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Member : BSE, USE, MCX-SX, CDSL-DP, MERCHANT BANKER

CIN: U67120RJ1995PLC010390

14/15, Khatau Bldg. 1st Floor, 40 Bank Street, Fort, Mumbai - 400 001. • Tel. : (022) 22671543 / 44, 22666156 / 57  
Fax : (022) 22625991 • E-mail : info@hemonline.com • Website : www.hemonline.com

November 24, 2016

The BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Streets, Fort  
Mumbai- 400 001

Dear Sir,

**Sub: Filing of Public Announcement for the Buy-Back of Equity Shares by Fineotex Chemical Limited from Open Market through Stock Exchanges.**

We are pleased to inform you that we have been appointed as the Merchant Banker for the proposed buy-back offer of Fineotex Chemical Limited. Please find enclosed the following documents in connection with the above:-

- 1 Public Announcement dated November 22, 2016 published in all India editions of Financial Express (English), Jansatta (Hindi) and Mumbai Lakshadeep (Marathi) on November 23, 2016 - **Annexure - I**
- 2 Declaration of Solvency - **Annexure - II**
- 3 Copy of Escrow Agreement dated November 14, 2016 entered between the Company, Manager to the Offer and the Escrow Banker. **Annexure - III**
- 4 Copy of Company's Letter dated November 16, 2016 submitted to BSE, NSE and SEBI with regard to outcome of Board Meeting. **Annexure - IV**
- 5 Undertaking from Hem Securities Limited regarding the compliance of various requirements as per the SEBI Buy-Back regulations. **Annexure-V**
- 6 Consent Letters of Registrar and Broker. **Annexure-VI**
- 7 Undertakings regarding the compliance of various requirements as per the SEBI Buy-Back regulations from the Company addressed to SEBI, BSE and NSE. **Annexure-VII**
- 8 Certified copy of the board resolution for approval of buyback **Annexure-VIII**
- 9 Copy of the acknowledgement of filing the Public Announcement with SEBI - to be submitted
- 10 Copy of appointment letter of Lead Managers on Company's letter head **Annexure-IX**
- 11 Copy of the letter appointing Broker(s) on Company's letter head **Annexure-X**
- 12 Undertaking from the company **Annexure-XI**
- 13 Undertaking from the broker(s) on their letter head **Annexure-XII**

Kindly acknowledge the receipt of the same.

Regd. Office : 203, Jaipur Tower, M. I. Road, Jaipur - 302 001. Tel. : 0141-2378 608, 2363 278 Fax : 0141-5101757  
E-mail : hem@hemonline.com • Website : www.hemonline.com



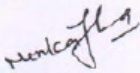
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Thanking you,

Yours faithfully,  
For Hem Securities Limited,

  
**Menka Jha**  
**AVP- Investment Banking**

Encl: As above

Regd. Office : 203, Jaipur Tower, M. I. Road, Jaipur - 302 001. Tel. : 0141-2378 608, 2363 278 Fax : 0141-5101757  
E-mail : [hem@hemonline.com](mailto:hem@hemonline.com) • Website : [www.hemonline.com](http://www.hemonline.com)

MEMBER : BSE CLG NO. 248 • SEBI REGD. NO. INB011069953 • USE SEBI REG NO. INE271069952 • MCX-SX SEBI REG NO INE261069953 • MERCHANT BANKING SEBI REG NO. IINM000010981 • CDSL DP ID : 1770



(PUBLIC ANNOUNCEMENT)  
(FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF FINEOTEX CHEMICAL LIMITED)

**FCL**

## FINEOTEX CHEMICAL LIMITED

CIN: L24100MH2004PLC144295

Regd. Office: 42/43, Manorama Chambers, 4<sup>th</sup> Floor, S. V. Road, Bandra (W), Mumbai-400 050, Maharashtra, India  
Tel: +91 22-2655 9174/ 2655 9175/2655 9176/2655 9177; Fax: +91 22-2655 9178; Email: buyback@fineotexgroup.com  
Website: www.fineotex.com; Contact Person: Ms. Raina Vincent D'silva, Company Secretary & Compliance Officer

management structure of the Company.

