



August 17, 2024

To,

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

**Subject: Notice of the 21<sup>st</sup> Annual General Meeting (AGM) of the Members of the Company scheduled to be held on Tuesday, September 10, 2024**

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please take note that the Annual General Meeting of the Members of the Company is scheduled to be held on **Tuesday, September 10, 2024, at 05.00 PM (IST)** through Video Conferencing ('VC') facility / Other Audio-Visual Means ('OAVM')

The Notice of the Annual General Meeting is uploaded on the company's website [www.fineotex.com](http://www.fineotex.com) and enclosed herewith for the reference of members.

Further, the electronic copy of the Notice of the Annual General Meeting has been dispatched/sent to the Members through email on August 17, 2024, whose email were registered with the Company's Registrar and Share Transfer Agent/Depositories.

Further, please note the following:

SN.	Particulars	Date
1	Cut-off Date / Record Date for determining voting eligibility of shareholders in Extra Ordinary General Meeting	Tuesday, September 03, 2024



**FINEOTEX CHEMICAL LIMITED**

Manorama Chambers, S.V. Road, Bandra (W), Mumbai - 400050. India. Phone: +91 - 22 2655 9174

Fax: +91-22 2655 9178 E-mail: [info@fineotex.com](mailto:info@fineotex.com) Web: [www.fineotex.com](http://www.fineotex.com) CIN - L24100MH200PLC144295





2	Remote E-voting Period	<b>Commences on</b> Saturday, September 07, 2024 at 09.00 A.M. (IST) <b>Ends on</b> Monday, September 09, 2024 at 05.00 P.M (IST).
---	------------------------	---

We request you to kindly take the above information on your records.

Thanking You,

**Yours faithfully,**  
**For FINEOTEX CHEMICAL LIMITED**

**Sunny Parmar**  
**Company Secretary and Compliance Officer**



Encl: As above

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **TWENTY FIRST ANNUAL GENERAL MEETING** (“AGM/ 21ST AGM”) of the members of **FINEOTEX CHEMICAL LIMITED** (“the Company”) will be held on **Tuesday, September 10, 2024 at 05.00 PM (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business:

### ORDINARY BUSINESS

**1. Adoption of audited standalone and consolidated financial statements;**

To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2024, including balance sheet as on March 31, 2024, the statement of profit and loss and cash flow statement for the financial year ended on that date together with the reports of the board of directors and the statutory auditors thereon.

**2. To confirm the payment of Interim Dividend and to declare a Final Dividend on Equity Shares for the financial year 2023-24;**

**3. To re-appoint Mrs. Aarti Mitesh Jhunjunwala (DIN: 07759722) as director, who retires by rotation and being eligible offers herself for re-appointment;**

**4. To re-appoint the statutory auditor of the company and fix their remuneration;**

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

“**RESOLVED THAT** pursuant to the provisions of section 139, 142 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors, M/s. ASL & Co., Chartered Accountants (Firm Registration No.: 101921W), be and is hereby appointed as the Statutory Auditors of the Company for a second term of five consecutive years to hold office from the conclusion of 21st Annual General Meeting till the conclusion of 26th annual general meeting of the Company and on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.

**RESOLVED FURTHER THAT** any director of the Company and the Company Secretary be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### SPECIAL BUSINESS

**5. To ratify the remuneration of cost auditor;**

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 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the remuneration of Rs. 45,000/- per annum (Rupees Forty Thousand only) plus applicable taxes and reimbursement of travel and out of pocket expenses, to be paid to M/s. V. J. Talati & Co., Cost Accountants (Firm Registration No. R/00213), who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the Financial Year ending March 31, 2025.

**RESOLVED FURTHER THAT** any director of the Company and the Company Secretary be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**6. To re-appoint Mrs. Aarti Mitesh Jhunjunwala (DIN: 07759722) as whole-time director of the company.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and provisions of the Articles of Association of the Company, and upon recommendation of Nomination and Remuneration Committee and approval of Board of Directors, Mrs. Aarti Mitesh Jhunjunwala (DIN: 07759722) be and is hereby re-appointed as a Whole-time Director of the Company, liable to retire by rotation, for a period of five years commencing from August 14, 2024 until August 13, 2029, on the terms and conditions including the payment of remuneration as set out in the Explanatory Statement pursuant to Section 102(1) of the Act forming part of the Notice convening the 21st Annual General Meeting.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee and the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of re-appointment including increase/revision in remuneration of Mrs. Aarti Mitesh Jhunjunwala, from time to time, during her tenure as Whole-time Director provided that such increase/revision in remuneration does not exceed the limits prescribed under the Act and/or SEBI Listing Regulations and/or as approved by the members in terms of the foregoing resolution.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the tenure of Mrs. Aarti Mitesh Jhunjunwala as Whole-time Director, the remuneration as provided in the Explanatory Statement pursuant to Section 102(1) of the Act forming part of the Notice convening

