



FINEOTEX CHEMICAL LIMITED



CERTIFIED TRUE EXTRACTS OF SPECIAL RESOLUTION PASSED THROUGH POSTAL BALLOT OF M/s. FINEOTEX CHEMICAL LIMITED AND DECLARED ON 28th MAY, 2015 AT THE REGISTERED OFFICE OF THE COMPANY.

"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 Shares 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 Shares 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 respect 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 dematerialized form, the number of sub-divided 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 authorized 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 thereof, and to execute all deeds, application, 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."

FOR FINEOTEX CHEMICAL LIMITED

Sanjay Tibrewala
DIN: 00218525



CERTIFIED TRUE EXTRACTS OF SPECIAL RESOLUTION PASSED THROUGH POSTAL BALLOT OF M/s. FINEOTEX CHEMICAL LIMITED AND DECLARED ON 28th MAY, 2015 AT THE REGISTERED OFFICE OF THE COMPANY.

“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.”

FOR FINEOTEX CHEMICAL LIMITED

Sanjay Tibrewala
DIN: 00218525



FINEOTEX CHEMICAL LIMITED



EXPLANATORY STATEMENT

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

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 Shares 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 NO.2 of the Notice respectively to reflect the change in face value of each Equity Shares 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 Company 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 Director 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

Sanjay Tibrewala
DIN: 00218525