

August 23, 2025

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>
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**Subject: Notice of the 22<sup>nd</sup> Annual General Meeting (AGM) of the Members of the Company scheduled to be held on Friday, September 19, 2025**

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 **Friday, September 19, 2025, 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 23, 2025, 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	Saturday, September 13, 2025



2	Remote E-voting Period	<b>Commences on</b> Tuesday, September 16, 2025 at 09.00 A.M. (IST) <b>Ends on</b> Thursday, September 18, 2025 at 05.00 P.M (IST).
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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 Second Annual General Meeting (“AGM/ 22ND AGM”) of the members of FINEOTEX CHEMICAL LIMITED (“the Company”) will be held on **Friday, September 19, 2025 at 05.00 PM (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business:

### ORDINARY BUSINESS

- To receive, consider and adopt the audited Standalone and audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Statutory Auditor thereon**

“RESOLVED THAT the audited Standalone and audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025, together with the Reports of the Board of Directors and the Statutory Auditor thereon, be and are hereby received, considered and adopted.”

- To confirm the payment of Interim Dividend on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year ended March 31, 2025**

“RESOLVED THAT the members hereby confirm the payment of interim dividend at the rate of Rs. 0.40/- (Forty Paise only) per equity share of Rs. 2/- (Rupees Two only) declared by the Board of Directors of the Company at its meeting held on February 12, 2025 for the financial year 2024-25.

**RESOLVED FURTHER THAT** as recommended by the Board of Directors, a final dividend at the rate of Rs. 0.40/- (Forty Paise) per equity share of Rs. 2/- each be and is hereby declared out of profits of the financial year 2024-25 to the equity shareholders of the Company whose names appear in the Register of Members of the Company as on September 13, 2025”.

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions, if any, of the Companies Act, 2013, Mrs. Aarti Mitesh Jhunjunwala (DIN: 07759722) who is liable to retire by rotation at the 22nd Annual General Meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

### SPECIAL BUSINESS

- To ratify the remuneration of cost auditor**

To consider and, if thought fit, to pass the following resolution, with or without modification(s), 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-Five Thousand only) plus applicable taxes and reimbursement of actual travel and out of pocket expenses to M/s. V. J. Talati & Co., Cost Accountants (Firm Registration No. R/00213), Cost Auditor appointed by the Board of Directors based on the recommendation of the Audit Committee, to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2026.

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

- To approve the appointment of M/s. HSPN & Associates LLP as the Secretarial Auditor of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for the appointment of M/s. HSPN & Associates LLP (Peer Review No. 6035/2024), Practicing Company Secretaries, Mumbai, as the Secretarial Auditor of the Company, for a term of 5 (five) consecutive years, from FY 2025-26 till FY 2029-30, on such terms and conditions, including remuneration, as may be determined by the Board of Directors of the Company (including its Committee thereof) in consultation with the Secretarial Auditor, from time to time;

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

- To Approve the re-appointment of Mr. Sanjay Tibrewala (DIN: 00218525) as Whole Time Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (the “Act”) and Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof, subject to due compliance with applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and in accordance with relevant

provisions of the Articles of Association and Nomination and Remuneration Policy of the Company and subject to such other approvals as may be necessary, based on the recommendation of the Nomination and Remuneration Committee and the approval of Audit Committee (for the related party transaction aspect of remuneration) and Board of Directors (“Board”) of the Company and subject to such other approvals and compliances as per the applicable Statutes, as may be necessary, approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Sanjay Tibrewala (DIN: 00218525) as the Whole Time Director (designated as Executive Director & CFO) of the Company for a period of 5 (five) years commencing from October 01, 2025 till September 30, 2030, on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting, with authority to the Board (which term shall include any Committee of the Board) to alter and vary the terms and conditions of the said reappointment and remuneration in such manner as may be agreed to between the Board of Directors and Mr. Sanjay Tibrewala, subject to the same not exceeding the limits specified under Schedule V to the Act or any statutory modification(s) or reenactment(s) thereof;

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Sanjay Tibrewala, if any, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other rules as may be prescribed from time to time;

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the term of office of Mr. Sanjay Tibrewala as the Whole Time Director, the Company will pay to Mr. Sanjay Tibrewala in respect of such financial year(s) in which such inadequacy or loss arises or a period of three years, whichever is lower, the remuneration as set out in the Explanatory Statement as minimum remuneration or such higher limit as may be approved by the Board, subject to the limits as specified under Schedule V to the Act, or any statutory modification(s) or re-enactment(s) thereof;

**RESOLVED FURTHER THAT** the Board of Directors or any committee thereof constituted to exercise its powers (including the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds and things and take all steps as may be deemed necessary, proper or expedient to give effect of this resolution.”

