

**Date:** 13th August, 2019**To,**

General Manager,
Listing Department,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai - 400 001
Company code: 533333

The Manager,
Listing & Compliance Department
The National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai - 400051
Company code: FCL

Subject: Change in Company Secretary and Compliance Officer.

Dear Sir/Madam

Pursuant to Regulation 30 (read with Part A of Schedule III) of SEBI (LODR) Regulations, 2015, we would like to inform you that the Board of Directors of the Company at its meeting held today noted the resignation of Ms. Pooja Kothari from the position of 'Company Secretary and Compliance Officer' of the Company with effect from 27th July, 2019. Hence, to fill the vacancy the Board of Directors of the Company has appointed Mr. Hemant Auti, an associate member of ICSI as 'Company Secretary and Compliance Officer' of the Company with effect from 13th August, 2019.

Brief profile of Mr. Hemant Auti

Full Name:	Mr. Hemant Kisan Auti
Date of Birth:	June 17, 1988
Date of Appointment:	August 13th, 2019
Membership Number of ICSI:	A51703 (Associate Member)
Qualifications:	B.Com, CS.
Experience and Expertise:	He is an associate member of Institute of Company Secretaries of India, possessing requisite qualification for the position. He has done B.Com from the Mumbai University. He has the skills required to lead the Company in good Corporate Governance.

Kindly take the same on your record and acknowledge receipt of the same.

Thanking You.

Yours Truly,

FOR FINEOTEX CHEMICAL LIMITED

Surendrakumar Tibrewala
Chairman & Managing Director
DIN: 00218394



CERTIFIED TRUE EXTRACTS OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF M/S. FINEOTEX CHEMICAL LIMITED HELD ON 13TH AUGUST, 2019 AT THE REGISTERED OFFICE OF THE COMPANY AT 42,43 MANORAMA CHAMBERS, SV ROAD, BANDRA (WEST), MUMBAI- 400050

“RESOLVED that pursuant to Section 23, 42, 62 and other applicable provisions of the Companies Act, 2013, and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made there under (including any amendments, statutory modification(s) and / or reenactment thereof for the time being in force) (the **“Companies Act”**) and in accordance with the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including any amendments, statutory modification(s) and / or reenactment thereof for the time being in force) (the **“ICDR Regulations”**), and subject to all applicable statutory and regulatory requirements, (including inter alia the relevant date on the basis of which price of the Securities or the resultant shares are determined being in compliance with applicable statutory and/or regulatory parameters), the relevant provisions of the Memorandum and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to the extent applicable, the provisions of the Foreign Exchange Management Act, 1999, (including any amendments, statutory modification(s) and / or re- enactment thereof for the time being in force) (‘the FEMA’), the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India and the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident outside India) Regulations, 2017, (including any amendments, statutory modification(s) and / or re-enactment thereof for the time being in force) and all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by the Government of India (‘GOI’), the Ministry of Corporate Affairs (‘MCA’), the Reserve Bank of India (‘RBI’), the Securities and Exchange Board of India (‘SEBI’), BSE Limited and National Stock Exchange of India Limited (‘the Stock Exchanges’), and / or any other regulatory / statutory authorities, the necessary approval and/or consent of any statutory and/or regulatory authorities, and the conditions as may be prescribed by any of them while granting any such approval and/or consent, as may be agreed to by the Board of Directors of the Company, (hereinafter referred to as **“Board”**, which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard), the consent of the Board of Directors of the Company be and is hereby accorded to create, issue, offer and allot at an appropriate time (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), in the course of one or more domestic with or without green shoe options, to eligible investors (whether or not such investors are members of



the Company, or whether or not such investors are Indian or foreign, including, without limitation, financial institutions, commercial banks, mutual funds, foreign institutional investors, multilateral and bilateral development financial institutions, venture capital funds, foreign venture capital investors, insurance companies and other qualified institutional buyers as permitted by applicable statutes and regulations from time to time), whether by way of a public offering or by way of a Qualified Institutions Placement ("QIP") or any other method and whether by way of circulation of an offering circular or registration statement or prospectus or placement document or private placement offer letter and/or other letter or circular ('Offering Document/Disclosure Document / Information Memorandum') or otherwise, securities including inter alia equity shares ('the Equity Shares') and/or instruments or securities convertible into equity shares of the Company and/ or convertible preference shares and/or convertible debentures or bonds (compulsorily and/or optionally, fully and/or partly), and/or non-convertible debentures with warrants and/or securities with or without detachable/non-detachable warrants and/or warrants with a right exercisable by the warrant holder to subscribe for equity shares, or by any one or more or a combination of the above or otherwise, up to an amount of Rs.100 crore, (hereinafter referred to as "Securities"), with or without premium, to be denominated in Indian rupees or foreign currency, as the case may be and such issue and allotment to be made in one or more tranche or tranches, for cash, at such price or prices, in terms of the applicable regulations and as permitted under the applicable laws, in consultation with the Merchant Banker(s) and/or other Advisor(s) or otherwise and on such other terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment.

