

FCL FINEOTEX CHEMICAL LIMITED



CIN - L24100MH2004PLC144295

Regd. Office: 42/43 Manorama Chambers 4th Floor S V Road, Bandra (W), Mumbai - 400050.

Tel- 022-26559174, 26559175; Fax- 022-26559178. Email- grievances@fineotex.com; Website: www.fineotex.com

POSTAL BALLOT NOTICE (Notice pursuant to Section 110 of Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 (the Act) read with applicable rules of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the Resolutions appended below for sub-division of Equity Shares and consequential amendments to the Memorandum Association are proposed to be passed by the Members through Postal Ballot/Electronic voting (e-voting).

The Board of Directors has appointed Mr. Hemant Shetye, Partner of HS Associates, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post/speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 6:00 p.m. on May 25, 2015 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the instructions in the Notes under the section "Voting through electronic means".

The Scrutinizer will submit his report to the Chairman or any other Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot shall be declared on May 28, 2015 and communicated to the Stock Exchanges and would also be displayed on the Company's website at www.fineotex.com

SPECIAL BUSINESS

Item No. 1:

Sub-division of 1 (one) Equity Share of face value of Rs 10/- each into 5 (Five) Equity Shares of Rs. 2/- each.

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 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under, (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory Authority(ies) if any, each Equity Share of the Company having a face value of Rs 10/- each fully paid-up be sub-divided into 5 (Five) Equity Shares of the face value of Rs. 2/- each fully paid-up.

RESOLVED FURTHER that on sub-division, 5 (Five) Equity Shares of face value of Rs. 2/- each be allotted in lieu of existing 1 (one) Equity Share of Rs 10/- each subject to the terms of the Memorandum and Articles of Association of

the Company and shall rank *pari passu* in all respects with the existing fully paid Equity Shares of Rs. 10/- each of the Company and shall be entitled to participate in full in dividends to be declared (if any) after the subdivided Equity Shares are allotted.

RESOLVED FURTHER that on sub-division of Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and, be of no effect on and from the Record Date and the Company may, without requiring the surrender of the existing share certificate(s), issue and dispatch the new share certificate(s) of the Company in lieu of such existing share certificate(s) subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of Equity Shares held in the dematerialised form, the number of subdivided Equity Shares be credited to the respective beneficiary accounts of the Members with the depository participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER that the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Fineotex Chemical Limited and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

Item No. 2:

Alteration of Capital Clause of Memorandum of Association:

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

“**RESOLVED** that subject to Section 13, 61 and other applicable provisions of the Companies Act, 2013 read with rules made there under (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approval(s) from the concerned Statutory Authority (ies), if any, Clause V of the Memorandum of Association of the Company relating to Capital be substituted by the following Clause:

Clause V would be substituted as follows:

- V a) The Authorised Share Capital of the Company is Rs. 23,00,00,000/-(Rupees Twenty Three Crores only) divided into 11,50,00,000 (Eleven Crore Fifty Lakhs) Equity Shares of Rs. 2/- (Rupees Two only) each.

RESOLVED FURTHER that the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

NOTES:

1. The relevant Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 in respect of Item Nos. 1 and 2 set out in the Notice is annexed hereto.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited as on April 10, 2015. The Postal Ballot Notice is being sent to Members in electronic form to the email address registered with their Depository Participant (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). In case of Members whose email id is not registered, physical copy of Postal Ballot Notice is being sent by registered post or speed post or through electronic means like registered e-mail id or through courier service.
3. The Members whose name appears on the Register of Members/List of Beneficial Owners as on April 10, 2015 will be considered for the purpose of voting.
4. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.
6. In case a Member is desirous of obtaining Postal Ballot Form in printed form or a duplicate, the Member may send an e-mail to grievances@fineotex.com. The Registrar and Transfer Agent/Company shall forward the same along with postage pre-paid self-addressed Business Reply envelope to the Member.
7. **Voting through electronic means:**
In compliance with Clause 35B of the Listing Agreement and Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Central Depository Services Limited (CDSL) for the purpose of providing e-voting facility to all its Members.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on April 26, 2015 at 09.00 A.M. and ends on May 25, 2015 at 06.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of April 10, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (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 in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter Ra00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If 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).

