

16s/45

27<sup>th</sup> August 2016

To,

General Manager, Listing Department, <b>The Bombay Stock Exchange Limited,</b> P.J. Towers, Dalal Street, Mumbai – 400 001 Company code: 533333	The Manager, Listing & Compliance Department <b>The National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai - 400051 Company code: FCL
--	--

Dear Sirs/Madam,

**Sub: Notice of 13<sup>th</sup> Annual General Meeting of the Company for the financial year 2015-16 and details of Book Closure Date.**

This is to inform you that the 13th Annual General Meeting of the shareholders of the Company, will be held on Tuesday 20th of September 2016, at 10.00 am at Rajpuria Baugh/Hall, Navinbhai Thakkar Marg, Vile Parle (East), Mumbai 400057.

Further in accordance with Regulation 42 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, we hereby inform you that the Register of Members and Share Transfer Books of the Company will be closed from Friday 16th September 2016 to Tuesday 20th September 2016 (both days inclusive) for the purpose of holding 13th Annual General Meeting of the Company.

The cut-off date for determining the list of eligible shareholders for voting is 13th September 2016.

We are enclosing herewith Notice of 13th Annual General Meeting of the Company.

Kindly acknowledge receipt of the same.

Thanking You.

Yours faithfully,

**For FINEOTEX CHEMICAL LIMITED**



Ms. Raina D'Silva  
(Company Secretary)

Encl: As Above



## **FINEOTEX CHEMICAL LIMITED**

(CIN : L24100MH2004PLC144295)

42/43, Manorama Chambers, S V Road, Bandra (West), Mumbai 400050.

Telephone: 26559174-77, Fax : 26559178, [www.fineotex.com](http://www.fineotex.com) email : info@fineotex.com

**NOTICE** is hereby given that the Thirteenth Annual General Meeting of the members of Fineotex Chemical Limited will be held at 10.00 a. m. on Tuesday, 20<sup>th</sup> September, 2016 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 Balance Sheet as at 31<sup>st</sup> March, 2016, Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Ms Ritu Gupta who retires by rotation at the conclusion of this meeting and being eligible offers himself for reappointment.
3. To ratify the appointment of M/s UKG Associates, a firm of Chartered Accountants, (Firm Registration No. 123393W) as approved by the members at the Eleventh Annual General Meeting as Statutory Auditors of the Company to hold office until the conclusion of Sixteenth Annual General Meeting and to fix their remuneration for the financial year ending 31<sup>st</sup> March, 2017.

### **SPECIAL BUSINESS**

4. To consider the following resolution, with or without modification, as an 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 the approval of the Nomination and Remuneration Committee of the Company, Mr. Surendrakumar Tibrewala be and is hereby re-appointed as a Managing Director of the Company for a period of three years with effect from October 1, 2016 on a remuneration of 5% of the net profits of the Company 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 and is not eligible to retire by rotation.

RESOLVED FURTHER THAT the remuneration aforesaid pertaining to salary and perquisites shall not exceed a sum of Rs. 6,00,000/- 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.

5. To consider the following resolution, with or without modification, as an 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 the approval of the Nomination and Remuneration Committee of the Company. Mr. Sanjay Tibrewala be and is hereby re-appointed as an Executive Director of the Company for a period of three years with effect from October 1, 2016 on a remuneration of 5% of the net profits of the Company 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 and is not liable to retire by rotation.

RESOLVED FURTHER THAT the remuneration aforesaid pertaining to salary and perquisites shall not exceed a sum of Rs. 6,00,000/- 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.

6. Contracts with Related Parties

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

**"RESOLVED THAT** pursuant to provisions of section 188 of Companies Act, 2013 (Act) and the Rules made thereunder, and in partial modification of the resolution passed at the 11<sup>th</sup> Annual General Meeting and 12<sup>th</sup> Annual General Meeting approval of Company be and is hereby given for the following contracts in which Directors are interested for sale/purchase of goods & services of all kinds or taking of premises on lease from related parties for the period from 1st April 2016 to 31st March, 2021 i.e. for the period of 5 years:

Sr. No.	Related Parties with whom Transactions are Estimated	Nature of the Transaction	Approval sought for transactions from 1 <sup>st</sup> April 2015 on annual basis	Relationship
1.	Proton Biochem Private Limited	Sale/Purchase of goods and services of all kinds.	Rs.60 (Sixty) Crores per annum	Mr. Sanjay Tibrewala is a Director and shareholding by his relatives
2.	Sanjay Exports	Sale/Purchase of goods and services of all kinds including fixed assets at WDV	Rs.10 (Ten) Crores per annum	Mr. Sanjay Tibrewala is a proprietor

By Order of the Board

(Surendrakumar Tibrewala)  
Chairman & Managing Director

**Registered Office:**

Fineotex Chemical Limited  
(CIN: L24100MH2004PLC144295)  
42/43, Manorama Chambers  
SV Road, Bandra (West),  
Mumbai 400050  
Dated : 13.08.2016

**NOTES :**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON HIS/HER BEHALF ON A POLL ONLY. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

As per provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 person or shareholder.