7. **To Approve the re-appointment of Mr. Surendrakumar Tibrewala (DIN: 00218394) as Managing Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (the “Act”) and Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof, subject to due compliance with applicable

provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and in accordance with relevant provisions of the Articles of Association and Nomination and Remuneration Policy of the Company and subject to such other approvals as may be necessary, based on the recommendation of the Nomination and Remuneration Committee and the approval of Audit Committee (for the related party transaction aspect of remuneration) and Board of Directors (“Board”) of the Company and subject to such other approvals and compliances as per the applicable Statutes, as may be necessary, approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Surendrakumar Tibrewala (DIN: 00218394) as the Managing Director (designated as Chairman cum Managing Director) of the Company for a period of 5 (five) years commencing from October 01, 2025 till September 30, 2030, on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting, with authority to the Board (which term shall include any Committee of the Board) to alter and vary the terms and conditions of the said reappointment and remuneration in such manner as may be agreed to between the Board of Directors and Mr. Surendrakumar Tibrewala, subject to the same not exceeding the limits specified under Schedule V to the Act or any statutory modification(s) or reenactment(s) thereof;

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 196 of the Companies Act, 2013 and all other applicable provisions, if any, and rules made thereunder, approval of the Members be and is hereby accorded for the continuation of Mr. Surendrakumar Tibrewala as a Chairman cum Managing Director of the Company beyond the age of 70 years till the expiry of his tenure i.e. till September 30, 2030;

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Surendrakumar Tibrewala, if any, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other rules as may be prescribed from time to time;

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the term of office of Mr. Surendrakumar Tibrewala as the Whole Time Director, the Company will pay to Mr. Surendrakumar Tibrewala in respect of such financial year(s) in which such inadequacy or loss arises or a period of three years, whichever is lower, the remuneration as set out in the Explanatory Statement as minimum remuneration or such higher limit as may be approved by the Board, subject to the limits as specified under Schedule V to the Act, or any statutory modification(s) or re-enactment(s) thereof;

**RESOLVED FURTHER THAT** the Board of Directors or any committee thereof constituted to exercise its powers (including the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds and things and take all steps as may be deemed necessary, proper or expedient to give effect of this resolution.”

**8. To Approve the re-appointment of Mrs. Bindu Darshan Shah (DIN: 07131459) 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 the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with Schedule IV thereto, the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and Regulation 17 and 25(2A) and any other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. Bindu Darshan Shah (DIN: 07131459), who holds office as an Independent Director up to 13th July, 2025, be and is hereby re-appointed as an Independent Director of the company for a second term of 5 (five) consecutive years with effect from 14th July, 2025 to 13th July, 2030 (both days inclusive) not liable to retire by rotation;

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

**9. To Approve the re-appointment of Dr. Sunil Waghmare (DIN: 08906042) 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 the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with Schedule IV thereto, the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and Regulation 17 and 25(2A) and any other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Dr. Sunil Waghmare (DIN: 08906042), who holds office as an Independent Director up to 30th October, 2025, be and is hereby re-appointed as an Independent Director of the company for a second term of 5 (five) consecutive years with effect from 31st October, 2025 to 30th October, 2030 (both days inclusive) not liable to retire by rotation;

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may

be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

**10. To Approve the appointment of Mr. Chetan Navinchandra Shah (DIN: 08038633) as a Non-Executive 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 the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time and/or any other applicable laws (including statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of the Director, Mr. Chetan Navinchandra Shah (DIN: 08038633), who was appointed as an Additional Non-Executive Independent Director of the Company with effect from August 12, 2025, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and being eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of the Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, for a term of five (5) consecutive years commencing from August 12, 2025 to August 11, 2030 (both days inclusive), not be liable to retire by rotation;

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving 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 12, 2025

## ANNEXURE TO THE NOTICE

1. The Ministry of Corporate Affairs, Government of India (“MCA”) has vide its circular dated 08th April 2020, 13th April 2020, 05th May 2020 and various subsequent Circulars latest being circular dated September 19, 2024 (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”), 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”), SEBI Circular no. SEBI/ HO/ CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (“SEBI Circular”) and MCA Circulars, the 22nd AGM of the Company is being held through VC/OAVM. The deemed venue of this AGM shall be corporate office of the Company.
2. In accordance with the MCA Circulars, since the AGM is being conducted through virtual mode without the physical presence of Members, the Proxy Form, Attendance Slip, and Route Map have not been annexed to this Notice.
3. Shareholders, including those holding 2% or more of the share capital, along with Promoters, Institutional Investors, Directors, Key Managerial Personnel, and Auditors, are cordially encouraged to attend and participate in the Annual General Meeting
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under **Item Nos. 4 to 10** of the Notice, is annexed hereto. Further, the relevant details with respect to **Item No. 6 to 10** 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.
5. 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.
6. Members attending the meeting through VC/OAVM shall be counted for the purpose of determining the quorum under Section 103 of the Act.
7. Institutional/Corporate members intending to authorize representatives to attend the 22nd AGM via VC/OAVM and vote electronically are requested to email a certified scanned copy (PDF/JPG) of the Board resolution/authorization, as per Section 113 of the Act, to the Scrutinizer at [hs@hspnassociates.in](mailto:hs@hspnassociates.in), with a copy to [investor.relations@fineotex.com](mailto:investor.relations@fineotex.com), from their registered email address.
8. The remote e-voting Dates:  
The date for determining the Members who are entitled to vote on the resolutions set forth in this Notice:

