
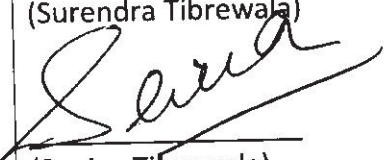
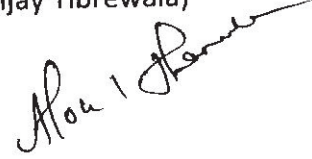
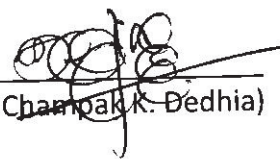


FORM A

Format of covering letter of the annual audit report to be filed with the stock exchanges

1.	Name of the Company	Fineotex Chemical Limited
2.	Annual financial statement for the year ended	31 st March, 2015
3.	Type of Audit Observation	Unqualified
4.	Frequency of observation	Not Applicable as the report is unqualified.
5.	To be signed by – a. Managing Director b. Chief Financial Officer c. Chairman of the Audit Committee d. Auditor of the Company Date: 3rd September 2015 Place: Mumbai	 (Surendra Tibrewala)  (Sanjay Tibrewala)  (Alok Dhanuka)  (Champa K. Dedhia)

12TH ANNUAL REPORT 2014-15



FCL

FINEOTEX CHEMICAL LIMITED

Where Dependability Counts...



Surendrakumar Tibrewala
Chairman & Managing Director



Sanjay Tibrewala
Executive Director & CFO

FINEOTEX CHEMICAL LIMITED

BOARD OF DIRECTORS



Ritu Gupta
Director



Navin Mittal
Director



Manmohan Mehta
Director



Alok Dhanuka
Director

COMPANY SECRETARY AUDITORS & BANKERS

BANKERS

Indian Bank
Oriental Bank of Commerce
HSBC
HDFC Bank Ltd.
Kotak Mahindra Bank Ltd.
COMPANY SECRETARY
A V Nerurkar

AUDITORS

UKG & Associates
Chartered Accountants

SECRETARIAL AUDITORS

H.S. Associates

REGISTRARS AND

SHARE TRANSFER AGENTS:

(For shares and dividend related queries)

Bigshare Services Private Ltd.,

E-2, Ansa Industrial Estate,

Saki Vihar Road, Saki Naka,

Andheri (East), Mumbai 400072

Phone : (022) 40430200

Telefax: (02) 28475207

E-mail : investor@bigshareonline.com

REGISTRARS &
SHARE TRANSFER
AGENTS

PLANTS &
OFFICES

REGISTERED OFFICE

42,43 Manorama Chambers, S V Road, Bandra (West),
Mumbai 400050.

Tel: (+91-22) 26559174 - 77

Fax: (+91-22) 26559178

PLANT LOCATION

Plot nos: A699 / 700

TTC Industrial Area, MIDC, Mahape,
Navi Mumbai - 400 705



My Dear Shareholders!

First and foremost, please allow me to express my heartfelt gratitude for your loyalty towards Fineotex Chemical Limited and for having placed your trust in us.

Welcome to the 12th Annual General Meeting of your Company, which is growing from strength to strength.

Our Company has completed 11 years in January this year. As I look forward, I cannot forget the years gone by. They have been tremendously vibrant. In the launch year of our Initial Public Offer, FY 2010, our turnover was approximately Rs. 20 crores. We take pride in highlighting that, today, in FY 2015, our turnover is Rs.102 crores. We have thus triumphed in our endeavor to showcase a spectacular rise of over 400% in our turnover.

The Board has continued to recommend a Dividend of Rs. 0.50 per share of face value Rs.10/- each.

Our acquisition in Malaysia was a remarkable step towards elevating the reputation of the Company. Our standing has now been from a national company, to a multinational one! We have also incorporated a Company in UAE this year. We will continue to find opportunities for alliance/acquisitions and add value to our operations and branding, and yield better performance as we go forward.

In today's Chemical market scenario, there are several foreign Specialty chemical producers looking for joint ventures with Indian Companies of our stature. Our Company is currently reviewing some interesting proposals and opportunities, to setup plants for specialty chemical manufacturing in India. Our Company is also looking forwards to set up its office in Middle East.

Our exports were approximately 36.75 % of the topline. Every year we plan to step-up our exports to more than 25%, by exploring new geographies and products. We are cautious, yet optimistic that we will take our Company to greater heights!!!

Few of the report suggest, The Global Specialty Chemical industry accounts for ~22% of the total global chemical market size. This is expected to grow at a CAGR of 5.4% leading the industry to \$970 bn by FY16 majorly contributed by Asia-Pacific and Middle Eastern countries.

With having a product portfolio of over 400 products and presence in over 33 countries over the past 35 years in Specialty Chemicals, it gives us the competitive edge over

in the market.

The Indian Specialty Chemicals industry is pegged around \$17.7 bn (excluding agro chemicals and dyes & pigments). It is expected to grow at a CAGR of 17% driven by growth of end-user industry. The other factor leading the growth is increase in the consumption intensity as compared to other countries, India's per capita consumption of specialty chemicals is low. This provides ample growth opportunities in medium to long term.

Government plays a pivotal role in setting standards for products in a particular country. With the growing economy, policies for consumption standards improve as consumers become more aware about what they are consuming and its impact.

As India is a developing country, it still lags behind other developed nations as far as setting high quality standards are concerned. This phenomena itself is expected to lead to stable increase in the consumption of Specialty Chemicals.

The overall industry is witnessing a gradual shift due to the following two key factors: (i) increased consumption in the emerging markets of Asia, (ii) to leverage increased manufacturing competitiveness of emerging Asian economies.

Over the last 10 years, the share of Asia in the global chemical industry has substantially increased with China emerging as the leader

Indian Specialty Chemical is on a transition phase and is likely to reposition itself as a strategic partner for growth in knowledge based, processed driven chemicals. This change is likely to widen prospects for the industry as various global players will look out for opportunities to join hands with Indian manufactures.

We have managed to stay ahead of our peers, thanks to our product quality and our robust Research & Development teams. Innovation remains at the crux of our products. It is our constant endeavor to deliver innovative and better products/services. Our niche technology creates solutions that satisfy the individual needs of all our customers. We use world-class technology and promise to continue being one of the best in the Industry. The Company is having strong growth plans for the current year. We plan to increase the production by 50% in the next year, catering to newer local and international needs.

Our Company enjoys healthy cash flows. Our pragmatic approach allows us to streamline and arrest all unwanted expenses/outflows. In line with our slogan, 'Where Dependability Counts' we are sure to accelerate the growth of FCL to a greater height by merging innovation and profitability.

As responsible citizens of our Country, it is our duty to give back to the society. With this view, our Company has formed a CSR Committee. Our Company has contributed a part of its funds to various trusts, which aims to render help and assistance to educational institutions, hospitals, welfare clinics and women empowerment.

I sincerely thank all our shareholders for their continuous faith and appreciation. I also extend my gratitude to the Board, Auditors, Executives, the FCL Team, our Associates, Statutory authorities, our Customers and Suppliers for their trust and promise to remain with us, and reap the benefits that Company promises in the future.

S Tibrewala

Surendrakumar Tibrewala

OUR STRENGTHS

Presence
across 33
Countries

ZERO DEBT

Product
Range of over
400 Products

Technical
Knowhow
from Europe
and Malaysia

EBITDA - 30%
PAT - 29%
4YCAGR

Expertise of
over 35 years
in Speciality
Chemicals

Strong R&D
Relationships
with Large
Customers

Diversified
Customers
and Product
Base

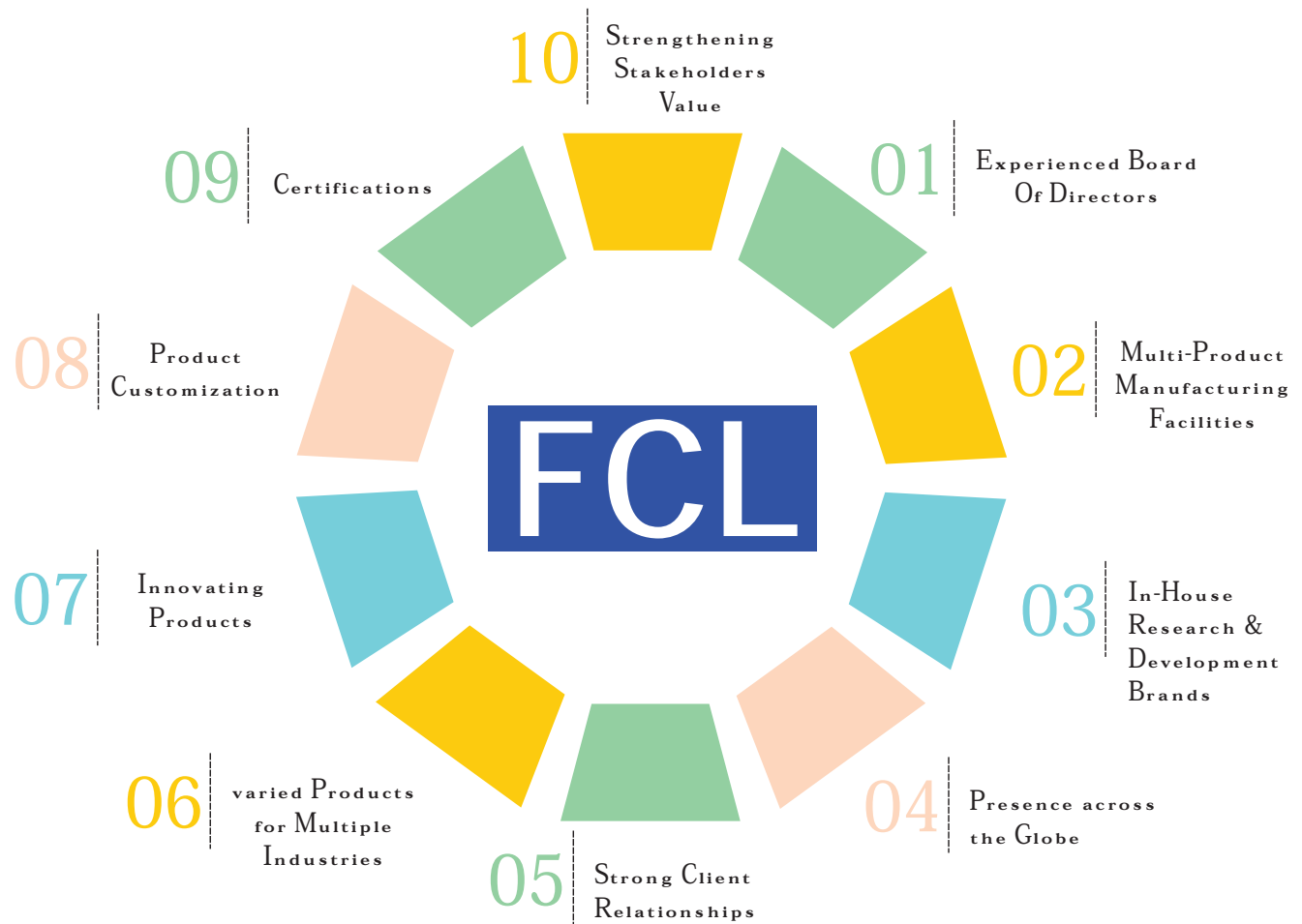
Production
Facilities in
India &
Malaysia

Experienced
management
Team from
MNC
background



FCL

AN OVERVIEW



ANNUAL REPORT 2014-15

12th Annual Report

CONTENTS

Notice	1
Directors' Report	7
Management Discussion & Analysis	12
Report on Corporate Governance	15
Independent Auditor's Report on Standalone Financial Statements	42
Standalone Financial Statements	44
Independent Auditor's Report on Consolidated Financial Statements	66
Consolidated Financial Statements	70
Ballot Paper	97
Proxy Form	99

NOTICE

NOTICE is hereby given that the Twelfth Annual General Meeting of the members of Fineotex Chemical Limited will be held at 10.00 a. m. on Monday, 28th September, 2015 at Rajpuria Baugh / Hall, Navinbhai Thakkar Marg, Vile Parle (East), Mumbai 400057 to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the Audited the Balance Sheet as at 31st March, 2015, Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date together with the Reports of the Directors and Auditors thereon.
- To declare dividend for the year 2014-15.
- To appoint a director in place of Ms Ritu Gupta who retires by rotation at the conclusion of this meeting and being eligible offers himself for reappointment.
- To ratify the appointment of M/s UKG Associates, a firm of Chartered Accountants, (Firm Registration No. 123393W) as approved by the members at the Eleventh Annual General Meeting as Statutory Auditors of the Company to hold office until the conclusion of Sixteenth Annual General Meeting and to fix their remuneration for the financial year ending 31st March, 2016.

SPECIAL BUSINESS

- To appointment Mr. Navin Mittal as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules made thereunder, read with Schedule IV of the Act as amended from time to time, , Mr. Navin Mittal (DIN : 03555295), who has submitted a declaration that he meets the criteria for Independence as per the provisions of section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years.”

- Contracts with related Parties

To consider and if thought fit to pass the following resolution with or without modification, as an Special Resolution :-

“RESOLVED THAT pursuant to provisions of section 188 of Companies Act, 2013 (Act) and the Rules made thereunder, and in partial modification of the resolution passed at the 11th Annual General Meeting approval of Company be and is hereby given for the following contracts in which Directors are interested for sale/ purchase of goods & services of all kinds or taking of premises on lease from related parties for the period from 1st April 2015 to 31st March, 2020 i.e. for the period of 5 years, and also partial or total disinvestments in the subsidiaries details of which are given below:

Sr. No.	Related Parties with whom Transactions are Estimated	Nature of the Transaction	Approval sought for transactions from 1 st April 2015 on annual basis	Relationship
1	Fineotex Malaysia Limited	Investments/ Loans, and Sale / Purchase of goods and services of all kinds	Rs.10 (Ten) Crores per annum	Wholly owned subsidiary
2	BT Chemicals SDN BHD	Investments/ Loans, Sale/ Purchase of goods and services of all kinds.	Rs.10 (Ten) Crores per annum In 2014-15 Rs. 43.02 lakhs	2 nd Tier Subsidiary
3	BT Biotex SDN BHD	Investments/ Loans, Sale/ Purchase of goods and services of all kinds.	Rs.10 (Ten) Crores per annum	2 nd Tier Subsidiary
4	Rovatex SDN BHD	Investments/ Loans, Sale/ Purchase of goods and services of all kinds.	Rs.10 (Ten) Crores per annum	2 nd Tier Subsidiary
5	Fineotex Specialities FZE	Investments/ Loans, Sale/ Purchase of goods and services of all kinds.	Rs.10 (Ten) Crores per annum	Wholly owned Subsidiary
6	Manya Steels P Ltd.	Investments/ Loans/advances deposits etc Sale/ Purchase of goods and services of all kinds including renting and also dispose of the Company's investment partly or fully.	Rs.10 (Ten) Crores per annum Rent Deposit Rs.79 lakhs in 2014-15	Wholly owned subsidiary
7	FCL Landmarc Private Limited	Investments/ Loans/advances /deposits, Sale/ Purchase of goods and services of all kinds and also dispose o f the Company's investment partly or fully.	Rs.10 (Ten) Crores per annum	Wholly owned subsidiary

Sr. No.	Related Parties with whom Transactions are Estimated	Nature of the Transaction	Approval sought for transactions from 1 st April 2015 on annual basis	Relationship
8	Kanaklata Tibrewala	Lease of Factory premises at A-700, TTC MIDC, Navi Mumbai 400705. (3000 square feet)	Interest free Deposit of Rs. 75 Lakhs and Monthly rent not exceeding Rs. 200 per month per square feet. .	Wife of Managing Director and mother of Executive Director & CFO and Lady Director
9	Kanaklata Tibrewala	Lease of Office Premises, 42, Manorama Chambers, SV Road Bandra (W), Mumbai 400050 (970 square feet)	Interest free Deposit of Rs. 120 Lakhs and Monthly rent not exceeding Rs. 200 per month per square feet.	Wife of Managing Director and mother of Executive Director & CFO and Lady Director
10	Proton Biochem Private Limited	Sale/Purchase of goods and services of all kinds. Keep deposit of Rs. 50 lakhs.	Rs.60 (Sixty) Crores per annum	Mr. Sanjay Tibrewala is a Director and shareholding by his relatives

RESOLVED FURTHER THAT Mr. Surendrakumar Tibrewala or Mr. Sanjay Tibrewala or any other Director or Company Secretary be and are hereby severally authorised to take necessary steps and execute the necessary documents for the aforesaid purpose as per the approval of the shareholders.”

7. To consider and, if thought fit, to pass the following resolution as a Special Resolution :

RESOLVED THAT pursuant to Sections 180, 186 and other applicable provisions, if any, of the Companies Act, 2013 and other applicable laws and subject to the approvals, if any, of the Central Government, Reserve Bank of India and other authorities, the Company be and is hereby authorized to invest a sum not exceeding Rs. 50 crores (Rupees Fifty crores only), by way of subscription and / or purchase of equity shares or such other securities including Units of Mutual Funds, in one or more enterprises, whether in India or abroad, notwithstanding that such an investment or such investments, whether current or non-current together with the present investments of the Company along with loans, advances, guarantees, sureties etc given by the Company exceed the limits specified under the Companies Act, 2013 and the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be invested and do all matters arising out of or incidental to the proposed investments and do all such acts and things as may be necessary to implement this resolution.

8. To consider the following resolution, with or without modification, as a Special Resolution

“RESOLVED THAT pursuant to provisions of section 14 and other applicable provisions, if any, of Companies Act, 2013 and the Rules made thereunder, a new set of Articles of Association, placed before the members, be and is hereby adopted and substituted in place of the existing Articles of Association of the Company.

By Order of the Board
(Surendrakumar Tibrewala)
Managing Director

Registered Office:

Fineotex Chemical Limited
(CIN: L24100MH2004PLC144295)
42/43, Manorama Chambers
SV Road, Bandra (West), Mumbai 400050

Dated : 12-Aug-2015

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON HIS/HER BEHALF ON A POLL ONLY. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

As per provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

A Proxy form, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed not less than forty eight hours before the commencement of the aforesaid meeting i.e. before 11.00 a.m. on 26th September, 2015.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Details under Clauses 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/ re-appointment at this Annual General Meeting, forms integral part of the Notice and is given under the Explanatory Statement. The Directors have furnished the requisite declarations for their appointment.
5. The register of members and share transfer books of the Company will remain closed from Wednesday 23rd September, 2015 to Monday 28th September, 2015 (both days inclusive) for the purpose of annual general meeting and dividend, if any, declared by the shareholders at the 12th Annual General Meeting.

6. The dividend of Equity Shares, if declared at the Meeting, will be credited / dispatched, on or after 1st October, 2015 to those members whose names shall appear on the Company's Register of Members on 28th September, 2015; in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
7. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Bigshare Compushare Private Limited ("Bigshare") 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 Depository Participant by the members.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Bigshare.
9. Members are requested to :
 - a. Notify any change in their address to the Registrar and Share Transfer Agents, Bigshare Services Private Limited, E/Anza Industrial Estate, Saki Vihar Road, Mumbai 400072 or their Depository Participant.
 - b. Ensure that correct bank account details be given to the Depository participant / Registrars so that dividend amount is directly credited to their bank accounts.
 - c. Bring the attendance slips along with the copies of the annual report to the meeting depending on their holding in physical or dematerialization form.
10. In compliance with Sections 205A & 205C of the Companies Act, 1956, unpaid/unclaimed dividend for the year 2010-11 and subsequent years will be transferred to the "Investor Education and Protection Fund" according to the statutory stipulations. Members are requested to contact the Company at its Registered office, in respect of their outstanding dividends if any for the succeeding years.
11. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 23rd September, 2014 (date of last Annual General Meeting) on the website of the Company – www.fineotex.com and also on the website of the Ministry of Corporate Affairs.
12. The notice of the 12th Annual General Meeting of the Company along with printed Attendance Slips is being dispatched to all Members. Electronic copy of the Annual Report for the year ended March 31, 2015 is being sent to all the members whose e-mail address is registered with the Company / Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, the Annual Report for the year ended March 31, 2015 is physically sent along with the Notice. Members who have not yet registered their e-mail address are encouraged to submit their request with their respective Depository Participant Bigshare Services Pvt. Ltd the RTAs of the Company, as the case may be. Members may also note that the Notice of the 12th Annual General Meeting and the Annual Report for the year ended March 31, 2015 will also be available on the Company's website – www.fineotex.com for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same to the Company, by post free of cost.
13. All the documents referred to in the notice are open for inspection at the registered office of the Company at 42/43, Manorama Chambers, S V Road, Bandra (West), Mumbai 400050 between 10.00 a.m. to 12.00 noon on all days except Sunday and Holidays, prior to the date of the meeting and at the venue of the annual general meeting during the meeting hours.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Bigshare.
15. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
16. Non-Resident Indian Members are requested to inform Bigshare, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
17. Voting through electronic means
 - a. In compliance with the provisions of Section 108 of the Companies Act, 2013, and the Rules made thereunder, the Company is pleased to provide its shareholders with the facility to exercise their right to vote at the 12th Annual General Meeting of the Company by electronic means and the business may be transacted through e-Voting services provided by the Central Depository with the Company / Depository Participant Services Limited (CDSL). The instructions for members for voting electronically are as under:-
In case of members receiving e-mail:
 - (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on "Shareholders" tab.
 - (i) Now, select the Electronic Voting Sequence Number (EVSN) – "150804012" along with "Fineotex Chemical Limited" from the drop down menu and click on "SUBMIT".

- (iii) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two characters of their name (in capital) and the last 8 (eight) digits of their Client Id or folio no. in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with client Id/ folio no. 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on cut off date in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other

company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant FINOETEX CHEMICAL LIMITED on which you choose to vote.
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Note for Institutional Shareholders
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- Follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

- b. The voting period begins on Friday 25th September, 2015 at 9 a.m. IST to Sunday 27th September, 2015 at 5.00 p.m. IST. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21st September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ('FAQs') and e-voting manual available at www.evotingindia.co.in in under help section or write an email to helpdesk.evoting@cdslindia.co.
 - c. The Voting rights of shareholders shall be in proportion to their shares of the paid up capital of the Company as on the cut off date of 21st September, 2015.
 - d. Mr Nitin A Sarfare, Practicing Company Secretary (Membership No. ACS 36769/ C.P No.13729) has been appointed as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - e. Poll Process at Annual General Meeting (AGM)
 - (i) The voting on the agenda items shall be done by e-voting as well as at the AGM. Those who do not exercise the option of e-voting shall be entitled to participate and vote at the AGM/Poll if required at the AGM. Ballot papers will be issued immediately after an announcement in this regard by the Chairman of the meeting and will continue till all the shareholders present and who want to vote have cast their votes. The number of votes will be equivalent to the number of shares held by them as on the Cut-off Date i.e., 21st September, 2015
 - (ii) Mr Nitin Sarfare, will also act as one of the Scrutinizers at the Poll to be conducted at the AGM in a fair and transparent manner.
 - f. The Scrutinizer shall within a period not exceeding 2 (two) working days from the conclusion of the E-Voting period unlock the votes in the presence of at least two witnesses not in the employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
The results shall be declared at the AGM of the Company. The results declared along with the scrutinizers report shall be placed on the Company's website www.fineotex.com and on the website of CDSL within 2 (two) days of the passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the shares of the Company are listed.
18. Members can also vote as per Ballot paper enclosed. Please read the instructions fully.
 19. Any person acquiring shares after dispatch of this notice and holds shares as on 21st September, 2015 can vote using their registration with CDSL. Those who are not registered may obtain the details by send a request to www.evotingindia.co.in.

By Order of the Board

Place : Mumbai
Date : 12-Aug-2015

Surendrakumar Tibrewala
Managing Director

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Resolution No. 4

M/s UKG Associates, a firm of Chartered Accountants, having registration no 123393W allotted by the Institute of Chartered Accountants of India were appointed at the 11th Annual General Meeting to hold office till the conclusion of the 16th Annual General Meeting to be held in 2019. However it will be essential to ratify the appointment for the year 2015-16 and fix their remuneration.

None of the Board Members or Key Managerial personnel or their relatives are interested in the resolution. The Board recommends the resolution for members' approval.

Resolution No. 5

As per the requirements of Clause 49 of the Listing agreement with the Bombay Stock Exchange Ltd., Mr. Navin Mittal was appointed as a Director of the Company on 02-Sep-2011.

As per the provisions of the section 149 of the Companies Act, 2013 (Act) Mr. Navin Mittal as being appointed as an Independent Director for the period of 5 years. He has given a declaration to the Board that they meet the criteria of Independence as provided under section 149(6) of the Act. In the opinion of the Board each of these directors fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the Management. In compliance with the provisions of section 149 and Schedule IV of the Act, this resolution is put before the members for their approval. Separate notice has been received from the member along with requisite deposit signifying their intention to propose him as candidate for the office of Independent Director of the Company. His brief details of as required as per the Listing Agreement are given separately.

None of the Board Members or Key Managerial personnel or their relatives are interested in the resolution, except the respective Directors himself with regard to the particular resolution pertaining to him. The Board recommends the resolution for members' approval.

Resolution No 6

The Company has four wholly owned subsidiaries and 3 second tier subsidiaries. As per the business needs the Company may have to make investments in their capital or give them loans or provide or receive such services as may be usually required. As they are also dealing in similar products there could be buy or sell of goods between the Company and the subsidiaries. The approval of the members is taken as per the provisions of section 188 of Companies Act, 2013 upto the annual amounts mentioned in the resolution for a period of 5 years from 1st April, 2015.

In case of its Indian subsidiaries the activity has not yet commenced. The Company is contemplating the use of their premises for developing facilities for its use and pay rent for the same once the construction starts. Till that time the amount would be in the nature of deposit for rent. If the concrete plans are not finalised, the Board seek the approval of the shareholders for the disposal of the Company's investment in the subsidiaries either fully or partly to outsiders or related parties at fair value determined by experts in the field of valuation.

The Company had entered into contracts / agreements for the same as per Section 188 of the Companies Act, 2013. These were approved by you last year. These are in line with the disclosures in the prospectus as well as financial statements in previous years. In the earlier years these were approved by the Regional Directors as required prior to commencement of these provisions of the Companies Act, 2013. There are certain modifications in the amount of deposit or rent.

As per the provisions of section 188 of Companies Act, 2013, these agreements / contracts require your approval for the same. Your approval is sought for increase in overall annual limit in case of related parties at 8, 9, 10 and transactions during the year with Subsidiaries which was at arm's length. The summarized particulars are given in the resolution.

Mr. Surendrakumar Tibrewala, Chairman & Managing Director, Mr. Sanjay Tibrewala, Executive Director and Chief Financial Officer and Ms Ritu Gupta Director are interested in this resolution. None of the other Board Members or Key Managerial personnel or their relatives is interested in the resolution. The Board recommends the resolution for members' approval.

Resolution No. 7

The Company has plans to acquire operating companies to grow and increase as well as expand its production capacity. The Company has earmarked some funds for this purpose. You have given your approval for investing upto Rs. 25 crores including the funds raised through Initial Public Offer (IPO). The IPO funds have been fully utilised as per your approval. Hence the Board seeks your approval for investing these funds upto Rs. 50 crores only (Rupees Fifty Crores only) for acquiring control in other companies and also in the interim invest in the Units of Mutual Funds and listed companies as current or non-current investments to comply with the requirements of other legislations or give loans as per the provisions of the Companies Act, 2013.