A Proxy form, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed not less than forty eight hours before the commencement of the aforesaid meeting i.e. before 10.00 a.m. on 18<sup>th</sup> September, 2016.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

4. Details under Regulation 36(3) of the Listing Regulation with the Stock Exchange in respect of the 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 Friday 16<sup>th</sup> September 2016 to Tuesday 20<sup>th</sup> September, 2016 (both days inclusive) for the purpose of annual general meeting and dividend, if any, declared by the shareholders at the 13<sup>th</sup> Annual General Meeting.

6. 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.

7. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Bigshare.

8. Members are requested to :

- a. Notify any change in their address to the Registrar and Share Transfer Agents, Bigshare Services Private Limited, E/ Anza Industrial Estate, Saki Vihar Road, Mumbai 400072 or their Depository Participant.
- b. Bring the attendance slips along with the copies of the annual report to the meeting.

9. In compliance with Sections 124 of the Companies Act, 2013, unpaid/unclaimed dividend for the year 2011-12 and subsequent years 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.

10. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 28<sup>th</sup> September, 2015 (date of last Annual General Meeting) on the website of the Company – [www.fineotex.com](http://www.fineotex.com) and also on the website of the Ministry of Corporate Affairs.

11. The notice of the 13<sup>th</sup> 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, 2016 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, 2016 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 13<sup>th</sup> Annual General Meeting and the Annual Report for the year ended March 31, 2016 will also be available on the Company’s website – [www.fineotex.com](http://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, by post free of cost.

12. All the documents referred to in the notice are open for inspection at the registered office of the Company at 42/43, Manorama Chambers, S V Road, Bandra (West), Mumbai 400050 between 10.00 a.m. to 12.00 noon on all days except Sunday and Holidays, prior to the date of the meeting and at the venue of the annual general meeting during the meeting hours.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN 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.\

14. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.

15. 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.

16. Voting through electronic means

- 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 its shareholders with the facility to exercise their right to vote at the 13<sup>th</sup> Annual General Meeting of the Company by electronic means and the business may be transacted through e-Voting services provided by the Central Depository with the Company / Depository Participant Services Limited (CDSL).

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

In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on “Shareholders” tab.
  - (i) Now, select the Electronic Voting Sequence Number (EVSN) – “160809012” along with “Fineotex Chemical Limited” from the drop down menu and click on “SUBMIT”.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) 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 when prompted by the system for e-voting (applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participants are requested to use the first two characters of their name (in capital) and the last 8 (eight) digits of their Client Id or folio no. in the PAN field.</li><li>• In case the folio 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</li></ul>

	letters. Eg. If your name is Ramesh Kumar with client Id/folio no.1 then enter RA00000001 in the PAN field.
DOB#	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>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 number of shares held by you as on cut off date in the Dividend Bank details field.</li> </ul>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <FINEOTEX CHEMICAL LIMITED> on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) 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.
- (xviii) Note for Institutional Shareholders
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.



- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a compliance user should be created using the admin login and password would be able to link the account(s) which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(xix) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

In case of members receiving the physical copy:

- Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- The voting period begins on Saturday 17<sup>th</sup> September, 2016 at 9 a.m. IST to Monday 19<sup>th</sup> September, 2016 at 5.00 p.m. IST. During this period, shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 13<sup>th</sup> September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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.co.in](http://www.evotingindia.co.in) in under help section or write an email to [helpdesk.evoting@cdslindia.co](mailto:helpdesk.evoting@cdslindia.co).

- The Voting rights of shareholders shall be in proportion to their shares of the paid up capital of the Company as on the cut off date of 13th September, 2016
- Mr Nitin A Sarfare, Practicing Company Secretary (Membership No. ACS 36769/ C.P No.13729) has been appointed as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- Poll Process at Annual General Meeting (AGM)
  - 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., 13th September, 2016
  - Mr. Nitin Safare, will also act as one of the Scrutinizers at the Poll to be conducted at the AGM in a fair and transparent manner.
- 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 shall be declared at the AGM of the Company. The results declared along with the scrutinizers report shall be placed on the Company’s website [www.fineotex.com](http://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.

17. Members can also vote as per Ballot paper enclosed. Please read the instructions fully.

18. Any person acquiring shares after dispatch of this notice and holds shares as on 13th September, 2016 can vote using their registration with CDSL. Those who are not registered may obtain the details by send a request to [www.evotingindia.co.in](http://www.evotingindia.co.in).

By Order of the Board

Surendrakumar Tibrewala  
Managing Director

Place : Mumbai  
Date : 13.08.2016