<b>Cut-off Date</b>	<b>Saturday, September 13, 2025</b>
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Period during which Members, as on the cut-off date, may cast their voted on electronic voting system from any location:

<b>Remote E-voting Period</b>	<b>Start Date and Time:</b> September 16, 2025 from 09.00 a.m. (IST)
	<b>End Date and Time:</b> September 18, 2025 upto 05.00 p.m. (IST)
9. In accordance with the MCA Circulars and Circular No. SEBI/ HO/CFD/CFDPoD- 2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Shareholders whose email addresses are registered with the Company/ Depositories as on August 15, 2025. Further, a letter providing a web link and QR code for accessing the Notice of the AGM and Annual Report for the FY 2024-25 have been sent to those shareholders who have not registered their email address.
10. Shareholders may note that the Notice of AGM and Annual Report for FY 2024-25 will also be available on the website of the Company i.e. [www.fineotex.com](http://www.fineotex.com), and the website 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 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 2024-25, 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.
11. **Updating of Record, KYC and Other Queries:**
  - i. SEBI vide its Circulars dated 3rd November, 2021 and 14th December, 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 1st October, 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. The link for downloading forms is [https://www.bigshareonline.com/resources-sebi\\_circular.aspx#parentHorizontalTab3|ChildVerticalTab\\_34](https://www.bigshareonline.com/resources-sebi_circular.aspx#parentHorizontalTab3|ChildVerticalTab_34)
- ii. As per SEBI General Circular No. SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated 16th March, 2023, physical shareholders can now update/register their contact details, including email IDs, by submitting Form ISR-1 along with supporting documents to M/s Bigshare Services Pvt. Ltd.
  - iii. SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January, 2022, listed companies are mandated to issue securities only in dematerialized form for service requests such as issuance of duplicate certificates, claims from unclaimed suspense accounts, renewal/exchange, endorsement, sub-division/splitting, consolidation, transmission, and transposition of securities.
  - iv. Further, SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/65 dated 18th May, 2022, has simplified and standardized the procedure and document formats for transmission of securities. Shareholders are requested to submit service requests using Form ISR-4 or ISR-5 (for transmission), available on the Company's website.
  - 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.
12. The Company has fixed Saturday, September 13, 2025 as the "**Record Date**" for determining entitlement of Members to final dividend for the financial year ended March 31, 2025, if approved at the AGM.
  13. 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, 2025** 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 Saturday, September 13, 2025;
    - (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 Saturday, September 13, 2025.
  14. 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.
  15. 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.
  16. 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 Saturday, September 13, 2025 through email on [investor.relations@fineotex.com](mailto:investor.relations@fineotex.com). The same will be replied by the Company suitably.
  17. The Register of Directors & Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and all the documents referred to in the Notice and explanatory statement will be available for inspection by the Members during the AGM.
  18. 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).
  19. 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 Saturday, September 13, 2025. 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](mailto:investor.relations@fineotex.com). The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on Saturday, September 06, 2025.

20. 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.

21. To strengthen investor grievance redressal, SEBI has introduced a Standard Operating Procedure (Circular dated 30th May, 2022) allowing shareholders to use the Stock Exchange Arbitration Mechanism for disputes with the Company or its RTA.

Additionally, SEBI launched the Online Dispute Resolution (ODR) Portal (Circular dated 31st July, 2023; updated 20th December, 2023), enabling parties to initiate dispute resolution after approaching the Company and using the SCORES platform. The Company has complied with these circulars. For details, visit <https://fineotex.com/investor-relation/>. Access the SMART ODR Portal at <https://smartodr.in/login>.

22. The Board has appointed Mr. Hemant Shetye as the Scrutinizer to oversee the remote e-voting process as well as the e-voting conducted during the meeting, ensuring it is carried out in a fair and transparent manner. Upon the conclusion of e-voting at the 22nd AGM, the Scrutinizer shall first download the votes cast during the meeting and then unblock the votes cast through the remote e-voting system. A consolidated Scrutinizer's Report shall thereafter be prepared.
23. The results, along with the Scrutinizer's Report, shall be uploaded on the Company's website at [www.fineotex.com](http://www.fineotex.com) and on the NSDL website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration. Simultaneously, the Company shall submit the results to the National Stock Exchange of India Limited and BSE Limited, where its shares are listed.
24. Non-resident Indian shareholders are requested to inform the following to the Company or M/s Bigshare Services Pvt. Ltd or concerned DP, as the case may be:
  - a. Change in the residential status on return to India for permanent settlement;
  - b. Particulars of the NRE Account with a Bank in India, if not furnished earlier
25. For any queries or grievances related to the AGM, including e-voting issues, please contact:

Mr. Sunny Parmar  
Company Secretary and Compliance Officer  
Contact Information:

- Corporate Office: Level 4, Ariisto House, Opp. Hubtown Solaris, Andheri East, Mumbai - 400069
- Email: [investor.relations@fineotex.com](mailto:investor.relations@fineotex.com)
- Phone: (+91-22) 6807 9999

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

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time 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 e-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 issued from time to time

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

**The remote e-voting period begins on Tuesday, September 16, 2025 at 09:00 A.M. and ends on Thursday, September 18, 2025 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. Saturday, September 13, 2025 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 Saturday, September 13, 2025.**

#### **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**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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>2. 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 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>3. 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>4. 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>5. 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; margin-top: 20px;"> <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;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>

Type of shareholders	Login Method
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>
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 <a href="mailto:evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**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 Sagar S. Gudhate, Senior Manager 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 (Company email id).
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 (Company email id). 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](mailto: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 (company email id). 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](mailto:investor_relations@fineotex.com) from Saturday, September 06, 2025, 09:00 A.M. (IST) to Saturday, September 13, 2025, 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.