- d) Pursuant to the Buy-back, the percentage holding of the Promoters may increase from the existing level of 71.72% to 72.36% assuming buy-back of Maximum Buy-back Shares. The shareholding percentage of the Promoters as a result of the Buy-back shall increase. Such an increase in shareholding percentage may attract Regulation 3(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations"). However, the same is exempt in terms of the clause (iii) to the proviso to Regulation 10(4)(c) of the Takeover Regulations, subject to compliance with the proviso of the aforesaid clause of the Takeover Regulations. The Directors of the Company being interested in the resolution approving the Buy-back in their capacity as Directors of the Company have abstained themselves from voting in resolution approving the Buy-back passed by the Board at its meeting held on November 14, 2016. The existing Promoters are already in control over the Company and an increase in shareholding percentage pursuant to the Buy-back will not result in any change in control over the Company.
- e) Consequent to the Buy-back and based on the number of Equity Shares bought back by the Company from the Non-Resident shareholders, Non-Resident Indian (NRI) shareholders, Foreign Institutional Investors, Indian Financial Institutions/ Banks/ Mutual Funds and the public including other Bodies Corporate, the shareholding pattern of the Company may undergo a consequential change which would be in compliance with Regulation 38 of the SEBI Listing Obligation & Disclosure Requirement 2015.
- f) Post Buy-back, the ratio of the debt owed by the Company will not be more than twice the capital and free reserves of the Company.
- g) The Company shall not withdraw the Buy-back offer after the PA is made.
- h) The Company shall not raise further capital for a period of one year from the closure of the Buy-back except in discharge of subsisting obligations.

### 19. THE DETAILS OF STATUTORY APPROVALS OBTAINED

The Board has approved the Buy-back at its meeting held on November 14, 2016, as statutorily required under the Companies Act and the Buy-back Regulations. The Company shall obtain such other approvals, permissions and sanctions, as may be required to be obtained for the Buy-back from time to time including but not limited to SEBI, Stock Exchanges and Reserve Bank of India. To the best of the knowledge of the Company, no other statutory approvals are required for the Buy-back as on the date of the Public Announcement.

### 20. COLLECTION AND BIDDING CENTERS: NOT APPLICABLE

### 21. COMPLIANCE OFFICER, INVESTORS SERVICE CENTRE AND MANAGER TO THE BUY-BACK

In case of any query, clarification or for redressal of grievances, the shareholders/beneficial owners may contact at the following address, on any working day (except Saturdays, Sundays and public holidays) between 10 a.m. and 3 p.m.

#### COMPANY SECRETARY AND COMPLIANCE OFFICER

**FCL**

FINEOTEX CHEMICAL LIMITED

42,43 Manorama Chambers, S.V. Road, Opposite Indian Bank, Bandra-West, Mumbai.

Tel. No.: +91-22-26559174; Fax No.: +91-22-26559178

Email: buyback@fineotexgroup.com; Website: www.fineotex.com; Contact Person: Ms. Raina D'Silva

#### MANAGER TO THE BUY-BACK



**Hem Securities Ltd.**

14/15, Khatau Bldg., 1<sup>st</sup> Floor, 44, Bank Street,

Fort, Mumbai - 400 001;

Tel. No.: +91-22-49060000; Fax: +91-22-22625991

E-mail: ib@hemsecurities.com

Website: www.hemonline.com

Contact Person: Mr. Anil Bhargava

SEBI Registration No.: INM000010981

#### INVESTORS' SERVICE CENTRE



**BIGSHARE SERVICES PRIVATE LIMITED**

E2, Ansa Industrial Estate, Sakivihar Road, Sakinaka,

Andheri East, Mumbai- 400072

Tel. No.: +91-22-40430200; Fax No.: +91-22-28475207

Email: buybackoffer@bigshareonline.com

Investor Grievance Email: investor@bigshareonline.com

Website: www.bigshareonline.com

Contact Person: Mr. Ashok Shetty

SEBI Registration No.: INR000001385

### 22. DIRECTORS' RESPONSIBILITY

As per Regulation 19(1)(a) of the Buy-back Regulations, the Board accepts responsibility for the information contained in this PA or any other advertisement, circular, brochure, publicity material which may be issued and confirm that the information on such documents contain true, factual and material information and shall not contain any misleading information.

For and on behalf of the Board of Directors of

#### FINEOTEX CHEMICAL LIMITED

Sd/- Name: Mr. Surendrakumar Tibrewala Designation: Managing Director	Sd/- Name: Mr. Sanjay Tibrewala Designation: Director	Sd/- Name: Ms. Raina D'Silva Designation: Company Secretary & Compliance Officer
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Place: Mumbai

Date: November 22, 2016