the 21st Annual General Meeting or the increased/revised remuneration as approved by the Board of Directors, from time to time, shall be paid to Mrs. Aarti Mitesh Jhunjhunwala, within the limits prescribed under Section 197 read with Schedule V of the Act.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolutions, the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

7. **To approve the appointment of Dr. Amit Prabhakar Pratap as an Independent Director of the company;**

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

“**RESOLVED THAT** pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (Listing Regulations), based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors have appointed Dr. Amit Prabhakar Pratap (DIN: 08023735) as an Additional Director in the category of Non-Executive, Independent Director with effect from 09th August, 2024 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 along with his eligibility and consent to act as such as per the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (Five) consecutive years with effect from 09th August, 2024 upto 08th August, 2029.

**RESOLVED FURTHER THAT** any Director of the Company and the Company Secretary be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

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

**Sd/-**  
**Surendrakumar Tibrewala**  
Chairman & Managing Director  
DIN: 00218394

Place: Mumbai  
Date: August 09, 2024

**ANNEXURE TO THE NOTICE**

1. The Ministry of Corporate Affairs, Government of India (“MCA”) has vide its circular dated 25th September, 2023 read with circulars dated 28th December 2022, 13th January 2021, 05th May 2020, 13th April 2020 and 08th April 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM” or “Meeting through Video Conferencing facility/ Other Audio Visual Means (“VC/OAVM”), on or before 30 September 2024, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars the 21st AGM of the Company is being held through VC/OAVM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 5 to 7 of the Notice, is annexed hereto. Further, the relevant details with respect to Item No. 6&7 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.  
  
The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The Company has fixed Tuesday, September 03, 2024 as the “**Record Date**” for determining entitlement of Members to final dividend for the financial year ended March 31, 2024, if approved at the AGM.
4. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or before September 30, 2024 as under:
  - (i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”), collectively “Depositories”, as of end of day on Tuesday, September 03, 2024;
  - (ii) To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Tuesday, September 03, 2024
5. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,:
  - a) For shares held in electronic form: to their Depository Participants (DPs)
  - b) For shares held in physical form: to the Company/ Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/ MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021. The Company has sent letters for furnishing the required details.
6. In terms of the provisions of Section 152 of the Act, Mrs. Aarti Mitesh Jhunjunwala, Director, liable to retire by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company recommend her re-appointments. Mrs. Aarti Jhunjunwala is interested in the Ordinary Resolutions set out at Item No. 3 and 6, of the Notice with regard to her re-appointment. Mr. Surendrakumar Tibrewala and Mr. Sanjay Tibrewala are deemed to be interested in the resolution. The other relatives may be deemed to be interested in this resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business’.
7. **Updating of Record, KYC and Other Queries:**
  - i. Members are requested to direct notifications about change of name / address, email address, telephone / mobile numbers, PAN, Nomination, power of attorney, bank account details or any other information to their respective depository participant(s) (DP) in case the shares are held in electronic mode or to M/s Bigshare Services Pvt. Ltd., Registrar and Share Transfer Agents (RTA) of the Company in case the shares are held in physical form.
  - ii. SEBI vide its Circulars dated November 3, 2021 and December 14, 2021, has mandated furnishing of PAN, KYC details and Nomination / opt out of Nomination, by holders of physical securities. Folios wherein any one of the abovementioned details are not registered by October 1, 2023 shall be frozen. The concerned Members are therefore urged to furnish PAN, KYC and Nomination/ opt out of Nomination by submitting the prescribed forms duly filled and signed by sending a physical copy of the prescribed forms to M/s Bigshare Services Pvt. Ltd
  - iii. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to

- eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Company's Registrar and Share Transfer Agent, M/s. Bigshare Limited for assistance in this regard.
- iv. Members may please note that SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/65 dated 18th May 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said form can be downloaded from the website of the Company and RTA.
  - v. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
8. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://fineotex.com/investor-relation/>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to FCL in case the shares are held in physical form.
  9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
  10. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before Tuesday, September 03, 2024 through email on [investor.relations@fineotex.com](mailto:investor.relations@fineotex.com). The same will be replied by the Company suitably.
  11. The Register of Members and Share Transfer Books of the Company will remain closed Wednesday, September 04, 2024 to Tuesday, September 10, 2024 (both days inclusive) for the purpose of Annual General Meeting.
  12. Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).
  13. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13 2022, and MCA Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent through electronic mode to those members whose email addresses are registered with Company/Depositories unless any Member has requested for a physical copy of the same. Notice and Annual Report 2023-24 will also be available on the Company's website [www.fineotex.com](http://www.fineotex.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL <https://www.evoting.nsdl.com>. Any member desirous of obtaining the hard copy of the Annual Report for the financial year 2023-24, may send request to the Company's email address at [investor.relations@fineotex.com](mailto:investor.relations@fineotex.com) mentioning the Folio No. /DP ID and Client ID.
  14. Members attending the meeting through VC/OAVM shall be counted for the purpose of determining the quorum under Section 103 of the Act.
  15. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their valid PAN with the DPs (if shares held in dematerialized form) and the Company/FCL (if shares are held in physical form).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to [investor.relations@fineotex.com](mailto:investor.relations@fineotex.com) by 11:59 p.m. IST on Tuesday, September 03, 2024. Shareholders are requested to note that in case their PAN is not registered, or having invalid PAN or Specified Person as defined under section 206AB of the Income-tax Act ("the Act"), the tax will be deducted at a higher rate prescribed under section 206AA or 206AB of the Act, as applicable.

Non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document

which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents (PDF/JPG Format) by e-mail to investor.relations@fineotex.com. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on Saturday, August 31, 2024.

### **16. Payment of Dividend through electronic means:**

(a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH). Members holding shares in physical form and desirous of availing this facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9-digit MICR and 11-digit IFS Code), along with their Folio Number and original cancelled cheque leaf bearing

the name of the first-named shareholder as account holder, to the Company's Registrar and Share Transfer Agent - Bigshare Services Pvt. Ltd.

- (b) Members holding shares in electronic form are requested to provide the said details to their respective Depository Participants.
- (c) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars 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 respective Depository Participant of the Members.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at [www.fineotex.com](http://www.fineotex.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. **The remote e-voting period begins on Saturday, September 07, 2024 at 09:00 A.M. and ends on Monday, September 09, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, September 03, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 03, 2024.**

### HOW DO I VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM..?



The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; border: 1px solid black; padding: 10px; margin: 10px 0;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p> </div> <div style="text-align: center;">  <p><b>Google Play</b></p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. <a href="mailto:evoting@cdslindia.com">evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file.

Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

#### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [hs@hspnassociates.in](mailto:hs@hspnassociates.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Prajkata Pawle at [evoting@nsdl.com](mailto:evoting@nsdl.com)

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investor.relations@fineotex.com](mailto:investor.relations@fineotex.com).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor.relations@fineotex.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

#### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor.relations@fineotex.com. The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ Folio number, PAN, mobile number at investor.relations@fineotex.com from Tuesday, August 27, 2024, 09:00 A.M. (IST) to Tuesday, September 03, 2024, 05:00 P.M. (IST). Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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

**Sd/-**  
**Surendrakumar Tibrewala**  
Chairman & Managing Director  
DIN: 00218394

Place: Mumbai  
Date: August 09, 2024

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

Pursuant to Section 102 of the Companies Act, 2013 (“the Act”), the following Explanatory Statement sets out all material facts relating to the Special business, to be transacted at the 21st Annual General meeting to be held on Tuesday, September 10, 2024, mentioned under Item Nos. 4 to 7 of the accompanying Notice dated August 09, 2024.

#### **Item No. 4 – To re-appoint the statutory auditor of the company and fix their remuneration**

Though not mandatory, this statement is provided for reference.

