

17s/32

24th August 2017

To,

General Manager, Listing Department, The Bombay Stock Exchange 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 Sirs/Madam,

Sub: 14th Annual General Meeting and details of Book Closure

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 Thursday 21st September 2017 to Monday 25th September 2017 (both days inclusive) for the purpose of holding 14th Annual General Meeting of the Company.

The said meeting will be held on Monday, 25th September 2017 at 4.00 pm at Rajpuria Baugh/Hall, Navinbhai Thakkar Marg, Vile Parle (East), Mumbai 400057.

The cut-off date for determining the list of eligible shareholders for voting at the said meeting is 18th September 2017.

We are enclosing herewith Notice of 14th Annual General Meeting of the Company.

Kindly take this in your records.

Thanking You.

Yours faithfully,

For FINEOTEX CHEMICAL LIMITED



Ms. Raina D'Silva
(Company Secretary)

Encl: As Above



NOTICE

NOTICE is hereby given that the Fourteenth Annual General Meeting of the members of Fineotex Chemical Limited will be held at 4.00 p. m. on Monday, 25th September, 2017 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 31st March, 2017, 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 herself for reappointment.
3. To ratify the appointment of M/s UKG Associates, a firm of Chartered Accountants, (Firm Registration No. 123393W) for the Financial year 2017-18 as approved by the members at the Eleventh Annual General Meeting as Statutory Auditors of the Company and to fix their remuneration for the financial year ending 31st March, 2018.

SPECIAL BUSINESS

4. 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 20 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, consent of the members of the Company be and is hereby accorded to charge from a member in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode if any request has been made by such member for delivery of such document to him through such mode of service, provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.”

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

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

RESOLVED THAT in compliance with the provisions of Section 94 read with Sections 88 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Management and Administration) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force and corresponding of the erstwhile Companies Act,1956], the consent of the members of the Company be and is hereby accorded to keep, maintain and preserve the Register and Index of Members under Section 88 of the Act, at the office of the Company’s Registrar and Transfer Agent (R&T Agent) Bigshare Services Private Limited at 1st Floor, Bharat Tin

Works Building, Opp.Vasant Oasis, Makwana Road, Marol, Andheri (E), Mumbai - 400059 instead of being kept at the Registered Office of the Company or at such other place within Mumbai, where the R&T Agent may shift its office from time to time.

RESOLVED FURTHER THAT the Register and Index of Members, Returns required to be maintained and kept for inspection under the provisions of the Act, be kept open for such inspection, at the above mentioned place for persons entitled thereto, to the extend and in the manner and on payment of fees, if any, specified in the Act, between 10.30 a.m. and 12.30 p.m. on any working day (Monday to Friday) except when the Registrars and Books are closed under the provisions of the Act or the Articles of Association of the Company, provide however, that the Register required to be maintained under Section 170 of the Act shall be kept open for inspection of the Members at the Registered Office of the Company during the hours mentioned above during the period mentioned under Section 171(1) of the Act;

RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof, if any, constituted by the Board) and/or the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution”

By Order of the Board

Surendrakumar Tibrewala
(Chairman & Managing Director)
00218394

Place : Mumbai
Date : 24.05.2017

Registered Office:

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

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 4.00 p.m. on 23rd September, 2017.

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 Thursday 21st September 2017 to Monday 25th September, 2017 (both days inclusive) for the purpose of 14th 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. Members are requested to check that the correct account number has been recorded with the depository.
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, 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.
9. 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 2010-11 will be transferred to IEPF in September 2018. Shareholders are requested to send the requisite details to the Company/BigShare Services Private Limited to claim the amount before the date.
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 20th September, 2016 (date of last Annual General Meeting) on the website of the Company – www.fineotex.com and also on the website of the Ministry of Corporate Affairs.
11. The notice of the 14th 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, 2017 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, 2017 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 14th Annual General Meeting and the Annual Report for the year ended March 31, 2017 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.
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. The nomination form is also available on the website of 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 14th 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:-
 - (i) The voting period begins on Friday 22nd September 2017 at 9.00 a.m. IST and end on Sunday 24th September 2017 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 Monday 18th of September 2017 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 <FINEOTEX CHEMICAL LIMITED> on which you choose to vote.
- (xii) 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.
- (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 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 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.

b. 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 Friday 22nd September 2017 at 9.00 a.m. IST and end on Sunday 24th September 2017 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 Monday 18th September 2017, 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.

