunded to the company in the event the appointment come to an end prematurely or is not renewed for a further period beyond this period.

RESOLVED FURTHER THAT any other Director of the Company be and is hereby authorized to execute the agreement incorporating the above terms on behalf of the Company.

10. Revision in the remuneration payable to Mrs. Aarti Jhunjunwala, Executive Director of the Company with effect from October 1, 2019.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT further to the special resolution passed by the members of the Company at their 15th Annual General Meeting held on September 29, 2018 according their consent for the appointment and remuneration of Mrs. Aarti Jhunjunwala (DIN: 07759722) as Executive Director for 3 years with effect from August 14, 2018 and in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments, enactment or re-enactment thereof for the time being in force), and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, approval of the members of the Company be and hereby accorded for Revision in the remuneration Mrs. Aarti Jhunjunwala, Executive Director of the

Company with effect from October 1, 2019 on the remuneration not exceeding Rs. 5 crores by way of salary, perquisites and commission which the Company is entitled to pay as per the provisions of section I of the Part II of the Schedule V of the Companies Act, 2013 or any re-enactment thereof as reproduced in the Explanatory Statement, to Mrs. Aarti Jhunjhunwala (DIN: 07759722), Executive Director.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary of the Company be and is hereby severally authorized to take such steps as may be necessary for obtaining necessary approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution.”

11. Raising of Funds through Issue of Securities

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED** that pursuant to Section 23, 42, 62 and other applicable provisions of the Companies Act, 2013, and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made there under (including any amendments, statutory modification(s) and / or reenactment thereof for the time being in force) (the “Companies Act”) and in accordance with the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including any amendments, statutory modification(s) and / or reenactment thereof for the time being in force) (the “ICDR Regulations”), and subject to all applicable statutory and regulatory requirements, (including inter alia the relevant date on the basis of which price of the Securities or the resultant shares are determined being in compliance with applicable statutory and/or regulatory parameters), the relevant provisions of the Memorandum and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to the extent applicable, the provisions of the Foreign Exchange Management Act, 1999, (including any amendments, statutory modification(s) and / or re-enactment thereof for the time being in force) (‘the FEMA’), the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India and the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident outside India) Regulations, 2017, (including any amendments, statutory modification(s) and / or re-enactment thereof for the time being in force) and all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by the Government of India (‘GOI’), the Ministry of Corporate Affairs (‘MCA’), the Reserve Bank of India (‘RBI’), the Securities and Exchange Board of India (‘SEBI’), BSE Limited and National Stock Exchange of India Limited (‘the Stock Exchanges’), and / or any other regulatory / statutory authorities, the necessary approval and/or consent of

any statutory and/or regulatory authorities, and the conditions as may be prescribed by any of them while granting any such approval and/or consent, as may be agreed to by the Board of Directors of the Company, (hereinafter referred to as “Board”, which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot at an appropriate time (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), in the course of one or more domestic with or without green shoe options, to eligible investors (whether or not such investors are members of the Company, or whether or not such investors are Indian or foreign, including, without limitation, financial institutions, commercial banks, mutual funds, foreign institutional investors, multilateral and bilateral development financial institutions, venture capital funds, foreign venture capital investors, insurance companies and other qualified institutional buyers as permitted by applicable statutes and regulations from time to time), whether by way of a public offering or by way of a Qualified Institutions Placement (‘QIP’) or any other method and whether by way of circulation of an offering circular or registration statement or prospectus or placement document or private placement offer letter and/or other letter or circular (‘Offering Document/Disclosure Document / Information Memorandum’) or otherwise, securities including inter alia equity shares (‘the Equity Shares’) and/or instruments or securities convertible into equity shares of the Company and/or convertible preference shares and/or convertible debentures or bonds (compulsorily and/or optionally, fully and/or partly), and/or non-convertible debentures with warrants and/or securities with or without detachable/non-detachable warrants and/or warrants with a right exercisable by the warrant holder to subscribe for equity shares, or by any one or more or a combination of the above or otherwise, up to an amount of Rs.100 crore, (hereinafter referred to as “Securities”), with or without premium, to be denominated in Indian rupees or foreign currency, as the case may be and such issue and allotment to be made in one or more tranche or tranches, for cash, at such price or prices, in terms of the applicable regulations and as permitted under the applicable laws, in consultation with the Merchant Banker(s) and/or other Advisor(s) or otherwise and on such other terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment.

- (a) **RESOLVED FURTHER THAT**, if the Company proposes to allot any securities pursuant to a qualified institutional placement (“QIP”),
 - i. the allotment of Securities shall be completed within 12 months from the date of passing of the Special Resolution or such other time as may be allowed under the ICDR Regulations from time to time
 - ii. of equity shares, then, the relevant date shall be the date on which the Board decides to open the said issue, and/or, of convertible securities, then, the relevant date shall be the date on which the relevant allottees of

the said convertible securities are eligible to apply for equity shares of the Company.

- iii. the QIP shall be made at such price not less than the price determined in accordance with the pricing formula provided under the ICDR Regulations ('QIP Floor Price') and the price determined for a QIP shall be subject to appropriate adjustments as per the provisions of Regulation 85(4) of the ICDR Regulations, as may be applicable and the Board may, at its absolute discretion, may offer a discount of not more than 5% (five per cent) or such other percentage as may be permitted under applicable law on the QIP Floor Price.