- (a) **RESOLVED FURTHER THAT**, if the Company proposes to allot any securities pursuant to a qualified institutional placement ("QIP"),
 - i. the allotment of Securities shall be completed within 12 months from the date of passing of the Special Resolution or such other time as may be allowed under the ICDR Regulations from time to time
 - ii. of equity shares, then, the relevant date shall be the date on which the Board decides to open the said issue, and/or, of convertible securities, then, the relevant date shall be the date on which the relevant allottees of the said convertible securities are eligible to apply for equity shares of the Company.
 - iii. the QIP shall be made at such price not less than the price determined in accordance with the pricing formula provided under the ICDR Regulations ('QIP Floor Price') and the price determined for a QIP shall be subject to appropriate adjustments as per the provisions of Regulation 85(4) of the ICDR Regulations, as may be applicable and the Board may, at its absolute discretion, may offer a discount of not more than 5% (five per cent) or such other percentage as may be permitted under applicable law on the QIP Floor Price.
- (b) **RESOLVED FURTHER THAT**, the Equity Shares as may be required to be issued and allotted in accordance with the terms of the offer shall rank pari passu inter-se and with the then existing Equity Shares of the Company in all respects
- (c) **RESOLVED FURTHER THAT**, without prejudice to the generality of the above, the Board



be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with offering, issuing and allotting the Securities, and to give effect to these resolutions, including, without limitation, the following:

- (i) offer, issue and allot the Securities or any/all of them, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion, including inter alia, (a) terms for issue of additional Securities and for disposal of Securities which are not subscribed to by issuing them to banks/financial institutions/ mutual funds or otherwise, (b) terms as are provided in domestic offerings of this nature, and (c) terms and conditions in connection with payment of interest, dividend, voting rights, premium and redemption or early redemption, conversion into equity shares, pricing, variation of the price or period of conversion, and/or finalizing the objects of the issue and the monitoring of the same;
- (ii) approve, finalize and execute any offer document, {(including inter alia any draft offer document, offering circular, registration statement, prospectus or placement document or private placement offer letter and/or other letter or circular ('Offering Document/ Disclosure Document / Information Memorandum')}, and to approve and finalize any term sheets in this regard;
- (iii) approve, finalize and execute any number of powers of attorney,
- (iv) taking decision to open the issue and in this regard to decide the opening and closing date;
- (v) approve, finalize and execute agreements and documents, including lock-up letters, agreements in connection with the creation of any security and agreements in connection with the appointment of any intermediaries and/or advisors, (including for underwriting, marketing, listing, trading, appointment of lead manager(s)/ merchant banker(s), legal counsel, depository(ies), banker(s), advisor(s), registrar(s), trustee(s) and other intermediaries as required) and to pay any fees, commission, costs, charges and other outgoings in connection therewith;
- (vi) to provide such declarations, affidavits, certificates, consents and/ or authorities as required from time to time, to amend or modify any of the above agreements, powers or documents as required;
- (vii) seek any consents and approvals, including inter alia, the consent from the Company's lenders, parties with whom the Company has entered into agreements with and from concerned statutory and regulatory authorities;
- (viii) file requisite documents with the SEBI, Stock Exchanges, the Government of India, the Reserve Bank of India and any other statutory and/or regulatory authorities and any amendments, supplements or additional documents in relation thereto as may be required;
- (ix) seeking the listing of the Securities on any Stock Exchange/s, submitting the listing application to such stock exchange/s and taking all actions that may be necessary in connection with obtaining such listing approvals, (both in principle and final listing and trading approvals);
- (x) open one or more bank accounts in the name of the Company in Indian currency or foreign currency(ies) as required subject to requisite approvals from Reserve Bank of India, if any and

the director/s and/ or officer/s of the Company as authorized by the Board who shall be authorized to sign and execute the application form and other documents required for opening the said account/s to operate the said account/s and to give such instructions including closure thereof as may be required and deemed appropriate by the said signatories and that the said bank/s be and is/are hereby authorized to honor all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by the aforesaid signatories on behalf of the Company;

- (xi) affix the Common Seal of the Company, as required, on any agreement, undertaking, deed or other document in the presence of anyone or more of the directors of the Company or anyone or more of the officers of the Company as may be authorized by the Board in accordance with the Articles of Association of the Company;
- (xii) do all such incidental and ancillary acts and things as may be deemed necessary, and to give such directions that may be necessary or arise in regard to or in connection with any such offer, issue or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board or any duly authorized committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects;
- (xiii) settle any issues, questions, difficulties or doubts that may arise;
- (xiv) approving the issue price, finalize the basis of allotment of the Securities on the basis of the bids/applications and over- subscription thereof as received where applicable;
- (xv) acceptance and appropriation of the proceeds of the issue of the Securities; and further authorize any committee and/or director/s and/or officer/s of the Company to seek the aforementioned consents and approvals, and/or to execute and/or file the above documents and/ or to carry out any/all of the aforesaid actions.

RESOLVED FURTHER THAT any one Director or the Company Secretary of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters, things as are considered necessary and expedient to give effect to this resolution including filing of necessary forms with the office of concerned Registrar of Companies."

For FINEOTEX CHEMICAL LIMITED


Surendrakumar Tibrewala
Chairman & Managing Director
DIN: 00218394