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for FINEOTEX CHEMICAL LIMITED on which you choose to vote.
- (v) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (vii) 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.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (x) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xi) Note for Non – Individual Shareholders and Custodians;
Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
The list of accounts 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.
- (xii) Voting rights of the members shall be in proportion of their share in the paid up equity share capital of the Company as on April 10, 2015, which is the cut-off Date fixed for this purpose.
- (xiii) 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.

8. All the material documents referred to in the Notice will be made available for inspection by the Members at the registered office of the Company during working hours on any working day.

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

**Sd/-
SurendraKumar Tibrewala
Chairman & Managing Director
DIN - 00218394**

**Date: April 16, 2015
Place: Mumbai**

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

Item Nos. 1 and 2:

The Equity Shares of your Company are listed and actively traded on the National Stock Exchange of India Limited and BSE Limited. With a view to encourage the participation of small investors by making Equity Shares of the Company affordable, the Board of Directors at its Meeting held on April 16, 2015 considered and approved the sub-division of one Equity Share of the Company having a face value of Rs 10/- each into 5 (Five) Equity Shares of face value of Rs. 2/- each subject to approval of the Members and any other statutory and regulatory approvals, as applicable. The Record Date for the aforesaid sub-division of the Equity Shares will be fixed after approval of the Members is obtained.

The sub-division as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association of the Company as set out in Item Nos. 2 of the Notice respectively to reflect the change in face value of each Equity Share from Rs 10/- each to Rs. 2/-each.

The existing Clause V of Memorandum of Association specifies the present Authorized Capital of the Company as Rs. 23,00,00,000/- (Rupees Twenty Three Crores only) divided into 2,30,00,000 (Two Crores Thirty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each. However, the Subscribed and Paid-up Share Capital of the company is Rs. 22,45,96,220/-

Further a copy of the altered Memorandum of Association of the Company is available for inspection by Members at the registered office of the Company on any working day during office hours of the Company.

As per provisions of Section 13 and 61 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 and any other rules made thereunder, sub-division of shares require approval of Shareholders by means of passing Ordinary Resolution.

Therefore, the Directors recommend for the consent of the Shareholders for the Resolution as set out in Item No. 1 and 2 of the Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives, in anyway, concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their shareholding in the Company.

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

**Sd/-
SurendraKumar Tibrewala
Chairman & Managing Director
DIN - 00218394**

Date: April 16, 2015

Place: Mumbai

FCL FINEOTEX CHEMICAL LIMITED



CIN - L24100MH2004PLC144295

Regd. Office: 42/43 Manorama Chambers 4th Floor S V Road, Bandra (W), Mumbai - 400050.

Tel- 022-26559174, 26559175; Fax- 022-26559178. Email- grievances@fineotex.com; Website: www.fineotex.com

Sequence No. :

POSTAL BALLOT FORM

Serial No.:

1. Name(s) of shareholder (s) :
(including Joint-holders, if any) [IN BLOCK LETTERS]
2. Registered Address of the :
Sole/ First named Shareholder

3. Registered Folio Number/ :
DP ID No./Client ID No.*
*(Applicable to shareholders holding Shares in dematerialized form)

4. Number of Equity Share(s) held :

5. I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through postal ballot for the business stated in the Notice of the Company, by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below :

(Important Note for Voting: To ensure valid and proper voting on the Ballot Paper, please: i) Fill in Col. (1) for the number of shares being voted, ii) Tick (✓) the Col. (2) for voting (FOR) and/or Tick (✓) the Col.(3) for voting (AGAINST) and iii) Sign this Ballot Paper and post it in the pre-paid envelope)

Item No	No. of shares being voted (1)	I/We assent to the resolution (FOR) (2)	I/We assent to the resolution (AGAINST) (3)
1. Sub-division of 1 (one) Equity Share of face value of Rs 10/- each into 5 (Five) Equity Shares of Rs. 2 /- each.			
2. Alteration of Capital Clause of Memorandum of Association.			