(b) **RESOLVED FURTHER THAT**, the Equity Shares as may be required to be issued and allotted in accordance with the terms of the offer shall rank pari passu inter-se and with the then existing Equity Shares of the Company in all respects

(c) **RESOLVED FURTHER THAT**, without prejudice to the generality of the above, the Board be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with offering, issuing and allotting the Securities, and to give effect to these resolutions, including, without limitation, the following:

- (i) offer, issue and allot the Securities or any/all of them, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion, including inter alia, (a) terms for issue of additional Securities and for disposal of Securities which are not subscribed to by issuing them to banks/financial institutions/ mutual funds or otherwise, (b) terms as are provided in domestic offerings of this nature, and (c) terms and conditions in connection with payment of interest, dividend, voting rights, premium and redemption or early redemption, conversion into equity shares, pricing, variation of the price or period of conversion, and/or finalizing the objects of the issue and the monitoring of the same;
- (ii) approve, finalize and execute any offer document, {(including inter alia any draft offer document, offering circular, registration statement, prospectus or placement document or private placement offer letter and/or other letter or circular ('Offering Document/ Disclosure Document / Information Memorandum')}, and to approve and finalize any term sheets in this regard;
- (iii) approve, finalize and execute any number of powers of attorney,
- (iv) taking decision to open the issue and in this regard to decide the opening and closing date;
- (v) approve, finalize and execute agreements and documents, including lock-up letters, agreements in connection with the creation of any security and

agreements in connection with the appointment of any intermediaries and/or advisors, (including for underwriting, marketing, listing, trading, appointment of lead manager(s)/ merchant banker(s), legal counsel, depository(ies), banker(s), advisor(s), registrar(s), trustee(s) and other intermediaries as required) and to pay any fees, commission, costs, charges and other outgoings in connection therewith;

- (vi) to provide such declarations, affidavits, certificates, consents and/ or authorities as required from time to time, to amend or modify any of the above agreements, powers or documents as required;
- (vii) seek any consents and approvals, including inter alia, the consent from the Company's lenders, parties with whom the Company has entered into agreements with and from concerned statutory and regulatory authorities;
- (viii) file requisite documents with the SEBI, Stock Exchanges, the Government of India, the Reserve Bank of India and any other statutory and/or regulatory authorities and any amendments, supplements or additional documents in relation thereto as may be required;
- (ix) seeking the listing of the Securities on any Stock Exchange/s, submitting the listing application to such stock exchange/s and taking all actions that may be necessary in connection with obtaining such listing approvals, (both in principle and final listing and trading approvals);
- (x) open one or more bank accounts in the name of the Company in Indian currency or foreign currency(ies) as required subject to requisite approvals from Reserve Bank of India, if any and the director/s and/ or officer/s of the Company as authorized by the Board who shall be authorized to sign and execute the application form and other documents required for opening the said account/s to operate the said account/s and to give such instructions including closure thereof as may be required and deemed appropriate by the said signatories and that the said bank/s be and is/ are hereby authorized to honor all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by the aforesaid signatories on behalf of the Company;
- (xi) affix the Common Seal of the Company, as required, on any agreement, undertaking, deed or other document in the presence of anyone or more of the directors of the Company or anyone or more of the officers of the Company as may be authorized by the Board in accordance with the Articles of Association of the Company;
- (xii) do all such incidental and ancillary acts and things as may be deemed necessary, and to give such directions that may be necessary or arise in regard to or in

connection with any such offer, issue or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board or any duly authorized committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects;

- (xiii) settle any issues, questions, difficulties or doubts that may arise;
- (xiv) approving the issue price, finalize the basis of allotment of the Securities on the basis of the bids/ applications and over- subscription thereof as received where applicable;
- (xv) acceptance and appropriation of the proceeds of the issue of the Securities; and
- (xvi) further authorize any committee and/or director/s and/ or officer/s of the Company to seek the aforementioned consents and approvals, and/or to execute and/or file the above documents and/ or to carry out any/all of the aforesaid actions.

12. Increasing the Authorized Share Capital of the Company

To consider and if thought fit to pass the following resolution with or without modification(s), as an **Ordinary Resolution:-**

“**RESOLVED THAT** pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 23,00,00,000 (Rupees Twenty Three Crores only) divided into 11,50,00,000 (Eleven Crores Fifty Lakhs) Equity shares of Rs. 2/- (Rupees two only) each to Rs. 28,00,00,000 (Rupees Twenty Eight Crores only) divided into 14,00,00,000 (Fourteen Crore) equity share of Rs.2/- each by creation of additional 2,50,00,000 (Two Crore Fifty Lakh) equity shares of Rs. 2/- each ranking pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary of the Company be and is hereby severally authorized to file, sign verify and execute all such e-forms, papers or documents, as may be required and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution.”

13. Alteration in the Capital Clause of Memorandum of Association

To consider and if thought fit to pass the following resolution with or without modification(s), as an **Special Resolution:-**

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded for substituting Clause V (a) of the Memorandum of Association of the Company with the following clause:

- V (a) The Authorized Share Capital of the Company is Rs. 28,00,00,000/- (Rupees Twenty Eight Crores only) divided into 14,00,00,000 (Fourteen Crore) Equity Shares of Rs. 2/- (Rupees Two only) each.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary of the Company be and is hereby severally authorized to file, sign verify and execute all such e-forms, papers or documents, as may be required and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution.”