M/s. ASL & Co., Chartered Accountants (Firm Registration No.: 101921W), were appointed as statutory auditors of the company at the 16th AGM held on 27th September 2019, they are holding office of the statutory auditors up to the conclusion of the 21st AGM and hence, would retire at the conclusion of the 21st AGM. Therefore, based on the recommendation of Audit Committee, the Board of Directors at its meeting held on August 09, 2024 recommended the re-appointment of M/s. ASL & Co., Chartered Accountants (Firm Registration No.: 101921W) to hold office for a period of 5 (Five) years from the conclusion of 21st AGM till the conclusion of the 26th AGM on such remuneration as may be fixed by the Board of Directors of the Company, subject to the approval of the shareholders of the Company. M/s. ASL & Co., Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Sections 139(1), 141(2) and 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. The Company has also received their eligibility and consent to act as statutory auditors. They have also provided the Peer Review Certificate as required by SEBI Regulations.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 4 of the notice.

The Board recommends the resolution at Item No. 4 to be passed as an ordinary resolution.

#### **Item No. 5 – To ratify the remuneration of cost auditor**

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records for applicable products of the Company. Based on the recommendation of the Audit Committee, at its meeting held on 28th May, 2024, the Board considered and approved the appointment of M/s. V.J. Talati & Co., Cost Accountants (Firm Registration No. R/00213) as the Cost Auditor for the financial year 2024-25 at a remuneration of Rs. 45,000/- per annum plus applicable taxes and reimbursement of out-of-pocket expenses.

Further the Company has received their eligibility and consent to act as cost auditor.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are, in any way, concerned with or interested in, financially or otherwise, in the said resolution.

The Board recommends the resolution at Item No. 5 to be passed as an ordinary resolution.

#### **Item No. 6 – To re-appoint Mrs. Aarti Mitesh Jhunjunwala (DIN: 07759722) as whole-time director of the company.**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on August 09, 2024, and subject to approval of the members of the Company, approved the re-appointment of Mrs Aarti Mitesh Jhunjunwala (DIN: 07759722) as Whole-time Director of the Company, commencing from August 14, 2024, for a term of five consecutive years upto and including August 13, 2029, on the following terms and conditions subject to the approval of the members of the Company.

The Company is listed with much higher and diversified activities and turnover. This has increased the responsibilities of the Directors due to increasing activities and expansion programme of the Company. It is proposed to increase the remuneration in line with the present market conditions to commensurate with the present job profile within the limits prescribed under the Schedule V of the Companies Act, 2013.

Mrs. Aarti Jhunjunwala has completed her Masters in Accounts and Taxation. She has been involved in the family business for several years and has knowledge of the products and markets in which the Company operates. She is a visionary leader whose exceptional leadership has propelled the Company to global prominence. She has been looking after the overall international affairs of the Company. She has led the transformation of the Company through International Marketing. Under her leadership, the group has achieved market leadership in its key products and expanded into new products.

The Nomination and Remuneration Committee (NRC) of the Board of Directors have proposed a maximum remuneration that would not exceed Rs. 1,80,00,000 (Rupees One Crore Eighty Lakhs only) per annum. In case of no profits, the Nomination and Remuneration Committee has recommended that she will be entitled for a maximum salary upto Rs. 7,00,000/- (Rupees Seven Lakh) per month. This is in line with the limit given in Schedule V of the Companies Act, 2013. At present, the NRC has approved the payment of Basic salary of upto Rs. 6,00,000/- p.m. and other allowance of upto Rs. 3,00,000/- per month and the perquisites not exceeding a sum of Rs. 1,00,000/- p.a. in addition she will be entitle for a car and a telephone at residence for official work. She will also be entitled for retirement benefits as applicable to Senior Executives of the Company like Provident Fund, Superannuation Fund, Gratuity and Encashment of Leave. The shareholders consent is sought to authorize the Board and Nomination and Remuneration Committee to review the same and increase within the overall limit. This may be treated as an abstract of the draft agreement between the Company and Mrs. Aarti Mitesh Jhunjunwala for revision of the remuneration and term of appointment pursuant to Section 196 of the Companies Act, 2013.

Mrs. Aarti Mitesh Jhunjhunwala (Whole-time Director) satisfies all the conditions set out in Part I of Schedule V to the Act and also conditions set out under Section 196 of the Act for being eligible for her appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Act.

In terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In view of the above, approval of the members is sought for re-appointment of Mrs. Aarti Mitesh Jhunjhunwala as a Wholetime Director of the Company. The Company has received the requisite consents, declarations, etc. from Mrs. Aarti Mitesh Jhunjhunwala in relation to her re-appointment.

