

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity: **Fineotex Chemical Limited**
2. Quarter Ending/Year Ending: **31st March 2016**

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non Executive/Independent/Nominee)	Date of Appointment in the current term/cessation	Tenure	No of Directorship In listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including the listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Surendrakumar Tibrewala	AAAPT7373B 00218394	Chairman/ Managing Director	30/01/2004		1	Nil	Nil
-	Sanjay Tibrewala	ACQPT0742E 00218525	Executive Director	30/01/2004		1	1/1	Nil
Mr.	Manmohan Mehta	AABPM2579 D 00391964	Independent Director	23/09/2014	1	1	1/1	Nil
Mr.	Alok Dhanuka	AMJPD5916D 06491610	Independent Director	23/09/2014	1	1	1/1	1/1
Mr.	Navin Bhimsen Mittal	ABMPM5770 G 03555295	Independent Director	28/09/2015	1	1	Nil	Nil
Ms.	Ritu Gupta	ADJPT0534C 00218561	Non Executive Director	23/09/2014		1	Nil	Nil

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non Executive/Independent/Nominee)
1. Audit Committee	1. Mr. Alok Dhanuka 2. Mr. Sanjay Tibrewala 3. Mr. Manmohan Mehta	Chairperson/Independent Executive Independent
2. Nomination & Remuneration Committee	1. Mr. Manmohan Mehta 2. Mr. Navin Mittal 3. Mr. Alok Dhanuka	Chairperson/Independent Independent Independent
3. Risk Management Committee	NOT APPLICABLE	
4. Stakeholders Relationship Committee	1. Mr. Alok Dhanuka 2. Mr. Manmohan Mehta 3. Mr. Sanjay Tibrewala	Chairperson/Independent Director Independent Director Executive Director
5. Corporate Social Responsibility Committee	1. Surendrakumar Tibrewala 2. Sanjay Tibrewala 3. Manmohan Mehta	Chairperson/Executive Director Executive Director Independent Director

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
10.11.2015	12.02.2016	10.11.2015 – 12.02.2016 = 93 days
	14.03.2016	12.02.2016 – 14.03.2016 = 30 days

IV. Meeting Of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
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A. Audit Committee

12.02.2016	Yes 3 members present	10.11.2015	93
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B. Stakeholders Relationship Committee

12.02.2016	Yes 3 members present	10.11.2015	93
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C. Corporate Social Responsibility Committee

12.02.2016	Yes 3 members present	10.11.2015	93
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V. Related Party Transactions


Subject	Compliance Status (Yes/No/ NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	No
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note: Shareholders approval was not obtained for material RPT since there was no transactions with related party which were material in nature.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

For FINEOTEX CHEMICAL LIMITED



Mr. Surendra Kumar Tibrewala
Chairman & Managing Director

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	NA
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions 23	23(2), (3)	Yes

Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
III Affirmations:		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		NA

For FINEOTEX CHEMICAL LIMITED


 Mr. Surendrakumar Tibrewala
 Chairman & Managing Director