14. Amendment of Articles of Association

To consider and if thought fit to pass the following resolution with or without modification(s), as an **Special Resolution:-**

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other relevant provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the existing Articles of Association of the Company be and is hereby replaced, altered, modified and revised as per the new set of Articles of Association, a copy of which is placed before the meeting and that the Regulations contained in the new set of Articles be and are hereby approved and adopted as the Articles of Association of the Company and they be the Regulations of the Company in place, in substitution and to the entire exclusion of the existing Articles of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such fillings and registrations as may be required in relation to the aforesaid amendment to Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution.”

15. Contracts with Related Parties

To consider and if thought fit to pass the following resolution with or without modification(s), as an **Special Resolution :-**

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) (Including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded to the Audit Committee and the Board of Directors to authorize the management of the Company to enter into agreement(s) and/or transaction(s), as may be appropriate, with the following Related Parties as defined under Section 2(76) of the Act and Clause 23 of the LODR Regulation, 2015 for sell, purchase, transfer or receipt

of products, goods, materials, services or other obligations, if any, on such terms and conditions as may be mutually agreed upon between the Company and any of the Related Parties, for the amount in aggregate not exceeding as mentioned against the name of each of the following Related Party during the period mentioned against the name of each Related Party:

Sr. No.	Related Parties with whom Transactions are Estimated	Nature of the Transaction	Approval sought for transactions from 1st April 2019 to 31st March 2024	Relationship
1	Fineotex Malaysia Limited	Investments/ Loans, and Sale / Purchase of goods and services of all kinds	Rs.10 (Ten) Crores per annum	Wholly owned subsidiary
2	BT Chemicals SDN BHD	Investments/Loans, Sale/ Purchase of goods and services of all kinds	Rs.10 (Ten) Crores per annum	2nd Tier Subsidiary
3	BT Biotex SDN BHD	Investments/Loans, Sale/ Purchase of goods and services of all kinds.	Rs.10 (Ten) Crores per annum	2nd Tier Subsidiary
4	Rovatex SDN BHD	Investments/Loans, Sale/ Purchase of goods and services of all kinds	Rs.10 (Ten) Crores per annum	2nd Tier Subsidiary
5	Fineotex Specialities FZE	Investments/Loans, Sale/ Purchase of goods and services of all kinds	Rs.10 (Ten) Crores per annum	Wholly owned Subsidiary
6	Manya Steels P Ltd.	Investments/Loans/ advances deposits etc Sale/ Purchase of goods and services of all kinds including renting and also dispose of the Company's investment partly or fully and also acquisition of the Company	Rs.10 (Ten) Crores per annum. Rent upto Rs. 5 Lakhs pm	Wholly owned subsidiary
7	Kanaklata Tibrewala	Lease of Factory premises at A-700, TTC MIDC, Navi Mumbai 400705. (3000 square feet)	Monthly rent not exceeding Rs. 40,000 per month. Interest free deposit of Rs. 75,00,000	Wife of Managing Director and mother of Executive Director & CFO and Lady Director
8	Kamal Chemical Pvt. Ltd.	Sale/Purchase of goods & Services of all kinds, Giving Loans & advances for business purpose including acquisition of the Company	Rs.10 (Ten) Crores per annum	Mr. Surendrakumar Tibrewala is a director and shareholding by his relatives

9	Kanaklata Tibrewala	Lease of Office Premises, 42, Manorama Chambers, SV Road Bandra (W), Mumbai 400050 (970 square feet)	Interest free deposit of Rs. 60 Lakhs and Monthly rent not exceeding Rs. 75,000 per month	Wife of Managing Director and mother of Executive Director & CFO and Lady Director
10	Proton Biochem Private Limited	Sale/Purchase of goods and services of all kinds giving loans & advances for business purpose including acquisition of the Company	Rs.60 (Sixty) Crores per annum	Mr. Sanjay Tibrewala is a Director and shareholding by his relatives
11	Surendrakumar Tibrewala	Lease of Office Premises, 43, Manorama Chambers, SV Road Bandra (W), Mumbai - 400050 (970 square feet)	Monthly rent not exceeding Rs. 75,000 per month. Interest free deposit upto Rs. 60 Lakhs	Chairman & Managing Director
12	Sanjay Tibrewala	Office premises at Mittal Estate, Andheri Kurla Road, Andheri (East), Mumbai- 400059 (Area 1100 sq ft withloft)	Monthly rent of Rs. 2,00,000 Interest free deposit upto Rs. 10,00,000	Executive Director & CFO

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

By Order of the Board
For **Fineotex Chemical Limited**

Surendrakumar Tibrewala
Chairman & Managing Director
DIN: 00218394

Place: Mumbai
Date: 13.08.2019

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.**

AS PER PROVISIONS OF SECTION 105 OF THE COMPANIESACT,2013,APERSON CANACTASAPROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER

A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER SHAREHOLDER.

A Proxy form, in order to be effective, must be deposited at the Registered Office of the Company, duly stamped, completed and signed not less than forty eight hours before the commencement of the aforesaid meeting i.e. before 6.00 p.m. on 25th September, 2019.

