

**Integrated Governance****FINEOTEX CHEMICAL LIMITED****General information about company**

Scrip code	533333	
NSE Symbol	FCL	
MSEI Symbol	NOTLISTED	
ISIN	INE045J01026	
Date of start of financial year	01-04-2025	
Date of end of financial year	31-03-2026	
Reporting Quarter Type	Half Yearly	
Date of Quarter Ending	30-09-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false	During the quarter ended September 30, 2025, the Company has not acquired any shares or voting rights in unlisted companies.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	false	During the quarter ended September 30, 2025, no fines or penalty have been imposed on the the Company.
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	false	During the quarter ended September 30, 2025, there are no ongoing tax litigations or dispputes.
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	true	
Risk management committee	true	
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities	
Is SCORE ID Available ?	true	
SCORE Registration ID	f00176	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																		
Whether the listed entity has a Regular Chairperson																		
true																		
Whether Chairperson is related to MD or CEO																		
true																		
Disqualification of Directors under section 164 of the Companies Act, 20																		
Sr no.	Title(Mr/Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(in months)	Director in the Reg I Reg
1	Mr	Surendra Deviprasad Tibrewala	00218394	Executive Director	Chairperson related to Promoter	MD	false				Active	NA		30-01-2004	19-09-2025			
2	Mr	Sanjay Surendra Tibrewala	00218525	Executive Director	Not Applicable		false				Active	NA		30-01-2004	19-09-2025			
3	Mrs	Aarti Mitesh Jhunjhunwala	07759722	Executive Director	Not Applicable		false				Active	NA		14-08-2018	10-09-2024			
4	Mr	Navin Bhimsen Mittal	03555295	Non-Executive - Independent Director	Not Applicable		false				Active	NA		02-09-2011	29-09-2020	27-09-2025	169	
5	Mr	Amit Prabhakar Pratap	08023735	Non-Executive - Independent Director	Not Applicable		false				Active	NA		09-08-2024	09-08-2024		14	
6	Mrs	Bindu Darshan Shah	07131459	Non-Executive - Independent Director	Not Applicable		false				Active	NA		14-07-2020	19-09-2025		63	
7	Mr	Sunil Vasant Waghmare	08906042	Non-Executive - Independent Director	Not Applicable		false				Active	NA		31-10-2020	19-09-2025		59	
8	Mr	Chetan Navinchandra Shah	08038633	Non-Executive - Independent Director	Not Applicable		false				Active	NA		12-08-2025	12-08-2025		2	

**Annexure I****II. Composition of Committees**

Disclosure of notes on composition of committees explanatory

**Audit Committee Details**

Whether the Audit Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08038633	Chetan Navinchandra Shah	Non-Executive - Independent Director	Chairperson	27-09-2025		
2	07131459	Bindu Darshan Shah	Non-Executive - Independent Director	Member	27-09-2025		
3	08906042	Sunil Vasant Waghmare	Non-Executive - Independent Director	Member	21-09-2024		
4	00218525	Sanjay Surendra Tibrewala	Executive Director	Member	21-11-2007		
5	08023735	Amit Prabhakar Pratap	Non-Executive - Independent Director	Member	21-09-2024	27-09-2025	Textual Information(1)

**Text Block**

Textual Information(1)	Due to reconstitution of audit committee the new member were added in place of Mr. Amit Pratap.
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**Nomination and remuneration committee**

Whether the Nomination and remuneration committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07131459	Bindu Darshan Shah	Non-Executive - Independent Director	Chairperson	17-01-2022		
2	08906042	Sunil Vasant Waghmare	Non-Executive - Independent Director	Member	21-09-2024		
3	03555295	Navin Bhimsen Mittal	Non-Executive - Independent Director	Member	02-09-2011	27-09-2025	Textual Information(1)
4	08023735	Amit Prabhakar Pratap	Non-Executive - Independent Director	Member	27-09-2025		

**Text Block**

Textual Information(1)	Cessation due to Tenure Completion
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**Stakeholders Relationship Committee**

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08906042	Sunil Vasant Waghmare	Non-Executive - Independent Director	Chairperson	21-09-2024		
2	00218525	Sanjay Surendra Tibrewala	Executive Director	Member	21-11-2007		
3	07131459	Bindu Darshan Shah	Non-Executive - Independent Director	Member	31-10-2020		

**Risk Management Committee**

Whether the Risk Management Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00218394	Surendra Deviprasad Tibrewala	Executive Director	Chairperson	23-07-2021		
2	00218525	Sanjay Surendra Tibrewala	Executive Director	Member	23-07-2021		
3	07131459	Bindu Darshan Shah	Non-Executive - Independent Director	Member	23-07-2021		

**Corporate Social Responsibility Committee**

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00218394	Surendra Deviprasad Tibrewala	Executive Director	Chairperson	23-09-2014		
2	00218525	Sanjay Surendra Tibrewala	Executive Director	Member	23-09-2014		
3	07131459	Bindu Darshan Shah	Non-Executive - Independent Director	Member	31-10-2020		

**Other Committee**

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					true	
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
No records available						

## Annexure I

III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	20-05-2025			true	7	7	4
2	12-07-2025	52		true	7	7	4
3	12-08-2025	30		true	7	7	4
4	27-09-2025	45		true	7	7	4

## Annexure I

IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	20-05-2025				true	4	4	3	0
2	Audit Committee	12-07-2025	52			true	4	4	3	0
3	Audit Committee	12-08-2025	30			true	4	4	3	0
4	Audit Committee	27-09-2025	45			true	4	4	3	0
5	Nomination and remuneration committee	12-07-2025				true	3	3	3	0
6	Nomination and remuneration committee	12-08-2025	30			true	3	3	3	0
7	Risk Management Committee	12-08-2025				true	3	3	1	0

**Annexure I**

<b>V. Affirmations</b>		
<b>Sr</b>	<b>Subject</b>	<b>Compliance status (Yes/No)</b>
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
7	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.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

**Annexure I**

Sr	Subject	Compliance status
1	Name of signatory	Sunny Parmar
2	Designation	Company Secretary and Compliance Officer

**Details of Cyber security incidence**

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	false
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	
No records available	

**Affirmations on Compliance Requirements for AGM (applicable only for the first half-year filing i.e., 2nd quarter)**

III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)	Yes	
7	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
8	Whether 'Corporate Governance Report' disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

**Annexure III**

1	Name of signatory	Sunny Parmar
2	Designation	Company Secretary and Compliance Officer

**Signatory Details**

Name of signatory	Sunny Parmar
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	30-10-2025

## Additional Half yearly Disclosure

Any Other Information for Disclosure of Loans / Guarantees / Comfort Letters / Securities Etc.			
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0.00	0.00	
Promoter Group or any other entity controlled by them	0.00	0.00	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	Guarantee	10,00,00,000.00	10,00,00,000.00
Promoter Group or any other entity controlled by them	0	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0.00	0.00
Promoter Group or any other entity controlled by them	0	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00
(D) Additional Information			
II. Affirmations			
Affirmations	Compliance Status	Company Remarks	
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	true		
Name	Sanjay Tibrewala		
Designation	CFO		
Place	Mumbai		
Date	30-10-2025		

**Investor Grievance Details**

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

**Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:**

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					
Sr.No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
No records available					

**Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:**

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
No records available					

**Disclosure of Updates to Ongoing Tax Litigations or Disputes** The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
No records available				