Resolution No. 8

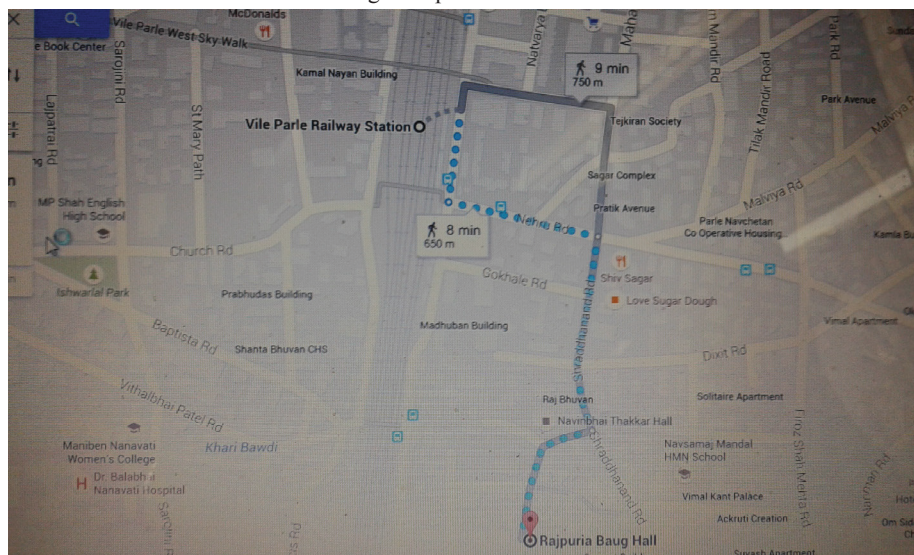
Due to the changes brought about by the Companies Act 2013, many of the Articles in the Company's Articles of Association would be required to be amended. Instead of making these amendments, it would be easier to adopt the new Articles of association. The same are available on Companies website www.fineotex.com under Investors icon. The same will also be available at the Company's registered office till the date of 12th Annual General Meeting during working hours.

None of the Board Members or Key Managerial personnel or their relatives is interested in the resolution. The Board recommends the resolution for members' approval.

Details of Director seeking reappointment (as per clause 49 of the Listing agreement with Bombay Stock Exchange Limited)

Sr. No.	Particulars	Appointment of Mr. Navin Mittal as Independent Director	Reappointment of Ms. Ritu Gupta as Director
1	Name of the Director	Mr. Navin Mittal	Ms Ritu Gupta
2	Date of Birth	13-Mar-1973	11-Oct-1984
3	Relationship with Directors	Nil	Daughter of Mr. Surendrakumar Tibrewala and sister of Mr. Sanjay Tibrewala
4	Date of Appointment	02-Sep-2011	13-Aug-2014
5	Expertise in Specific Functional Area	Iron & Steel	Finance
6	No of Equity shares held in the Company	Nil	2200
7	Directorship in other Public Limited Company as on 31-Mar-2014	Nil	Nil
8	Chairmanship/ Membership of Committees of other Indian Public Limited Companies as on 31-Mar-14	Nil	Nil
9	Director Identification Number	03555295	00218561

Google Map for AGM Venue



DIRECTORS' REPORT

Your Directors hereby present their Twelfth Annual Report together with the Audited Statement of Accounts of the Company for the year ended 31st March 2015.

1. HIGHLIGHTS

Standalone Income for the year increased to Rs. 6,980.65 Lakhs as compared to Rs. 5,720.88 lakhs in 2013-14 an increase of 22.02%.

Standalone Profit After Tax for the year was Rs. 1,120.08 Lakhs as against Rs. 580.86 lakhs for 2013-14 – an increase of 92.83%

Earnings per share of Rs. 10 was Rs. 4.99 for the year as against Rs. 2.59 for 2013-14 an increase of 92.66 %

Consolidated Income for the year increased to Rs. 10,651.96 Lakhs as compared to Rs.8946.40 lakhs in 2013-14- an increase of 19.06%

Consolidated Profit after Tax for the year was Rs. 1,459.49 Lakhs as against Rs.781.88 lakhs for 2013-14 an increase of 86.73%.

2. FINANCIAL RESULTS

(Rs. in Lakhs)

	Standalone		Consolidated	
	Year ended 31-3-2015	Year ended 31-3-2014	Year ended 31-3-2015	Year ended 31-3-2014
Total Income (net of Excise duty)	6,980.65	5,720.88	10651.95	8,946.40
Less: Expenditure	5,373.07	4,863.04	8,549.39	7,763.58
Less: Depreciation	44.10	20.69	50.11	26.20
Less: Finance Costs	22.42	34.27	32.68	40.21
Net Profit before Tax	1,541.06	802.88	2,019.77	1,116.40
Provision for Tax (including short provision for Previous Year)	420.98	222.02	560.28	334.53
Profit after tax	1,120.08	580.86	1,459.49	781.88
Appropriations				
Dividend on Equity Shares	112.30	56.15		
Tax on Dividend	11.39	(8.88)		

3. DIVIDEND

Your Directors have recommended a dividend of Rs 0.50 per equity share (Last year Rs. 0.50 per share) for the year ended 31st March, 2015. The dividend of Rs.0.50 per share will be paid on the increased number of shares after the allotment of bonus shares. The dividend will be paid to the members, whose names appear in the register of members as on 28th September, 2015. In case of shares held in dematerialised form the same will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date. The dividend is free from Income Tax in the hands of the shareholders. An amount of Rs. 123.69 Lakhs (Previous Year Rs. 47.27 lakhs) have been appropriated from the Profit towards Dividend and Dividend Distribution Tax.

4. SHARE CAPITAL

The Authorised Share Capital of the Company was increased from Rs. 1,300 lakhs to Rs. 2,300 lakhs with your approval through the Postal Ballot. The Paid-up Capital was increased from Rs. 1,122.98 lakhs to Rs. 2,245.96 lakhs on account of issue of one fully paid equity share of Rs. 10 each for every equity share held on the record date fixed for this purpose.

After the year end the Company has proposed to split each equity share of Rs. 10/- each into 5 equity shares of Rs. 2/- each. The Consent of the Shareholders has been obtained by way of Postal Ballot. The Board in due course would authorise a Corporate Action to give effect to the resolution After giving effect to the said resolution the Paid-up Share Capital of the Company will continue to be Rs. 2,245.96 lakhs but divided into 1,122.98 lakhs equity shares of Rs.2/- each.

5. OPERATIONS & ECONOMIC SCENARIO

The Company has exceeded the targets fixed for the year. There was a growth of 10% in volume, 12% in value and 93% in profits – all three parameters of an inclusive growth. The volume growth shows the rising penetration of the company's products even the economic signs of are still not distinctly visible. Value growth above volume is an indication of increase in the qualitative acceptance of the products. The growth in profits is the result of the endorsement of the Company's products and business ethics which has resulted in better margins. This is the result of the adherence of the management to its vision of providing quality product not by chance but dependability.

The economic scenario is expected to improve which would benefit the economy as a whole. The Company is geared up to take advantage on the national as well as international level. Its commitment to innovate and provide quality products on which the consumers can depend has been getting an increasing acceptance amongst its growing customers list. This list is expanding geographically and the Company is taking steps to put the necessary steps in place. Barring unforeseen circumstances, the Company, along with its subsidiaries expects to replicate the performance in the coming years.

6. FINANCE

The Company continues to meticulously focus on judicious management of its working capital. The stress is on the individual parameters of the working capital as well as in totality. The Company has repaid the loan taken to invest in Malaysian subsidiary in April 2015 and has become almost a zero debt company.

7. SUBSIDIARIES

a. Foreign Subsidiaries :

Fineotex Malaysia Limited (FML), a Limited Company, was incorporated in Labuan Malaysia in 2011. FML in turn had controlling interest in 3 other companies in Malaysia that have established manufacturing and trading activities. These Companies are BT Biotex Sdn Bhd, BT Chemicals Sdn Bhd and Rovatex Sdn Bhd. Their turnover is higher than the parent company. The synergy of the businesses has helped all the companies.

Fineotex Specialities FZE was incorporated in UAE on 25th January 2015.

b. Indian Subsidiaries : FCL Landmarc Private Limited and Manya Steels Private Limited are the two fully owned Indian subsidiaries. FCL Landmarc Private Limited was incorporated to pursue Company's activities in the realty sector. Manya Steels Private Limited (Manya) was acquired for diversification. The activity level in both the Companies is at a preliminary level and would commence commercial operations in the future. None of the Indian Subsidiaries is a material Subsidiary

8. CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company along with its subsidiaries – both foreign and Indian - for the year ended 31st March, 2015 form part of this Annual Report. The same are prepared as per the applicable Accounting Standards prescribed in this regard and as required by the Listing Agreements.

9. PUBLIC DEPOSITS AND LOANS AND ADVANCES.

The Company has not accepted any deposits from the public or the shareholders during the year or in the previous year. Security Deposits have been taken from the customers as a security against dues for goods sold to them and are not, in the opinion of the Board, in the nature of Public Deposits. Loans & Advances given to Subsidiaries are disclosed in the financial statements as required under the Accounting Standards and Listing Agreements.

10. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS.

The details of Loans given to its subsidiaries and has made investments in Mutual Funds and Equity shares during the year are given in Annexure '1' forming part of this report.

11. RELATED PARTY TRANSACTIONS / CONTARCTS.

The Transactions with the related parties entered during the year were in the course of business as followed for several years and in line with those approved in earlier years by the statutory authorities as required by the earlier law and were in force till end

of March 2015. The shareholders have also given the approval to these contracts and transactions at the 11th Annual General Meeting of the Company held on 23rd September, 2014. These have been disclosed in the financial statements as well as per the Listing requirements. Approval of shareholders is also sought for certain modification and ratification as in the notice of the meeting.

Details of related party transactions are given in Annexure '2' as put in the notice of the meeting giving the details as per AOC-2

12. DIRECTORS

Changes were made to the Board as required under the Companies Act, 2013 and the requirements of the Listing Agreement effective 1st October, 2014. As required by section 149 of the Companies Act, 2013, Mr. Manmohan Mehta and Mr. Alok Dhanuka were appointed as Independent Director and Mrs Ritu Gupta as Lady Director at the 11th Annual General meeting held on 23rd September, 2014.

Mr. Navin Mittal is proposed to be appointed as Independent Director as per Section 149 of the Companies Act. The Company has received the necessary declaration from him giving his willingness and consent for appointment. The Board recommends his appointment as Independent Director for a period of five years. Messers Manmohan Mehta, Alok Dhanuka and Navin Mittal are the three Directors on the Board of the Company as per the Listing Agreements with the Stock Exchanges. As per the provisions of Section 149 of the Companies Act, 2013, at least one third of the Board should have independent Directors as defined under the section.

Mrs Ritu Gupta was appointed as a Director at the last Annual General Meeting. Her appointment meets the criteria of having at least one Lady Director on the Board of the Company. She is related to the Whole-time Directors of the Company and therefore a Non-Independent Director liable to retire by rotation. As per the norms, Mrs Ritu Gupta is liable to retire by rotation at the ensuing Annual General Meeting and being eligible she offers herself for re-appointment.

13. BOARD MEETINGS

The Board of Directors of the Company met seven times during the financial year. The details of various Board Meetings are provided in the Corporate Governance Report.

14. EMPLOYEES

Key Managerial Personnel (KMP)

The following have been designated as the Key Managerial Personnel of the Company Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- Mr. Surendrakumar Tibrewala – Chairman & Managing Director
- Mr. Sanjay Tibrewala – Whole-time Director & Chief Financial Officer
- Mr. A V Nerurkar – Company Secretary

None of the KMP has resigned during the year under review.

Particulars of Employees and related disclosures

None of the employees were in receipt of remuneration of more than Rs. 60,00,000 during the year ended 31st March, 2015 or more than Rs. 5,00,000 per month during any part of the year.

Disclosure with respect to the remuneration of Directors, KMPs and employees as required under section 197 of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in Annexure '3' to this Report.

15. AUDITORS AND AUDIT REPORT

Messrs UKG Associates, the auditors of the Company, bearing ICAI Registration No Firm Registration No. 123393W, were appointed, at the last General Meeting, as Auditors for a period of five years – i.e. till the conclusion of 16th Annual General Meeting to be held in 2019. As per the provisions of Section 139 of the Companies Act, 2013 and Rules made there under, their appointment is to be ratified at each Annual General Meeting. The Audit Committee has recommended their reappointment which the Board has accepted. Board recommends their appointment. Your approval is required to ratify their appointment for 2015-16 and fix their remuneration for the said year.

16. INTERNAL AUDITORS :

As per section 138 of the Companies Act, 2013. The Company internal control systems are manned by internal audit staff who work as per the directions of the Audit Committee. The Board and Audit Committee review from time to time the requirements of control and recommend necessary changes to strengthen them.

17. DECLARATION OF INDEPENDENT DIRECTORS:

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(7) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

18. COST ACCOUNTING RECORDS AND COST AUDIT

The Cost Audit Branch (CAB) of the Ministry of Corporate Affairs have issued CAB Order dated 24th January, 2012 making the products of the Company liable to Cost Audit under Section 148 of the Companies Act, 2013. That Order applied to accounting periods commencing on or after 1st April, 2012. The Board has therefore recommended the name of M/s V J Talati & Co. as Cost Auditors of the Company. The Board appointed them for 2014-15 and informed the Government accordingly. The shareholders also gave their approval for remuneration to be paid to them. With the notification of Companies (Cost Records and Audit) Rules, 2014, the Company is advised that it is not liable to Cost Audit since the turnover as per standalone financial statements of the Company is below Rs. 100 crores.

19. SECRETARIAL AUDIT

As per Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 it is mandatory for the Listed Company, like yours, to have the secretarial records audited. As informed to you

last year, the Board of Directors had appointed HS Associates, Company Secretaries as Secretarial Auditors for 2014-15. They have presented the report which forms part of this Report and is attached as Annexure '4'.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

20. POLICY RELATING TO DIRECTORS, KMP AND OTHER EMPLOYEES

In line with the principles of transparency and consistency, your company has adopted the Nomination and Remuneration Policy which, inter alia, include criteria for determining qualifications, positive attributes and independence of a Director. The Remuneration policy is set out in the Annexure '5' to the Director's Report and is also available on the Company's website.

21. BOARD EVALUATION

The Board has carried out an annual evaluation of its performance, the performance evaluation of Audit Committee was also carried out.

The Evaluation of Board and its findings were shared individually with the Board Members. The Directors expressed their satisfaction with the evaluation process.

22. CORPORATE SOCIAL RESPONSIBILITY

The Companies Act 2013, its Section and the Schedule thereto mandates that your Company spends at least 2% of its average last 3 years net after tax profit on Corporate Social Activities and explained therein. This was the first year of compliance for your Company and hence there was lack of clarity about the rules of implementation. The Company has formed a Committee which has gone through the requirements and decided to carry out the same through the Trust who carry out these activities. The Company had to Spend Rs. 14.46 Lakhs in 2014-15. However it has spent only Rs. 5 Lakhs till 31st March, 2015. The shortfall was due to lack of clarity with regard to spending the amount. The shortfall will be made good during the 2015-16. The details are given in a separate Annexure '6' to this Report.

23. RISK MANAGEMENT COMMITTEE

As per the requirements of Clause 49 of the Listing Agreement, the Company has constituted a Risk Management Committee. The details of the same form part of the Corporate Governance Report. The business of the Company is in a continuous evolving stage with new products, their development, launch and marketing. The Risk Management Committee is developing various aspects so as to be able to minimise the risk in all spheres of the Company's business from finance, human resources to business strategy, growth and stability.

24. WHISTLE BLOWER POLICY/VIGIL MECHANISM:

The Company has established a vigil mechanism for Directors and employees to report their genuine concerns, details of which have been given in the Corporate Governance Report annexed to this Report.

25. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/ OUTGO

Information as required by the provisions of Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 is annexed and forms part of this report. Refer Annexure A

26. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under the policy.

The following is a summary of sexual harassment complaints and disposed off during the year 2014-15

No of Complaints received; NIL

No of Complaints disposed off: NIL

27. EVENTS AFTER THE YEAR END

After the year end the Company has proposed to split each equity share of Rs. 10/- each into 5 equity shares of Rs. 2/- each. The Consent of the Shareholders has been obtained by way of Postal Ballot. The Board in due course would authorise a Corporate Action to give effect to the resolution. After giving effect to the said resolution the Paid-up Share Capital of the Company will continue to be Rs. 2,245.96 lakhs but divided into 1,122.98 lakhs equity shares of Rs.2/- each. If the splitting process is completed before the approval of the shareholders, the dividend of Rs. 0.50 paise per share of Rs. 10 each would be proportionately reduced to Rs. 0.10 paise per share of Rs. 2 each.

28. MANAGEMENT DISCUSSION AND ANALYSIS

In accordance with the requirements of the clause 49 of the Listing Agreement with the Bombay Stock Exchange Ltd. a report on Management Discussion and Analysis is attached hereto (Annexure 'B') and form part of this Report.

29. CORPORATE GOVERNANCE

Your Company would strive to set and achieve appropriate Corporate Governance practices. In accordance with the requirements of clause 49 of the Listing Agreement with the Stock Exchange, a report on the status of compliance of corporate governance norms is also attached. (Annexure 'C'). The Auditors certificate on the same is also attached.

30. EXTRACT OF ANNUAL REPORT

Pursuant to sub-section 3(a) of section 134 and sub-section (3) of section 92 of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return as on 31st March, 2015 in Form No. MGT.9 is attached herewith as Annexure '7' and forms part of this Report.

31. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and explanation and information obtained by them and as required under Section 134(3)(c) of the Companies Act, 2013, your Directors confirm that:

- (i) in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanations relating to material departure, if any;
- (ii) they have selected such accounting policies as mentioned in Note 2 to the Notes to Financial Statements and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (iv) they have prepared the annual accounts on a going concern basis
- (v) that proper internal controls were in place and that the financial controls were adequate and were operating effectively
- (vi) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

32. ACKNOWLEDGEMENTS

Your Directors wish to thank the Company's stakeholders, Bankers and employees for their support extended to it throughout the year.

For and on behalf of the Board

Sanjay Tibrewala	Alok Dhanuka
(Executive Director & CFO)	Director
00218525	06491610

Mumbai
Dated: 29-May-2015

Annexure A

Form 'A'

Power & Fuel Consumption		2014-15	2013-14
1. Electricity			
a Purchased Units (Nos)		1,31,457	1,03,124
Total Cost (Rs.) #		10,58,085	8,52,392
Rate / Unit (Rs.) #		8.05	8.27
2. Diesel Oil			
Quantity (K.Ltrs)		48,972	45,629
Total Cost (Rs.)		33,05,941	31,91,352
Average rate per K Ltr. (Rs.)		67.51	69.94

Annexure – I

Particulars required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014.

A. CONSERVATION OF ENERGY

- (a) Energy conservation measure taken – Energy consumption is not very high for the Company's business. However efforts are being continuously made of monitoring the consumption and reduction of losses to reduce energy costs.
- (b) Total energy consumption and energy consumption per unit of production as per **Form 'A'** attached hereto

B. TECHNOLOGY ABSORPTION

- (c) Efforts made in technology absorption – as per **Form B** given below

Form B

Research and Development (R & D)

- Specific areas in which the research and development (R & D) is being carried out by the Company – There has been no major expenditure in what is generally understood as Research and Development. However it is our continuous endeavour to improve the performance of products as well as develop new products mainly as required by the customers.
- Benefits derived as a result of the above R & D – Developed few products as well as improved performance of certain products to meet the customer requirements
- Future plan of action – No major plan is on anvil but development to suit the customer's requirements and satisfaction is the main back bone of our business activity.
- Expenditure on R & D – Not significant during the year on in immediate future.

Technology absorption, adoption and innovation

- Efforts, in brief, made towards technology absorption, adoption and innovation – the initiatives leading to development or improvement and continuously adopted into production process The Company has not taken any technical knowhow from outsiders.
- Benefits derived as a result of the above efforts – there are improvement in process, cost reduction, reduction in the production process cycle time.
- Information regarding Imported Technology – We have no imported technology

C. FOREIGN EXCHANGE EARNING AND OUTGO

- (a) Activities relating to export, initiatives to increase exports developments of New export markets for products.

		2014-15	2013-14
		Rupees. in lakhs	
(b)	Total Foreign exchange earned	1258.26	920.11
(c)	Total Foreign exchange used	2014-15	2013-14
	i. Loan Repaid	296.85	270.18
	ii. Interest	10.52	26.85
	iii. Expenses	3.45	28.55
	iv. Imports	446.59	150.20

Annexure 'B' to the Directors Report

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS

The Indian Speciality Chemicals Sector over the last 4-5 year has been growing at approximately 12-15% and is expected to grow at a CAGR of 17% in the next 5 years mainly on account of exports as the key driving force and providing growth opportunity. The growth momentum is expected to continue going forward with booming domestic consumption and fast growing export opportunities.

Factors such as increasing cost pressure, appreciating currency (Yuan appreciating against US dollar), increasing cost of labour and power and stringent pollution control norms diluted the cost advantages which was previously been exploited by the Chinese manufacturers. India is rightly positioned to make benefit of these emerging opportunity and is expected to increase its exports exponentially.

Our company has a strong focus on Innovation, R&D, Diversified Product Profile and Large Customer Base which will help us to benefit from these emerging growing opportunities in the medium to long term.

Opportunities

The Global Speciality Chemicals industry is around \$740 bn (FICCI Speciality Chemical report & 12th Five year plan document) accounting for around 20-22% of the overall global chemical industry. The industry is expected to grow at a CAGR of 5.4% annually to reach \$970 bn by FY 16. The major part of this growth is expected to be contributed by Asia-Pacific and Middle Eastern countries.

World class engineering and strong R&D capabilities, Low cost of manufacturing, Huge growth for domestic export market, rising power cost and tightening pollution control norms in China and rise in GDP and purchasing power have all contributed to the enormous growth opportunities to boost the industry growth.

The structural eastward shift of chemical industry continues to benefit China & India. The shift is mainly due to the increasing consumption of in emerging markets of Asia; and to leverage greater manufacturing competitiveness of emerging Asian economies. China has emerged as a leader in global chemical industry having 27% of total production in value terms with the industry size of \$ 1 trn.

The Indian Speciality Chemical industry is likely to reposition itself as a strategic partner for growth in knowledge based, process driven chemicals. With this change coming in, it will likely widen prospects for the industry as various global players would like to join hands with Indian manufacturers.

The Indian Chemical Industry which is 3% of the global market size, is pegged at approximately \$ 108 bn . Due to growing domestic demand and attractiveness as a manufacturing base, it has a huge potential to capture the large global market.

With the growing levels of pollution in China, the Chinese Government is acting strictly against the polluting industries. This has led the high-polluting industries to implement appropriate corrective measures, which in turn increases their capital expenditure thereby reducing their competitiveness.

With a Yuan appreciating and on the other hand the Rupee depreciating by ~22% in the same period, the companies are finding it more economical to shift their manufacturing locations. Also India has stronger track record of Intellectual Property Rights (IPR) protection when compared to China which makes it a better choice when it comes to innovation, R&D-intensive and early technology lifecycle production in concerned. According to the IPR Index report 2013, India's standing in terms of IPR & legal rights is better than that of China.

The Indian Government has taken steps to improve competitiveness in the sector. The major being:

- Industrial licensing being abolished for most sub-sectors
- FDI upto 100% granted in the chemicals sector
- Greater investment in technology up-gradation and modernisation.
- Policies initiated to set up Petroleum Chemicals & Petrochemicals Investment Regions (PCPIR) which will be a region spread across 250 kms. for manufacturing of domestic and export-related products of Petroleum, chemicals and petrochemicals

The Speciality Chemicals companies have seen a steady growth in the past 5-6 years led by both, exports and domestic revenues. The export revenues grow faster (CAGR ~18%) than the domestic revenues (CAGR ~14%). This growth is driven by currency depreciation, as adjustment in price lag.

Speciality Chemicals being chemicals classified on "what they do" rather than "what they are" is a knowledge-based sector competing on the basis of R&D capabilities and the understanding of chemistry.

Customer approval processes are majorly based on 2 aspects :- (i) product quality – ensuring the product meets the specific specifications as wanted by the customer; and (ii) consistency of order delivery. By delivering these 2 aspects, a dedicated customer profile, as compared to base chemical companies can be achieved. Limited number of suppliers globally in each product is leading the industry towards being niche and specialised. The advantages of economies of scale are limited as the industry majorly deals in low volume products thereby giving limitation to the size that can be achieved.

Long-term contracts signed between customers and suppliers provide for better terms of trade to both parties. On one hand it limits the ability of company to sustain high margin levels, as most benefits would be passed on to the end-customer, while on the other hand it protects the companies from large volatility in raw material prices.

Company Section

Our Company has a product range of over 400 products with presence in 33 countries like Argentina, Bangladesh, Indonesia, Thailand, Pakistan, Colombia, Singapore, Sri Lanka, Tanzania etc. We have expertise of over 35 years in Speciality Chemicals. Majority of our products mainly fall under the Specialty Chemical business which is a very dynamic and emerging sector with increased dependence on knowledge, innovation and R&D. The products of the Company can be used in industries like Textiles & Garments, Adhesives, Leather, Water Treatment and Agro Chemicals Industries. The uses of these products find their way in almost all industries with the textile sector being the major market of the Company's products.

The products can be customised as per customer specifications.. With this we are aiming to increase our market share by bringing in economics of scale due to upgradation and expansion activities at the Company's existing facilities.

With an experienced and qualified R&D team, state of the art laboratories and modernised equipments, we are well placed to cater to our varied customer base.

The acquisition of the well known chemical company "Biotex" in Malaysia helped us diversify further. Adding to that Technical Know-How from Europe and also multinationals who provide us valuable information to continuously improve our products.

As majority of our revenues are coming from the Textile segment, we undertake manufacturing of entire range of products for Pretreatment, Dyeing, Printing and Finishing process. Our product and process innovations pertaining to the textile segment would include few of the innovative products which brings in efficiency. Few of the products as listed below:

Product Name	Efficiency / Innovation
Bioprint RDT	Sodium Alginate Substitute
Biotex LTB	Low Temperature Bleaching Process
Biotex Nela	Multifunctional Auxiliary for Pretreatment
Finocon ADA Premium	Soda Ash Substitute
Finocon Eco Conc	Acetic Acid Substitute
Finoguard SI	Water & Oil Repellent
Finopret ZF	Zero Formaldehyde Resin
Finox SIL	Highly Concentrated Silicone
Finox XLH	Towel Silicones

The main features of these innovative products include:

- Process Improvement by providing new generation products and increased productivity leading to reduction in time and energy
- Reduction in Effluent Load by providing an environmentally conscious approach
- Products with Higher Efficiency suitable for all types of Substrates, Processes and Machines
- Reduction in per unit cost leading to higher yield products and improved productivity

Having built a solid reputation for quality and reliability and shipping to different countries, our company's success is based on Quality, Continuity, Flexibility, Reliability, Competitive Pricing, Technology Upgradation and New Product Development.