2. Corporate members intending to send their authorized representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business as set out at Item Nos. 4 to 10 of the AGM Notice, to be transacted at the Meeting is annexed hereto.
4. Disclosure pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings with respect to Directors seeking appointment/re-appointment at this Annual General Meeting, forms integral part of the Notice and is given under the Explanatory Statement. The Directors have furnished the requisite declarations for their appointment.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 21st day of September, 2019 to Friday, the 27th day of September, 2019 (both days inclusive) for the purpose of Annual General Meeting and dividend, if any, declared by the shareholders at the 16th Annual General Meeting.
6. The dividend of Equity Shares, if declared at the Meeting, will be credited / dispatched, on or after 5th October, 2019 to those members whose names shall appear on the Company's Register of Members on 20th September, 2019; in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
7. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Bigshare Services Private Limited ("Bigshare") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members. Members are requested to check that the correct account number has been recorded with the depository.
8. Members holding shares in electronic form are requested to intimate any change in their address, E-mail Id, Signature or bank mandates to their respective Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to intimate such changes to the Registrars and Transfer Agents of the Company.
9. Members are requested to :
 - a. Notify any change in their address to the Registrar and Share Transfer Agents, Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp.Vasant Oasis, Makwana Road, Marol, Andheri (E), Mumbai -400059 or their Depository Participant.
 - b. Bring the attendance slips along with the copies of the Annual Report to the meeting.
10. In compliance with Sections 124 of the Companies Act, 2013, unpaid/unclaimed dividend will be transferred to the "Investor Education and Protection Fund" according to the statutory stipulations. Members are requested to contact the Company at its registered office, in respect of their outstanding dividends if any for the succeeding years. Unclaimed Dividend for FY 2011-12 will be transferred to IEPF in the month of February, 2020. Shareholders are requested to send the requisite details to the Company/ Bigshare Services Private Limited to claim the amount before the date. The list of Shareholders whose dividend is liable to be transferred if unclaimed by 4th February, 2020 is available on the Company's website.
11. The Ministry of Corporate Affairs, vide its circular No. 17/2012 dated July 23, 2012 have directed the companies to upload information regarding unpaid and unclaimed dividend on the company's website. In terms of the circular, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 28th September, 2018 (date of last Annual General Meeting) and the same can be viewed on the website of the Company – www.fineotex.com and also on the website of the Ministry of Corporate Affairs.
12. The notice of the 16th Annual General Meeting of the Company along with printed Attendance Slips is being dispatched to all Members. Electronic copy of the Annual Report for the year ended March 31, 2019 is being sent to all the members whose E-mail address is registered with the Company / Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their E-mail address, the Annual Report for the year ended March 31, 2019 is physically sent along with the Notice. Members who have not yet registered their E-mail address are encouraged to submit their request with their respective Depository Participant Bigshare Services Pvt. Ltd., the RTAs of the Company as the case may be. Members may also note that the Notice of the 16th Annual General Meeting and the Annual Report for the year ended March 31, 2019 will also be available on the Company's website – www.fineotex.com for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same to the Company before the meeting.
13. Statutory Registers and documents referred to in the notice and Explanatory Statement are open for inspection by the members at the registered office of the Company on all working days

(Monday to Saturday) between 10.00 a.m. to 12.00 noon, upto the date of the Annual General Meeting and will also be available for inspection at the Meeting during the meeting hours.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and also the Bank particulars by every participant in securities market Members holding shares in electronic form are, therefore, requested to submit their PAN and Bank particulars to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Bigshare.

15. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form is also available on the website of the Company.

16. Non-Resident Indian Members are requested to inform Bigshare, immediately of:

- (a) Change in their residential status on return to India for permanent settlement.
- (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

17. E-voting

a. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules made thereunder, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (“AGM”) by electronic means and the business may be transacted through E-voting services arranged by the Central Depository Services Limited (CDSL).

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on Tuesday, the 24th day of September 2019 at 9.00 a.m. IST and end on Thursday, the 26th day of September 2019 at 5.00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, the 20th day of September 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

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

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant 190826015 for FINEOTEX CHEMICAL LIMITED on which you choose to vote.

(xii) On the voting page, you will see “RESOLUTIONDESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins on Tuesday, the 24th day of September 2019 at 9.00 a.m. IST and end on Thursday, the 26th day of September 2019 at 5.00 p.m. During this period shareholders’

of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, the 20th day of September 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
 - b. The Voting rights of shareholders shall be in proportion to their shares of the paid up capital of the Company as on the cutoff date of Friday, the 20th day of September 2019.
 - c. Mr Hemant Shetye, Practicing Company Secretary (Membership No. ACS 2827/ C.P No.1483) has been appointed as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - d. Poll Process at Annual General Meeting (AGM)
 - (i) The voting on the agenda items shall be done by e-voting as well as at the AGM. Those who do not exercise the option of e-voting shall be entitled to participate and vote at the AGM/Poll if required at the AGM. Ballot papers will be issued immediately after an announcement in this regard by the Chairman of the meeting and will continue till all the shareholders present and who want to vote have cast their votes. The number of votes will be equivalent to the number of shares held by them as on the Cut-off Date i.e., Friday, the 20th day of September 2019.
 - (ii) Mr. Hemant Shetye, will also act as one of the Scrutinizers at the Poll to be conducted at the AGM in a fair and transparent manner
 - e. The Scrutinizer shall within a period not exceeding 2 (two) working days from the conclusion of the E-Voting period unlock the votes in the presence of at least two witnesses not in the employment of the Company and make a scrutinizer’s report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The results declared along with the scrutinizers report shall be placed on the Company’s website www.fineotex.com and on the website of CDSL within 2 (two) days of the passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the shares of the Company are listed.