Having regard to the qualifications, experience and knowledge, the Board is of the view that the re-appointment of Mrs. Aarti Mitesh Jhunjhunwala as Whole-time Director will be beneficial to the functioning and future growth opportunities of the Company and the remuneration payable to her commensurate with her abilities and experience.

The information pursuant to Schedule V of the Act, as amended, is given in **Annexure-I** forming part of this Notice.

Mr. Surendrakumar Tibrewala, being her Father and Mr. Sanjay Tibrewala being her Brother and their respective relatives are deemed to be directly or indirectly concerned or interested in the Resolution No. 6 and are not entitled to vote on the resolution. Mrs. Aarti Mitesh Jhunjhunwala, being the appointee and her respective relatives are deemed to be directly or indirectly concerned or interested in the Resolution No. 6 and are not entitled to vote on the resolution. Further, no voting done by any members of the Company, if such member is a related party, shall be counted for the purpose of passing of the resolution.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the above resolution.

The Board recommends the resolution at Item No. 6 to be passed as an ordinary resolution.

#### **Item no. 7 – To approve the appointment of Dr. Amit Prabhakar Pratap as an Independent Director of the company**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have appointed Dr. Amit Prabhakar Pratap as an Additional Director in the category of Non-Executive, Independent Director not liable to retire by rotation, for a period of 5 (Five) consecutive years with effect from 09th August, 2024 upto 08th August, 2029.

In the opinion of the Board, Dr. Amit Prabhakar Pratap fulfils the conditions specified in the Companies Act, 2013 (the Act) and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as a Non-Executive, Independent Director of the Company. Dr. Amit Prabhakar Pratap has over 20 years of experience in the profession. Dr. Amit Prabhakar Pratap has been associated with chemical industries, The Nomination and Remuneration Committee has identified amongst others, leadership capabilities, expertise in governance, experience in policy shaping and industry advocacy, legal compliance, finance & risk management, industry knowledge & experience and global experience/international exposure as the skills required for the role of a Director.

The Nomination and Remuneration Committee and the Board of Directors are of the view that Dr. Amit Prabhakar Pratap possess the requisite skills and capabilities. Considering the skills, experience and expertise, the Committee and the Board considers that this association would be of immense benefit to the Company and it is desirable to avail services of Dr. Amit Prabhakar Pratap as an Independent Director.

The letter of appointment issued to Dr. Amit Prabhakar Pratap setting out all the terms and conditions of appointment as a Non-Executive, Independent Director shall be open for inspection as per the details provided in this Notice. Disclosures as required under Secretarial Standard 2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided as an Annexure II to this Notice.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the Members. Further, as per Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution.

Dr. Amit Prabhakar Pratap, being the appointee and his respective relatives are deemed to be directly or indirectly concerned or interested in the Resolution No. 7 and are not entitled to vote on the resolution. Further, no voting done by any members of the Company, if such member is a related party, shall be counted for the purpose of passing of the resolution.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the above resolution.

The Board recommends the resolution at Item No. 7 to be passed as a special resolution.

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

**Sd/-  
Surendrakumar Tibrewala**

Chairman & Managing Director  
DIN: 00218394

Place: Mumbai  
Date: August 09, 2024

**Annexure- I**

**STATEMENT PURSUANT TO PROVISIONS OF SCHEDULE V OF THE ACT WITH RESPECT TO ITEM NO. 3& 6 OF THE NOTICE AND THE SEBI LISTING REGULATIONS, AS THE CASE MAY BE**

**I. General Information:**

1. **Nature of industry:** Manufacturing and Sale of Chemicals and Chemical Products.
2. **Date of commencement of commercial production:** Existing Company, commercial production commenced in 2007
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus :** N.A
4. **Financial performance based on given indicators:** (Rs. in Lakhs)

For the Financial Year	2023 -24	2022-23
Revenues	41,892.82	29,555.04
Net Profit/ (Loss) before Tax	14,054.59	6,770.80
Net Profit/ (Loss) after Tax	11,062.66	5,201.93
Earnings Per Share (Rs)	9.99	4.70

5. **Foreign investments or collaborations, if any: During the year there is no Foreign Investments or collaborations.**