Outlook

The companies having a stable and large customer base, diversified & Innovative product leadership with strong effluent treatment measures will emerge as sector leaders.

The Speciality Chemical Sector offers growth opportunity in medium to long term for industry players with strong knowledge dependent product development through innovation and continues R&D.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONS

The Company's performance during the year shows a jump of 92.83% in profit after tax over the last year. There is a quantum jump in profitability due to Company's conscious effort to improve quality of the products as per customers' requirements which has helped in enhancing margins as well as increase in the market share. However due to the rising raw material costs the profit before tax has remained almost at the same level in the year under review. The Company is a zero debt Company with no borrowings for its local operations. Short term borrowings are restricted to need based working capital requirements. The salient indicators are as under :-

(Rs. In lakhs)

	Standalone		Consolidated	
	2014-15	2013-14	2014-15	2013-14
Income	6,981	5,721	10,651.96	8,946.40
PBDIT	1,608	868	1,936.99	1,183
PAT	1,120	581	1,459.49	781
EPS (of Rs 10/-) Rs (Basic & Diluted)	4.99	2.59	5.75	2.89

During the year under review the plant had smooth operations. The certification received by the Company is ISO 9001:2000 from JAS-ANZ in 2007. The Company received the proceeds on the Initial Public Issue (IPO) in the last fortnight of March 2011. By the end of March 2014, it has fully utilised the IPO proceeds as permitted by the shareholders. Securities Exchange Board of India had sought some information on this which the Company has provided.

As per the Accounting Standard 17 issued by the Institute of Chartered Accountants of India and Companies (Accounting Standards) Rules, 2006, the Company has only one segment i.e. specialty or auxiliary chemicals and preparations which are mainly used in textile processing. The Company's products play an important role in the textile manufacturing processes. With the cautious growth expected in the textile industry in the coming year with increasing demand for chemicals needed for this industry based on the increasing expectation of quality and fashionable textile products, the Company expects a growth in turnover for the current year. However the margins continue to be under stress. The total quantitative sales in 2014-15 were 7,725 MT against 6,967 MT in 2013-14. It is pertinent to note that quantity is not a very indicative criteria to evaluate performance as the quantity may vary depending upon the concentration level of products sold.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has an effective system of receipt, storage, and utilization of materials –especially in the environment in which the Company operates. Its products are not standardized but each supply has to meet the requirements of the customer on his shop floor. This is backed by quality control at each stage of production, finished product storage and dispatch. It has also in place adequate accounting, administrative and adequate system of internal check and controls to ensure safety and proper recording of all assets of the Company and their proper and authorised utilisation. The Company is aware that

Internal Control measures require constant review and modifications to meet the changing requirement of the Indian as well as Global environment. The Company constantly reviews its adherence to the environmental norms. The Company has its own Internal Control system and the Audit Committee reviews its adequacy from time to time. Measures are taken to strengthen the same.

HUMAN RESOURCES

The Company has 42 employees at the year end including whole time Directors. The current workforce structure has a good mix of employees as all levels. The Company is aware that the success of its business depends upon its technical expert's co-ordinating with research and development staff on the one hand and marketing on the other. The Company's employee's age bracket represents a healthy mix of experienced and willing to – experience employees. Necessary training and orientation in this regard is done on a regular basis.

During the year a few innovative ideas were received from the staff, many of which were implemented for improvement in cost control and for achieving greater efficiency.

For and on behalf of the Board

(Sanjay Tibrewala)	(Alok Dhanuka)
Executive Director & CFO	Director
00218525	06491610

Mumbai

Dated: 29-May-2015

ANNEXURE ‘C’ TO THE DIRECTORS REPORT

CORPORATE GOVERNANCE

Company’s Philosophy on Corporate Governance

Your Company continues to practise transparency in its dealings with emphasis on integrity and regulatory compliance. It attaches importance to practice of good corporate governance for meeting the interests and aspirations of the stakeholders. Your Company has implemented the requirements regarding Corporate Governance as mentioned in Clause 49 of the Listing Agreements.

Board of Directors

The composition of the Board of Directors and other details as on 31st March, 2015 are given below:

Name of the Director	Executive/ Independent/ Non-executive	No. of Board Meetings attended	Whether attended last AGM	No. of other directorships in Public Ltd Companies	No of other Committee Chairmanship/ Member
Mr. Surendrakumar Tibrewala (DIN 00218394)	Chairman & Managing Director	7	Yes	NIL	NIL
Mr. Sanjay Tibrewala (DIN 00218525)	Executive Director	7	Yes	NIL	NIL
Mr. Manmohan Mehta * (DIN 00391964)	Independent Non-executive	6	Yes	NIL	NIL
Mr. Navin Mittal *** (DIN 03555295)	Independent Non-executive	7	Yes	NIL	NIL
Mr. Alok Dhanuka* (DIN 06491610)	Independent Non-executive	7	Yes	NIL	NIL
Ms Ritu Gupta ** (DIN 00218561)	Promoter Non-executive	5	Yes	NIL	NIL

* Independent Director as per section 149 of the Companies Act 2013

** Lady Director

*** To be appointed this year as an Independent Director for a term of 5 years.

The Board consists of 6 members – 2 Not retiring Directors as per the Articles of Association of the Company, 2 Independent Directors as per Section 149 of the Companies Act 2013 constituting more than one third of the Board’s strength and director who is liable to retire by rotation. The Board also has one lady member as required under section 149 of the Companies Act, 2013.

During the year under review, 7 meetings of the Board of Directors were held and the Directors attending the same as well as the Annual General Meeting are as under:

Type of Meeting	Board	Board	Board	Board	Board	Board	Board	AGM
Director’s Name / Date of Meeting	30/05/14	13/08/14	23/09/14	11/11/14	15/12/14	30/01/15	14/02/15	23/09/14
Surendrakumar Tibrewala	P	P	P	P	P	P	P	P
Sanjay Tibrewala	P	P	P	P	P	P	P	P
Manmohan Mehta	P	P	P	P	A	P	P	P
Navin Mittal	P	P	P	P	P	P	P	P
Alok Dhanuka	P	P	P	P	P	P	P	P
Ms Ritu Gupta	NA	NA	P	P	P	P	P	P

The meetings of the Board of Directors are generally held at least once in a quarter and are scheduled well in advance unless it is necessary to convene the same for urgent purposes. A detailed agenda is prepared in consultation with the Chairman & Managing Director which is circulated to the members of the Board in advance.

Profile of the Directors

Mr Surendrakumar Tibrewala is the Chairman and Managing Director of the Company. He is B. Com LLB and has four decades of experience in the Company’s business. He was instrumental in growing the business from scratch to one of the leading companies in this sector. He continues to contribute strategically to guide the Company on its growth path.

Mr. Sanjay Tibrewala is associated with the Company's Business for the last 15 years. He is a B. Com and has completed higher studies in Textile processing. His missionary zeal has helped the Company to develop new products which have received acceptance in domestic as well as internationally. The Company's products have a growing acceptance internationally.

Mr. Manmohan Mehta was appointed as a Director of the Company on 31st December, 2007 liable to retire by rotation as per the provisions of Companies Act 1956. At the last Annual General Meeting held on 23rd September, 2014 he was appointed as an Independent Director within the provisions of Section of section 149(4) of the Companies At 2013 for a period of five years. He has given the necessary declaration confirming his eligibility and willingness to act as such as required under the Act. He has an expertise in textile processing and reality business – the main focus areas of the business. He is a member of various Committees of the Board including Chairman in few cases.

Mr. Navin Mittal is a graduate with experience in steel business which the Company has benefitted in the expansion activity. He was appointed as Director on 2nd September 2011. He is a member on various Committees of the Board. He is proposed to be appointed as an Independent Director at the 12th Annual General Meeting for a period of 5 years.

Mr. Alok Dhanuka was appointed as Director of the Company on 11th February, 2013 as Independent Directors as per the Listing Agreement with Bombay Stock Exchange Limited. He was re-appointed as Independent Directors as per the provisions of Section 149(4) of the Companies Act 2013 for a period of 5 (Five) years at the 12th Annual General Meeting. He has given the necessary declaration confirming his eligibility and willingness to act as such as required under the Act. Mr. Alok Dhanuka is an MBA Finance with experience of exports business. He is a member of various Committees of the Board including Chairman in few cases.

Mrs. Ritu Gupta was appointed as Additional Director on 13-August-2014. She is Non-Executive and Promoter Director Liable to retire by rotation. She is MBA Finance from SP Jain Centre of Management Dubai and has experience in Finance and Management. She was also associated with the Company earlier. She has given her consent and eligibility for reappointment. Her appointment as Director would be of tremendous value to the Company being aware of the operations of the Company. Her appointment also meets the obligation of the Company under section 149(1) of the Companies Act, 2013. She is a member of various Committees of the Board.

The profile of Directors to be reappointed is given separately.

Evaluation of Performance of the Board and Committees

This was a new process which the Board had to do as per the provisions of the Companies Act, 2013. The Board decided to evaluate the performance of the Board and the Audit committee. It was decided that the Non-Executive Directors evaluate the performance of the Board and the Audit Committee be evaluated by other members of the Board. An objective questionnaire was given and the ratings in the grade of 1 to 5 were sought. They were compiled by an Independent person and the consolidated rating was informed to the Board / Committee.

The Board is also formulating plans for training of its members which will be implemented when crystallised.

Audit Committee

The Company has a qualified Audit Committee. The terms of reference of the Committee were in accordance with the provisions of the Companies Act, 1956 and the Listing Agreement with the Stock Exchanges. The same are being reviewed and enlarged in terms of the Companies Act, 2013 and the new Listing Agreement which became effective from 1st October 2014. The present members of the Audit Committee are Mr. Alok Dhanuka (Chairman), Mr. Manmohan Mehta and Mr. Sanjay Tibrewala. The Committee met 5 times during the year and the attendance is given below. Mr Alok Dhanuka is the Chairman of the Committee. The terms of reference have been approved by the Board. The terms have been enlarged to have a better review of the internal control systems as well as the Risk Management process.

Mr. Sanjay Tibrewala is the Executive Director and the others are Independent and Non-Executive Directors.

Attendance at the Audit Committee Meetings

Name of Director	30-May-14	13-Aug-14	11-Nov-14	15-Dec-14	14-Feb-15
Mr. Alok Dhanuka	P	P	P	P	P
Mr. Manmohan Mehta	P	P	P	A	P
Mr. Sanjay Tibrewala	P	P	P	P	P

P = Present A= Absent

Nomination & Remuneration Committee

The Company has a Remuneration Committee to recommend/review the remuneration package of the Managing Director and the Executive Directors as well as to the other members of the Board. As per the requirements of the Companies Act, 2013 the same was renamed as Nomination and Remuneration Committee during the year. Mr. Manmohan Mehta is the Chairman of the Committee with Mr. Navin Mittal and Mr. Alok Dhanuka as members. The Committee met thrice during the year. All members are Independent and Non-Executive Directors.

Remuneration Policy

Payment of remuneration to the Managing Director and Executive Director is governed by the terms and conditions approved by the shareholders at the contained in the Agreement entered into with them which incorporated remuneration within the limit stipulated by the provisions of the Companies Act, 2013. The remuneration structure comprises of salary, consolidated allowance and other perquisites such as house rent allowance, medical benefits, leave travel concession, club subscription, contribution to provident, superannuation and gratuity funds and provision of car and telephone. The other provisions are as per the agreement. At the 10th Annual General Meeting held on 27th September, 2013, the shareholders had approved, by a Special Resolution, the minimum remuneration as per Schedule XIII of the Companies Act, 1956 with the provision to increase the same if the limits are increased either by the Central Government and any other enactment. The approval is for a period of 3 years from 1st October, 2013. There is no provision for performance based incentives or stock options. The agreements can be severed by either party by giving 6 months' notice to the other party. The Company has an option to terminate the contract by payment of six months' remuneration in lieu of notice. Central Government has notified the relevant provisions of the Companies Act 2013 and subsequently the Remuneration Committee has recommended the increase in remuneration within the limits specified under Schedule II of the Companies Act, 2013. The Board sought further clarifications and accepted the recommendation from 1st April, 2014. However the Executive Directors decided to continue with the limits as mentioned in the resolution passed at the 10th Annual General Meeting held on 27th September, 2013. The minimum remuneration as approved by the shareholders at the 10th Annual General Meeting is valid till 30th September, 2016.

Committee also recommended that the payment of sitting fees to the Independent Directors. However the Committee decided not to take the sitting fees at present.

The details of remuneration paid/provided to the Executive Directors form part of the Extract of the Annual Report given in form MGT-9 as an attachment to this report.

The attendance of the Directors at the Nomination and Remuneration Committee is as under

Name Of Director	30-May-14	13-Aug-14	11-Nov-14
Mr. Manmohan Mehta	P	P	P
Mr. Navin Mittal	P	P	P
Mr. Alok Dhanuka	P	P	P

P= Present

Stakeholders Grievances Committee

The Company has a Stakeholders Grievances Committee of the Board of Directors under the Chairmanship of Mr. Alok Dhanuka, Non-Executive Independent Director, to look into the redressal of investors' grievances with Mr. Sanjay Tibrewala and Mr Manmohan Mehta. The Board of Directors has delegated power of approving transfer/transmission of shares to senior executives of the Company. The Committee has been renamed as Stakeholders Grievances Committee during the current year. During the year 2014-15 one complaint was received by the Registrar and Transfer agents and the same was replied immediately. There were no complaints on the 'SCORES' hosted on the website of Securities and Exchange Board of India (SEBI). Certain grievances regarding re-validation of dividend warrants, delay in receipt of bonus shares, late trading in bonus shares were received during the year and were settled promptly. Requests for information were received and were attended accordingly and no grievance was outstanding as on 31st March, 2015. No share transfers/transmissions/issue of duplicate share certificates was pending as on 31st March, 2015.

Corporate Social Responsibility Committee

Our Company being a listed company is required to have a Corporate Responsibility Committee as per Section 135 of the Companies Act, 2013. Accordingly a Committee consisting has Mr Surendrakumar Tibrewala, Mr Sanjay Tibrewala and Mr Manmohan Mehta as members. Mr Surendrakumar Tibrewala and Mr. Manmohan Mehta have lot of experience of service to the society.

The Corporate Social Responsibility Policy had been adopted by the Company. There was a lack of guidance with regard to the implementation of this policy. The Committee recommended that instead of starting a separate activity for this policy, the same may be implemented through the eligible Trusts established for these purposes. The Company had to spent Rs. 14.46 Lakhs during the year 2014-15. However due to ambiguity about the regulations it could spend only Rs. 5 lakhs.

The shortfall of 2014-15 will be met in 2015-16 along with the amount due for the year 2015-16.

These trusts are pursuing activities in the areas of educational institutions, hospitals and welfare clinics and women empowerment The Committee will also monitor the usage of the funds in the desired activities on a regular basis.

The other details about the Corporate Social Responsibility are given in Annexure 6.

Risk Management Committee

Our Company's business is in a way very specialised with no standard product. The products are in the nature of specialties which enhance the

processing performance which in the end increases the final utility of the products of the customers. The risks are therefore a bit higher than the standard business risks. But the strength of the Company is based on the ability to continuously innovate as per customers' needs and grow.

As per the requirement of the Revised Listing Agreement with the Stock Exchanges, the Company has formed a Risk Management Committee consisting of Mr. Sanjay Tibrewala – Executive Director and two Independent Directors – Mr. Manmohan Mehta and Mr. Alok Dhanuka. The Committee met once during the year. The concept is very nascent and hence the draft policy was prepared and communicated to the entire staff. The Board believes that Risk Management is the responsibility of all and is encouraging participation of all employees at all levels.

Meeting of Independent Directors

The Independent Directors met once during the year to review the working of the Company, its Board and Committees. The meeting decided on the process of evaluation of the Board and Audit Committee. It designed the questionnaire on limited parameters and completed the evaluation of the Board by Non Executive Directors and of the Audit committee by other members of the Board. The same was complied by Independent authority and informed to the members.

Committee for Prevention of Sexual Harrassment at workplace

The Company provides equal opportunities for all without any gender bias. The Company has constituted a Committee of Mr. Surendrakumar Tibrewala and Mrs. Ritu Gupta. A lady employee is co-opted at the local workplace on the Committee. No complaint was received during the year.

Whistle Blower Policy

As required by the Listing Agreement, the Company has a whistle blower policy. The same is being informed to all the employees. The Contact persons are the Chairman of the Audit committee and/or General Manager at the Registered Office of the Company.

Code of Conduct and Insider Trading Regulations

The Board of Directors has laid down a code of conduct for the Company which is applicable to all its Board Members and Senior Management Personnel. For the year under review, all directors and senior management personnel have confirmed their adherence to the provisions of the said code. The same has been revised in the light of revised regulations issued by the Securities & Exchange Board of India.

Disclosures

- The Company did not enter into any materially significant related party transactions with its promoters, directors or the management, their subsidiaries, relatives etc, during the year that may have a potential conflict with the interest of the Company at large except that are disclosed in the accounts. The Company get some processing done from an entity where the Executive Director is a significant shareholder and taken premises and production facilities on rent from a relative of the Directors. Some sales have been made to the proprietary concern of the Executive Director. These have been disclosed in the accounts and other public documents. Wherever required, the approval of the Central Government / Shareholders has been obtained.
- There was no pecuniary relationship or transactions with Non-Executive Directors.
Company Secretary, is the Compliance Officer of the Company.

Details of General Body Meetings

Details of location and time of last three Annual General Meetings are as follows:

Year	Venue	Date	Time
2011-12	Gokul Hall, Rajpuria Bagh, Navinbhai Thakkar Road, Vile Parle (E), Mumbai 400057.	31-Dec-2012	9.30 A.M.
2012-13	Gokul Hall, Rajpuria Bagh, Navinbhai Thakkar Road, Vile Parle (E), Mumbai 400057.	27-Sep-2013	9.30 A.M.
2013-14	Gokul Hall, Rajpuria Bagh, Navinbhai Thakkar Road, Vile Parle (E), Mumbai 400057.	23-Sep-2014	9.30 A.M.

Special Resolutions were proposed at the 11th Annual General Meeting held on 23rd September, 2014 and were approved unanimously.

During the year 2014-15 special resolutions regarding increase in Authorised Capital and issue of Bonus shares were passed unanimously through postal ballot during the last year. Postal Ballot rules have been complied.

No Extra-Ordinary General Meeting was convened during the year 2014-15.

Means of Communication

The Company has a website www.fineotex.com. The Company's Email Id is info@fineotex.com. Individual communication of the half yearly results is not made to the shareholders. The Company has not made any presentation to institutional investors or analysts.

The Company has 2043 shareholders as on 31st March, 2015 and the total holding is in dematerialised form except for 10 shareholders holding physical shares.

The Annual Report consisting of Directors' Report, Auditors' report and detailed accounts form an integral part of communication sent annually to the shareholders in physical or via email where the depository provide email addresses whereas the Annual General Meeting is a means for face to face communication.

The quarterly unaudited financial results would be published in Free Press Journal (English) and Navashakti (Marathi) as per the requirements of the listing agreement.

General Shareholder Information

a. Annual General Meeting:

Date and Time of 12th Annual General Meeting Refer Notice for the Annual General Meeting

Venue Refer Notice for the Annual General Meeting

b. Financial Calendar

The Company's Financial Year is a 12 months period from April to following March.

Period Dates for Unaudited/ Audited Results.

April- June 2015 1st Fortnight of August 2015

July-Sept. 2015 1st Fortnight of November 2015

Oct-Dec 2015 1st Fortnight of February 2016

Jan-Mar -2016 before 30th May 2016

c. Book Closure

d. List of Stock Exchanges where applications for listing of shares have been made

Bombay Stock Exchange Ltd., Mumbai Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 023

National Stock Exchange of India Limited BKC, Bandra (E), Mumbai 400051

e. Stock Code & Scrip Id

Bombay Stock Exchange Ltd, Mumbai Code 533333

National Stock Exchange of India Limited Id FCL

f. Market Price Data

The shares of the Company were traded as under during 2014-15.

Month	BSE			NSE		
	High (₹)	Low (₹)	Turnover (₹ in Lakh)	High (₹)	Low (₹)	Turnover (₹ in Lakh)
April 2014	40.00	27.00	69.49	-	-	-
May 2014	63.45	32.00	412.18	-	-	-
June 2014	77.55	61.55	282.52	-	-	-
July 2014	74.15	59.95	66.57	-	-	-
August 2014	125.25	64.00	1,129.66	-	-	-
September 2014	151.00	109.55	673.08	-	-	-
October 2014	131.15	94.25	219.26	-	-	-
November 2014	212.30	122.95	2,139.85	-	-	-
December 2014	248.00	179.15	2,995.33	-	-	-
January 2015	264.90	187.15	3,001.08	252.33	233.56	48.24
February 2015	274.60	116.80	3,520.04	190.55	171.64	84.95
March 2015	137.80	93.50	1,612.73	122.48	113.23	108.63

g. Market Price variation in relation to BSE Sensex during 2014-15

The monthly high and low share prices of the Company in comparison with the BSE Sensex during the year are as under:

Month	High (₹)	Low (₹)	BSE Sensex (High)	BSE Sensex (Low)
April 2014	40.00	27.00	22,939.31	22,197.51
May 2014	63.45	32.00	25,375.63	22,277.04
June 2014	77.55	61.55	25,725.12	24,270.20
July 2014	74.15	59.95	26,300.17	24,892.00
August 2014	125.25	64.00	26,674.38	25,232.82
September 2014	151.00	109.55	27,354.99	26,220.49
October 2014	131.15	94.25	27,894.32	25,910.77
November 2014	212.30	122.95	28,822.37	27,739.56
December 2014	248.00	179.15	28,809.64	26,469.42
January 2015	264.90	187.15	29,844.16	26,776.12
February 2015*	274.60	116.80	29,560.32	28,044.49
March 2015	137.80	93.50	30,024.74	27,248.45

* Ex Bonus Since 12th February 2015

h. Market Price variation in relation to NSE Nifty during 2014-15

The monthly high and low share prices of the Company in comparison with the NSE Nifty during the year are as under:

Month	High (₹)	Low (₹)	NSE Nifty (High)	NSE Nifty
April 2014	-	-	6791.261	6723.381
May 2014	-	-	7143.019	7029.469
June 2014	-	-	7579.233	7486.671
July 2014	-	-	7721.305	7632.17
August 2014	-	-	7818.80	7750.98
September 2014	-	-	8092.76	8010.23
October 2014	-	-	7990.047	7913.108
November 2014	-	-	8444.717	8376.414
December 2014	-	-	8363.175	8277.277
January 2015	252.33	233.56	8561.186	8460.621
February 2015	190.55	171.64	8808.303	8699.315
March 2015	122.48	113.23	8736.49	8624.567

i. Share Transfer System

99.96% shares are held in dematerialised form and hence the transfer is done through the depository participants.

Shareholders are advised that in case transfer, transmission, rematerialisation, dividends, change of address, alterations in bank mandates, email ids, nominations and other forms of inquires should be addressed only to the depository participant with whom the shareholder has an account as the Company cannot alter the details and have to act on the data available with National Securities Depository Limited and Central Depository Services Limited.

j. Dematerialisation of shares

99.96 % of total Equity Share Capital is held in dematerialised form with NSDL and CDSL as at 31st March 2015.

Members can hold shares in electronic form and trade the same in Depository system. However, they may hold the same in physical form also.

International Securities Identification Number INE 045J01018

FINEOTEX CHEMICAL LIMITED

k. Shareholding Pattern (at 31st March, 2015)

Category	No. of shareholders	No. of Equity Shares held	Percentage of Shareholding
Promoters (Non Corporate)	8	1,53,01,804	68.13
Promoters (Corporate)	2	8,05,600	3.59
Bodies Corporate	144	21,02,696	9.36
Clearing Members	54	44,071	0.20
Non Resident Indians	45	2,38,809	1.06
Public	1790	39,66,642	17.66
Total	2043	2,24,59,622	100.00

l. Distribution of shareholding as on 31st March, 2015

Category (no. Of shares)	No of shareholders	Shares held	% of shareholding
1-5000	1588	1,87,829	0.84
5001-10000	164	1,36,129	0.61
10001-20000	86	1,39,249	0.62
20001-30000	43	1,11,061	0.49
30001-40000	24	85,955	0.38
40001-50000	19	87,104	0.39
50001-100000	43	3,18,874	1.42
100001 > 999999999	76	2,13,93,421	95.25
Total	2043	2,24,59,622	100.00

m. Distribution of shares held in physical form and with depositories as on 31st March, 2015 :

Held with	No of shareholders	No of shares
Physical	10	1,371
National Securities Depository Limited	1,170	1,88,63,256
Central Depository Services (I) Ltd	863	35,94,995
Total	2,043	2,24,59,622

n. Loans & advances not in the nature of loans to subsidiaries

Name of Subsidiary	Balance as at 31 st March, 2015	Maximum Outstanding during the year
FCL Landmarc Pvt. Ltd	5,000	5,000
Manya Steels Pvt. Ltd	79,00,000	79,00,000
Fineotex Specialities FZE	9,38,802	14,66,893

o. Company Registration number with
ROC/ Ministry of Corporate Affairs

L24100MH2004PLC144295

p. Plant location-

A-699/700, TTC Industrial Area Mahape, New Mumbai

q. Address for correspondence

i) Registrars and Share Transfer Agents: (For shares and dividend related queries)

Bigshare Services Private Ltd.,
E-2, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka, Andheri (East), Mumbai 400072
Phone : (022) 40430200 Telefax: (02) 28475207

ii) Company
(For any other matter, unresolved complaints)

Company Secretary
Fineotex Chemical Limited
42/43, Manorama Chambers,
S V Road, Bandra West
Mumbai 400050

- r. E-mail info@fineotex.com
s. Investors Grievances grievances@fineotex.com
t. Phone No: 022-26559174-75
u. Fax No. 022-26559178
v. Website : www.fineotex.com

For and on behalf of the Board

(Sanjay Tibrewala)	(Alok Dhanuka)
DIN: 00218525	DIN: 06491610

Mumbai:
Date: 29-May-2015

Note:

Date and Time of 12th Annual General Meeting

Monday, 28th September, 2015 at 10.00 a.m. IST.

Venue

Rajpuria Baugh / Hall, Navinbhai Thakkar Marg, Vile Parle (East), Mumbai 400057

CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To Board of Directors,

Fineotex Chemical Limited.

We, the undersigned, in our respective capacities as Chief Executive Officer and Chief Financial Officer of Fineotex Chemical Limited ('the Company') to the best of our knowledge and belief certify that :

1. We have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2015 and based on our knowledge and belief, we state that:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading
 - ii. These statement together present a true and fair view of the Company Affairs and are in compliance with the existing accounting standards, applicable laws and regulations
2. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
3. We hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company
4. We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies on the design or operation of operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies
5. We have indicated based on our most recent evaluation, wherever applicable, to the Auditors
 - i. Significant changes, if any, in the internal control over financial reporting during the year
 - ii. Significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting..

(Sanjay Tibrewala)
Executive Director & CFO

Mumbai 29-May-2015

DECLARATION AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT

All Directors and Senior Management of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended 31st March, 2015.