- 18. Any person acquiring shares after dispatch of this notice and holds shares as on Friday, the 20th day of September 2019 can vote using their registration with CDSL. Those who are not registered may obtain the details by sending a request to www.evotingindia.co.in.

By Order of the Board
For **Fineotex Chemical Limited**

Surendrakumar Tibrewala
Chairman & Managing Director
DIN: 00218394

Place: Mumbai
Date: 13.08.2019

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Pursuant to Section 102 of the Companies Act, 2013 (“the Act”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 15 of the accompanying Notice dated 13th August, 2019.

Item No. 4

Though not mandatory, this statement is provided for reference.

UKG & Associates, Chartered Accountants (Firm Registration No. 123393W) were appointed as statutory auditors of the company at the 11th Annual General Meeting held in the year 2014. In terms of their appointment made at the 11th AGM held on 23.09.2014, they are holding office of the auditors up to the conclusion of the 16th AGM and hence, would retire at the conclusion of the 16th AGM. As per second proviso to Section 139(2) of the Companies Act, 2013 (“the Act”) an audit firm which has completed its term under clause (b), shall not be eligible for re-appointment as auditor in the same company for five years from the completion of such term. Accordingly, as per the said requirements of the Act, M/s. ASL & Co., Chartered Accountants (Firm Registration No. 101921W) is proposed to be appointed as statutory auditors of the company, for a period of 5 years, commencing from the conclusion of 16th AGM till the conclusion of the 21st AGM at a remuneration for Statutory Audit of Standalone and Consolidated Financial statements of Rs. 4,00,000/- p.a. excluding taxes and out of pocket expenses fixed by the audit Committee and Board of Directors of the Company.

M/s. ASL & Co., Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. The Company has also received their eligibility and consent to act as statutory auditors. They have also provided the Peer Review Certificate as required by SEBI Regulations.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 4 of the notice.

The Board recommends the Resolution at Item No. 4 to be passed as an ordinary resolution.

Item No. 5

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records for applicable products of the Company. On the recommendation of the Audit Committee, at its meeting held on 4th June, 2019, the Board considered and approved the appointment of M/s. V.J. Talati & Co., Cost Accountants (Firm Registration No. 100675) as the Cost Auditor for the fiscal year 2018-19 at a remuneration of Rs. 40,000/- per annum plus applicable taxes and reimbursement of out-of-pocket expenses.

Further the Company has received their eligibility and consent to act as cost auditors.

The Board of Directors recommends the Ordinary Resolution as set out in Item No. 5 of the Notice for the approval of the shareholders.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are, in any way, concerned with or interested in, financially or otherwise, in the said resolution.

Item No. 6

The Members of the Company, at their 11th (Eleventh) Annual General Meeting (AGM) held on September 23, 2014, had appointed Mr. Manmohan Mehta [Director Identification Number (DIN): 00391964] as an “Independent Director” of the Company for a term of 5 years. Pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder, read with Schedule IV to the Act. The term of Mr. Manmohan Mehta as an “Independent Director” shall, thus, expire on September 22, 2019.

Mr. Manmohan Mehta has an expertise in textile processing and reality business – the main focus areas of the business. He is a member of various Committees of the Board including Chairman in few cases. A brief resume of Mr. Manmohan Mehta also forms part of this Notice. He was appointed as a Director of our Company with effect from 31st December, 2007 and has been associated with the Company since then. Mr. Manmohan Mehta satisfies the criteria for independence as specified in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee of the Board of Directors has recommended the re-appointment of Mr. Manmohan Mehta as an “Independent Director” of the Company, since he possesses the requisite qualifications and attributes for re-appointment. The Members are, therefore, requested to grant their approval by way of a Special Resolution for the re-appointment of Mr. Manmohan Mehta as an “Independent Director” of the Company to hold office for a further term of 5 (five) years, effective from conclusion of the Annual General Meeting, not liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives (except Mr. Manmohan Mehta) is in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Special Resolution set forth in Item No. 6 for approval of the Members.

Item No. 7

The Members of the Company, at their 11th (Eleventh) Annual General Meeting (AGM) held on September 23, 2014, had appointed Mr. Alok Dhanuka [Director Identification Number (DIN): 06491610] as an “Independent Director” of the Company for a term of 5 years. Pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder, read with Schedule IV to the Act. The term of Mr. Alok Dhanuka as an “Independent Director” shall, thus, expire on September 22, 2019.

Mr. Alok Dhanuka is an MBA Finance with experience of exports business. He is a member of various Committees of the Board including Chairman in few cases. He was appointed as a Director of our Company with effect from 2nd November, 2013 and has been associated with the Company since then.

A brief resume of Mr. Alok Dhanuka also forms part of this Notice. Mr. Alok Dhanuka satisfies the criteria for independence as specified in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee of the Board of Directors has recommended the re-appointment of Mr. Alok Dhanuka as an "Independent Director" of the Company, since he possesses the requisite qualifications and attributes for re-appointment. The Members are, therefore, requested to grant their approval by way of a Special Resolution for the re-appointment of Mr. Alok Dhanuka as an "Independent Director" of the Company to hold office for a further term of 5 (five) years, effective from conclusion of the Annual General Meeting, not liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives (except Mr. Alok Dhanuka) is in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Special Resolution set forth in Item No. 7 for approval of the Members.