- c. 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 18th September 2017.
- d. 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.
- e. 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., 18th September, 2017
- f. 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.
17. Any person acquiring shares after dispatch of this notice and holds shares as on 18th September, 2017 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

Surendrakumar Tibrewala
(Chairman & Managing Director)
00218394

Place : Mumbai
Date : 24.05.2017

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

Resolution No. 3

M/s UKG Associates, a firm of Chartered Accountants, having registration no 123393W allotted by the Institute of Chartered Accountants of India were appointed at the 11th Annual General Meeting to hold office till the conclusion of the 16th Annual General Meeting to be held in 2019. However it will be essential to ratify the appointment for the year 2016-17 and fix their remuneration.

None of the Board Members or Key Managerial personnel or their relatives are interested in the resolution. The Board recommends the resolution for members' approval.

Resolution No. 4

As per provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the Company in its Annual general Meeting.

Accordingly, the Board of Directors have proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in the Ordinary Resolution set out at Item No. 4 of the Notice.

Resolution No. 5

The Shareholders pursuant to Section 163(1) of the Companies Act 1956 at the Extraordinary General Meeting of the Company held on 24th December 2007 appointed Bigshare Services Pvt Ltd as Registrar and Transfer Agents to carry out the duties, functions and obligations of the share department of the Company and to perform all matters, deeds, acts, incidental/ ancillary thereto and to maintain the Register of Members and Index of Members at the Office of Registrar and Transfer Agents, Bigshare Services Pvt Ltd. Pursuant to the provisions of Section 94 of the Companies Act, 2013 and Rule 14 of the Companies (Management and Administration) Rules, 2014, the Register and Index of Members maintained pursuant to Section, shall be open for inspection during business hours at such reasonable time on every working day as the Board may decide, by any member, debenture holder, other security holder or beneficial owner without payment of fee and by any other person on payment of such fee as may be specified in the Articles of Association of the Company but not exceeding fifty rupees for each inspection. The Company may, by a Special Resolution, authorise that all or any of such registers, indexes and other documents may, instead of being kept at the Registered office of a Company, be kept at any other place within the city in which the Registered office of the Company is situated.

After obtaining the Members' approval under Section 94 of the Companies Act, 2013 and Rule 14 of the Companies (Management and Administration) Rules, 2014, the aforementioned registers will be

kept at the office of the Company's Registrar & Share Transfer Agent, Bigshare Services Private Limited at 1st Floor, Bharat Tin Works Building, Opp.Vasant Oasis, Makwana Road, Marol, Andheri (E), Mumbai - 400059 or at such other place within Mumbai, where the Company's Registrar & Share Transfer Agent may shift its office from time to time. Accordingly, the approval of Members is sought by way of a Special Resolution as set out at Item No. 5 of the accompanying Notice for keeping the Register and Index of Member/s and such other documents as decided by the Board from time to time at the office of Bigshare Services Private Limited. The time for inspection of the aforementioned documents by the Members or such persons as are entitled to such inspection at the office of Bigshare Services Private Limited, will be between 10.30 a.m. and 12.30 p.m. on any working day.

A certified copy of the Special Resolution will be delivered to the Registrar of Companies, Mumbai, Maharashtra.

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. 5 of the Notice.

Details of Director seeking reappointment (as per regulation 36(3) of the Listing Regulation with the Stock Exchanges)

No.	Particulars	Reappointment of Ms. Ritu Gupta as Director
1	Name of the Director	Ms Ritu Gupta
2	Date of Birth	11-Oct-1984
3	Relationship with Directors	Daughter of Mr. Surendrakumar Tibrewala and sister of Mr. Sanjay Tibrewala
4	Date of Appointment	13-Aug-2014
5	Expertise in Specific Functional Areas	Finance
6	Number of Equity Shares held in the Company	11000
7	Directorship in other Public Limited Company as on 31-Mar-2017	Nil
8	Chairmanship/Membership of Committees of other Indian Public Limited Companies as on 31-Mar-17	Nil
9	Director Identification Number	00218561

By Order of the Board

Surendrakumar Tibrewala
(Chairman & Managing Director)
00218394

Place : Mumbai
Date : 24.05.2017

Google Map for AGM Venue