For and on behalf of the Board

(Sanjay Tibrewala)
Executive Director & CFO

Place: Mumbai
Date: 29-May-2015

Annexure 1

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT

Amounts outstanding as on 31st March, 2015

1. Loans Given
2. Guarantees given
3. Investments made

Loans, guarantees and investments made during the Financial Year 2014-15

Name of Entity	Relation	Amount	Particulars	Purpose for which given
Manya Steels P.Ltd	WOS	26,00,000	Deposit for Rent	Business Purpose
Mutual Funds		5,72,10,370	Investments	Cash Management
Equity Shares		3,97,77,523	Investments	Cash Management
Fineotex Specialities FZE	WOS	14,66,893	Investments	Business Purpose

ANNEXURE 2

FORM AOC-2

(Pursuant to clause (h) of sub-section(3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form of disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the

Companies Act, 2013 including certain arms length transactions under third proviso thereto

1	Details of Contracts or arrangements or transactions not at arm's length basis					
a	Name of Related Party and Relationship	Surendrakumar Tibrewala CMD	Sanjay Tibrewala Wholtime Director	Kanaklata Tibrewala Relative of Directors	Proton Biochem P Ltd Significant influence of Directors	Sanjay Exports - Significant influence by Director
b	Nature of contracts/ arrangements/transactions	Remuneration & Rent for Office premises	Remuneration	Renting	Processing of chemicals & Interest on Deposit	Sale of goods for exports
c	Duration of the contract	1.10.2013 to 30.9.2016	1.10.2013 to 30.9.2016	3 years	Continuing 01-04-2014 to 31-03-2019	Continuing 01-04-2014 to 31-03-2019
d	Salient terms of contract including Value	Salary perquisites and retiral Rs.3825250 (incl payable Rs. 262850 & Rent Rs 882000(incl Rs. 66150 payable)	Salary perquisites and retiral Rs.3825250 (incl payable Rs. 262850	Rent of Office premises and Factory & Deposit Rs. 828000 (incl Rs. 62100 payable) and Deposit Rs. 19500000	Company gets the material processed from the party Rs. 20708086, Interest due for the year Rs. 600000, deposit given Rs. 5000000 and interest receivable Rs.1160000	Company's products were exported through the party Rs. 282748

FINEOTEX CHEMICAL LIMITED

e	Justification of contracts	Requirement of section 269 of Companies Act, 1956 of The Act	Business needs	For business. Approved by Regional Director and shareholders	Business requirement. Approved by Regional Director and shareholders	Business requirement. Approved by Regional Director and shareholders
f	Date of Board Approval	15/05/2013	15/05/2013	11/02/2013	31/12/2012	28/03/2007
g	Amount paid as Advance	Nil	Nil	19,500,000.00	5000000 at 12% pa interest	Nil
h	Date of Special resolution	27/09/2013	27/09/2013	23/09/2014	23/09/2014	23/09/2014
2	Details of Contracts or arrangements or transactions at arm's length basis					
a	Name of the related Party and relation	Fineotex Malaysia Ltd	BT Chemical SDN BHD	A V Nerurkar	FCL Landmarc P Ltd	Manya Steels P Ltd
		WOS	2nd Tier subsidiary	Company Secretary	WOS	WOS
b	Nature of transactions	Dividend	Dividend	Remuneration	Expense Incured	Rent payment
c	Duration of transactions	as and when	as and when	Full Year	as and when	as and when
d	Salient terms of the contract and value	5633172.00	4,301,950.00	Employment terms Rs. 501000	5000.00	Loan given Rs.2600000 and O/s Rs. 7900000
e	Details of approval of the Board, if any	Not required	15/12/2014	25/06/2007	14/02/2015	13/02/2015
f	Amount paid as Advance if any Rs.	Nil	Nil	Nil	Nil	Nil

(Sanjay Tibrewala)
Executive Director & CFO

(Alok Dhanuka)
Director

Place : Mumbai
Date : 29-May-2015

Annexure 3

Statement of Disclosure of Remuneration under section 197 of the Companies Act, 2012 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014

- 1 Ratio of the remuneration of each Executive Director to the median remuneration of the employees of the Company, the percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and Company Secretary during the year 2014-15

S. No.	Name of Employee	Designation	Ratio of Remuneration of each Director to median employee	% increase in Remuneration
1.	Suendrakumar Tibrewala	CMD	13 : 1	-9.10%
2.	Sanjay Tibrewala	Executive Director & CFO	13 : 1	-9.10%
3.	A V Nerurkar	Company Secretary	NA	16.7%

Note

- No remuneration is paid to Non Executive Directors.
- The Remuneration has decreased as the Executive Directors have not claimed certain perquisites during the year
 - The percentage increase in median employee for the financial year was 12.72%
 - The Company has 42 permanent employees including Executive Directors
 - Relationship between average increase in remuneration and Company's performance : The remuneration./ policy of the Company Employees is based on the philosophy to reward and drive performance culture. Every year the salary increases are decided to provide reward on the basis of market opportunity determined by benchmarking the rewards with similar profile organizations. Variable component is an important criteria which is dependent of individual performance rating, business performance and market competitiveness of the Company. The profits have increased over 90% while average increase in remuneration is 7.07% excluding Executive Directors.
 - Comparison of the remuneration of the key managerial personnel against the performance of the Company : As per the policy increases are dependent on actual performance rating as well as the business performance and increase in scope of work entrusted. The profit after tax increased by over 90% during the year which would have a reflection in next year's increase. During the year the increase is 16.7%.
 - The market capitalization has increased from Rs. 3310 lacks on 31-03-2014 to Rs. 20542 lacks on 31-03-2015. In March 2011 the shares were issued at Rs. 70 per share of face value of Rs. 10 each. The corresponding price stood at Rs. 223 (pre-bonus) per share of Rs. 10 each.
 - The average percentage increased in remuneration of employees other than Directors during the year is 7.07%.
 - The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid Director during the year – NA
 - The remuneration is paid as per the remuneration policy of the Company. There was no variable component.

On behalf of the Board

Sanjay Tibrewala	Alok Dhanuka
Director	Director
DIN: 00218525	DIN: 06491610

Mumbai 29th May, 2015

Annexure '4' Directors' Report

SECRETARIAL AUDIT REPORT

Form No. MR-3

For Financial Year Ended On 31st March, 2015.

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

FINEOTEX CHEMICAL LTD.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Fineotex Chemical Limited** (hereinafter called "The Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31st March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers and minute books as mentioned in **Annexure 1**, Forms and returns filed and other records maintained by **Fineotex Chemical Limited** ("The Company"), for the year ended on 31st March, 2015 according to the extent applicable provisions of:

- I. The Companies Act, 2013 ("**The Act**") and the Rules made thereunder, as applicable;
- II. The Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") to the extent applicable to the Company:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and
- VI. We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for Compliances under other applicable Act, Laws and Regulations to the Company as given to us.

We report that, since the Secretarial Standard-1 "Meeting of Board of Directors" and Secretarial Standard-2 "General Meetings" are effective from 1st July, 2015, compliance are not required for the year ended 31st March, 2015 as per notification dated 23rd April, 2015 issued by the Institute of Company Secretaries of India. We further report that the Company has complied with the applicable clauses of the Listing Agreement entered into by the Company with BSE limited and NSE limited.

We have also examined compliance with the applicable clauses of the following:

The Listing Agreements entered into by the Company with the BSE Limited and NSE limited. During the year under review and as per the explanations and clarifications given to us and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc mentioned above. However, the Company has an unspent amount during the year in the amount to be spent towards Corporate Social Responsibility.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has:

1. Has declared Bonus issue of Shares in the ratio 1:1 and shares were duly listed at BSE and NSE Limited.
2. Listed its Shares at National Stock Exchange limited vide listing agreement with NSE w.e.f 15th January, 2015.
3. Set up a wholly owned subsidiary as a 'Free Zone Enterprise' at RAK Investment Authority. Ras Al Khaimah, and United Arab Emirates for doing the business of specialty chemicals.

Date: 29th May 2015.

Place: Mumbai

For HS Associates
Company Secretaries

Hemant Shetye
Partner
FCS No.: 2827
CP No.: 1483

This report is to be read with our letter of even date which is annexed as Annexure 2 and it form an integral part of this report

ANNEXURE -1

REGISTERS, BOOKS, PAPERS AND MINUTE BOOKS MAINTAINED BY THE COMPANY.

1. Minutes of Board, Shareholders, Postal Ballot and Committee Meeting.
2. Register of Renewed or duplicate Share certificate.
2. Book of accounts.
3. Register of Members.
4. Index of Members.
5. Register of Directors and Key Managerial Personnel.
6. Register of Director's shareholdings.
7. Register of Charges.
8. Register of investments or loans made, guarantee or security provided.
9. Register of particulars of contracts in which Directors are interested.
10. Register of Contracts.
11. Register of Directors Attendance.
12. Register of Shareholders Attendance.
13. Register of Proxies.
14. Register of Transfers.
15. Register of Postal Ballot.

**For HS Associates
Company Secretaries**

**Mr. Hemant S. Shetye
Partner
FCS No.: 2827**

Date : 29th May, 2015.
Place : Mumbai

ANNEXURE-2

To,
The Members,
Fineotex Chemical Limited.

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For HS Associates
Company Secretaries**

Mr. Hemant Shetye
Partner
FCS No.: 2827

Date : 29th May, 2015
Place: Mumbai

Annexure '5' Directors' Report

NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

APPLICABLE

This Remuneration Policy applies to directors, senior management including its Key Managerial Personnel (KMP) and other employees of the Company.

GUIDING PRINCIPLE

The guiding principle is that the remuneration and the other terms of employment should effectively help in attracting and retaining committed and competent personnel.

While designing remuneration packages, industry practices and cost of living are also taken into consideration.

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

TERM / TENURE

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

1) Remuneration to Managing Director / Whole-time Directors:

- a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2) Remuneration to Non- Executive / Independent Directors:

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i) The Services are rendered by such Director in his capacity as the professional; and
 - ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

3) Remuneration to Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or

On behalf of Board of Directors

Sanjay Tibrewala
Executive Director & CFO
DIN: 00218525

Date : May 29, 2015
Place: Mumbai

Annexure 6 Directors' Report

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. Brief outline of Company's CSR Policy : The policy encompasses the company's philosophy for outlining its social responsibility lays down the guidelines and mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large. It was adopted by the Board on 23rd September, 2014.
2. Composition of Committee

Mr. Surendrakumar Tibrewala	Chairman
Mr. Sanjay Tibrewala	
Mr. Manmohan Mehta	Independent Director
The Committee met twice in the year	
3. Average Net Profits of the Company for last 3 years : Rs. 722.72 Lakhs
4. Prescribed CSR Expenditure (2% of Item 3) : Rs. 14.46 Lakhs
5. Details of Amount spent and unspent

a. Total Amount Spent	: Rs. 5.00 Lakhs
b. Amount Unspent	: Rs. 9.46 Lakhs
c. Reasons for not spending	: The Company had lesser time due to the new policy and would complete the spending of the balance amount in the 2015-16.
6. Amount spent for following activities :
 - a. Education of any persons and enable them to earn an independent livelihood and thereby become useful and efficient citizen of India.
 - b. Rendering help/assistance to deserving persons by payment of fees, allowances, scholarship for the purpose of education.
 - c. Rendering help or assistance to deserving and needy members of Indian community by means of cash allowance and providing necessities for life.
 - d. Rendering help to deserving persons for medical purpose, to run hospitals, aushadhalayas, maternity homes, sanitoriums, dispensaries, family welfare citizens.
 - e. Render financial help in establishing, conducting and maintaining houses for old aged and needy persons.
 - f. To provide financial assistance and supply items of necessity like food, clothing, medicine etc. for running and maintenance of houses for destitute, aged persons/retired needed persons.
 - g. Organize re-habilitation of destitute, old age persons wherever possible and provide assistance in cash.
 - h. To provide relief to people in distress like tempest, flood, earthquake, drought & other natural calamities.
 - i. To promote, establish, maintain, look after veterinary hospital for treatment of animals.
 - j. To look after family planning centres and nursing homes/ run eye bank, blood bank, organ banks etc.

The funds have been given to recognized trusts which carry out these activities. The Committee would in co-ordination through the Trustees would make best efforts to keep track that the expenses are utilized on an overall basis towards the objectives for which they have to be used.
6. CSR Committee Responsibility statement

The CSR Committee confirms that the implementation and monitoring of the CSR activities of the Company are in compliance with the CSR objectives and CSR Policy of the Company

For and on behalf of the Board

(Sanjay Tibrewala)
Executive Director & CFO
CSR Committee Member

Date : May 29, 2015
Place: Mumbai

Annexure 7 Directors' Report

EXTRACT OF ANNUAL RETURN

As on financial ended on 31st March, 2015

(Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules 2014)

Form No. MGT-9

1. Registration and other details

Company Identification Number (CIN)	L24100MH2004PLC144295
Registration Date	30 th January, 2004
Name of the Company	Fineotex Chemical Limited
Address of the Registered Office and Contact details	42/43, Manorama Chambers, SV Road, Bandra (West), Mumbai 400050. 022-26559174-77 Fax 022-26559178 info@fineotex.com: www.fineotex.com
Whether Listed Company	Yes on Bombay Stock Exchange Limited & National Stock Exchange of India Limited
Name, Address & Contact Details of Registrar & Transfer Agents	Bigshare Services Private Limited E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka Andheri (East), Mumbai 400 072.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacture of chemical products or preparations of a kind used in the textiles, paper, leather and like industries	20297	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:-

Sr. No	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Fineotex Mayalsia Limited		Subsidiary	100	2(87)
2	Rovatex Shd Bhd		Subsidiary	60	2(87)
3	BT Biotex Sdn Bhd		Subsidiary	60	2(87)
4	BT Chemicals Sdn Bhd		Subsidiary	60	2(87)
5	Fineotex Specialities FZE		Subsidiary	100	2(87)
6	Manya Private Limited	U24200MH2009PTC195660	Subsidiary	100	2(87)
7	FCL Landmarc Private Limited	U45400MH2013PTC240961	Subsidiary	100	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As On 01.04.2014)				No. of Shares held at the end of the year (As on 31.03.2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1) Indian									
a) Individual	7538553	0	753853	67.13	1530804	0	1530104	68.13	+1.00%
b) Central Govt or State Govt (s)	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	402800		402800	3.58	805600		805600	3.58	NIL
d) Banks /FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	NIL
Sub-total (A) (1):-	7941353	0	7941353	70.72	16107404	0	16107404	71.72	+1.00%

FINEOTEX CHEMICAL LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year (As On 01.04.2014)				No. of Shares held at the end of the year (As on 31.03.2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign:									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A) (1)+(A)(2)	7941353	0	7941353	70.72	16107404	0	16107404	71.72	+1.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	200000	0	200000	0.89	+0.89
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	200000	0	200000	0.89	+0.89
2. Non Institutions									
a) Bodies Corporate									
i) Indian	1118039	0	1118039	9.96	2102696	0	2102696	9.36	+0.60
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	924860	263	925123	8.23	870655	1371	872026	3.88	-4.35
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1210049	0	1210049	10.78	3094616	0	3094616	13.78	+3.00
c) Others (specify)									
i) Clearing Member	7173	0	7173	0.06	44071	0	44071	0.20	+0.14
ii) Non resident Indian	28074	0	28074	0.25	38809	0	38809	0.17	-0.08
Sub-total (B)(2):-	3288195	263	3288458	29.28	6150847	1371	6152218	27.39	-0.7

Category of Shareholders	No. of Shares held at the beginning of the year (As On 01.04.2014)				No. of Shares held at the end of the year (As on 31.03.2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Total Public Shareholding (B)=(B)(1)+ (B)(2)	3288195	263	3288458	29.28	6350847	1371	6352218	27.39	+0.19
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	11229548	263	11229811	100	22458251	1371	22459622	100	NIL

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2014)			Share holding at the end of the year (As on 31.03.2015)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Surendra Tibrewala	5719000	50.93	0	11438000	50.93	0	0
2	Surendrakumar Deviprasad Tibrewala	1151583	10.25	0	2393166	10.66	0	0.41
3	Kanaklata Tibrewala	328170	2.92	0	656340	2.92	0	0
4	Kamal Chemicals Pvt Ltd	295450	2.63	0	590900	2.63	0	0
5	Sanjay Tibrewala	321399	2.26	0	642798	2.86	0	0.6
6	Proton Biochem Pvt Ltd	107350	0.96	0	214700	0.96	0	0
7	Surendra Tibrewala	84550	0.75	0	169100	0.75	0	0
8	Ritu Tibrewala	1100	0.01	0	2200	0.01	0	0
9	Nidhi Tibrewala	0	0	0	200	0.00	0	0
	Total	8008602	71.32	0	16107404	71.72	0	1.00

(iii) Change in Promoters' Shareholding

Sl. No.		Shareholding at the beginning of the year (As on 01.04.2014)		Date*	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1.	Surendra Tibrewala	68,70,583	61.18	06.06.2014	45,000	Purchase	6915583	61.58
				20.03.2015	6915583	Bonus	13831166	
2.	Surendra Tibrewala (HUF)	84550	0.75	20.03.2015	84550	Bonus	169100	0.75
3.	Kanaklata Tibrewala	328170	2.92	20.03.2015	328170	Bonus	656340	2.92
4.	Kamal Chemicals Pvt Ltd	295450	2.63	20.03.2015	295450	Bonus	590900	2.63
5.	Sanjay Tibrewala	321399	2.86	20.03.2015	321399	Bonus	642798	2.86
6.	Proton Biochem Pvt Ltd	107350	0.95	20.03.2015	107350	Bonus	214700	0.95
7.	Ritu Tibrewala	1100	0.02	20.03.2015	1100	Bonus	2200	0.02
8.	Nidhi Tibrewala	100	0.00	20.03.2015	100	Bonus	200	0.00

* Date of transfer has been considered as the date on which the beneficiary was provided by the Depositories to your Company.

FINEOTEX CHEMICAL LIMITED

(iii) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Shareholder's Name	Shareholding		Date*	Increase/ (Decrease) in holding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
	For each of the top Ten Shareholders	No. of Shares at the beginning (01.04.2014)/ end of the year (31.03.2015)	% of total Shares of the company				No. of Shares	% of total Shares of the company
1.	Amitabh Harivansh Rai Bachchan	573452	5.11	01.04.2014				
				05.09.2014	(14350)	Sale	559102	4.98
				28.11.2014	(28010)	Sale	531092	4.73
				13.02.2015	20000	Purchase	551092	4.91
				20.03.2015	676822	Bonus	1227914	5.45
				27.03.2015	4500	Sale	1223414	5.45
		1223414	5.45	31.03.2015				
2.	Satvik Securities Pvt Ltd	215000	1.92	01.04.2014				
				13.06.2014	(200000)	Sale	15000	0.13
				20.02.2015	200000	Purchase	215000	1.91
				20.03.2015	15000	Bonus	230000	1.02
				27.03.2015	(147470)	Sale	82530	0.36
				31.03.2015	47470	Purchase	130000	0.58
		130000	0.58	31.03.2015				
3.	Nilam Sanjay Mittal	81581	0.73	01.04.2014				
				04.04.2014	1125	Purchase	82706	0.74
				11.04.2014	10856	Purchase	93562	0.83
				16.05.2014	14955	Purchase	108517	0.96
				23.05.2014	73678	Purchase	182195	1.62
				30.05.2014	5523	Purchase	187718	1.67
				06.06.2014	8022	Purchase	195740	1.74
				13.06.2014	2000	Purchase	197740	1.76
				11.07.2014	4118	Purchase	199858	1.78
				18.07.2014	13453	Purchase	213311	1.90
				25.07.2014	4230	Purchase	217541	1.94
				29.08.2014	25000	Purchase	242541	2.16
				30.09.2014	12123	Purchase	254664	2.27
				24.10.2014	1700	Purchase	256364	2.28
				06.03.2015	(25339)	Sale	231025	2.06
				20.03.2015	256364	Bonus	487389	2.17
		487389	2.17	31.03.2015				
4.	Asian Markets Securities Pvt Ltd.	50000	0.44	01.04.2014				
				04.04.2014	(2900)	Sale	47100	0.42
				11.04.2014	(17100)	Sale	30000	0.27
				16.01.2015	110000	Purchase	140000	1.25
				20.02.2015	(105000)	Sale	35000	0.31
				20.03.2015	140000	Bonus	175000	0.78
				31.03.2015	(35000)	Sale	140000	0.62
		140000	0.62	31.03.2015				

Sr. No.	Shareholder's Name	Shareholding		Date*	Increase/ (Decrease) in holding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of Shares at the beginning (01.04.2014)/ end of the year (31.03.2015)	% of total Shares of the company				No. of Shares	% of total Shares of the company
5.	Globe Capital Market Ltd	0	0	01.04.2014				
				25.04.2014	5000	Purchase	5000	0.04
				06.06.2014	(4500)	Sale	50	0.00
				30.06.2014	9450	Purchase	9500	0.08
				11.07.2014	(6780)	Sale	2720	0.02
				29.08.2014	(2620)	Sale	100	0.00
				30.09.2014	50	Purchase	150	0.00
				31.10.2014	(50)	Sale	100	0.00
				05.12.2014	2500	Purchase	2600	0.02
				12.12.2014	(2415)	Sale	185	0.00
				31.12.2014	30000	Purchase	30185	0.26
				02.01.2015	(5)	Sale	30180	0.26
				16.01.2015	(80)	Sale	30100	0.26
				23.01.2015	1	Purchase	30101	0.26
				06.03.2015	375	Purchase	30476	0.27
				13.03.2015	29	Purchase	30505	0.27
				20.03.2015	101	Purchase	30606	0.27
				27.03.2015	8971	Bonus	39577	0.35
				31.03.2015	393823	Purchase	433400	1.93
		433400	1.93	31.03.2015				
6.	Anoop Jain	91711	0.82	01.04.2014				
				30.05.2014	(38671)	Sale	53040	0.47
				06.06.2014	48750	Purchase	101790	0.91
				13.06.2014	20100	Purchase	121890	1.09
				30.06.2014	11725	Purchase	133615	1.19
				31.12.2014	(25000)	Sale	108615	0.97
				09.01.2015	(2500)	Sale	106115	0.94
				16.01.2015	(2500)	Sale	103615	0.92
				27.02.2015	15000	Sale	88615	0.79
				20.03.2015	103615	Bonus	192230	0.86
				27.03.2015	2430	Purchase	194660	0.87
				31.03.2015	100000	Purchase	294660	1.31
		294660	1.31	31.03.2015				
7.	Resonance Opportunities Fund	0	0	01.04.2014				
				28.11.2014	50000	Purchase	50000	0.46
				05.12.2014	50000	Purchase	100000	0.89
				20.03.2015	100000	Bonus	200000	0.89
		200000	0.89	31.03.2015				

FINEOTEX CHEMICAL LIMITED

Sr. No.	Shareholder's Name	Shareholding		Date*	Increase/ (Decrease) in holding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
	For each of the top Ten Shareholders	No. of Shares at the beginning (01.04.2014)/ end of the year (31.03.2015)	% of total Shares of the company				No. of Shares	% of total Shares of the company
8.	Sushila Rambabu Mittal	0	0	01.04.2014				
				01.08.2014	16891	Purchase	16891	0.15
				08.08.2014	17730	Purchase	34621	0.31
				15.08.2014	3338	Purchase	37959	0.34
				29.08.2014	1433	Purchase	39392	0.35
				05.09.2014	6500	Purchase	45892	0.41
				12.09.2014	20798	Purchase	66690	0.59
				19.09.2014	4266	Purchase	70956	0.63
				21.11.2014	2500	Purchase	73456	0.65
				12.12.2014	1232	Purchase	74688	0.67
				31.12.2014	2500	Purchase	77188	0.69
				20.03.2015	77188	Bonus	154376	0.69
		154376	0.69	31.03.2015				
9.	Prolific Finvest Private Limited	0	0	01.04.2014				
				09.01.2015	24945	Purchase	24945	0.22
				16.01.2015	55	Purchase	25000	0.22
				23.01.2015	40000	Purchase	65000	0.58
				20.03.2015	65000	Bonus	130000	1.16
		130000	1.16	31.03.2015				
10.	Upsurge Investment & Finance Ltd	0	0	01.04.2014				
				06.02.2015	9000	Purchased	9000	0.08
				13.02.2015	25000	Purchased	34000	0.30
				27.02.2015	63831	Purchased	97831	0.87
				06.03.2015	30000	Purchased	127831	1.14
				20.03.2015	34000	Bonus	161831	0.72
		161831	0.72	31.03.2015				

* Date of transfer has been considered as the date on which the beneficiary was provided by the Depositories to your Company.

(iv) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding		Date*	Increase/ (Decrease)	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
	For Each of the Directors and KMP	No. of Shares at the beginning of the year (01.04.2014) / end of the year (31.03.2015)	% of total Shares of the company				No. of Shares	% of total Shares of the company
1.	Surendrakumar Tibrewala	68,70,583	61.18	06.06.2014				
				20.03.2015	45,000	Purchase	6915583	61.58
		13831166	61.58	31.03.2015	6915583	Bonus	13831166	61.58
2.	Sanjay Tibrewala	321399	2.86	20.03.2015	321399	Bonus	642798	2.86
		642798	2.86	31.03.2015				
3.	Ritu Gupta	1100	0.02	20.03.2015				
		2200	0.02	31.03.2015	1100	Bonus	2200	0.02
4.	Navin Mittal	--	--				--	--
5.	Manmohan Mehta	--	--				--	--
6.	Alok Dhanuka	--	--				--	--
7.	A V Nerurkar	100	0.00	20.03.2015				
		200	0.00	31.03.2015	100	Bonus	200	0.00

*Date of transfer has been considered as the date on which the beneficiary was provided by the Depositories to your Company.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	36610096	Nil	Nil	36924780
ii) Interest due but not paid	-	Nil	Nil	-
iii) Interest accrued but not due	314684	Nil	Nil	-
Total (i+ii+iii)	36924780	Nil	Nil	36924780
Change in Indebtedness during the financial year				
Additions	10149522	Nil	Nil	-
Deletions	28985596	Nil	Nil	
Net Change	(1883674)	Nil	Nil	
Indebtedness at the end of the financial year				
i) Principal Amount	17774022	Nil	Nil	7685152
ii) Interest due but not paid	-	Nil	Nil	-
iii) Interest accrued but not due	60652	Nil	Nil	-
Total (i+ii+iii)	17834674	Nil	Nil	7685152

Trade deposits from customers not considered as deposits u/s 2(31) of the Companies Act, 2013.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. no.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount (Rs.)
		Surendra Tibrewlala (Managing Director)	Sanjay Tibrewala (WTD and CFO)	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	32,40,000	32,40,000	64,80,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission: - as % of profit - others, specify	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	32,40,000	32,40,000	64,80,000
	Ceiling as per the Act	84,00,000	84,00,000	1,68,00,000

B. Remuneration To Other Directors:

Sl. no.	Particulars of Remuneration	Name of Director			Total Amount (Rs.)
		Manmohan Mehta	Navin Mittal	Alok Dhanuka	
1.	Independent Director				
	a. Fee for attending board / committee meetings.	NIL	NIL	NIL	NIL
	b. Commission	NIL	NIL	NIL	NIL
	c. Others, please specify	NIL	NIL	NIL	NIL
	Total (1)				NIL

FINEOTEX CHEMICAL LIMITED

Sl. no.	Particulars of Remuneration	Name of Director	Total Amount (Rs.)
2.	Other Non-Executive Directors	Ritu Aditya Gupta	
	a. Fee for attending board / committee meetings	NIL	NIL
	b. Commission	NIL	NIL
	c. Others, please specify	NIL	NIL
	Total (2)	NIL	NIL
	Total (B)=(1+2)	NIL	NIL
	Total Managerial Remuneration		64,80,000
	Overall Ceiling as per the Act		1,76,54,522

C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTd

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			Total Amount (Rs.)
		CEO	A V Nerurkar Company Secretary	Sanjay Tibtrewala (CFO)	
1.	Gross salary		5,01,000	As in A above 32,40,000	501000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961				
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit - others, specify...				
5.	Others, please specify				
	Total		5,01,000		5,01,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

During the year, no penalties were levied against the Corporation, its directors or any of its officers under the Companies Act, 2013 nor was there any punishment or compounding of offences against the Corporation, its directors or any of its officers.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FINEOTEX CHEMICAL LIMITED REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying Standalone Financial Statements of **FINEOTEX CHEMICAL LIMITED** ('the Company') which comprises the Balance Sheet as at 31st March 2015, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and a summary of Significant Accounting Policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management and Board of Directors of the Company, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its profit and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of written representations received from the directors as on 31st March 2015, and taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2015 from being appointed as a director in terms of sub-section (2) of section 164 of the Act.
 - f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - refer note 27 to the financial statements.
 - ii. The Company did not have any material foreseeable losses on its long term contract including derivative contracts
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund.