Item No. 8

Mr. Surendrakumar Tibrewala was re-appointed as Chairman and Managing Director on 20th September 2016 for a 3 year period from 1-October, 2016. The Company is listed with a much higher and diversified activities and turnover. This has increased the responsibilities of the Directors due to increasing activities and expansion programme of the Company. It is proposed to increase the remuneration in line with the present market conditions to commensurate with the present job profile within the limits prescribed under the Schedule V of the Companies Act, 2013.

Mr. Surendrakumar Tibrewala is a B.Com and LLB and has over 3 decades of experience in the business of Specialty and Auxiliary Chemicals as manufacturer and trader. The business of the Company has been nurtured since the last 33 years. He is also involved in other aspects of the business like marketing and administration.

The proposed remuneration is approved by the Nomination & Remuneration Committee of the Board of Directors and consists of Basic salary of Rs. 3,50,000/- p.m. other allowance of Rs. 2,45,000/- per month and other perquisites not exceeding a sum of Rs. 60,000/- p.a. in addition he will be entitled for a car and a telephone at residence for official work. He will also be entitled for retirement benefits as applicable to Senior Executives of the Company like Provident Fund, Superannuation Fund, Gratuity and Encashment of Leave. The retirement benefits would not be considered for the limit of Rs. 72,00,000 p.a. as mentioned above, This may be treated as an abstract of the draft agreement between the Company and Mr. Surendra Tibrewala for revision of the remuneration and term of appointment pursuant to Section 196 of the Companies Act, 2013.

The Board recommends your consent for the resolution as a Special Resolution. Mr. Surendrakumar Tibrewala is interested in the resolution as it pertains to him. Mr. Sanjay Tibrewala is interested in the resolution as it pertains to his father.

Item No. 9

Mr. Sanjay Tibrewala was re-appointed as Executive Director on 20th September 2016 for a 3 year period from 1-October, 2016. The Company is listed with much higher and diversified activities and turnover. This has increased the responsibilities of the Directors due to increasing activities and expansion programme of the Company. It is proposed to increase the remuneration in line with the present market conditions to commensurate with the present job profile within the limits prescribed under the Schedule V of the Companies Act, 2013.

Mr. Sanjay Tibrewala is a B.Com and is a post graduate in Textile Processing and Chemicals. He is assisting the present Managing Director for the last 15 years adding the technical edge to the business. He is instrumental in developing new products and markets for the Company.

The proposed remuneration is approved by the Remuneration Committee of the Board of Directors and consists of Basic salary of Rs. 3,50,000 /- p.m. other allowance of Rs. 2,45,000/- per month and other perquisites not exceeding a sum of Rs. 60,000/- p.a. in addition he will be entitled for a car and a telephone at residence for official work. He will also be entitled for retirement benefits as applicable to Senior Executives of the Company like Provident Fund, Superannuation Fund, Gratuity and Encashment of Leave. The retirement benefits would not be considered for the limit of Rs. 72,00,000/- p.a. as mentioned above. This may be treated as an abstract of the draft agreement between the Company and Mr. Sanjay Tibrewala for revision of the remuneration and term of appointment pursuant to Section 196 of the Companies Act, 2013.

The Board recommends your consent for the resolution. Mr. Sanjay Tibrewala is interested in the resolution as it pertains to him. Mr. Surendrakumar Tibrewala is interested in the resolution as it pertains to his son.

Item No. 10

Mrs. Aarti Jhunjhunwala was appointed as an Executive Director on 28th September, 2018 for a 3 years period from 14th August, 2018. The Company is listed with much higher and diversified activities and turnover. This has increased the responsibilities of the Directors due to increasing activities and expansion programme of the Company. It is proposed to increase the remuneration in line with the present market conditions to commensurate with the present job profile within the limits prescribed under the Schedule V of the Companies Act, 2013.

Mrs. Aarti Jhunjhunwala has completed her Masters in Accounts and Taxation. She has been involved in the family business for several years and has knowledge of the products and markets in which the Company operates. She has also undergone training for better understanding of the products of the Company

The proposed remuneration is approved by the Remuneration Committee of the Board of Directors and consists of Basic salary of Rs. 1,50,000/- p.m. other allowance of Rs. 45,000/- per month and other

perquisites not exceeding a sum of Rs. 60,000/- p.a. in addition she will be entitled to a car and a telephone at residence for official work. She will also be entitled for retirement benefits as applicable to Senior Executives of the Company like Provident Fund, Superannuation Fund, Gratuity and Encashment of Leave. The retirement benefits would not be considered for the limit of Rs. 24,00,000/- p.a. as mentioned above, This may be treated as an abstract of the draft agreement between the Company and Mrs. Aarti Jhunjhunwala for revision of the remuneration and term of appointment pursuant to Section 196 of the Companies Act, 2013.

The Board recommends your consent for the resolution. Mrs. Aarti Jhunjhunwala is interested in the resolution as it pertains to her. Mr. Surendrakumar Tibrewala is interested in the resolution as it pertains to his daughter. Mr. Sanjay Tibrewala is interested in the resolution as it pertains to his sister.