### **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 22nd Annual General meeting to be held on Friday, September 19, 2025, mentioned under Item Nos. 4 to 10 of the accompanying Notice dated August 12, 2025.

#### **Item No. 4**

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 20th May, 2025, 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 2025-26 at a remuneration of Rs. 45,000/- (Forty-Five Thousand Only) 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. 4 to be passed as an Ordinary Resolution.

#### **Item No. 5**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 ('the Act'), and relevant rules thereunder, every listed company is required to annex with its Board's Report, a secretarial audit report, given by a Company Secretary in practice. In terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), a listed entity is required to appoint or reappoint a Secretarial Auditor with the approval of its shareholders in the Annual General Meeting.

The Board of Directors, at its meeting held on August 12, 2025, pursuant to Regulation 24A of the Listing Regulations and based on the recommendation of the Audit Committee and considering various factors such as independence, industry experience, team size, expertise, technical skills and audit quality reports, etc., has recommended appointment of M/s. HSPN & Associates LLP, Company Secretaries, a peer reviewed firm (Peer Review No. 6035/2024), as the Secretarial Auditors of the Company, to conduct the secretarial audit of the Company pursuant to Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other certification work, for a term of five consecutive years starting from the financial year 2025-26 to the financial year 2029-30.

M/s. HSPN & Associates LLP formerly known as H. Shetye Associates is a firm of Company Secretaries established in the year 1989 and lead by Mr. Hemant S. Shetye. The firm has a wide and extensive corporate experience of over 26 years evolving and growing by each passing year. HSPN & Associates LLP is a corporate law service firm with special expertise in corporate laws. The firm has acknowledged an expertise in all areas of company secretarial practice and company law with a broad

client base of exceptional depth and quality.

The fee proposed to be paid to M/s. HSPN & Associates LLP for the secretarial audit for the financial year 2025-26 is upto Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand Only) excluding applicable taxes and out of pocket expenses. The proposed fee is inclusive of costs for other permitted services which could be availed by the Company from HSPN & Associates LLP. The fees for the remaining tenure would be fixed by the Board of Directors based on recommendation of the Audit Committee, in consultation with the Secretarial Auditor, from time to time.

The Company has received from M/s. HSPN & Associates LLP the consent and eligibility to act as the Secretarial Auditor of the Company as per the provisions of the Companies Act, 2013 and the applicable provisions of the Listing Regulations.

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 & 7**

Mr. Surendrakumar Tibrewala and Mr. Sanjay Tibrewala are the Directors of the Company since incorporation. As per the Articles of Association of the Company they are not liable to retire by rotation. After the Company became public, they have been Whole time Directors of the Company and have been paid remuneration as per the applicable provisions of The Companies Acts (1956 and 2013), SEBI regulations and other statutory regulations.

The Members of the Company at the 19th Annual General Meeting ("AGM") of the Company held on 05 August, 2022, passed special resolution and approved the appointment and terms of remuneration of Mr. Surendrakumar Tibrewala, Chairman Cum Managing Director and Mr. Sanjay Tibrewala, Whole-time Director for a period of 3 (Three) years with effect from 01st October, 2022 to 30th September 2025.

Based on the recommendation of the Nomination and Remuneration Committee at its meeting held on July 12, 2025 and approval of the Audit Committee and the Board of Directors at their respective meetings held on July 12, 2025, approved the re-appointment of Mr. Surendrakumar Tibrewala (DIN: 00218394) as Chairman cum Managing Director and Mr. Sanjay Tibrewala as Whole-time Director for a period of 5 (Five) years with effect from 01st October 2025 to 30th September, 2030, subject to approval of the Members.

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 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.

Mr. Surendrakumar Tibrewala is a Commerce graduate from R. A. Poddar College of Commerce and Economics from Mumbai University and a Law graduate from Government Law College by qualification. He started his career at the age of 20 in the Specialty Chemical Industry and has more than 4 decades of experience into manufacturing Specialty Chemicals and Enzymes for various industries namely Textiles & Garments, Construction, Water Treatment, Leather, Paper,

Paint, Adhesives etc. As the Chairman and Managing Director, he is actively involved in developing long term strategies for the Company.