For **UKG & Associates**
Chartered Accountants
Firm Regn No : 123393W

Champak K. Dedhia

Partner

Membership No: 101769

Place: Mumbai
Date: 29th May, 2014

ANNEXURE TO THE AUDITOR REPORT

(Referred to in Paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

1. Fixed Assets:

- a. The Company has maintained proper records showing full particulars including quantitative details and situations of fixed assets.
- b. The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

2. Inventories:

- a. The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable.
- b. In our opinion, the procedures for the physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c. On the basis of our examination of records of inventory, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noted on physical verification between the physical stocks and the book records were not material.

3. Loans and Advances Granted:

- a. According to the verification of books and records and the information and explanation given to us, the Company has not granted any loans that are repayable on demand, to companies covered in the register maintained under section 189 of the Act. Hence, the requirement of clause (iii) of paragraph 3 of the Order is not applicable to the Company.

4. Internal Controls:

In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company and according to the information and explanations given to us, we have not observed continuing failure to correct major weaknesses in the internal control system.

5. Deposits:

The Company has not accepted any deposits covered under the provisions of section 73 to 76 of the Act and rules made thereunder, hence clause (v) of paragraph 3 of the said order is not applicable to the Company.

6. Cost Records:

We have broadly reviewed the books of account maintained by the Company pursuant to the rules prescribed by the Central Government for the maintenance of cost records under Section 148(1) of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records.

7. Statutory Dues:

- a. According to the information and explanations given to us and based on the records examined by us, the Company has

been generally regular in depositing undisputed statutory dues including provident fund, Employee's State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Value Added Tax, Custom Duty, Excise Duty, Cess and other material statutory dues as and wherever applicable to the Company, with appropriate authorities and no dues remain outstanding for a period of more than six months from the date they became payable.

- b. According to the information and explanations given to us and based on the records of the Company examined by us, there are no dues of Sales Tax, Wealth Tax, Service Tax, Value Added Tax, Custom Duty, Excise Duty and cess which have not been deposited on account of any dispute except for the following

Name of Statute	Nature of dues	Amount (in Rs.)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income tax	2,14,820/-	A.Y. 2012-13	CIT(A) – 20

- c. Based on the records of the Company examined by us, there has been no delay in transferring the amount required to be transferred to Investor Education and Protection Fund by the Company in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder..

8. Accumulated Losses:

The Company has no accumulated losses at the end of financial year and it has not incurred cash losses in the current and in the immediately preceding financial year.

9. Dues To Financial Institutions/Banks:

According to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company has not defaulted in repayment of dues to Financial Institutions or Banks or Debenture holders, wherever applicable to the Company.

10. Guarantees Given

According to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks and financial institutions.

11. Application of Term Loan

According to the information and explanations given to us, as also on the basis of books and records examined by us, the Company has not obtained any fresh term loans during the audit period.

12. Frauds:

To the best of our knowledge and belief, according to the information and explanations given to us, no fraud on or by Company have been noticed or reported during the year.

For **UKG & Associates**
Chartered Accountants
Firm Regn No : 123393W

Champak K. Dedhia
Partner
Membership No: 101769

Place: Mumbai
Date: 29th May, 2014

BALANCE SHEET AS AT 31ST MARCH, 2015

(In Rs.)

Particulars	Note No.	As At March 31, 2015	As At March 31, 2014
I. EQUITY AND LIABILITIES			
1. SHAREHOLDERS' FUNDS			
Share Capital	3	224,596,220	112,298,110
Reserves and Surplus	4	482,723,012	488,824,720
		707,319,232	601,122,830
2. NON-CURRENT LIABILITIES			
Long Term Borrowings	5	-	7,321,057
		-	7,321,057
3. CURRENT LIABILITIES			
Short Term Borrowings	6	10,149,522	-
Trade Payables	7	95,890,630	110,716,562
Other Current Liabilities	8	11,640,262	34,255,263
Short Term Provisions	9	23,067,655	7,183,070
		140,748,068	152,154,896
Total		848,067,300	760,598,783
II. ASSETS			
1. NON-CURRENT ASSETS			
Fixed Assets			
Tangible Assets	10	105,209,310	67,870,135
Capital Work In Progress	10	262,555	-
Non-Current Investments	11	134,002,544	93,286,158
Deferred Tax Assets (Net)	12	4,849,881	4,367,857
Long Term Loans and Advances	13	96,514,063	79,044,285
		340,838,353	244,568,435
2. CURRENT ASSETS			
Current Investments	14	251,214,774	156,067,868
Inventories	15	47,480,993	59,273,152
Trade Receivables	16	168,460,244	171,125,873
Cash and Cash Equivalents	17	27,097,525	81,387,160
Short Term Loans and Advances	18	3,744,081	34,985,041
Other Current Assets	19	9,231,331	13,191,256
		507,228,947	516,030,349
Total		848,067,300	760,598,784
Significant Accounting Policies			
See accompanying Notes to the Financial Statements	1 to 41		

As per our Report of even date

For **UKG & Associates**
Chartered Accountants
(Firm Registration No : 123393W)

Champak K. Dedhia
Partner
Membership No.: 101769

Mumbai, 29th May, 2015

For on behalf of Board of Directors

Sanjay Tibrewala
Executive Director & CFO
DIN : 00218525

Mumbai, 29th May, 2015

Alok Dhanuka
Director
DIN : 06491610

FINEOTEX CHEMICAL LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

(In Rs.)

Particulars	Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
INCOME			
Revenue from Operations (Gross)	20	713,529,102	589,159,311
Less: Excise Duty		63,607,910	54,572,525
- Revenue from Operations (Net)		649,921,192	534,586,786
- Other Income	21	48,144,111	37,501,700
Total		698,065,302	572,088,486
EXPENSES			
- Cost of Materials Consumed	22	429,381,533	404,822,914
- Changes in Inventories of Work-in-Progress	23	5,135,643	(9,727,782)
- Employee Benefit Expenses	24	21,753,715	21,753,559
- Finance Costs	25	2,241,926	3,427,205
- Other Expenses	26	81,035,686	67,485,370
- Depreciation	10	4,410,243	2,069,261
Total		543,958,746	489,830,527
Profit Before Tax and Exceptional Items		154,106,557	82,257,959
Exceptional Items		-	1,969,528
Profit Before Tax		154,106,557	80,288,431
Tax Expenses			
- Current Tax		42,500,000	21,600,000
- Deferred Tax		(401,909)	577,442
- Short / (Excess) Tax Provision for Earlier Years		-	25,334
Profit after Tax		112,008,466	58,085,655
Earning per Equity Share (Face value Rs. 10 each)			
Basic and Diluted	31	4.99	2.59
Significant Accounting Policies			
See accompanying Notes to the Financial Statements	1 to 41		

As per our Report of even date

For **UKG & Associates**
Chartered Accountants
(Firm Registration No : 123393W)

Champak K. Dedhia
Partner
Membership No.: 101769

Mumbai, 29th May, 2015

For on behalf of Board of Directors

A. V. Nerurkar
Company Secretary

Sanjay Tibrewala
Executive Director & CFO
DIN : 00218525

Mumbai, 29th May, 2015

Alok Dhanuka
Director
DIN : 06491610

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015

Particulars	(In Rs.)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Cash flow from operating activities		
Net Profit before tax as per Statement of Profit and Loss	154,106,557	80,288,431
<u>Non-cash adjustment to reconcile profit before tax to net cash flows :</u>		
Depreciation/amortization on continuing operations	4,410,243	2,069,261
Loss on sale of fixed assets	137,559	298,596
Net gain on sale of Investments	(37,588,241)	(14,724,503)
Exchange Difference amortised	7,016,117	5,283,332
Provision for diminution in value of investments	(79,936)	(356,877)
	<u>128,002,298</u>	<u>72,858,239</u>
<u>Non-operating adjustments to derive net cash flow from operating activities</u>		
Interest expense	1,052,338	2,564,431
Interest income	(4,521,468)	(10,695,326)
Dividend income	(5,842,627)	(11,688,750)
Operating profit before working capital changes	<u>118,690,541</u>	<u>53,038,594</u>
<u>Movements in working capital</u>		
Increase/(Decrease) in trade payables	(14,825,932)	38,367,358
Increase/(Decrease) in short term provisions	24,276	1,472,672
Increase/(Decrease) in other current liabilities	(950,463)	2,317,439
(Increase)/Decrease in trade receivables	2,665,628	(57,381,176)
(Increase)/Decrease in trade inventories	11,792,159	(17,386,950)
(Increase)/Decrease in long term loans and advances	(12,219,778)	(7,893,946)
(Increase)/Decrease in short term loans and advances	6,581,360	(6,196,663)
(Increase)/Decrease in Other Current Assets	3,583,117	(272,073)
Cash generated from operations	<u>115,340,909</u>	<u>6,065,255</u>
Direct taxes paid (net of refunds)	<u>(33,393,940)</u>	<u>(18,601,155)</u>
Cash flow generated from operating activities	<u>81,946,969</u>	<u>(12,535,900)</u>
<u>Cash flows from Investing activities</u>		
Purchase of fixed assets, including intangible assets, CWIP and capital advances	(47,685,233)	(6,796,689)
Proceeds on sale of Fixed Assets	50,000	55,000
Purchase of Investments in subsidiary	(938,862)	(7,294,311)
Purchase of Other Investments	(264,052,949)	(72,229,444)
Proceeds from sale/maturity of Investments	166,796,698	136,260,135
Interest received	4,521,468	10,695,326
Dividend received	6,219,435	5,678,770
<u>Loans & Advances (given) / Recd Back</u>		
- Subsidiary Companies	5,300,000	(5,292,900)
- Others	19,359,600	(20,000,000)
Fixed Deposits with Bank Withdrawn / (Placed)	59,356,327	10,837,606
Net cash flow from/(used in) investing activities (B)	<u>(51,073,516)</u>	<u>51,913,493</u>

FINEOTEX CHEMICAL LIMITED

Particulars	<i>(In Rs.)</i>	
	For the year ended March 31, 2015	For the year ended March 31, 2014
<u>Cash flows from Financing activities</u>		
Proceeds / (Repayment) from Long term borrowings	(29,289,037)	(26,506,079)
Proceeds / (Repayment) from Short term borrowings	10,149,522	(1,777,703)
Interest paid	(1,052,338)	(2,564,431)
Dividends paid	(5,614,906)	(5,614,906)
Dividend distribution tax	-	(23,329)
Net cash flow from/(used in) financing activities (C)	(25,806,759)	(36,486,448)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	5,066,694	2,891,145
Cash and cash equivalents at the beginning of the year	5,112,756	2,221,611
Cash and cash equivalents at the end of the year	10,179,450	5,112,756
Components of cash and cash equivalents		
Cash on hand	2,090,336	193,515
<u>With banks-</u>		
in current Accounts	8,065,246	4,899,745
in Earmarked Accounts	23,868	19,496
Total Cash and cash equivalents	10,179,450	5,112,756
Significant Accounting Policies 2		
Notes: Figures in brackets represent outflows of cash and cash equivalents		

As per our Report of even date

For **UKG & Associates**
Chartered Accountants
(Firm Registration No : 123393W)

Champak K. Dedhia
Partner
Membership No.: 101769

Mumbai, 29th May, 2015

A. V. Nerurkar
Company Secretary

For on behalf of Board of Directors

Sanjay Tibrewala
Executive Director & CFO
DIN : 00218525

Alok Dhanuka
Director
DIN : 06491610

Mumbai, 29th May, 2015

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

1 CORPORATE INFORMATION

Fineotex Chemical Limited (The Company) is a public limited Company domiciled in India and incorporated under the Companies Act, 1956. The Company was incorporated in 2004 and is listed on Bombay Stock Exchange and on the National Stock Exchange. The Company is engaged in the business of manufacturing and trading of Chemicals. The Company is one of the leading manufacturers of chemicals for textiles, construction, water-treatment, fertiliser, leather and paint industry.

2 SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Preparation of Financial Statements:

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP). Pursuant to S. 133 of the Companies Act, 2013 read with rule 7 of Companies (Accounts) Rules, 2014 till the standards of accounting or any addendum thereto are prescribed by central government in consultation and recommendation of the National Financial reporting Authority, the existing accounting standards notified under Companies Act, 1956 shall continue to apply. Consequently these financial statements have been prepared to comply in all material aspects with the Accounting Standards notified under Sec 211(3C) [Companies (Accounting Standard) Rules, 2006 as amended] of the Companies Act, 1956 and other relevant provisions of the Companies Act, 2013.

B. Use of Estimates:

The preparation of financial statements in conformity with Indian GAAP required judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Estimates and assumptions used in the preparation of the financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the Financial Statements, which may differ from the actual results at a subsequent date. Differences between the actual results and estimates are recognized in the year in which the results are known / materialized.

C. Basis of Accounting:

The financial statements are prepared:

- i. On the historical cost convention.
- ii. On a going concern basis.
- iv. On mercantile system of accounting and recognizes income and expenditure on an accrual basis except those with significant uncertainties.
- v. In accordance with the relevant presentation requirements of Schedule III of the Companies Act, 2013 to the extent applicable.

D. Fixed Assets:

i. Tangible Assets

Fixed Assets are stated at their original cost of acquisition including incidental expenses related to acquisition and installation of the concerned assets. Fixed Assets are shown net of accumulated depreciation and amortisation. Historical cost comprises of the acquisition price or construction price and all direct and indirect costs attributable to bring the asset to the working condition for intended use, but excluding any Cenvat/Service Tax / Value Added Tax credit available. Borrowing cost directly attributable to acquisition / construction of fixed asset which necessarily takes a substantial period of time to get ready for their intended use are capitalised.

Capital Work in Progress comprises the cost of fixed assets that are not yet ready for their intended use at the reporting date.

ii. Intangible Assets

Intangible Assets are stated at cost of acquisition less accumulated amortization. Amortization is done on Straight Line Method.

E. Depreciation:

- i. Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II to the Companies Act, 2013. Accordingly, the unamortised carrying value is being depreciated / amortised over the revised / remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1st April, 2014 have been adjusted net of tax, in the opening balance of Profit and Loss Account.
- ii. Depreciation on additions to assets during the year is being provided on pro-rata basis from the date of acquisition/ installation.

- iii. Depreciation on assets sold, discarded or demolished during the year, is being provided at their respective rates on pro-rata basis upto the date on which such assets are sold, discarded or demolished.
- iv. For assets costing Rs.5000/- or less, depreciation is fully provided.

F. Inventories:

- i. Cost of Inventories have been computed to include all cost of Purchases, Cost of Conversion and other costs incurred in bringing the inventories to their present location and condition.
- ii. Raw materials are valued at cost. The costs are ascertained using the FIFO method, except in case of slow moving and obsolete materials, at lower of cost or estimated realizable value. Materials and other supplies held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.
- iii. Work-in-progress and finished goods are valued at the lower of cost or estimated realizable value. Cost represents prime cost, and includes appropriate portion of overheads.
- iv. Scrap is valued at estimated realizable value.

G. Foreign Currency Transactions:

- i. Transactions in foreign currencies are normally recorded at the exchange rate prevailing on the date of the transaction.
- ii. Monetary items denominated in foreign currencies at the year end are restated at the year end rates.
- iii. Exchange difference arising on reporting of long term foreign currency monetary items (other than related to acquisition of depreciable Fixed Assets) at rates different from those at which they were initially recorded during the period or reported in previous financial statement which were until now being recognized in the statement of Profit and Loss are now being accumulated in "Foreign Currency Monetary Item Translation Reserve Account" and amortized in the statement of Profit and Loss over the remaining life of the long term foreign currency monetary items.
- iv. Non Monetary items denominated in foreign currencies are carried at cost.

H. Research and Development:

- i. Capital Expenditure, if any is shown separately in Fixed Assets.
- ii. Research and development cost (other than cost of fixed assets acquired) are charged as an expense in the year in which they are incurred.

I. Investments:

- i. Investments are stated at their cost of acquisition. Long term investments are carried at cost. In case there is any diminution of permanent nature in value of Investments, the same is provided for.
- ii. Current Investments are valued at cost of acquisition, less provision for diminution, as necessary, if any.
- iii. Unquoted current investments are stated at the lower of cost and fair value where available.

J. Revenue Recognition:

- i. The Company recognizes revenues on the sale of products when the products are delivered to the customer or when delivered to the carrier for exports sales, which is when risks and rewards of ownership pass to the customer. Sales are net of taxes on sales and sales returns.
- ii. Other income is accounted for on accrual basis when it is reasonably certain that the ultimate collection will be made.
- iii. Interest is accrued over the period of loan/ investment.
- iv. Dividend on shares and mutual funds is accounted as and when the right to receive is established.

K. Leases:

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item are classified as operating leases. Operating lease payments are recognized as an expense in Statement of Profit and Loss.

L. Impairment of Assets:

An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

M. Borrowing Costs:

- i. Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalised as part of cost of such assets till such time as the assets are ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale.
- ii All other borrowing costs are recognised as an expense in the period in which they are incurred.

N. Taxation:

Provision for taxation is made on the basis of the taxable profits computed for the current accounting period in accordance with the applicable tax rates and tax laws. Deferred Tax resulting from timing difference between Book Profits and Tax Profits is accounted for at the applicable rate of tax to the extent the timing differences are expected to crystallize, in case of Deferred Tax Liabilities with reasonable certainty and in case of Deferred Tax Assets with virtual certainty that there would be adequate future taxable income against which Deferred Tax Assets can be realized.

O. Employment Retirement Benefits:

- i. Benefits in the form of Provident Fund whether in pursuance of law or otherwise which are defined contributions is accounted on accrual basis and charged to Statement of Profit and Loss of the year.
- ii. Long term employee benefits under defined benefit scheme such as contribution to gratuity are determined at the close of the year at present value of the amount payable using actuarial valuation techniques. Actuarial gains and losses are recognized in the year when they arise.
- iii. Termination benefits such as compensation under voluntary retirement scheme are recognized as a liability in the year of termination.

P. Cash Flow Statements:

The Cash Flow Statement has been compiled from and is based on the Balance Sheet as at 31st March 2015 and the related Statement of Profit and Loss for the year ended on that date. The cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standard - 3 on Cash Flow Statement issued by the ICAI.

Q. Provisions, Contingent Liabilities and Contingent Assets:

Necessary provisions are made for present obligations that arise out of past events prior to the Balance Sheet date entailing future outflow of economic resources. Such provisions are not discounted to their present value and are determined based on the best estimates required to settle the obligation at the reporting date. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

R. Earnings per share:

- i Basic earning per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.
- ii For the purpose of calculating the diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.
- iii. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issue, including for changes effected prior to the approval of the financial statements by the Board of directors.

S. Operating Cycle for current and non-current classification:

Operating cycle for the business activities of the Company covers the duration of product line/ service including the defect liability period, wherever applicable and extends up to the realization of receivables within the agreed credit period normally applicable to the respective lines of business.

FINEOTEX CHEMICAL LIMITED

3 - Share Capital

(In Rs.)

Particulars	March 31, 2015	March 31, 2014
Authorised		
23,000,000 (13,000,000) Equity shares of Rs. 10/- each	230,000,000	130,000,000
	230,000,000	130,000,000
Issued, Subscribed and Paid-up		
22,459,622 (11,229,811) Equity shares of Rs. 10/- each fully paid up	224,596,220	112,298,110
Total	224,596,220	112,298,110

i. Shareholders holding more than 5 % of Equity Shares

Name of the Shareholder	March 31, 2015		March 31, 2014	
	No. of Shares	% held	No. of Shares	% held
Mr. Surendra Tibrewala	13,831,166	61.58%	6,870,583	61.18%
Mr. Amitabh Harivansh Rai Bachchan	1,223,414	5.45%	573,452	5.11%

ii. Reconciliation of the number of Equity Shares outstanding

Particulars	March 31, 2015	March 31, 2014
	No. of Shares	No. of Shares
Number of shares at the beginning of the year	11,229,811	11,229,811
Add: Bonus shares issued	11,229,811	-
Number of shares at the end of year	22,459,622	11,229,811

- iii. The Company has allotted 1,12,29,811 fully paid-up equity shares of face value Rs.10/- each during the year ended 31st March, 2015 pursuant to the bonus issue approved by the shareholders through postal ballot by capitalization of Securities Premium. Bonus equity shares are issued in proportion of 1 : 1 i.e. 1 (one) equity shares of Rs. 10/- each fully paid up for existing 1 (one) equity share of Rs. 10/- each fully paid up.
- iv. The Company has only one class of shares referred to as equity shares having a par value of Rs. 10/-. Each holder of equity shares is entitled to one vote per share.
- v. In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all the preferential amounts. The distribution would be in proportion of the number of Equity shares held by the Equity Shareholders.

4 - Reserves and Surplus

(In Rs.)

Particulars	March 31, 2015	March 31, 2014
Capital Reserve	1,085,354	1,085,354
Securities Premium Account		
Balance at the beginning of the year	234,318,990	234,318,990
Less : Amount utilised for issuance of Bonus shares (Refer note 3 (iii))	112,298,110	-
Balance of the end of the year	122,020,880	234,318,990
Foreign Currency Monetary Item Translation Reserve		
Balance at the beginning of the year	(7,452,532)	(9,257,284)
Add : Additions during the year	(303,441)	(3,478,580)
Less : Amortised during the year	7,016,117	5,283,332
Balance of the end of the year	(739,856)	(7,452,532)
Profit and Loss Account		
Balance at the beginning of the year	260,872,909	207,514,190
Less : Additional Depreciation (net of tax) pursuant to enactment of Schedule II of the Companies Act, 2013 (Refer note 4 (ii))	155,586	-
Add : Net Profit after tax for the year	112,008,466	58,085,655
Less : Appropriations		
Proposed Dividend on Equity Shares	11,229,811	5,614,906
Tax on Dividend	1,139,344	(887,970)
Balance of the end of the year	360,356,634	260,872,909
Total	482,723,012	488,824,721

Note:

- i. The Company has exercised the option under paragraph 46A(1) of Accounting Standard - 11 (revised 2003) 'The effect of changes in Foreign Exchange rates' as notified by Ministry of Company Affairs vide notification dated 29th December, 2011. Consequently the foreign exchange loss arising on reporting/settlement of long term foreign currency monetary items (other than relating to acquisition of depreciable fixed assets) amounting to Rs. 303,441/- (Rs.3,478,580) for the year ended 31st March 2015 has been accumulated in "Foreign Currency Monetary Translation Difference Account"whereby the cumulative balance stands at Rs. 7,755,973/- (Rs. 12,735,864/-). During the year an amount of Rs. 70,16,117/- (Rs 5,283,332/-) has been amortized.
- ii. Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II. Accordingly, the written down value of Fixed Assets whose lives have expired as at 1st April, 2014 have been adjusted net of tax, in the opening balance of Profit and Loss Account amounting to Rs. 155,586/- .

5 - Long Term Borrowings

(in Rs.)

Particulars	March 31, 2015	March 31, 2014
Secured Borrowings		
Term Loan from Bank	-	7,321,057
Total	-	7,321,057

Note:

- i. Term loan from bank is secured by way of exclusive first charge created by hypothecation of the total current assets including receivables (both present and future) of the Company. Fixed Deposits of the Company of Rs. 85,00,000/- have been marked as lien in favour of the Bank as a collateral security. Interest is charged at six months LIBOR plus 4.50% p.a. and is payable quarterly on the outstanding loan amount. The said loan is repayable during the financial year 2015-16 and accordingly it is regrouped under Other Current Liabilities as "Current Maturities of Long Term Debt"
- ii. Details of Terms of repayment:

Details of Installments	Period of Loan	Outstanding Balance	
		March 31, 2015	March 31, 2014
1 Quarterly installment of US \$ 121,815/- each	Apr 01, 2015 to Apr 27, 2015	7,685,152	36,610,094
		7,685,152	36,610,094

6 - Short Term Borrowings

(in Rs.)

Particulars	March 31, 2015	March 31, 2014
Secured Borrowings		
- Bank Overdraft	10,149,522	-
Total	10,149,522	-

Note:

Bank Overdraft is secured against Bank Fixed Deposits and pledge/lien of securities held by the Company and personal guarantee of directors.

7 - Trade Payables

(in Rs.)

Particulars	March 31, 2015	March 31, 2014
Trade Payables		
Other than Micro, Small and Medium Enterprises	95,890,630	110,716,562
Total	95,890,630	110,716,562

FINEOTEX CHEMICAL LIMITED

8 - Other Current Liabilities

(in Rs.)

Particulars	March 31, 2015	March 31, 2014
Current maturities of Long Term Debt (Secured)	7,624,500	29,289,039
Interest accrued but not due on Borrowings	60,652	314,684
Advance from customers	727,455	2,088,440
Trade deposits	1,316,027	616,027
Interest payable on Trade deposits	357,870	311,520
Other		
Unclaimed dividend	23,867	19,496
Statutory dues	1,529,891	1,616,058
Total	11,640,262	34,255,263

9 - Short Term Provisions

(in Rs.)