Item No. 11

Given the Company's future growth plans, the Board of Directors of the Company, ("Board") which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard), considers it necessary to augment the long term resources of the Company by way of issuing securities to eligible investors, subject to an aggregate maximum limit of up to an amount of Rs. 100 crores, and further subject to the prevailing market conditions and other relevant considerations.

The Board intends to deploy the net proceeds from the issue of the above mentioned securities for funding any one or more of the following: (i) capital expenditure, (ii) general corporate purpose, (iii) strategic acquisitions, (iv) reduction/restructuring of debt, (v) consolidation of the ownership of our subsidiaries, and/or, (vi) investment in joint venture companies, subsidiaries etc., as may be permitted by applicable statutory and regulatory parameters from time to time.

The proposed resolutions will authorize the Board to create, offer, issue and allot Securities (including equity shares) and/or instruments or securities convertible into equity shares of the Company and/or convertible preference shares and/or convertible debentures or bonds (compulsorily and/or optionally, fully and/or partly) and/or non-convertible debentures with warrants and/or securities with or without detachable/non detachable warrants and/or warrants with a right exercisable by the warrant holder to subscribe for equity shares, in any combination as the Board deems fit.

As the aforesaid issue may result in issue of Securities by the Company to investors who may or may not be the members of the Company, the consent of the members through a Special Resolution is required pursuant to the provisions of Section 23, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the ICDR Regulations") and other applicable laws for the time being in force. The detailed terms and conditions for the offer of Securities will be determined by the Board in consultation with the Advisors, Lead Managers and such other agency or agencies as may be required to be consulted by the Company considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The pricing of the Securities that may be issued to Qualified Institutional Buyers pursuant to a QIP shall be determined subject to such price not being less than the price calculated in accordance with Chapter VIII of the ICDR Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price determined pursuant to the ICDR Regulations or such other discount as may be permitted under applicable law. The relevant date for the purpose of pricing the Securities shall, subject to applicable laws, be the date of the meeting in which the Board / Committee decides to open the proposed issue or such other date as may be permitted under the ICDR Regulations.

Your Directors commend passing of this resolution by way of a special resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in the Special Resolution set out at Item No. 11 of the notice except to the extent of their shareholding in the Company.

Item No. 12

The Authorized Capital of the Company is Rs. 23,00,00,000/- (Rupees Twenty Three Crore only) and the paid up share capital of the Company is Rs. 22,26,00,000 (Rupees Twenty Two Crore Twenty Six Lakhs only). The Company proposes to increase its authorized share capital to Rs. 28,00,00,000/- (Rupees Twenty Eight Crore only) to facilitate any fund raising in future of equity shares of the company.

Pursuant to Sections 61 and 64 of the Companies Act, 2013, the consent of the shareholders of the Company is required to the proposed increase in the authorized share capital. Accordingly, the Board of Directors of the Company vide its resolution passed at the meeting held on 13th August, 2019 has proposed to increase the authorized share capital of the Company and seeks the approval of the members of the Company by way of passing an Ordinary Resolution for the same.

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

Item No. 13

In order to reflect the increase authorized share capital of the Company and in order to conform to the requirements of the Companies Act, 2013, Clause V (a) of the Memorandum of Association of the Company must be amended.

A draft of the amended Memorandum of Association with the following Clause V (a) shall be tabled:

V (a) The Authorized Share Capital of the Company is Rs. 28,00,00,000/ (Rupees Twenty Eight Crores only) divided into 14,00,00,000 (Fourteen Crore) Equity Shares of Rs. 2/- (Rupees Two only) each.

As per Section 13 of the Companies Act, 2013, the alteration of the Memorandum of Association shareholders of the Company requires the approval of shareholders and accordingly the Board now seeks the approval of members for the same.

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

Item No. 14

Pursuant to Section 14 of the Companies Act, 2013, read with the rules framed thereunder, amendment of Articles of Association requires the approval of shareholders by way of Special Resolution. Accordingly this matter has been placed before the shareholders for approval.

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

Item No. 15

The Company had entered into similar contracts / agreements for the same as per Section 188 of the Companies Act, 2013. These were approved by the members in the earlier years. These are in line with the disclosures in the financial statements in previous years. In the earlier years these were approved by the Regional Directors as required prior to commencement of these provisions of the Companies Act, 2013. There are certain modifications in the amount of deposit and goods covered and hence your approval is sought.

The approval is also sought for acquisition of the related parties subject to the procedure laid down by the Companies Act, 2013, SEBI regulation and other laws as applicable.

As per the provisions of section 188 of Companies Act, 2013, these agreements / contracts require your approval for the same. The Board recommends your approval.

Mr. Surendrakumar Tibrewala, Chairman & Managing Director, Mr. Sanjay Tibrewala, Executive Director and Chief Financial Officer and Mrs. Aarti Jhunjhunwala Director are interested in this resolution. None of the other Board Members or Key Managerial personnel or their relatives are interested in the resolution set out at Item No. 15.