**II. Information about the Directors seeking appointment**

1. **Background details:** Mrs. Aarti Jhunjhunwala is a second-generation entrepreneur who has worked in the specialized chemical industry for over 15 years. She has several years of experience working in the family business and has a deep understanding of the products and markets in which it operates. Over the years, she has played a major role in the company's growth, overseeing various functions such as business development, sales, branding, strategy, and new growth initiatives. She has actively pursued global strategic alliances allowing the company to benefit from its leading-edge technologies and cleaner processes.
2. **Past Remuneration:** Rs. 71.40 Lakhs per annum
3. **Recognition or awards :** N.A.
4. **Job Profile and her sustainability :** Same as above in Point 1.
5. **Remuneration proposed :** upto Rs.180 Lakhs per annum including perquisites
6. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin):**  
Taking into consideration the size of the Company and the individual profile of Mrs. Aarti Mitesh Jhunjhunwala and the industry benchmarks, the revised limits of maximum remuneration proposed commensurate with the remuneration packages paid to similar senior level positions in other Companies in the industry.
7. **Pecuniary relationship directly or indirectly with the Company :**  
Apart from receiving remuneration as stated above, she does not have any other pecuniary relationship with the Company. She is the Promoter of the Company and holds 81,050 equity shares.
8. **Relationship with other Directors & KMP :**  
Mr. Surendrakumar Tibrewala Chairman & Managing Director - Father  
Mr. Sanjay Tibrewala Executive Director & CFO - Brother

**III Other Information**

- i. **Reasons of loss or inadequate profits:**  
The related information will be provided in the Board's Report prepared for the relevant year in which inadequate profit/loss arises.
- ii. **Steps taken during the year for improvement:**  
The related information will be provided in the Board's Report prepared for the relevant year in which inadequate profit/loss arises.
- iii. **Expected increase in productivity and profits in measurable terms:**  
The related information will be provided in the Board's Report prepared for the relevant year in which inadequate profit/loss arises.

**IV. Disclosures**

The Nomination & Remuneration Committee and the Board of Directors of the Company recommend the passing of the resolution set out at Item No. 6 of this Notice as an Ordinary Resolution, which is only an enabling resolution with a view to gaining flexibility in the emerging environment. Except Mr. Surendrakumar Tibrewala, Mr. Sanjay Tibrewala and her relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item No. 6 of this Notice, except to the extent of their respective shareholding, if any, in the Company. This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges.

The details required to be given under this head are disclosed in the Corporate Governance Report of the Company in the Annual Report for the financial year 2023-2024.

## Annexure-II

### Details of Directors seeking appointment /reappointment at the 21st Annual General Meeting pursuant to Secretarial Standards on General Meetings (SS-II) and Regulation 36(3) of LODR

S.N.	Particulars	Re-appointment of Mrs. Aarti Jhunjunwala as Director	Appointment of Dr. Amit Prabhakar Pratap as an Independent Director
1	Name of the Director	Mrs. Aarti Jhunjunwala	Dr. Amit Prabhakar Pratap
2	Director Identification Number	07759722	08023735
3	Date of Birth/ Age	24/01/1983 (40 years)	19/03/1976 (48 years)
4	Date of First Appointment	14/08/2018	09/08/2024
5	Expertise in General Specified Area	Rich and Varied experience in International Business	Expertise in Chemical industry
6	Qualifications	Masters in Accounts and Taxation	Completed graduation and post-graduation in Oils, Oleochemicals and Surfactants Technology and obtained Ph. D. (Tech) from Institute of Chemical Technology (formerly UDCT), Mumbai
7	Experience	More than 15 years.	More than 20 years
8	Terms and Conditions for appointment	As per the Service Agreement entered by and between the Company and the said Director	NA
9	Remuneration last drawn during financial year 2023-24 (Rs in lakhs)	Rs. 71,40,000/-	NA
10	Shareholding in the Company	81,050 equity shares	NA
11	Relationship with Directors	Daughter of Mr. Surendrakumar Tibrewala and Sister of Mr. Sanjay Tibrewala	NA
12	Total No of Board meeting attended during the year 2023-2024	5/5	NA
13	Directorship in other Public Limited Company as on March 31, 2024	Nil	NA
14	Chairmanship/Membership of Committees of the Board of Directors of the Company	Member of Whistleblowing Committee	NA
15	Chairmanship/Membership of Committees of other Indian Public Limited Companies	Nil	NA