Mr. Sanjay Tibrewala has graduated from Narsee Monjee College of Commerce and Economics from the University of Mumbai in 2001. During his post-graduation, he went for further technical education to specialize in Textile Processing and Chemistry field from the Synthetic & Art Silk Mills' Research Association (SASMIRA) University, Mumbai. With a rich educational background and more than two decades of industry experience, he is recognized as one of the youngest entrepreneurs in the textile chemical field. Mr. Sanjay Tibrewala serves as the Executive Director and CFO of Fineotex Chemical Limited, one of the most vibrant and fastest-growing specialty performance chemical companies in India. His strategic approach and focused execution have yielded commendable results, positioning Fineotex as a leading player in the specialty chemical industry.

Having regard to the qualifications, experience and knowledge, the Board is of the view that the re-appointment of Mr. Surendrakumar Tibrewala as Chairman cum Managing Director and Mr. Sanjay Tibrewala as Whole-time Director will be beneficial to the functioning and future growth opportunities of the Company and the remuneration payable to them commensurate with their abilities and experience.

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 Mr. Surendrakumar Tibrewala as Chairman cum Managing Director and Mr. Sanjay Tibrewala as a Whole-time Director of the Company. The Company has received the requisite consents, declarations, etc. from them in relation to their re-appointment.

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

The Company has received the requisite following declarations from Mr. Surendrakumar Tibrewala and Mr. Sanjay Tibrewala that:

- They are not disqualified from being re-appointed as Director in terms of Section 164 of the Act;
- They are not debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority.
- They satisfy all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013

Mr. Surendrakumar Tibrewala will attain the age of seventy years on June 10, 2026. The Company has grown multifold under his leadership and it would be in the interest of the Company that he continues to lead the Company even after he attains the age of seventy years. Accordingly, approval of the Members is sought for passing the resolution proposed at Item No. 7 as a Special Resolution in terms of Section 196(3) of the Act.

The Company has not committed any default in payment of dues to any

bank or public financial institution or any other secured creditors. The Company has not issued any Non-Convertible Debentures.

#### **The principal terms and conditions of re-appointment and remuneration of Mr. Surendrakumar Tibrewala and Mr. Sanjay Tibrewala are as under:**

The salary and the aggregate value of all perquisites and allowances (like gas, electricity, water, furnishings, cars, travel concession for self and family, club fees, use of Company car, telecommunication facilities at residence, medical insurance and any other perquisites and allowances in accordance with the rules of the Company), not exceeding Rs. 4,50,00,000/- (Rupees Four Crores Fifty Lakhs only) each per annum plus participation in a commission pool of up to 2% of the net profits of the Company, which will be distributable among all the executive directors on performance basis.

However, in addition to the above perquisites the aforesaid two Directors are entitled to the following which shall not be included in the aforesaid prerequisite limit:

- Reimbursement of Expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trips and provision of car(s) and communication expenses at residence for Company's business purpose.
- Medical expenses for self and family in India or abroad/ Medical Insurance coverage premium incurred for self and his family.

#### **Explanation:**

*For the purposes of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Act, 1961 wherever applicable. Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act, 1961, Gratuity payable as per the rules of the Company and encashment of leave at the end of his tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.*

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Surendrakumar Tibrewala and Mr. Sanjay Tibrewala under Section 190 of the Act.

Where in any financial year(s) during the tenure of aforesaid two Directors i.e Mr. Surendrakumar Tibrewala and Mr. Sanjay Tibrewala, the Company has no profits or its profits are inadequate, the Company shall pay to the aforesaid two Directors in respect of such financial year(s) in which such inadequacy or loss arises or for a period of three years, (whichever is lower), the remuneration as set out above as minimum remuneration, in accordance with the provisions of Section 197 and/or Schedule V to the Act or under the provisions of SEBI Listing Regulations or under any other law for the time being in force, if any.

In terms of Regulation 17(6)(e) of SEBI Listing Regulations, approval of the members by way of special resolution is required where the overall remuneration payable to an Executive Director exceeds ₹ 5 crore or 2.50% of the net profit of the company (whichever is higher), where such director is promoter or member of promoter group. This approval shall also be deemed to be approval under Regulation 17(6)(e) of SEBI Listing Regulations.

Mrs. Aarti Mitesh Jhunjhunwala, being daughter of Mr. Surendrakumar Tibrewala and, sister of Mr. Sanjay Tibrewala and their respective relatives are deemed to be directly or indirectly concerned or interested in the Resolution No. 6 & 7 and not entitled to vote on the resolution. Mr. Surendrakumar Tibrewala and Mr. Sanjay Tibrewala, being the appointee and their respective relatives are deemed to be directly or indirectly concerned or interested in the Resolution No. 6 & 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 of Directors, therefore, recommend resolution at Item No. 6 and 7 to be passed as a Special Resolution by the Members.

### Item No. 8

The Members of the Company, by a Special Resolution passed at their meeting held on 29th September, 2020, approved the appointment of Mrs. Bindu Darshan Shah (DIN: 07131459) as an Independent Director of the Company for a period of 5 consecutive years from 14th July, 2020 to 13th July, 2025. Accordingly, her term as an Independent Director ended on 13th July, 2025.