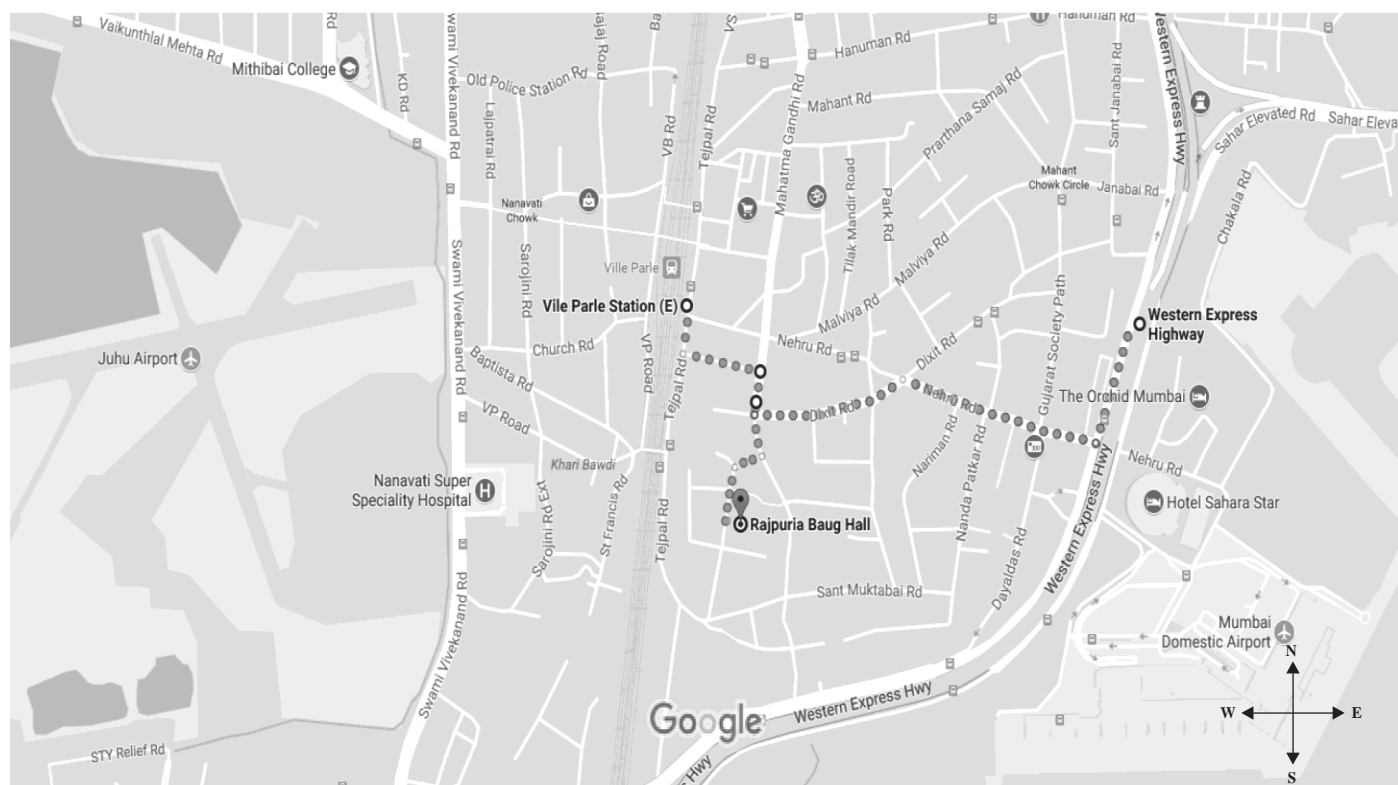
Your Directors commend passing of this resolution by way of a special resolution.

By Order of the Board
For **Fineotex Chemical Limited**

Surendrakumar Tibrewala
Chairman & Managing Director
DIN: 00218394

Place: Mumbai
Date: 13.08.2019

Google Map for AGM Venue



Profile of Director seeking re-appointment at the 16th Annual General Meeting pursuant to Secretarial Standards on General Meetings (SS-II) and Regulation 36(3) of the Listing Regulations.

Sr. No	Particulars	Reappointment of Mrs. Aarti Jhunjunwala as Director	Reappointment of Mr. Manmohan Mehta as Independent Director	Reappointment of Mr. Alok Dhanuka as Independent Director
1.	Name of Director	Aarti Jhunjunwala	Manmohan Mehta	Alok Dhanuka
2.	Director Identification Number (DIN)	07759722	00391964	06491610
3.	Date of Birth/ Age	24th January, 1983/36 years	28th August,1968/ 50 years	11th October,1984/34 years
4.	Date of First Appointment	14th August, 2018	31st December, 2007	11th February, 2013
5.	Expertise in General Specific Areas	Rich and varied experience in field of International Business	Textile Processing & Realty business	Exports & Finance
6.	Qualification	Masters in Accounts and Taxation.	Graduate	MBA Finance
7.	Shareholding in Company	50	Nil	Nil
8.	Relationship with other Director/KMP's	Daughter of Mr. Surendrakumar Tibrewala and Sister of Mr. Sanjay Tibrewala	NONE	None
9.	No. Of Board Meetings held during the tenure and attended by director during 2018-19	4/4	6/6	6/6
10.	List of outside Directorship held (Public Limited Companies)	None	Aceelene Suitings Limited	None
11.	Chairman/Member of the Committee of Board of Directors of the Company	None	None	None
12.	Chairman/Member of the Committee of Directors of other Public Limited Companies in which he/she is a director a) Audit Committee b) Stakeholder's Relationship Committee	None	None	None

