



# FINEOTEX CHEMICAL LIMITED



## ANNEXURE I

### Format to be submitted by listed entity on Quarterly basis

1. Name of Listed Entity: Fineotex Chemical Limited
2. Quarter Ending/Year Ending: March 31, 2018

#### I. Composition of Board of Directors

Title (Mr / Ms)	Name of the Director	PAN <sup>S</sup> & DIN	Category (Chairperson /Executive /Non Executive/ Independent/ Nominee)*	Date of Appointment in the current term/ cessation	Tenure (years completed)	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	PAN- AAAPT7373B DIN- 00218394	Chairman/ Managing Director	20/09/2016	N.A	1	Nil	Nil
Mr.	Sanjay Tibrewala	PAN- ACQPT0742E DIN- 00218525	Executive Director	20/09/2016	N.A	1	2	Nil
Mr.	Manmohan Mehta	PAN- AABPM2579D DIN- 00391964	Independent Director	23/09/2014	5 years from September 23, 2014 to AGM to be held in 2019	1	2	Nil
Mr.	Alok Dhanuka	PAN- AMJPD5916D DIN- 06491610	Independent Director	23/09/2014	5 years from September 23, 2014 to AGM to be held in 2019	1	2	2



Mr.	Navin Bhimsen Mittal	PAN-ABMPM5770G DIN-03555295	Independent Director	28/09/2015	5 years from September 28, 2015 to AGM to be held in 2020	1	Nil	Nil
Ms.	Ritu Gupta	PAN-ADJPT0534C DIN-00218561	Non Executive Director	25/09/2017	N.A	1	Nil	Nil

**Notes:**

- <sup>5</sup> PAN number of any director would not be displayed on the website of Stock Exchange.
- <sup>4</sup> Category of director means executive/non-executive/independent/nominee. If a director fits into more than one category write all categories separating them with hyphen.
- \* To be filed only for independent director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.
- <sup>ii</sup> Directorships in Listed Public Companies whose Equity Shares are listed have only been considered.
- <sup>iii</sup> The number of memberships includes Membership/ Chairmanship of Audit Committee and Stakeholder Committee in all Listed Companies and Public Limited Companies.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>4</sup>
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

<sup>4</sup> Category of director means executive/non-executive/independent/nominee. If a director fits into more than one category write all categories separating them with hyphen.



### 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)
October 23, 2017	February 14, 2018	49 days
December 12, 2017		63 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

February 14, 2018	Yes 3 members present	December 12, 2017	63 Days
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#### B. Stakeholders Relationship Committee

February 14, 2018	Yes 3 members present	December 12, 2017	63 Days
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#### C. Corporate Social Responsibility Committee

February 14, 2018	Yes 3 members present	December 12, 2017	63 Days
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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 were 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: None

**For FINEOTEX CHEMICAL LIMITED**



**Mr. Surendrakumar Tibrewala**  
**Chairman & Managing Director**  
**DIN: 00218394**



Date: 10<sup>th</sup> April, 2018

## ANNEXURE II

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

1. Name of Listed Entity: Fineotex Chemical Limited
2. Quarter Ending/Year Ending: March 31, 2018

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



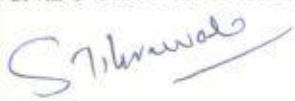
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	NA
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder 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

  
**Surendrakumar Tibrewala**  
 Chairman & Managing Director  
 DIN: 00218394



Date: 10<sup>th</sup> April, 2018