Particulars	March 31, 2015	March 31, 2014
Provision for Employee Benefits		
Provision for leave encashment	177,518	69,058
Provision for gratuity (Refer note 24(i))	-	84,184
Others		
Provision for Income tax (net of Advance Tax)	10,520,982	1,414,922
Proposed dividend	11,229,811	5,614,906
Provision for dividend tax	1,139,344	-
Total	23,067,655	7,183,070

10 - Fixed Assets

Sr. No.	Particulars	Gross Block				Depreciation				Net Block	
		As on 01st April 2014	Additions during the year	Deletion / Adjustment	As on 31st March 2015	As on 01st April 2014	For the year	Deletion / Adjustment	As on 31st March 2015	As on 31st March 2015	As on 31st March 2014
1	Freehold Land	19,812,341	9,809,342	-	29,621,683	-	-	-	-	29,621,683	19,812,341
2	Leasehold Land	10,200,000	14,974,800	-	25,174,800	-	-	-	-	25,174,800	10,200,000
3	Building	5,961,278	14,231,140	-	20,192,418	911,775	342,562	-	1,254,338	18,938,081	5,049,503
4	Leasehold improvements	4,376,699	-	-	4,376,699	357,677	268,180	-	625,857	3,750,842	4,019,022
5	Plant and Machinery	26,235,492	907,904	229,200	26,914,196	4,355,804	1,602,095	41,641	5,916,259	20,997,937	21,879,688
6	Electric Installation	1,236,318	-	-	1,236,318	291,878	185,518	-	477,395	758,922	944,440
7	Furniture and Fixtures	1,516,499	-	-	1,516,499	493,371	214,024	-	707,395	809,104	1,023,127
8	Computers	1,448,005	68,961	-	1,516,966	798,658	452,097	(78,045)	1,328,800	188,165	649,346
9	Vehicles	5,491,046	2,035,204	-	7,526,250	1,793,602	1,157,045	-	2,950,647	4,575,603	3,697,444
10	Office Equipments	705,051	145,327	-	850,378	109,828	188,721	(157,656)	456,205	394,173	595,223
	Total	76,982,729	42,172,678	229,200	118,926,207	9,112,594	4,410,243	(194,060)	13,716,897	105,209,310	67,870,135
	Previous Year Capital WIP	70,686,040	6,796,689	500,000	76,982,730	7,189,738	2,069,261	146,404	9,112,595	67,870,135	63,496,303
										262,555	-

Notes

- i. Pursuant to the enactment of Companies Act 2013, the Company has applied the estimated useful lives as specified in Schedule II. Accordingly, the unamortised carrying value is being depreciated / amortised over the revised / remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1st April, 2014 have been adjusted net of tax, in the opening balance of Profit and Loss Account amounting to Rs. 1,55,586/-

FINEOTEX CHEMICAL LIMITED

11 - Non Current Investments

(in Rs.)

Particulars	March 31, 2015	March 31, 2014
Long Term Investments - at cost		
Trade Investments		
<u>In Equity shares of Subsidiary Companies - Unquoted, fully paid up</u>		
1890218 (1890218) Shares Fineotex Malaysia Limited of US \$ 1 each fully paid	83,868,940	83,868,940
10000 (10000) Shares FCL Landmarc Private Limited of Rs. 10/- each fully paid	100,000	100,000
10000 (10000) Shares Manya Steel Private Limited. of Rs.10/- each fully paid	7,294,311	7,294,311
Fineotex Specialities FZE	938,862	-
Other Investments		
Investment in Equity Instruments (Quoted)	41,800,431	2,022,907
Total	134,002,544	93,286,158

Investment in Equity Instruments (Quoted)				
Particulars	Face Value	Number	March 31, 2015	March 31, 2014
Sun Pharmaceuticals Industries Limited	1	3100 (4000)	2,569,766	1,413,020
Vinati Organics Limited	10	4532 (4000)	1,815,879	609,887
Ajanta Pharma Limited	10	625 (Nil)	588,088	-
Asian Paints Limited	1	3400 (Nil)	2,206,858	-
ACC Limited	10	500 (Nil)	745,860	-
Bajaj Auto Limited	10	675 (Nil)	1,608,095	-
Bengal & Assam Company Limited	10	500 (Nil)	257,705	-
Berger Paints India Limited	1	4800 (Nil)	947,690	-
Cipla Limited	2	1550 (Nil)	1,008,260	-
City Union Bank Limited	1	2000 (Nil)	185,380	-
Divi's Laboratories Limited	2	300 (Nil)	517,698	-
Engineers India Limited	5	750 (Nil)	173,760	-
Force Motors Limited	10	650 (Nil)	853,128	-
Godrej Industries Limited	1	650 (Nil)	196,840	-
HDFC Bank Limited	2	2550 (Nil)	2,226,435	-
Hero Motocorp Limited	10	525 (Nil)	1,438,261	-
Hindalco Industries Limited	1	2000 (Nil)	306,280	-

Particulars	Face Value	Number	March 31, 2015	March 31, 2014
HDFC Limited	2	1990 (Nil)	2,205,802	-
ICICI Bank Limited	1	1650 (Nil)	596,904	-
Infosys Limited	10	200 (Nil)	412,512	-
ITC Limited	1	4100 (Nil)	1,472,731	-
Kotak Mahindra Bank Limited	10	600 (Nil)	214,060	-
Kopran Limited	10	3500 (Nil)	781,380	-
Larsen & Toubro Limited	2	300 (Nil)	524,349	-
Lupin Limited	2	350 (Nil)	503,279	-
Multi Commodity Exchange of India Limited	10	300 (Nil)	268,323	-
ONGC Limited	2	2600 (Nil)	1,069,360	-
PI Industries Limited	1	1000 (Nil)	242,415	-
Pidilite Industries Limited	1	500 (Nil)	433,240	-
Procter & Gamble Limited	10	50 (Nil)	305,305	-
Ranbaxy Laboratories Limited	5	2500 (Nil)	1,507,075	-
Sintex Industries Limited	1	4500 (Nil)	485,370	-
Shalibhadra Finance Limited	10	100000 (Nil)	3,303,000	-
Shivam Autotech Limited	2	2500 (Nil)	194,200	-
Tata Steel Limited	10	600 (Nil)	285,522	-
Tata Motors Limited	1	1400 (Nil)	500,038	-
Tata Consultancy Services Limited	1	910 (Nil)	2,272,661	-
Torrent Pharmaceuticals Limited	10	1600 (Nil)	1,490,635	-
United Phosphorous Limited	2	1000 (Nil)	348,500	-
Urja Global Limited	10	96591 (Nil)	4,737,789	-
Total			41,800,431	2,022,907

Notes:

i.	Aggregate cost of quoted investments	Rs. 4,18,00,431	Rs. 2,022,907
ii.	Aggregate market value of quoted investments	Rs. 4,29,86,017	Rs. 34,13,000

FINEOTEX CHEMICAL LIMITED

12 - Deferred Tax Asset (Net)

(in Rs.)

Particulars	March 31, 2015	March 31, 2014
Deferred Tax Asset		
Expenditure allowable u/s. 35D	9,699,700	9,258,805
Provision for diminution in value of investments	5,130	-
Expenditure/Provisions allowable on payment basis - 43B Items	137,744	92,756
Sub-Total (A)	9,842,574	9,351,561
Deferred Tax Liability		
Fixed Assets	4,992,694	4,983,704
Sub-Total (B)	4,992,694	4,983,704
Total (A - B)	4,849,881	4,367,857

13 - Long Term Loans and Advances

(in Rs.)

Particulars	March 31, 2015	March 31, 2014
Unsecured, Considered good		
Capital Advances	42,210,000	36,960,000
<u>Security Deposits</u>		
- Related parties	32,400,000	24,500,000
- Others	190,764	175,654
<u>Other Loans and Advances</u>		
-Trade Deposits	2,508,199	1,632,199
-Balance with VAT Authorities	19,169,367	15,776,432
-Gratuity paid	35,733	-
Total	96,514,063	79,044,285

Notes:

- i. Interest Free deposit towards rented premises paid to relative of director Rs.19,500,000/- (Rs.19,500,000/-)
- ii. Deposit paid to a Group Companies Rs.129,00,000/- (Rs.5,000,000/-)

14 - Current Investments

(in Rs.)

Particulars	Face Value	Number	March 31, 2015	March 31, 2014
A Investment in Mutual Funds				
I Equity Based Mutual Funds				
Birla Sunlife Dividend Yield Plus Growth Fund	10	23108.740 (69958.145)	2,181,944	5,987,443
DSP Blackrock Balanced Fund Regular	10	116749.464 (Nil)	11,514,299	-
DSP Blackrock Equity Fund	10	394651.069 (Nil)	10,000,000	-
Frankline India Prima Fund	10	18405.715 (Nil)	11,410,000	-
HDFC Equity Growth Fund	10	7608.930 (53162.163)	2,284,883	14,350,000
HDFC Equity Growth Fund	10	11003.415 (Nil)	5,110,000	-
HDFC Midcap Opportunity Fund	10	399395.595 (Nil)	14,426,162	-

(in Rs.)					
Particulars	Face Value	Number	March 31, 2015	March 31, 2014	
HDFC Midcap Opportunity Fund Growth	10	404544.97 (Nil)	12,750,000	-	
ICICI Pru. Balanced Fund Regular Growth	10	99741.608 (Nil)	8,058,124	-	
Kotak Midcap Growth Fund	10	Nil (19,010.68)	-	500,000	
Pramerica Dynamic Growth Fund	10	Nil (300,000)	-	3,000,000	
Reliance Growth Retail Plan Fund	10	Nil (730.35)	-	350,123	
Religare PSU Equity Fund - Growth	10	Nil (301507.54)	-	3,000,000	
Sundaram Select Focus Reg. Plan	10	107362.503 (Nil)	12,750,000	-	
Sundaram Select Midcap Appreciation Fund	10	12478.042 (83721.03)	2,123,790	12,823,329	
Sundaram S.M.I.L.E. Fund	10	34829.468 (Nil)	2,500,000	-	
Sundram Select Midcap Fund	10	17379.192 (Nil)	5,410,000	-	
II Debt Based Mutual Funds					
Birla Sunlife Income Plus - Retail Growth	10	Nil (174996.18)	-	9,000,000	
BNP Paribas Bond Fund - Growth	10	389285.359 (389285.359)	5,000,000	5,000,000	
BNP Paribas Flexi Debt Fund - Growth	10	543193.088 (543193.088)	10,794,116	10,794,116	
BSL MNC Fund	10	Nil (28114.007)	-	7,500,000	
DSP BR Bond Fund - Retail Plan (G)	10	443635.997 (443635.997)	16,500,000	16,500,000	
DSP BR Income Opportunities Fund	10	129224.093 (7741.618)	2,636,251	136,251	
DSP BR Income Opportunities Fund Growth	10	241393.128 (Nil)	5,000,000	-	
HDFC Corporate Debt Opportunities Fund Growth	10	775370.531 (Nil)	8,000,000	-	
HDFC Income Fund - Growth	10	Nil (69818.96)	-	1,834,388	
HSBC Flexi Debt Fund - Growth	10	123223.27 (123223.27)	2,000,000	2,000,000	
HSBC Flexi Debt Fund - Regular Growth	10	373243.21 (373243.21)	5,500,000	5,500,000	
ICICI Prudential Flexible Income Plan	10	Nil (236559.10)	-	8,500,000	
ICICI Prudential Regular Savings Growth Fund	10	892485.864 (689063.463)	11,119,372	8,061,903	
Kotak Income Opportunities Fund - Growth	10	505451.450 (505451.450)	6,494,445	6,494,445	
Kotak Credit Opportunity Growth Fund	10	542370.886 (32198.621)	7,500,000	373,681	
Reliance Regular Saving Fund - Debt PL Growth	10	382666.616 (382666.616)	5,869,309	5,869,309	

FINEOTEX CHEMICAL LIMITED

(in Rs.)				
Particulars	Face Value	Number	March 31, 2015	March 31, 2014
Reliance Regular Saving Fund - Debt	10	284360.729 (Nil)	5,000,000	-
SBI Dynamic Bond Growth Fund	10	Nil (298244.827)	-	4,069,897
SBI Regular Saving Fund - Reg Growth	10	90985.262 (90985.262)	1,770,000	1,770,000
UTI Bond Growth Regular Fund	10	288055.970 (378770.830)	9,772,102	12,849,542
UTI Credit Oppotunity Fund-Growth	10	936178.210 (936178.210)	9,915,000	9,915,000
B Property Investment			37,856,600	-
Total			251,246,396	156,179,426
Less : Provision for diminution in value			31,622	111,558
Total			251,214,774	156,067,868

Notes:

- i. Aggregate provision for diminution in value of Current Investments Rs. 31,622/- Rs. 111,558/-
- ii. Aggregate amount of unquoted investments Rs. 25,12,46,396/- Rs. 156,179,426/-
- iii. All the investments have been valued at cost or market value whichever is lower. (Refer Note 2I of Significant Accounting Policies).

15 - Inventories

(in Rs.)		
Particulars	March 31, 2015	March 31, 2014
Raw materials	30,535,063	38,278,515
Work in progress	13,564,100	18,699,743
Packaging materials	3,381,830	2,294,894
Total	47,480,993	59,273,152

Note:

Inventories are valued at lower of cost or net realizable value, whichever is less . (Refer Note 2F of Significant Accounting Policies).

16 - Trade Receivables

(in Rs.)		
Particulars	March 31, 2015	March 31, 2014
Unsecured, Considered good		
- Outstanding for a period exceeding six months	1,477,349	106,477
- Others	166,982,896	171,019,396
Total	168,460,244	171,125,873

17 - Cash and Cash Equivalents

(in Rs.)		
Particulars	March 31, 2015	March 31, 2014
Cash and Cash Equivalents		
Balance with bank	8,065,246	4,899,745
Cash on hand (As certified by the management)	2,090,335	193,515
Other Bank Balances		
Balance Earmarked With banks		
- Unclaimed dividends	23,867	19,496
Fixed Deposits with maturity of less than 3 months	8,500,000	67,500,000
Fixed Deposits with maturity of more than 3 months but less than 12 months	8,418,077	8,774,404
Total	27,097,525	81,387,160

Note:

Fixed Deposits amounting to Rs. 16,918,077/- (Rs. 63,774,404/-) are under lien with Banks against borrowings and tender deposits.

18 - Short Term Loans and Advances

(in Rs.)

Particulars	March 31, 2015	March 31, 2014
Unsecured, Considered good		
Security deposits - Others	122,000	72,000
Other Loans and Advances		
- Balance with VAT and Excise Authorities	1,047,873	5,121,949
- Advance to Related Party	-	5,300,000
- Other Loans & Advances	640,400	20,000,000
- Others	1,933,808	4,491,092
Total	3,744,081	34,985,041

Note:

Others include advance to Creditors, Prepaid expenses, Reimbursements to related parties and Loan to employees.

19 - Other Current Assets

(Amount in Rupees)

Particulars	March 31, 2015	March 31, 2014
- Interest accrued but not due	1,236,590	5,616,558
- Interest accrued and due	1,160,000	620,000
- Duty Drawback Receivable	1,201,569	944,718
- Others*	5,633,172	6,009,980
Total	9,231,331	13,191,256

*Includes dividend receivable from subsidiary

20 - Revenue from Operations

(in Rs.)

Particulars	March 31, 2015	March 31, 2014
Sale of Products	711,409,177	587,275,191
<u>Other Operating Revenue</u>		
Duty Drawback / DEPB Incentive	2,119,925	1,884,120
Total	713,529,102	589,159,311

21 - Other Income

(in Rs.)

Particulars	March 31, 2015	March 31, 2014
<u>Dividend</u>		
Subsidiary	5,633,172	11,668,750
Current Investments	209,455	20,000
Non Current Investments	77,565	
<u>Gain on sale of investments</u>		
Current Investments	34,625,536	14,724,503
Non Current Investments	2,962,779	-
Interest on deposits with banks and others	4,521,468	10,695,326
Reversal of provision for diminution of investments	79,936	356,877
Other Income	34,200	36,243
Total	48,144,111	37,501,700

22 - Cost of Materials including packaging materials consumed

(in Rs.)

Particulars	March 31, 2015	March 31, 2014
Raw materials	381,755,726	363,131,992
Packaging materials	47,625,808	41,690,922
Total	429,381,533	404,822,914

23 - Changes in Inventories of Work-in-Progress

(in Rs.)

Particulars	March 31, 2015	March 31, 2014
Closing stock	13,564,100	18,699,743
Less: Opening stock	18,699,743	8,971,961
Total	(5,135,643)	9,727,782

24 - Employee Benefit Expenses

(in Rs.)

Particulars	March 31, 2015	March 31, 2014
Salaries, Wages, Bonus and Leave Encashment	20,374,106	20,096,378
Contribution to Provident and Other Funds	855,073	976,263
Provision for Gratuity	58,046	258,617
Staff Welfare Expenses	466,490	422,301
Total	21,753,715	21,753,559

(i) Disclosures as defined in Accounting Standard 15 "Employee Benefits" are given below:

Defined Contribution Plan

Employer's contribution to PF, ESIC and other funds

Defined Benefit Plan

The Company has taken a policy under Group Gratuity Scheme with the Life Insurance Corporation of India (LIC). The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Particulars	March 31, 2015	March 31, 2014
A) Table showing changes in the Present value of Obligation		
Defined Benefit Obligation at the beginning of the year	668,697	598,329
Current Service Cost	104,030	117,859
Interest Cost	53,496	47,866
Actuarial (Gain)/ Loss	(30,311)	151,278
Benefit paid	-	(246,635)
Defined Benefit Obligation at year-end	795,912	668,697
B) Table showing changes in fair value of plan assets		
Fair value of plan assets at beginning of the year	584,513	688,131
Expected return of plan asset	69,169	58,386
Actuarial (Gain)/ Loss	-	-
Employer Contribution	177,963	84,631
Benefit paid	-	(246,635)
Fair Value of plan assets at year end	831,645	584,513
Actual return on plan assets	-	-
C) Table showing fair value of plan assets		
Fair Value of Plan asset at beginning of the year	584,513	688,131
Actual return on plan asset	69,169	58,386
Employer Contribution	177,963	84,631
Benefit Paid	-	(246,635)
Fair Value of Plan asset at the end of the year	831,645	584,513
Funded Asset/ (Liability)	35,733	(84,184)
D) Actuarial Gain/Loss recognized		
Actuarial (Gain)/Loss for the year obligation	30,311	151,278
Actuarial (Gain)/Loss for the year plan assets	-	-
Total (Gain)/Loss for the year	(30,311)	151,278
Actuarial (Gain)/Loss recognized for the year	(30,311)	151,278

Particulars	March 31, 2015	March 31, 2014
E) The amounts to be recognized in the balance sheet and statements of profit and loss		
Present value of obligations as at the end of year	795,912	668,697
Fair Value of plan assets as at the end of the year	831,645	584,513
Funded Status	35,733	(84,184)
Net Asset/(Liability) recognized in balance sheet	35,733	(84,184)
F) Expenses recognized in statement of profit and loss		
Current Service Cost	104,030	117,859
Interest Cost	53,496	47,866
Expected return of plan asset	(69,169)	(58,386)
Net Actuarial (Gain)/loss recognised in the year	(30,311)	151,278
Expenses recognised in statement of profit and loss	58,046	258,617
G) Assumption		
Discount Rates	8%	8%
Salary Escalation	5%	5%

25 - Finance Cost

<i>(in Rs.)</i>		
Particulars	March 31, 2015	March 31, 2014
Interest on Trade deposits	144,411	73,923
Bank charges	888,619	795,650
Bank Interest	156,558	67,124
<u>Other Borrowing Cost</u>		
- Interest on loan	1,052,338	2,490,508
Total	2,241,926	3,427,205

26 - Other Expenses

<i>(in Rs.)</i>		
Particulars	March 31, 2015	March 31, 2014
Labour charges	22,654,284	13,697,876
Power and Fuel	2,097,900	1,570,594
Rent	1,710,000	1,710,000
<u>Repairs and Maintenance of</u>		
- Buildings	118,073	124,373
- Plant and machinery	458,610	1,104,758
- Others	707,610	408,528
Insurance	332,289	337,028
Rates and taxes	5,315,753	3,040,961
<u>Payment to auditors</u>		
- As Auditor	300,000	300,000
- For Taxation matters	93,000	88,000
- For Other services	105,000	40,000
Commission	22,059,760	21,106,915
Expenditure on CSR activities*	500,000	0
Donation	146,000	156,000
Loss on sale of Fixed Asset	137,559	298,596
Miscellaneous expenses	24,299,848	23,501,741
Total	81,035,686	67,485,370

*Expenditure related to Corporate Social Responsibility as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof.
Rs. 5,00,000/-

27 Contingent Liabilities and Commitments

Contingent liabilities not provided for in respect of:

(in Rs.)

Particulars	March 31, 2015	March 31, 2014
i. (a) Claims against the Company not acknowledged as debts		
Income Tax	214,820	-
(b) Guarantees given by bank	1,632,199	1,632,199

Future cash outflows in respect of above matters are determinable only on receipt of judgements/decisions pending at various forums/authorities. The management does not expect these claims to succeed and accordingly, no provision for the contingent liability has been recognized in the financial statements.

- ii. Premium amount to be paid to MIDC on account of transfer of leasehold land in the name of the Company, for which amount is not ascertainable.

iii. Commitments

(in Rs.)

Particulars	March 31, 2015	March 31, 2014
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances).	25,590,000	15,840,000

28 Value of Imports on CIF Basis

(in Rs.)

Particulars	March 31, 2015	March 31, 2014
Raw material	45,821,154	15,020,102
Total	45,821,154	15,020,102

29 Expenditure in Foreign Currency

(in Rs.)

Particulars	March 31, 2015	March 31, 2014
Interest	8,718,461	10,135,054
Travelling	409,082	2,657,522
Commission	456,222	169,514
Total	9,583,764	12,962,089

30 Earnings in Foreign Currency

(in Rs.)

Particulars	March 31, 2015	March 31, 2014
Sales	125,826,267	92,010,903
Dividend from subsidiary	5,633,172	11,668,750
Total	131,459,439	103,679,653

31 Earnings per share

Particulars	March 31, 2015	March 31, 2014
Profit available to shareholders (In Rs.)	112,008,466	57,985,654
Weighted average number of shares outstanding during the year *	22,459,622	22,459,622
Basic and Diluted Earnings per Share (In Rs.)	4.99	2.58
Face Value per Equity Share (In Rs.)	10	10

* The outstanding number of shares and the earnings per share of the previous year has been adjusted for the bonus issue, in accordance with Accounting Standard (AS) 20 – Earnings Per Share

32 Proposed Dividend

The Board has recommended a total dividend outflow of Rs. 1,12,29,811/- in the current financial year. The Board has recommended a substantial increase in the dividend outflow from Rs. 56,14,906/- in the previous financial year to Rs. 1,12,29,811/- in the current financial year. The dividend recommended on the increased capital after bonus issue is Rs. 0.50 per equity share having face value of Rs. 10/- each.

- 33 The shareholders of the Company have approved sub-division of one Equity Share having face value of Rs.10/- into five equity share of face value Rs.2/- each through postal ballot declared on 28th May, 2015.

34 Segment Reporting

The Company is primarily engaged in the business of manufacturing of textile chemicals, auxiliaries and specialty chemicals. These in the context of Accounting Standard 17 on Segment Reporting, are considered to constitute one single primary segment. There is no other secondary reportable segment.

35 Related Party Transactions

As per Accounting Standard 18, the disclosures of transactions with the related parties are given by way of an Annexure I

List of related parties where control exists and related parties with whom transactions have taken place and relationships

SN	Name of the Related Party	Relationship
1	FCL Landmarc Private Limited	Subsidiary
2	Manya Steels Private Limited	
3	BT Chemical SDN. BHD.	
4	Fineotex Malaysia Limited	
5	Fineotex Specialities FZE	
6	Surendrakumar Tibrewala	Key Management Personnel
7	Sanjay Tibrewala	
8	Kanaklata Surendra Tibrewala	Relatives of Key Management Personnel
9	Sanjay Exports	Enterprise under significant influence of Key Management Personnel or their relatives
10	Proton Biochem Private Limited	

- 36 During the year under consideration, the Company has not given any loans to related parties u/s. 186 of the Companies Act, 2013. The Company has made investments in subsidiary which is reflected at Note no. 11
- 37 The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid / payable as required under the said Act could not be furnished.
- 38 Balance of sundry debtors, creditors and loans and advances are subject to confirmation, reconciliation, if any.
- 39 In the opinion of board and to the best of their knowledge and belief, the value on realisation of loans, advances and current assets in the ordinary course of business will not be less than the amount at which they are stated in the Balance sheet.
- 40 In the opinion of the board, provision for all known liabilities is adequate and not in excess of the amount reasonably necessary.
- 41 Previous year's figures have been regrouped, rearranged and reclassified wherever necessary.

As per our Report of even date

For **UKG & Associates**

Chartered Accountants

(Firm Registration No : 123393W)

Champak K. Dedhia

Partner

Membership No.: 101769

A. V. Nerurkar

Company Secretary

For on behalf of Board of Directors

Sanjay Tibrewala

Executive Director & CFO

DIN : 00218525

Alok Dhanuka

Director

DIN : 06491610

Mumbai, 29th May, 2015

Mumbai, 29th May, 2015

FINEOTEX CHEMICAL LIMITED

AS 18 - Related Parties Disclosure - Annexure I (Refer with 35)

SN	NAME OF RELATED PARTY	2014-15		2013-14	
		Amount (In Rs.)	Balance O/S Dr/(Cr)	Amount (In Rs.)	Balance O/S Dr/(Cr)
	<u>Subsidiaries</u>				
1	FCL Landmarc Private Limited				
	Reimbursements Received	7,100	-	-	7,100
	Reimbursements Paid	5,000	5,000	14,650,000	-
	Loans received back	-	-	14,650,000	-
2	Manya Steels Private Limited				
	Purchase of Shares	-	-	7,294,311	-
	Loans given	-	-	5,300,000	5,300,000
	Loan Repaid	5,300,000	-	-	-
	Rent Deposit	7,900,000	7,900,000	-	-
3	Fineotex Specialities FZE				
	Investments	938,862	-	-	-
4	Fineotex Malaysia Limited				
	Dividend Income	5,633,172	5,633,172	11,668,750	6,009,980
5	BT Chemicals SDN BHD				
	Sale of Goods	4,301,950	-	2,275,976	-
	<u>Key Management Personnel</u>				
6	Surendra Tibrewala				
	Directors Remuneration	3,628,800	(262,800)	3,563,400	(205,704)
	Rent Paid	882,000	(66,150)	882,000	(264,600)
	Loans Taken	200,000	-	-	-
	Loans Repaid	200,000	-	-	-
	Reimbursements of expenses paid	17,718	-	-	-
7	Sanjay Tibrewala				
	Directors Remuneration	3,628,800	(262,800)	3,563,400	(205,704)
	Loans Taken	100,000	-	-	-
	Loans Repaid	100,000	-	-	-
	<u>Relatives of Key Management Personnel</u>				
8	Kanaklata Tibrewala				
	Rent Paid	828,000	(37,800)	828,000	(248,400)
	Trade Deposits	-	19,500,000	-	19,500,000
	<u>Enterprise under significant influence of Key Management Personnel or their relatives</u>				
9	Proton Biochem Private Limited				
	Labour Charges	20,692,194	(4,082,432)	12,326,531	(935,170)
	Interest on Deposits (Income)	600,000	1,160,000	504,269	620,000
	Trade Deposits		5,000,000		5,000,000
10	Sanjay Exports				
	Sale of Goods	-	-	15,855,881	-
	Purchase of DEPB license	283,748	-	-	-

Note :

1 Related parties are identified by the Company and relied upon by Auditors.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF FINEOTEX CHEMICAL LIMITED

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

We have audited the accompanying Consolidated Financial Statements of **FINEOTEX CHEMICAL LIMITED** ("the Company") and its subsidiaries (collectively referred to as "the Group") which comprise the Consolidated Balance Sheet as at 31st March 2015, Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year ended on that date and a summary of Significant Accounting Policies and other explanatory information

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Group in accordance with the accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Group's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Group has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management and Board of Directors of the Group, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31, 2015, and its consolidated profit and its consolidated cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
 - b. In our opinion proper books of accounts as required by law relating to preparation of aforesaid consolidated financial statements have been kept so far as appears from our examination of those books;
 - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
 - d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

- e. On the basis of written representations received from the directors of the Company as on 31st March 2015, and taken on record by the Board of Directors of the Company, none of the directors are disqualified as on 31st March, 2015 from being appointed as a director in terms of sub-section (2) of section 164 of the Act.
- f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us
 - i. The consolidated financial statement disclose the impact of pending litigations on the consolidated financial position of the Group in accordance with general accepted accounting practice - refer note 28 to the financial statements.
 - ii. The Group did not have any material foreseeable losses on its long term contract including derivative contracts
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund.