The Nomination and Remuneration Committee ('NRC') of the Board of Directors at its meeting held on July 12, 2025, on the basis of his performance, has recommended the re-appointment of Mrs. Shah as an Independent Director of the Company for a second term of 5 (five) consecutive years, not liable to retire by rotation. In view of the same, the Board of Directors has recommended the re-appointment of Mrs. Shah as an Independent Director, not liable to retire by rotation, for a second term of 5 consecutive years from 14th July, 2025, to 13th July, 2030.

As per Sections 149, 150 and 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members and as per the Listing Regulations, an Independent Director can be re-appointed with the approval of the Members by way of a special resolution. Accordingly, approval of the Members is being sought for the re-appointment of Mrs. Shah as an Independent Director of the Company for a second term of 5 consecutive years from 14th July, 2025, to 13th July, 2030.

Mrs. Bindu Darshan Shah, aged 50 years, a commerce graduate and qualified Company Secretary from Institute of Company Secretary of India. She is a Company Secretary in practice from several years. She is an accomplished and dedicated professional who excels in the field of company secretarial practice. With extensive knowledge and expertise in corporate laws and governance, she has become a trusted advisor to numerous companies. She has also worked with an International Bank and also has fine experience in Banking and Finance sectors as well.

The performance evaluation reflected her active participation in the Board meetings, valuable insights, and adherence to the highest standards of integrity and corporate governance. In view of her consistent performance and the value that she adds, the Board considers her continued association to be in the best interest of the Company. Basis the performance evaluation of Mrs. Shah and considering the

contributions made by her during her tenure, her continuance as an Independent Director would be beneficial to the Company.

The Company has received a declaration from Mrs. Shah confirming that she meets the criteria for independence under Section 149(6) of the Companies Act, 2013 ('Act') and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'). Mrs. Shah has conveyed her consent to act as an Independent Director of the Company for a second term. The Company has also received other necessary disclosures and declarations from Mrs. Shah including the declaration that she is not debarred from holding the office of Director pursuant to any order passed by SEBI or any other authority. Mrs. Shah has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto, and forms a part of the Notice.

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. 8 to be passed as a Special Resolution.

### Item No. 9

The Members of the Company, by a Special Resolution passed at their meeting held on 16th July, 2021, approved the appointment of Dr. Sunil Waghmare (DIN: 08906042) as an Independent Director of the Company for a period of 5 consecutive years from 31st October, 2020 to 30th October, 2025. Accordingly, his term as an Independent Director will be ending on 30th October, 2025.

The Nomination and Remuneration Committee ('NRC') of the Board of Directors at its meeting held on July 12, 2025, on the basis of his performance, has recommended the re-appointment of Dr. Waghmare as an Independent Director of the Company for a second term of 5 (five) consecutive years, not liable to retire by rotation. In view of the same, the Board of Directors has recommended the re-appointment of Dr. Waghmare as an Independent Director, not liable to retire by rotation, for a second term of 5 consecutive years from 31st October, 2025 to 30th October, 2030.

As per Sections 149, 150 and 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members and as per the Listing Regulations, an Independent Director can be re-appointed with the approval of the Members by way of a special resolution. Accordingly, approval of the Members is being sought for the re-appointment of Dr. Waghmare as an Independent Director of the Company for a second term of 5 consecutive years from 31st October, 2025 to 30th October, 2030.

Dr. Sunil Vasant Waghmare is an accomplished professional with a Ph.D from University of Pune. He has profound knowledge of QA/QC, analytical development, safety, legal, and quality compliances and his also a member of various societies connected with Chemistry. Dr. Waghmare is also Post-Doctoral Researcher at various institution

& universities of repute. His experience and knowledge have been of great value to the Company.

The performance evaluation reflected his active participation in the Board meetings, valuable insights, and adherence to the highest standards of integrity and corporate governance. In view of his consistent performance and the value that he adds, the Board considers his continued association to be in the best interest of the Company. Basis the performance evaluation of Mr. Waghmare and considering the contributions made by him during his tenure, his continuance as an Independent Director would be beneficial to the Company.

The Company has received a declaration from Mr. Waghmare confirming that he meets the criteria for independence under Section 149(6) of the Companies Act, 2013 ('Act') and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'). Mr. Waghmare has conveyed his consent to act as an Independent Director of the Company for a second term. The Company has also received other necessary disclosures and declarations from Mr. Waghmare including the declaration that he is not debarred from holding the office of Director pursuant to any order passed by SEBI or any other authority. Mr. Waghmare has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto, and forms a part of the Notice.

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. 9 to be passed as a Special Resolution.

#### **Item No. 10**

The Board of Directors vide Resolution dated August 12, 2025, on recommendation of the Nomination and Remuneration Committee, appointed Mr. Chetan Navinchandra Shah (DIN: 08038633) as an Additional Director in the capacity of Non-Executive Independent Director, not liable to retire by rotation effective August 12, 2025, on the Board of the Company.

As per Section 161 of the Companies Act, 2013 (the "Act"), an additional director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier.