Place:

Date:

Signature of the shareholder*

(*In case of authorized representative of a body corporate, certified true copy of the relevant authorization viz. Board Resolution/Power of Attorney should be sent along with Ballot Form)

Note:

- i. For e-voting, please refer the instructions under "E-Voting Facility" in the Notice attached herewith.
- ii. Last date for receipt of Postal Ballot Form by the Scrutinizer: 25/05/2015

ELECTRONIC VOTING PARTICULARS

EVEN	USER ID	PASSWORD / PIN
150422003		

INSTRUCTIONS

1. Members who have not registered their e-mail addresses with the depositories or with the Company's Registrars are being sent this Postal Ballot Form along with the Notice of Postal Ballot, the e-voting details and self-addressed envelope bearing name of scrutinizer through Registered Post/Speed Post/Courier.
2. Members who have registered their e-mail addresses with the depositories or with Company's Registrars can cast their votes by e-voting facility. **The Company is offering e-voting facility as an alternate, to enable the members to cast their vote electronically instead of dispatching Postal Ballot Form. The detailed procedure of e-voting is enumerated in the Notes to the Postal Ballot Notice.**
3. A member desiring to exercise his/her vote by Postal Ballot Form should complete this Postal Ballot Form, sign and send in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer as per instruction 7 below at the address: The Scrutinizer, c/o Fineotex Chemical Limited, 42 & 43, Manorama Chambers, S.V Road, Bandra (West), Mumbai - 400050 Postage will be borne and paid by the Company. Envelopes containing Postal Ballots, if deposited in person or sent by courier at the expenses of members will also be accepted.
4. **Kindly note that members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting.** If members are opting for e-voting, then they should not vote by Postal Ballot or vice versa. However, in case Members cast their vote both by Postal Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Postal Ballot will be treated as invalid.
5. The Postal Ballot Form should be completed and signed by the Members. In case of joint shareholding, this form should be completed and signed by the first named Member and in his/her absence, by the next named Member(s). Unsigned Postal Ballot Forms will be rejected. The signature on the Postal Ballot Form must tally with the specimen signature registered with the Company's Registrar & Transfer Agent/ Depository.
6. Where the Postal Ballot Form has been signed by an authorised representative of a body corporate, a certified copy of the relevant authorizations to vote on the Postal Ballot should accompany the Postal Ballot Form. A member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 6:00 P.M. on **May 25, 2015**. Any Postal Ballot Form received after this date will be treated as if the reply from the member has not been received. No other form or photocopy of the Postal Ballot Form will be permitted/accepted by the Company.
8. A member may request for a duplicate Postal Ballot Form, if so required. However the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified at Instruction No. 8 above.
9. Voting rights of the members shall be in proportion of their share in the paid up equity share capital of the Company as on April 10, 2015, which is the cut-off Date fixed for this purpose. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the result of voting will be announced on May 28, 2015 at 4.00 P.M. at the Registered Office of the Company at Fineotex chemical Limited 42-43, Manorama Chambers, S.V. Road, Bandra (West) ,Mumbai ,Maharashtra ,400050
10. The resolutions if passed by the requisite majority, the date of declaration of results of Postal Ballot resolutions will be taken to be the date of passing of the resolutions.
11. The results of Postal Ballot will also be displayed at the Registered Office and Website of the Company besides communication to the Stock Exchanges where the Company's shares are listed.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extra paper found in such envelope would be destroyed by the Scrutinizer.
13. There will be only one Postal Ballot Form for every folio irrespective of the number of joint member(s).
14. A member need not use all the votes nor does he need to cast all the votes in the same way.
15. The Votes should be casted either in favour or against by putting the tick mark (✓) in the column provided for assent or dissent. Postal Ballot Forms bearing tick mark in both the columns will render the Postal Ballot Form invalid. Incomplete, unsigned or incorrectly filled Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.