OTHER MATTERS

We have not audited the financial statements of seven subsidiaries, whose financial statements have been considered for the purpose of Consolidated Financial Statements, which constitute total assets of Rs. 3251.94 Lakhs as at 31st March, 2015, total revenue of Rs. 5187.72 Lakhs and net cash flows amounting to Rs. 815.04 Lakhs for the year ended 31st March, 2015 as considered in the consolidated financial statement. These financial statements are unaudited and have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of subsidiaries, and our report in terms of sub section (3) and (11) of S. 143 of the Act in so far as it relates to the aforesaid subsidiaries, is based solely on such unaudited financial statements.

Our opinion on the consolidated financial statements, and our report on other legal and regulatory requirements below is not modified in respect of the above matters with respect to our reliance on the work done and the financials statements certified by the management.

For **UKG & Associates**
Chartered Accountants
Firm Regn No : 123393W

Champak K. Dedhia
Partner
Membership No: 101769

Place: Mumbai
Date : 29th May, 2015

ANNEXURE TO THE CONSOLIDATED AUDITOR REPORT

(Referred to in Paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Re: FINEOTEX CHEMICAL LIMITED to whom the provisions of the Order apply (hereinafter referred to as "the Holding Company")

1. Fixed Assets:

- The Holding Company has maintained proper records showing full particulars including quantitative details and situations of fixed assets.
- The Holding Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Holding Company and the nature of its assets. No material discrepancies were noticed on such verification.

2. Inventories:

- The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable.
- In our opinion, the procedures for the physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Holding Company and the nature of its business.
- On the basis of our examination of records of inventory, in our opinion, the Holding Company is maintaining proper records of inventory. The discrepancies noted on physical verification between the physical stocks and the book records were not material.

3. Loans and Advances Granted:

- According to the verification of books and records and the information and explanation given to us, the Holding Company has not granted any loans that are repayable on demand, to companies covered in the register maintained under section 189 of the Act. Hence, the requirement of clause (iii) of paragraph 3 of the Order is not applicable to the Holding Company.

4. Internal Controls:

In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Holding Company and nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Holding Company and according to the information and explanations given to us, we have not observed continuing failure to correct major weaknesses in the internal control system.

5. Deposits:

The Holding Company has not accepted any deposits covered under the provisions of section 73 to 76 of the Act and rules made thereunder, hence clause (v) of paragraph 3 of the said order is not applicable to the Holding Company.

6. Cost Records:

We have broadly reviewed the books of account maintained by the Holding Company pursuant to the rules prescribed by the Central Government for the maintenance of cost records under Section 148(1) of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records.

7. Statutory Dues:

- According to the information and explanations given to us and based on the records examined by us, the Holding Company has been generally regular in depositing undisputed statutory dues including provident fund, Employee's State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Value Added Tax, Custom Duty, Excise Duty, Cess and other material statutory dues as and wherever applicable to the Holding Company, with appropriate authorities and no dues remain outstanding for a period of more than six months from the date they became payable.
- According to the information and explanations given to us and based on the records of the Holding Company examined by us, there are no dues of Sales Tax, Wealth Tax, Service Tax, Value Added Tax, Custom Duty, Excise Duty and cess which have not been deposited on account of any dispute except for the following

Name of Statute	Nature of dues	Amount (in Rs.)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income tax	2,14,820/-	A.Y. 2012-13	CIT(A) – 20

- Based on the records of the Holding Company examined by us, there has been no delay in transferring the amount required to be transferred to Investor Education and Protection Fund by the Holding Company in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.

8. **Accumulated Losses:**

The Holding Company has no accumulated losses at the end of financial year and it has not incurred cash losses in the current and in the immediately preceding financial year.

9. **Dues To Financial Institutions/Banks:**

According to the information and explanations given to us and on the basis of our examination of the books of accounts, the Holding Company has not defaulted in repayment of dues to Financial Institutions or Banks or Debenture holders, wherever applicable to the Holding Company.

10. **Guarantees Given**

According to the information and explanations given to us, the Holding Company has not given any guarantees for loans taken by others from banks and financial institutions.

11. **Application of Term Loan**

According to the information and explanations given to us, as also on the basis of books and records examined by us, the Holding Company has not obtained any fresh term loans during the audit period.

12. **Frauds:**

To the best of our knowledge and belief, according to the information and explanations given to us, no fraud on or by Holding Company have been noticed or reported during the year.

For **UKG & Associates**
Chartered Accountants
Firm Regn no. 123393W

Place: Mumbai
Date : 29th May, 2015

Champak K. Dedhia
Partner
Membership. No. 101769

CONSOLIDATED BALANCE SHEET AS ON 31ST MARCH, 2015

				(In Rs.)
	Particulars	Note No.	March 31, 2015	March 31, 2014
I.	EQUITY AND LIABILITIES			
1.	SHAREHOLDERS' FUNDS			
	Share Capital	3	224,596,220	112,298,110
	Reserves and Surplus	4	538,633,742	535,333,206
			763,229,962	647,631,316
			53,739,260	42,683,929
2.	MINORITY INTEREST			
3.	NONCURRENT LIABILITIES			
	Long Term Borrowings	5	-	7,321,057
			-	7,321,057
4.	CURRENT LIABILITIES			
	Short Term Borrowings	6	10,159,522	-
	Trade Payables	7	140,792,466	137,443,564
	Other Current Liabilities	8	11,640,261	34,485,362
	Short Term Provisions	9	28,166,865	8,837,114
			190,759,114	180,766,040
	TOTAL		1,007,728,336	878,402,342
II.	ASSETS			
1.	NONCURRENT ASSETS			
	Fixed Assets	10		
	Tangible Assets		116,248,108	76,154,597
	Capital Work In Progress		262,555	-
	Goodwill on consolidation		61,385,192	61,385,192
	Non Current Investments	11	41,800,431	2,022,907
	Deferred Tax Assets (Net)	12	4,675,554	4,079,792
	Long Term Loans and Advances	13	80,163,168	80,985,952
			304,535,009	224,628,441
2.	CURRENT ASSETS			
	Current Investments	14	251,214,774	156,067,868
	Inventories	15	104,077,156	114,432,471
	Trade Receivables	16	222,904,003	219,200,452
	Cash and Cash Equivalents	17	100,101,760	127,203,127
	Short Term Loans and Advances	18	21,297,476	29,688,707
	Other Current Assets	19	3,598,159	7,181,276
			703,193,327	653,773,902
	TOTAL		1,007,728,336	878,402,342
	Significant Accounting Policies			
	See accompanying Notes to the Financial Statements			

1 to 42

As per our Report of even date

For **UKG & Associates**

Chartered Accountants

(Firm Registration No : 123393W)

Champak K. Dedhia

Partner

Membership No.: 101769

A. V. Nerurkar

Company Secretary

For on behalf of Board of Directors

Sanjay Tibrewala

Executive Director & CFO

DIN : 00218525

Alok Dhanuka

Director

DIN : 06491610

Mumbai, 29th May, 2015

Mumbai, 29th May, 2015

FINEOTEX CHEMICAL LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
<i>(In Rs.)</i>			
INCOME			
Revenue from Operations (Gross)	20	1,083,413,009	921,280,764
Less: Excise Duty		63,607,910	54,572,525
- Revenue from Operations (Net)		1,019,805,099	866,708,239
- Other Income	21	45,390,961	27,932,102
Total		1,065,196,060	894,640,341
EXPENSES			
- Cost of Materials Consumed	22	594,353,382	582,206,844
- Purchase of Stock-in-Trade	23	70,563,118	42,095,545
- Changes in Inventories of Semi Finished / Finished Goods	24	17,384,592	(8,143,007)
- Employee Benefit Expenses	25	37,011,963	35,351,760
- Finance Costs	26	3,267,764	4,021,392
- Other Expenses	27	135,626,645	122,877,141
- Depreciation	10	5,010,716	2,620,488
Total		863,218,179	781,030,162
Profit Before Tax and Exceptional Item		201,977,881	113,610,179
Exceptional Item		-	1,969,528
Profit Before Tax		201,977,881	111,640,651
Tax Expenses			
- Current Tax		56,661,274	32,882,895
- Deferred Tax		(507,238)	572,569
- Short / (Excess) Tax Provision for Earlier Years		(125,565)	25,334
Profit after tax for the year before pre acquisition profits		145,949,411	78,159,853
Less: Pre acquisition profits		-	(27,737)
Profit after tax for the year before Minority Interest		145,949,411	78,187,590
Less: Minority Interest		16,801,177	13,176,166
Profit for the year		129,148,234	65,011,424
Earning per Equity Share (Face value Rs. 10/- per share)			
Basic and Diluted	29	5.75	2.89
Significant Accounting Policies			
See accompanying Notes to the Financial Statements	1 to 42		

As per our Report of even date

For **UKG & Associates**
Chartered Accountants
(Firm Registration No : 123393W)

Champak K. Dedhia
Partner
Membership No.: 101769

Mumbai, 29th May, 2015

For on behalf of Board of Directors

Sanjay Tibrewala
Executive Director & CFO
DIN : 00218525

Mumbai, 29th May, 2015

Alok Dhanuka
Director
DIN : 06491610

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015

Particulars	(In Rs.)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Cash flow from operating activities		
Net Profit before tax as per Statement of Profit and Loss	201,977,881	111,640,651
Non-cash adjustment to reconcile profit before tax to net cash flows :		
Depreciation	5,010,716	2,620,488
Loss on sale of Fixed Assets	137,559	298,596
Net Gain on sale of Investments	(37,588,314)	(14,724,503)
Exchange Difference amortised	7,016,117	5,283,332
Preliminary expenditure written off	-	3,600
Provision for diminution in value of investments	(79,936)	(356,877)
	176,474,022	104,765,286
Non-operating adjustments to derive net cash flow from operating activities		
Interest Income	(5,505,809)	(10,882,447)
Interest Expense	1,052,338	2,490,508
Dividend Income	-	(20,000)
Operating Profit before Working Capital Changes	172,020,551	96,353,347
Movements in working capital		
Increase/(Decrease) in Trade Payables	3,348,901	9,065,501
Increase/(Decrease) in Short Term Provisions	24,276	3,476,869
Increase/(Decrease) in Other Current Liabilities	(1,180,562)	2,527,266
(Increase)/Decrease in Trade Receivables	(3,703,550)	(52,071,685)
(Increase)/Decrease in Trade Inventories	10,355,316	(2,716,427)
(Increase)/Decrease in Long Term Loans and Advances	6,072,784	(3,613,251)
(Increase)/Decrease in Short Term Loans and Advances	(10,968,369)	(4,254,320)
Cash generated from operations	175,969,347	48,767,300
Direct Taxes paid (net of refunds)	(42,925,584)	(37,451,416)
Cash Flow generated from Operating Activities (A)	133,043,764	11,315,884
Cash Flows from Investing Activities		
Purchase of fixed assets including capital advances	(52,037,847)	(6,870,320)
Proceeds on sale of Fixed Assets	50,000	55,000
Acquisition of Subsidiaries/Associate	-	(7,294,311)
Purchase of current investments	(264,052,949)	(72,229,445)
Proceeds from sale/maturity of investments	166,796,698	136,260,135
Interest received	5,505,809	10,882,447
Loans & Advances (given) / Recd Back	19,359,600	(20,000,000)
Dividend received	-	20,000
Fixed Deposits with Bank Withdrawn / (Placed)	356,327	78,337,606
Net Cash Flow from/(used in) Investing Activities (B)	(124,022,362)	119,161,113
Cash Flows from Financing Activities		
Proceeds / (Repayment) from Long term borrowings	(29,289,037)	(26,506,080)
Proceeds / (Repayment) from Short term borrowings	10,159,522	(1,777,703)
Interest paid	(1,052,338)	(2,490,508)
Dividends paid	(5,614,906)	(5,614,906)
Dividend Distribution Tax	-	(23,329)
Net cash flow from/(used in) Financing Activities (C)	(25,796,759)	(36,412,526)

FINEOTEX CHEMICAL LIMITED

Particulars	(In Rs.)	
	For the year ended March 31, 2015	For the year ended March 31, 2014
Effect of exchange differences on translation of foreign currency cash and cash equivalents (D)	(15,602,855)	(4,134,393)
Net increase/(decrease) in Cash and Cash Equivalents (A+B+C+D)	(32,378,212)	89,930,078
Cash and Cash Equivalents at the beginning of the year	118,428,723	28,495,659
Cash and Cash Equivalents on Acquisition of Subsidiary	-	2,987
Cash and Cash Equivalents at the end of the year	86,050,511	118,428,723
Components of cash and cash equivalents		
Cash on hand	2,183,352	293,247
With banks-		
in current A/c	46,911,681	41,732,649
in Earmarked A/c	23,867	19,496
in Fixed deposits with maturity less than 3 months	42,564,783	76,383,331
Total Cash and Cash Equivalents	91,683,683	118,428,723
	5,633,172	-

Notes

Consolidated Cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standards (AS 3)

" Cash Flow Statements" as specified in the Companies (Accounting Standards) Rules, 2006.

Figures in bracket represent outflow.

As per our Report of even date

For UKG & Associates
Chartered Accountants
 (Firm Registration No : 123393W)

Champak K. Dedhia
 Partner
 Membership No.: 101769

Mumbai, 29th May, 2015

For on behalf of Board of Directors

Sanjay Tibrewala
 Executive Director & CFO
 DIN : 00218525

Mumbai, 29th May, 2015

Alok Dhanuka
 Director
 DIN : 06491610

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015.

1 CORPORATE INFORMATION

Fineotex Chemical Limited (The Company) is a public limited Company domiciled in India and incorporated under the Companies Act, 1956. The Company was incorporated in 2004 and is listed on Bombay Stock Exchange and on the National Stock Exchange. The Company is engaged in the business of manufacturing and trading of Chemicals. The Company is one of the leading manufacturers of chemicals for textiles, construction, water-treatment, fertiliser, leather and paint industry.

2 SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation of Financial Statements:

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP). Pursuant to S. 133 of the Companies Act, 2013 read with rule 7 of Companies (Accounts) Rules, 2014 till the standards of accounting or any addendum thereto are prescribed by central government in consultation and recommendation of the National Financial reporting Authority, the existing accounting standards notified under Companies Act, 1956 shall continue to apply. Consequently these financial statements have been prepared to comply in all material aspects with the Accounting Standards notified under Sec 211(3C) [Companies (Accounting Standard) Rules, 2006 as amended] of the Companies Act, 1956 and other relevant provisions of the Companies Act, 2013.

A. Principles of Consolidation

These consolidated financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of Companies Act, 2013

The Consolidated Financial Statements relate to the Financial Statements of Fineotex Chemicals Ltd ('The Company') and its Subsidiary Companies and associates. The Consolidated Financial statements have been prepared on the following basis:

- 1 The Financial Statements of the Company and its subsidiary companies have been consolidated on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances, intra-group transactions and unrealised profits or losses as per Accounting Standard 21 - "Consolidated Financial Statements" notified by Companies(Accounting Standards) Rules, 2006.
- 2 In case of foreign subsidiaries, being non-integral foreign operations, income and expense items are consolidated at the average rate prevailing during the year. All assets and liabilities both monetary and non-monetary are translated at the end of the year at the closing rate. Any exchange difference arising on consolidation is recognised in the Foreign Currency Translation Reserve grouped under Reserves & Surplus.
- 3 The difference between the cost of investment in the subsidiaries and the Company's share of net assets at the time of acquisition of shares in the subsidiaries is recognised in the Financial Statements as Goodwill or Capital Reserve as the case may be.
- 4 Minority Interest's share of net profit in Consolidated Subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to the shareholders of the Company.
- 5 Minority Interest's share in the net assets of Consolidated Subsidiaries is identified and presented in the Consolidated Balance Sheet separate from the Liabilities and Equity of the Company's shareholders.
- 6 Minority Interest in the net assets of the consolidated subsidiaries consists of:
 - a) The amount of equity attributable to minority at the date on which investment in a subsidiary is made; and
 - b) The minority share of movements in equity since the date the parent subsidiary relationship came into existence.
- 7 The results of operations of the subsidiaries are included in the Consolidated Financial Statements as from the date on which parent-subsidiary relation came into existence.
- 8 The Consolidated Financial Statements have been prepared using financial statements drawn upto same reporting dates to the extent practicable.
- 9 Investment in Associate Companies has been accounted under the equity method as per Accounting Standard(AS) 23- " Accounting for Investments in Associate in the Consolidated Financial Statements".
- 10 The Company accounts for its share in change in net assets of the associates, post acquisition, after eliminating unrealised profits and losses resulting from transactions between the Company and its associates to the extent of its share, through its Consolidated Profit and Loss Statement to the extent such change is attributable to the associates' Profit and Loss Statement and through its reserves for the balance, based on available information.
- 11 The difference between the cost of investment in the associate and the share of net assets at the time of acquisition of shares in the associates is identified in the financial statements as Goodwill or Capital Reserve if any, as the case may be.

FINEOTEX CHEMICAL LIMITED

- 12 As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.
- 13 Investments other than subsidiaries and associates have been accounted as per Accounting Standard (AS) -13 on Accounting for Investments".
- 14 The list of subsidiary companies which are included in the Consolidation and the Company's holdings therein are as under

SN	Name of the Company	Ownership held by	Ownership in % either directly or through Subsidiaries		Country of incorporation
			As At March 31, 2015	As At March 31, 2014	
1	Fineotex Malaysia Limited	Fineotex Chemical Limited	100%	100%	Malaysia
2	BT Chemiclas SDN BHD	Fineotex Malaysia Limited	60%	60%	Malaysia
3	BT Biotex SDN BHD	Fineotex Malaysia Limited	60%	60%	Malaysia
4	BT Exon SDN BHD	Fineotex Malaysia Limited	60%	60%	Malaysia
4	Fineotex Specialities FZE	Fineotex Chemical Limited	100%	NA	UAE
4	FCL Landmarc Private Limited	Fineotex Chemical Limited	100%	100%	India
6	Manya Steels Private Limited	Fineotex Chemical Limited	100%	0%	India

B. Method of Accounting

The financial statements are prepared:

- 1 On the historical cost convention.
- 2 On a going concern basis.
- 3 In accordance with the Accounting Standards as notified under the relevant provisions of Companies Act, 2013
- 4 On mercantile system of accounting and recognizes income and expenditure on an accrual basis except those with significant uncertainties.
- 5 In accordance with the relevant presentation requirements of Schedule III of the Companies Act, 2013 to the extent applicable.

C. Use of Estimates

The preparation of financial statements in conformity with Indian GAAP required judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Estimates and assumptions used in the preparation of the financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the Financial Statements, which may differ from the actual results at a subsequent date. Differences between the actual results and estimates are recognized in the year in which the results are known / materialized.

D. Fixed Assets

1 Tangible Assets

Fixed Assets are stated at their original cost of acquisition including incidental expenses related to acquisition and installation of the concerned assets. Fixed Assets are shown net of accumulated depreciation and amortisation. Historical cost comprises of the acquisition price or construction price and all direct and indirect costs attributable to bring the asset to the working condition for intended use, but excluding any Cenvat/Service Tax / Value Added Tax credit available. Borrowing cost directly attributable to acquisition / construction of fixed asset which necessarily takes a substantial period of time to get ready for their intended use are capitalised.

2 Intangible Assets

- a. Intangible Assets are stated at cost of acquisition less accumulated amortization. Amortization is done on Straight Line Method.

E. Depreciation

- 1 Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II to the Companies Act, 2013. Accordingly, the unamortised carrying value is being depreciated / amortised over the revised / remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1st April, 2014 have been adjusted net of tax, in the opening balance of Profit and Loss Account.

- 2 Depreciation on additions to assets during the year is being provided on pro-rata basis from the date of acquisition/ installation.
- 3 Depreciation on assets sold, discarded or demolished during the year, is being provided at their respective rates on pro-rata basis upto the date on which such assets are sold, discarded or demolished.
- 4 For assets costing Rs.5000/- or less, depreciation is fully provided.
- 5 Depreciation on additions on account of increase in rupee value due to revaluation of foreign currency loans is being provided at rates of depreciation over the future life of said asset.
- 6 Depreciation has been calculated as per the Straight Line Method on the basis of estimated useful lives in Foreign Subsidiary as well as the Parent Company. However the estimate of useful lives on the basis of which depreciation has been charged in books of Foreign Subsidiaries differ from the estimate of useful lives as per Companies Act 2013 as charged in the books of Parent Company. Since the difference is not material, depreciation charged in Foreign Subsidiaries has not been reworked to be in line with the Parent Company.

F. Inventories

- i. Cost of Inventories have been computed to include all cost of Purchases, Cost of Conversion and other costs incurred in bringing the inventories to their present location and condition.
- ii. Raw materials are valued at cost. The costs are ascertained using the FIFO method, except in case of slow moving and obsolete materials, at lower of cost or estimated realizable value. Materials and other supplies held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.
- iii. Work-in-progress and finished goods are valued at the lower of cost or estimated realizable value. Cost represents prime cost, and includes appropriate portion of overheads.
- iv. Scrap is valued at estimated realizable value.

G. Foreign Currency Transactions

- i. Transactions in foreign currencies are normally recorded at the exchange rate prevailing on the date of the transaction.
- ii. Monetary items denominated in foreign currencies at the year end are restated at the year end rates.
- iii. Any income or expense on account of exchange difference either on settlement or translation is recognised in the Profit and Loss Account except in cases where they relate to acquisition of fixed assets in which case they are adjusted to the carrying cost of such assets or in case of long term foreign currency monetary items in which they are transferred to "Foreign Currency Monetary Item Translation Reserve" and amortised over the term of the loan.
- iv. Exchange differences relating to monetary items that are in substance forming part of the Company's net investments in non integral foreign operations are accumulated in foreign currency translation reserve.
- v. Non Monetary items denominated in foreign currencies are carried at cost.

H. Research and Development

- i. Capital Expenditure, if any is shown separately in Fixed Assets.
- ii. Research and development cost (other than cost of fixed assets acquired) are charged as an expense in the year in which they are incurred.

I. Investments

- i. Investments are stated at their cost of acquisition. Long term investments are carried at cost. In case there is any diminution of permanent nature in value of Investments, the same is provided for.
- ii. Current Investments are valued at cost of acquisition, less provision for diminution, as necessary, if any.
- iii. Unquoted current investments are stated at the lower of cost and fair value where available.

J. Revenue Recognition

- i. The Company recognizes revenues on the sale of products when the products are delivered to the customer or when delivered to the carrier for exports sales, which is when risks and rewards of ownership pass to the customer. Sales are net of taxes on sales and sales returns.
- ii. Other income is accounted for on accrual basis when it is reasonably certain that the ultimate collection will be made.
- iii. Interest is accrued over the period of loan/ investment.
- iv. Dividend on shares and mutual funds is accounted as and when the right to receive is established.

K. Leases

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item are classified as operating leases. Operating lease payments are recognized as an expense in Profit and Loss Account.

L. Impairment

An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value. An impairment loss is charged to the profit and loss account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

M. Borrowing Costs

- i. Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalised as part of cost of such assets till such time as the assets are ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale.
- ii. All other borrowing costs are recognised as an expense in the period in which they are incurred.

N. Taxation

Provision for taxation is made on the basis of the taxable profits computed for the current accounting period in accordance with the applicable tax rates and tax laws. Deferred Tax resulting from timing difference between Book Profits and Tax Profits is accounted for at the applicable rate of tax to the extent the timing differences are expected to crystallize, in case of Deferred Tax Liabilities with reasonable certainty and in case of Deferred Tax Assets with virtual certainty that there would be adequate future taxable income against which Deferred Tax Assets can be realized.

O. Employment Retirement Benefits

- i. Benefits in the form of Provident Fund whether in pursuance of law or otherwise which are defined contributions is accounted on accrual basis and charged to Profit And Loss Account of the year.
- ii. Long term employee benefits under defined benefit scheme such as contribution to gratuity, leave, etc. are determined at the close of the year at present value of the amount payable using actuarial valuation techniques. Actuarial gains and losses are recognized in the year when they arise.
- iii. Termination benefits such as compensation under voluntary retirement scheme are recognized as a liability in the year of termination.

P. Cash Flow Statements

The Cash Flow Statement has been compiled from and is based on the Balance Sheet as at 31st March 2015 and the related Statement of Profit & Loss for the year ended on that date. The cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standard - 3 on Cash Flow Statement issued by the ICAI.

Q. Provisions, Contingent Liabilities and Contingent Assets

Necessary provisions are made for present obligations that arise out of past events prior to the Balance Sheet date entailing future outflow of economic resources. Such provisions reflect best estimates based on available information. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are not recognized in the financial statements.

R. Earnings per share

- i. Basic earning per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.
- ii. For the purpose of calculating the diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.
- iii. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issue, including for changes effected prior to the approval of the financial statements by the Board of directors.

S. Operating Cycle for current and non-current classification

Operating cycle for the business activities of the Company covers the duration of product line/ service including the defect liability period, wherever applicable and extends up to the realization of receivables within the agreed credit period normally applicable to the respective lines of business.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

3	- Share Capital	Amount (Rs.)	Amount (Rs.)
	Particulars	March 31, 2015	March 31, 2014
	Authorised		
	23,000,000 (13,000,000) Equity Shares of Rs. 10/- each	230,000,000	130,000,000
		230,000,000	130,000,000
	Issued, Subscribed and Paid-up		
	EQUITY SHARE CAPITAL		
	22,459,622 (11,229,811) Equity shares of Rs. 10/- each fully paid up	224,596,220	112,298,110
	TOTAL	224,596,220	112,298,110

i. Shareholders holding more than 5 % of Equity Shares

Name of the Shareholder	March 31, 2015 No. of Shares	% held	March 31, 2014 No. of Shares	% held
Mr. Surendra Tibrewala	13,831,166	61.58%	6,870,583	61.18%
Mr. Amitabh Harivansh Rai Bachchan	1,223,414	5.45%	573,452	5.11%

ii. Reconciliation of the number of Equity Shares outstanding

Particulars	March 31, 2015 No. of Shares	March 31, 2014 No. of Shares
Number of shares at the beginning of the year	11,229,811	11,229,811
Add: Bonus shares issued	11,229,811	-
Number of shares at the end of year	22,459,622	11,229,811

iii. The Company has allotted 1,12,29,811 fully paid-up equity shares of face value Rs.10/- each during the year ended 31st March, 2015 pursuant to the bonus issue approved by the shareholders through postal ballot by capitalization of Securities Premium. Bonus equity shares are issued in proportion of 1 : 1 i.e. 1 (one) equity shares of Rs. 10/- each fully paid up for existing 1 (one) equity share of Rs. 10/- each fully paid up.

iv. The Company has only one class of shares referred to as equity shares having a par value of Rs. 10/-. Each holder of equity shares is entitled to one vote per share.

v. In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all the preferential amounts. The distribution would be in proportion of the number of Equity shares held by the Equity Shareholders.