Further, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), listed entity shall ensure that the 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 (3) months from the date of appointment, whichever is earlier. In view of the same, the requisite approval from Members for appointment of Mr. Chetan Navinchandra Shah, is being sought within the statutory timeline.

The Company has received a declaration from Mr. Chetan Navinchandra Shah to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, he has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

He has confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164(2) of the Act. He also confirmed that he is not debarred from holding the office of Director by virtue of any order from SEBI or any such authority and have given his consent to act as a Director of the Company. The Company has received a notice in writing from a Shareholder under Section 160(1) of the Act, proposing his candidature as Non-Executive Independent Director of the Company.

Mr. Chetan Navinchandra Shah is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, is independent of the management of the Company.

The brief profile and other details of Mr. Chetan Navinchandra Shah, seeking appointment through this Notice of AGM, as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are annexed hereto, and forms a part of the Notice.

Mr. Chetan Navinchandra Shah shall be entitled to receive sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 and other relevant provisions of the Act.

Shareholders are requested to grant their approval by way of a Special Resolution for appointment of Mr. Chetan Navinchandra Shah as Non-Executive Independent Director of the Company, to hold office for a term of five consecutive years commencing from August 12, 2025 to August 11, 2030 (both days inclusive), not liable to retire by rotation.

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. 10 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 12, 2025

**Annexure- I**

**STATEMENT PURSUANT TO PROVISIONS OF SCHEDULE V OF THE ACT WITH RESPECT TO ITEM NO. 6 & 7 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:** The Company was incorporated in 2004 and has already commenced commercial production since long.
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	2024-25	2023-24
Revenues	43,922.21	41,892.82
Net Profit/ (Loss) before Tax	12,541.53	14,054.59
Net Profit/ (Loss) after Tax	9,722.67	11,062.66
Earnings Per Share (Rs)	8.56	9.99

5. **Foreign investments or collaborations, if any:** During the financial year 2024-25, the Company has made the foreign investment in subsidiary company by way of increasing the paid-up share capital of the wholly owned subsidiary company of Rs. 824 Lakhs.

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

SN.	Particulars	Mr. Surendrakumar Tibrewala	Mr. Sanjay Tibrewala
1	<b>Background details</b>	<p>Mr. Surendrakumar Tibrewala, Chairman cum Managing Director and Promoter of the Company, is a visionary leader whose exceptional leadership has propelled the company to global prominence. He is a commerce and Law graduate. He has been looking after the overall affairs and operations.</p> <p>He started his career at the age of 20 in the Specialty Chemical Industry and has more than 4 decades of experience into manufacturing Specialty Chemicals and Enzymes for various industries namely Textiles &amp; Garments, Construction, Water Treatment, Leather, Paper, Paint, Adhesives etc. As the Chairman and Managing Director, he is actively involved in developing long term strategies for the Company.</p>	<p>Mr. Sanjay Tibrewala, Whole-time Director &amp; CFO and Promoter of the Company. Mr. Sanjay Tibrewala has graduated from Narsee Monjee College of Commerce and Economics from the University of Mumbai in 2001. During his post-graduation, he went for further technical education to specialize in Textile Processing and Chemistry field from the Synthetic &amp; Art Silk Mills' Research Association (SASMIRA) University, Mumbai.</p> <p>With a rich educational background and more than two decades of industry experience, he is recognized as one of the youngest entrepreneurs in the textile chemical field. He is a driving force for all, under his stewardship the Company underwent remarkable multi-fold expansion of capacities across all business verticals.</p>
2	<b>Past Remuneration</b>	Rs. 119.40 lakhs annually plus perquisites	Rs. 119.40 lakhs annually plus perquisites
3	<b>Recognition or awards</b>	<ul style="list-style-type: none"> <li>• Hurun India – <b>Outstanding contribution to India's Manufacturing Economy Award</b></li> <li>• Hurun India - <b>India's Most Respected Entrepreneurs Award</b></li> </ul>	
4	<b>Job Profile and his sustainability</b>	Please see (1) above	Please see (1) above
5	<b>Remuneration proposed</b>	Upto Rs. 450 Lakhs per annum including perquisites	Upto Rs. 450 Lakhs per annum including perquisites

SN.	Particulars	Mr. Surendrakumar Tibrewala	Mr. Sanjay Tibrewala
6	<b>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):</b>	Taking into consideration the size of the Company and the individual profile of Mr. Surendrakumar Tibrewala 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.	Taking into consideration the size of the Company and the individual profile of Mr. Sanjay Tibrewala 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	<b>Pecuniary relationship directly or indirectly with the Company</b>	He is a beneficial owner of the company apart from receiving remuneration as stated above, he does not have any other pecuniary relationship with the Company. He is the Promoter of the Company and holds 6,08,85,786 equity shares.	Apart from receiving remuneration as stated above, he does not have any other pecuniary relationship with the Company. He is the Promoter of the Company and holds 34,54,990 equity shares.
8	<b>Relationship with other Directors &amp; KMP</b>	Father of Mr. Sanjay Tibrewala and Mrs. Aarti Jhunjunwala	Son of Mr. Surendrakumar Tibrewala and brother of Mrs. Aarti Jhunjunwala

**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 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 2024-2025.

**Annexure-II**

**Details of Directors seeking appointment /reappointment at the 22nd 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	Re-appointment of Mr. Surendra Kumar Tibrewala as Director	Re-appointment of Mr. Sanjay Tibrewala as Director	Re-appointment of Bindu Darshan as an Independent Director	Re-appointment of Sunil Waghmare as an Independent Director	Appointment of Mr. Chetan Navinchandra Shah as an Independent Director
1	Name of the Director	Mrs. Aarti Jhunjunwala	Mr. Surendra Kumar Tibrewala	Mr. Sanjay Tibrewala	Mrs Bindu Darshan Shah	Dr. Sunil Waghmare	Mr. Chetan Navinchandra Shah
2	Director Identification Number	07759722	00218394	00218525	07131459	08906042	08038633
3	Date of Birth/ Age	24/01/1983 (41 years)	10/06/1956 (69 years)	22/05/1981 (44 years)	07/06/1975 (50 years)	06/07/1959 (66 years)	30/01/1963 (62 years)
4	Date of First Appointment	14/08/2018	30/01/2004	30/01/2004	14/07/2020	31/10/2020	12/08/2025
5	Expertise in General Specified Area	Rich and Varied experience in International Business	Manufacturing Specialty Chemicals and Enzymes	Textile Processing and Chemistry field	Practising Company Secretary	Chemistry, Mass spectrometry and chromatography, Chemical testing	Expertise in Financial Services
6	Qualifications	Masters in Accounts and Taxation	Commerce graduate Law graduate	Commerce graduate	B. Com (Hons), Dip in Business Management, Company Secretary	S.S.C.E, B.Sc., M.Sc, Ph.d, Post-Doctoral researcher, Empanelled Lead Assessor	MBA (Marketing of Financial Services) & B.Com
7	Experience	More than 15 years.	More than 40 years.	More than 20 years.	More than 20 years	More than 35 years	More than 30 years
8	Terms and Conditions for appointment	As per the Service Agreement entered by and between the Company and the said Director	As per the Service Agreement entered by and between the Company and the said Director	As per the Service Agreement entered by and between the Company and the said Director	NA	NA	NA
9	Remuneration last drawn during financial year 2024-25 (Rs in lakhs)	Rs. 91,14,193/-	Rs.1,19,40,000/-	Rs.1,19,40,000/-	NIL	NIL	NIL
10	Shareholding in the Company	85,050 equity shares	6,08,85,786 equity shares	34,54,990 equity shares	NIL	NIL	NIL
11	Relationship with Directors	Daughter of Mr. Surendrakumar Tibrewala and Sister of Mr. Sanjay Tibrewala	Father of Mr. Sanjay Tibrewala and Mrs. Aarti Jhunjunwala	Son of Mr. Surendrakumar Tibrewala and brother of Mrs. Aarti Jhunjunwala	NIL	NIL	NIL
12	Total No of Board meeting attended during the year 2024-2025	5/5	3/5	5/5	5/5	5/5	NA

S.N.	Particulars	Re-appointment of Mrs. Aarti Jhunjhunwala as Director	Re-appointment of Mr. Surendra Kumar Tibrewala as Director	Re-appointment of Mr. Sanjay Tibrewala as Director	Re-appointment of Bindu Darshan as an Independent Director	Re-appointment of Sunil Waghmare as an Independent Director	Appointment of Mr. Chetan Navinchandra Shah as an Independent Director
13	Directorship in other Public Limited Company as on March 31, 2025	NIL	NIL	NIL	2	NIL	1
14	Chairmanship/ Membership of Committees of the Board of Directors of the Company	Chairperson of Women Welfare Committee Member of : 1. Whistleblowing Committee 2. Administrative Committee 3. Fund Raising Committee	Chairperson of: 1. Corporate Social Responsibility Committee 2. Administrative Committee 3. Risk Management Committee 4. Fund Raising Committee Member of: 1. Women Welfare Committee 2. Whistleblowing Committee	Member of: 1. Audit Committee 2. Stakeholder Relationship Committee 3. Corporate Social Responsibility Committee 4. Administrative Committee 5. Risk Management Committee 6. Fund Raising Committee	Chairperson of: 1. Audit Committee 2. Nomination and Remuneration Committee Member of: 1. Stakeholder Relationship Committee 2. Corporate Social Responsibility Committee 3. Risk Management Committee	Chairperson of: 1. Stakeholder Relationship Committee 2. Whistleblowing Committee Member of: 1. Audit Committee 2. Nomination and Remuneration Committee	NIL
15	Chairmanship/ Membership of Committees of other Indian Public Limited Companies	NIL	NIL	NIL	<b>1. JBF Industries Limited</b> Member of: Nomination and Remuneration Committee <b>2. Kamadgiri Fashion Ltd</b> Member of: 1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholder Relationship Committee	NIL	<b>1. Focus Lighting and Fixtures Limited</b> Chairperson of: 1. Nomination and Remuneration Committee Member of: 1. Audit Committee 2. Stakeholder Relationship Committee