4 - Reserves and Surplus

(In Rs.)

Particulars	March 31, 2015	March 31, 2014
Capital Reserve	1,085,354	1,085,354
Securities Premium Account		
Balance at the beginning of the year	234,318,990	234,318,990
Less : Amount utilised for issuance of Bonus shares (Refer note 3 (iii))	112,298,110	-
Balance at the end of the year	122,020,880	234,318,990
Foreign Currency Translation Reserve		
Balance at the beginning of the year	21,343,415	9,343,267
Add : Additions during the year	(4,691,654)	12,000,149
Balance at the end of the year	16,651,761	21,343,415
Foreign Currency Monetary Item Translation Reserve		
Balance at the beginning of the year	(7,452,532)	(9,257,284)
Add : Additions during the year	(303,441)	(3,478,580)
Less : Amortised during the year	7,016,117	5,283,332
Balance at the end of the year	(739,856)	(7,452,532)

FINEOTEX CHEMICAL LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

4 - Reserves and Surplus (Contd.)

		(In Rs.)	
Particulars		March 31, 2015	March 31, 2014
Profit and Loss Account			
Balance at the beginning of the year		286,398,652	233,116,629
Less : Additional Depreciation (net of tax) pursuant to enactment of Schedule II of the Companies Act, 2013 (Refer note 4 (ii))		155,586	-
Add : Net Profit after tax for the year		129,148,234	65,011,424
<u>Less : Appropriations</u>			
Proposed Dividend on Equity Shares		14,636,353	12,978,045
Tax on dividend		1,139,344	(887,970)
Balance at the end of the year		399,615,603	286,037,979
TOTAL RESERVES & SURPLUS		538,633,742	535,333,206

Note:

- The Company has exercised the option under paragraph 46A(1) of Accounting Standard - 11 (revised 2003) 'The effect of changes in Foreign Exchange rates' as notified by Ministry of Company Affairs vide notification dated 29th December, 2011. Consequently the foreign exchange loss arising on reporting/settlement of long term foreign currency monetary items (other than relating to acquisition of depreciable fixed assets) amounting to Rs. 303,441/- (Rs.3,478,580) for the year ended 31st March 2015 has been accumulated in "Foreign Currency Monetary Translation Difference Account" whereby the cumulative balance stands at Rs. 7,755,973/- (Rs. 12,735,864/-). During the year an amount of Rs. 70,16,117/- (Rs 5,283,332/-) has been amortized.
- Pursuant to the enactment of Companies Act 2013, the Company has applied the estimated useful lives as specified in Schedule II. Accordingly, the written down value of Fixed Assets whose lives have expired as at 1st April, 2014 have been adjusted net of tax, in the opening balance of Profit and Loss Account amounting to Rs. 1,55,586/- .

5 - Long Term Borrowings

		(In Rs.)	
Particulars		March 31, 2015	March 31, 2014
Secured Borrowings			
Term loan from bank		-	7,321,057
Total		-	7,321,057

Note:

- Term loan from bank is secured by way of exclusive first charge created by hypothecation of the total current assets including receivables (both present and future) of the Company. Fixed Deposits of the Company of Rs. 0.85 crores have been marked as lien in favour of the Bank as a collateral security. Interest is charged at six months LIBOR plus 4.50 % p.a. and is payable quarterly on the outstanding loan amount. The said loan is repayable during the financial year 2015-16 and accordingly it is regrouped under Other Current Liabilities as "Current Maturities of Long Term Debt"
- Details of Terms of repayment:

Details of Installments	Period of Loan	Outstanding Balance	
		March 31, 2014	March 31, 2014
Quarterly installment of US \$ 121,815/- each	Apr 01, 2015 to Apr 27, 2015	7,685,152	36,610,094
	Total	7,685,152	36,610,094

6 - Short Term Borrowings

		(In Rs.)	
Particulars		March 31, 2015	March 31, 2014
Secured Borrowings			
Bank Overdraft		10,149,522	-
Unsecured Borrowings			
Interest free loan		10,000	-
Total		10,159,522	-

Note:

Bank Overdraft is secured against Bank Fixed Deposits and pledge/lien of securities held by the Company and personal guarantee of directors

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

7 - Trade Payables

(In Rs.)

Particulars	March 31, 2015	March 31, 2014
Trade Payables		
Other than Micro, Small and Medium Enterprises		
i. To related Party	9,595,378	1,484,924
ii. To Others	131,197,088	135,958,640
Total	140,792,466	137,443,564

8 - Other Current Liabilities

(In Rs.)

Particulars	March 31, 2015	March 31, 2014
Current maturities of long term debt (Secured) Refer note 5(i) & (ii)	7,624,500	29,289,039
Interest accrued but not due on borrowings	60,652	314,684
Advance from customers	727,455	2,088,440
Trade Deposits	1,316,027	616,027
Interest payable on Trade Deposits	357,870	311,520
Other		
Unclaimed dividend	23,867	249,594
Statutory dues	1,529,891	1,616,058
Total	11,640,261	34,485,362

9 - Short Term Provisions

(In Rs.)

Particulars	March 31, 2015	March 31, 2014
Provision for Employee Benefits		
Provision for leave encashment	177,518	69,058
Provision for gratuity (Refer note 24(i))	-	84,184
	-	-
Others		
Provision for Income tax (net of Advance Tax)	15,620,192	3,068,966
Proposed dividend	11,229,811	5,614,906
Provision for dividend tax	1,139,344	-
Total	28,166,865	8,837,114

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

10 - Fixed Assets

		Gross Block				Depreciation			Net Block	
	As on 01.04.2014	Additions during the year	Effect of foreign currency exchange differences	Disposals/ Adjustments	As on 31.03.2015	As on 01.04.2014	For the year	Disposals / Adjustments	As on 31.03.2015	As on 31.03.2014
Tangible Assets										
Freehold Land	25,043,321.00	13,482,205	-	-	38,525,526	-	-	-	38,525,526	25,043,321
Leasehold Land	10,200,000.00	14,974,800	-	-	25,174,800	-	268,180	-	24,906,620	10,200,000
Buildings	5,961,278.30	14,231,140	-	-	20,192,418	911,775	391,942	-	1,303,718	5,049,503
Factory Building	5,478,278.30		-	-	5,478,278	856,665	206,424	-	1,063,089	4,621,614
Office Premises	483,000.00	14,231,140	-	-	14,714,140	55,111	185,518	-	240,629	427,889
Plant and Machinery	34,708,997.24	1,732,982	(559,874)	229,200	35,652,906	9,600,292	1,941,681	41,641	11,500,333	25,108,705
Furniture and Fixtures	1,786,827.28	-	(23,170)	-	1,763,657	604,547	240,663	-	845,210	1,182,280
Computers	1,448,004.70	68,961	-	-	1,516,966	798,658	452,097	(78,045)	1,328,800	649,346
Vehicles	10,602,515.15	2,035,204	(438,107)	-	12,199,612	6,408,781	1,066,489	-	7,475,270	4,193,734
Leasehold Improvements	6,752,011.00	-	(203,590)	-	6,548,421	2,024,299	422,732	(157,656)	2,604,688	4,727,712
Total - (I)	96,502,954.67	46,525,292	(1,224,740)	229,200	141,574,306	20,348,354	4,783,785	(194,060)	25,326,198	76,154,601
Previous Year	63,211,114.00	20,386,234	673,601	1,691	84,269,258	14,897,506	2,981,864	5,071	17,874,299	48,313,608
Capital Work-In-Progress									262,555	

Notes:

Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II. Accordingly, the unamortised carrying value is being depreciated / amortised over the revised / remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1st April, 2014 have been adjusted net of tax, in the opening balance of Profit and Loss Account amounting to Rs. 1,55,586/-.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

11 - Non Current Investments

(In Rs.)

Particulars	March 31, 2015	March 31, 2014
Long Term Investment - at cost		
Investment in Equity Instruments (Quoted)	41,800,431	2,022,907
Total	41,800,431	2,022,907

Investment in Equity Instruments (Quoted)

Particulars	Face Value	Number	March 31, 2015	March 31, 2014
Sun Pharmaceuticals Industries Limited	1	3100 (4000)	2,569,766	1,413,020
Vinati Organics Limited	10	4532 (4000)	1,815,879	609,887
Ajanta Pharma Limited	10	625 (Nil)	588,088	-
Asian Paints Limited	1	3400 (Nil)	2,206,858	-
ACC Limited	10	500 (Nil)	745,860	-
Bajaj Auto Limited	10	675 (Nil)	1,608,095	-
Bengal & Assam Company Limited	10	500 (Nil)	257,705	-
Berger Paints India Limited	1	4800 (Nil)	947,690	-
Cipla Limited	2	1550 (Nil)	1,008,260	-
City Union Bank Limited	1	2000 (Nil)	185,380	-
Divi's Laboratories Limited	2	300 (Nil)	517,698	-
Engineers India Limited	5	750 (Nil)	173,760	-
Force Motors Limited	10	650 (Nil)	853,128	-
Godrej Industries Limited	1	650 (Nil)	196,840	-
HDFC Bank Limited	2	2550 (Nil)	2,226,435	-
Hero Motocorp Limited	10	525 (Nil)	1,438,261	-
Hindalco Industries Limited	1	2000 (Nil)	306,280	-
HDFC Limited	2	1990 (Nil)	2,205,802	-
ICICI Bank Limited	1	1650 (Nil)	596,904	-
Infosys Limited	10	200 (Nil)	412,512	-
ITC Limited	1	4100 (Nil)	1,472,731	-
Kotak Mahindra Bank Limited	10	600 (Nil)	214,060	-

FINEOTEX CHEMICAL LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	Face Value	Number	March 31, 2015	March 31, 2014
Kopran Limited	10	3500 (Nil)	781,380	-
Larsen & Toubro Limited	2	300 (Nil)	524,349	-
Lupin Limited	2	350 (Nil)	503,279	-
Multi Commodity Exchange of India Limited	10	300 (Nil)	268,323	-
ONGC Limited	2	2600 (Nil)	1,069,360	-
PI Industries Limited	1	1000 (Nil)	242,415	-
Pidilite Industries Limited	1	500 (Nil)	433,240	-
Procter & Gamble Limited	10	50 (Nil)	305,305	-
Ranbaxy Laboratories Limited	5	2500 (Nil)	1,507,075	-
Sintex Industries Limited	1	4500 (Nil)	485,370	-
Shalibhadra Finance Limited	10	100000 (Nil)	3,303,000	-
Shivam Autotech Limited	2	2500 (Nil)	194,200	-
Tata Steel Limited	10	600 (Nil)	285,522	-
Tata Motors Limited	1	1400 (Nil)	500,038	-
Tata Consultancy Services Limited	1	910 (Nil)	2,272,661	-
Torrent Pharmaceuticals Limited	10	1600 (Nil)	1,490,635	-
United Phosphorous Limited	2	1000 (Nil)	348,500	-
Urja Global Limited	10	96591 (Nil)	4,737,789	-
			41,800,431	2,022,907

Notes:

- | | | |
|--|-------------------|-----------------|
| i. Aggregate cost of quoted investments | Rs. 4,18,00,431/- | Rs. 2,022,907/- |
| ii. Aggregate market value of quoted investments | Rs. 4,29,86,017/- | Rs. 34,13,000/- |

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

12 - Deferred Tax Asset (Net)

(In Rs.)

Particulars	March 31, 2015	March 31, 2014
Deferred Tax Asset		
Expenditure allowable u/s. 35D	9,699,700	9,258,805
Provision for diminution in value of investments	5,130	-
Expenditure/Provisions allowable on payment basis - 43B Items	137,744	92,756
Sub-Total (A)	9,842,574	9,351,561
Deferred Tax Liability		
Depreciation	5,167,020	5,271,768
Sub-Total (B)	5,167,020	5,271,768
Total(A-B)	4,675,554	4,079,792

13 - Long Term Loans and Advances

(In Rs.)

Particulars	March 31, 2015	March 31, 2014
<u>Unsecured, Considered good</u>		
Capital Advances	42,210,000	36,960,000
Security Deposits		
- Related Parties	24,500,000	24,500,000
- Others	194,130	2,117,321
Other Loans and Advances		
- Trade Deposits	2,508,199	1,632,199
- Balance with VAT & Excise Authorities	10,715,106	15,776,432
- Gratuity paid	35,733	-
	80,163,168	80,985,952

Notes:

- Interest Free deposit towards rented premises paid to relative of director Rs.19,500,000/- (Rs.19,500,000/-)
- Trade deposit paid to a group Company Rs.5,000,000/- (Rs.5,000,000/-).

14 - Current Investments

(In Rs.)

Particulars	Face Value	Number	March 31, 2015	March 31, 2014
A Investment in Mutual Funds				
Equity Based Mutual Funds				
Birla Sunlife Dividend Yield Plus Growth Fund	10	23108.740 (69958.145)	2,181,944	5,987,443
DSP Blackrock Balanced Fund Reg.	10	116749.464 (Nil)	11,514,299	-
DSP Blackrock Equity Fund	10	394651.069 (Nil)	10,000,000	-
Frankline India Prima Fund	10	18405.715 (Nil)	11,410,000	-
HDFC Equity Growth Fund	10	7608.930 (53162.163)	2,284,883	14,350,000
HDFC Equity Growth Fund	10	11003.415 (Nil)	5,110,000	-
HDFC Midcap Opp. Fund	10	399395.595 (Nil)	14,426,162	-

FINEOTEX CHEMICAL LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	Face Value	Number	March 31, 2015	March 31, 2014
HDFC Midcap Opp. Fund Growth	10	404544.97 (Nil)	12,750,000	-
ICICI Pru. Balanced Fund Reg. Growth	10	99741.608 (Nil)	8,058,124	-
Kotak Midcap Growth Fund	10	Nil (19,010.68)	-	500,000
Pramerica Dynamic Growth Fund	10	Nil (300,000)	-	3,000,000
Reliance Growth Retail Plan Fund	10	Nil (730.35)	-	350,123
Religare PSU Equity Fund - Growth	10	Nil (301507.54)	-	3,000,000
Sundaram Select Focus Reg. Plan	10	107362.503 (Nil)	12,750,000	-
Sundaram Select Midcap Appreciation Fund	10	12478.042 (83721.03)	2,123,790	12,823,329
Sundaram S.M.I.L.E. Fund	10	34829.468 (Nil)	2,500,000	-
Sundram Select Midcap Fund	10	17379.192 (Nil)	5,410,000	-
Debt Based Mutual Funds				
Birla Sunlife Income Plus - Retail Growth	10	Nil (174996.18)	-	9,000,000
BNP Paribas Bond Fund - Growth	10	389285.359 (389285.359)	5,000,000	5,000,000
BNP Paribas Flexi Debt Fund - Growth	10	543193.088 (543193.088)	10,794,116	10,794,116
BSL MNC Fund	10	Nil (28114.007)	-	7,500,000
DSP BR Bond Fund - Retail Plan (G)	10	443635.997 (443635.997)	16,500,000	16,500,000
DSP BR Income Opportunities Fund	10	129224.093 (7741.618)	2,636,251	136,251
DSP BR Income Opp. Fund Growth	10	241393.128 (Nil)	5,000,000	-
HDFC Corporate Debt Opp. Fund Growth	10	775370.531 (Nil)	8,000,000	-
HDFC Income Fund - Growth	10	Nil (69818.96)	-	1,834,388
HSBC Flexi Debt Fund - Growth	10	123223.27 (123223.27)	2,000,000	2,000,000
HSBC Flexi Debt Fund - Regular Growth	10	373243.21 (373243.21)	5,500,000	5,500,000
ICICI Prudential Flexible Income Plan	10	Nil (236559.10)	-	8,500,000
ICICI Prudential Regular Savings Growth Fund	10	892485.864 (689063.463)	11,119,372	8,061,903
Kotak Income Opportunities Fund - Growth	10	505451.450 (505451.450)	6,494,445	6,494,445

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	Face Value	Number	March 31, 2015	March 31, 2014
Kotak Credit Opportunity Growth Fund	10	542370.886 (32198.621)	7,500,000	373,681
Reliance Regular Saving Fund - Debt PL Growth	10	382666.616 (382666.616)	5,869,309	5,869,309
Reliance Regular Saving Fund - Debt	10	284360.729 (Nil)	5,000,000	-
SBI Dynamic Bond Growth Fund	10	Nil (298244.827)	-	4,069,897
SBI Regular Saving Fund - Reg Growth	10	90985.262 (90985.262)	1,770,000	1,770,000
UTI Bond Growth Regular Fund	10	288055.970 (378770.830)	9,772,102	12,849,542
UTI Credit Oppotunity Fund-Growth	10	936178.210 (936178.210)	9,915,000	9,915,000
B Property Investment			37,856,600	-
Total			251,246,396	156,179,426
Less : Provision for diminution in value			31,622	111,558
Total			251,214,774	156,067,868

Notes:

- Aggregate provision for diminution in value of Current Investments Rs. 31,622/- Rs. 111,558/-
- Aggregate amount of unquoted investments Rs. 25,12,46,396/- Rs. 156,179,426/-
- All the investments have been valued at cost or market value whichever is lower. (Refer Note 2I of Significant Accounting Policies).

15 - Inventories

(In Rs.)

Particulars	March 31, 2015	March 31, 2014
Raw Materials	68,507,134	60,610,701
Work in Progress	13,564,100	18,699,743
Packaging Materials	3,381,830	2,294,894
Finished Goods	18,624,092	32,827,133
Total	104,077,156	114,432,471

Note :

Inventories are valued at lower of cost or net realizable value whichever is less. (Refer Note 2F of Significant Accounting Policies).

16 - Trade Receivables

(In Rs.)

Particulars	March 31, 2015	March 31, 2014
Unsecured, Considered good		
- Outstanding for a period exceeding six months	1,477,349	106,477
- Others	221,426,654	219,093,975
Total	222,904,003	219,200,452

FINEOTEX CHEMICAL LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

17 - Cash and Cash Equivalents

Particulars	March 31, 2015	March 31, 2014
Cash and Cash Equivalents		
Balance with Banks	46,911,681	41,732,649
Cash on hand (As certified by the management)	2,183,352	293,247
Other Bank Balances		
Balance Earmarked With banks		
- Unclaimed dividends	23,867	19,496
Fixed Deposits with maturity of less than 3 months	42,564,783	76,383,331
Fixed deposits with maturity of more than 3 months but less than 12 months	8,418,077	8,774,404
Total	100,101,760	127,203,127

Note:

Fixed Deposits amounting to Rs. 85,00,000/- (Rs. 55,00,000/-) are under lien with Banks for guarantees given against borrowings and tender deposits.

18 - Short Term Loans and Advances

(In Rs.)

Particulars	March 31, 2015	March 31, 2014
Unsecured, Considered good		
Security Deposits	2,069,638	3,666
Advance to Creditors	7,156,496	72,000
Other Loans and Advances		
- Balance with VAT and Excise Authorities	9,502,133	5,121,949
- Other Loans & Advances	640,400	20,000,000
- Others	1,928,808	4,491,092
Total	21,297,476	29,688,707

Note:

Others include advance to Creditors, Prepaid expenses and Loan to employees.

19 - Other Current Assets

Particulars	March 31, 2015	March 31, 2014
- Interest accrued but not due	1,236,590	561,655
- Interest accrued and due	1,160,000	620,000
- Duty Drawback Receivable	1,201,569	944,718
Total	3,598,159	7,181,276

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

20 Revenue from Operations

Particulars	March 31, 2015	March 31, 2014
Sale of Products	1,079,616,717	918,106,083
Sale of Services	1,676,367	409,554
<u>Other Operating Revenue</u>		
Duty Drawback/DEPB incentive	2,119,925	1,884,120
Sale of scrap	-	881,007
Total	1,083,413,009	921,280,764

21 - Other Income

(In Rs.)

Particulars	March 31, 2015	March 31, 2014
<u>Dividend Income</u>		
Current Investments	209,455	20,000
Non Current Investments	77,565	-
<u>Gain on sale of investments</u>		
Current Investments	34,625,536	14,724,503
Non Current Investments	2,962,779	-
Interest on deposits with banks and others	5,505,809	10,882,447
Foreign exchange gain (Net)	1,895,681	1,894,810
Reversal of provision for diminution of investments	79,936	356,877
Other Income	34,200	53,464
Total	45,390,961	27,932,102

22 - Cost of Materials including packaging materials consumed

(In Rs.)

Particulars	March 31, 2015	March 31, 2014
Raw materials	538,994,326	532,556,895
Packaging materials	55,359,056	49,649,949
Total	594,353,382	582,206,844

23 - Purchase of Stock in Trade

(In Rs.)

Particulars	March 31, 2015	March 31, 2014
Purchase of Stock in trade	70,563,118	42,095,545
Total	70,563,118	42,095,545

24 - Changes in Inventories of Semi Finished / Finished Goods

(In Rs.)

Particulars	March 31, 2015	March 31, 2014
Closing stock	33,655,698	52,283,795
Less: Opening stock	51,040,291	44,140,788
Total	(17,384,592)	8,143,007

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

25 - Employee Benefit Expenses

	<i>(In Rs.)</i>	
Particulars	March 31, 2015	March 31, 2014
Salaries, wages, bonus and leave encashment	34,365,541	32,350,195
Contribution to provident and other funds	1,979,067	2,131,644
Provision for gratuity	58,046	376,781
Staff welfare expenses	609,308	493,140
	37,011,963	35,351,760

(i) Disclosures as defined in Accounting Standard 15 “Employee Benefits” are given below:

Defined Contribution Plan

Employer’s contribution to PF, ESIC and other funds

Defined Benefit Plan

The Company has taken a policy under Group Gratuity Scheme with the Life Insurance Corporation of India (LIC). The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Particulars	March 31, 2015	March 31, 2014
A) Table showing changes in the Present value of Obligation		
Defined Benefit Obligation at the beginning of the year	668,697	598,329
Current Service Cost	104,030	117,859
Interest Cost	53,496	47,866
Actuarial (Gain)/ Loss	(30,311)	151,278
Benefit paid	-	(246,635)
Defined Benefit Obligation at year-end	795,912	668,697
B) Table showing changes in fair value of plan assets		
Fair value of plan assets at beginning of the year	584,513	688,131
Expected return of plan asset	69,169	58,386
Actuarial (Gain)/ Loss	-	-
Employer Contribution	177,963	84,631
Benefit paid	-	(246,635)
Fair Value of plan assets at year end	831,645	584,513
Actual return on plan assets	-	-
C) Table showing fair value of plan assets		
Fair Value of Plan asset at beginning of the year	584,513	688,131
Actual return on plan asset	69,169	58,386
Employer Contribution	177,963	84,631
Benefit Paid	-	(246,635)
Fair Value of Plan asset at the end of the year	831,645	584,513
Funded Asset/ (Liability)	35,733	(84,184)
D) Actuarial Gain/Loss recognized		
Actuarial (Gain)/Loss for the year obligation	30,311	151,278
Actuarial (Gain)/Loss for the year plan assets	-	-
Total (Gain)/Loss for the year	(30,311)	151,278
Actuarial (Gain)/Loss recognized for the year	(30,311)	151,278

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	March 31, 2015	March 31, 2014
E) The amounts to be recognized in the balance sheet and statements of profit and loss		
Present value of obligations as at the end of year	795,912	668,697
Fair Value of plan assets as at the end of the year	831,645	584,513
Funded Status	35,733	(84,184)
Net Asset/(Liability) recognized in balance sheet	35,733	(84,184)
F) Expenses recognized in statement of profit and loss		
Current Service Cost	104,030	117,859
Interest Cost	53,496	47,866
Expected return of plan asset	(69,169)	(58,386)
Net Actuarial (Gain)/loss recognised in the year	(30,311)	151,278
Expenses recognised in statement of profit and loss	58,046	258,617
G) Assumption		
Discount Rates	8%	8%
Salary Escalation	5%	5%

26 Finance Cost

Particulars	March 31, 2015	March 31, 2014
Interest on trade deposits	144,411	73,923
Bank charges	1,914,457	1,389,837
Bank Interest	156,558	67,124
<u>Other Borrowing cost</u>		
- Interest on loan	1,052,338	2,490,508
Total	3,267,764	4,021,392

27 Other Expenses

Particulars	March 31, 2015	March 31, 2014
Labour charges	22,654,284	13,697,876
Consumption of stores and spares	5,030,868	3,203,300
Power and fuel	2,235,852	3,759,828
Rent	7,415,269	7,603,835
<u>Repairs and Maintenance of :</u>		
- Buildings	888,061	397,489
- Plant and Machinery	2,452,849	2,957,822
- Others	1,385,571	1,221,053
Insurance	709,776	729,151
Rates and Taxes	5,685,117	3,655,214
<u>Payment to Auditors</u>		
- For Audit	476,466	799,867
- For Taxation Matters	114,762	236,290
- For Other Services	105,000	58,890
Commission	22,059,760	21,106,915
Legal & Professional fees	27,418,654	26,192,165
Expenditure on CSR activities*	500,000	-
Donation	170,816	184,336
Loss on sale of Fixed Assets	137,559	298,596
Miscellaneous expenses	36,185,982	36,774,513
Total	135,626,645	122,877,141

*Expenditure related to Corporate Social Responsibility as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof:
Rs. 5,00,000/-

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

28 Contingent Liabilities and Commitments

i. Contingent liabilities not provided for in respect of:

(In Rs.)

Particulars	March 31, 2015	March 31, 2014
(a) Claims against the Company not acknowledged as debts		
Income Tax Matters	214,820	-
(b) Guarantees given by bank	1,632,199	1,632,199

Future cash outflows in respect of above matters are determinable only on receipt of judgements/decisions pending at various forums/authorities. The management does not expect these claims to succeed and accordingly, no provision for the contingent liability has been recognized in the financial statements.

ii. Premium amount to be paid to MIDC on account of transfer of leasehold land in the name of the Fineotex Chemical Limited, for which amount is not ascertainable.

iii **Commitments**

(In Rs.)

Particulars	March 31, 2015	March 31, 2014
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances).	25,590,000	15,840,000

29 Earnings per share

(In Rs.)

Particulars	March 31, 2015	March 31, 2014
Consolidated Net Profit After Tax attributable to shareholders (In Rs.)	129,148,234	65,011,424
Weighted average number of shares outstanding during the year*	22,459,622	22,459,622
Basic and Diluted Earnings per Share (In Rs.)	5.75	2.89
Face Value per Equity Share (In Rs.)	10	10

* The outstanding number of shares and the earnings per share of the previous year has been adjusted for the bonus issue, in accordance with Accounting Standard (AS) 20 – Earnings Per Share

30 Proposed Dividend

The Board has recommended a total dividend outflow of Rs. 1,12,29,811/- in the current financial year. The Board has recommended a substantial increase in the dividend outflow from Rs. 56,14,906/- in the previous financial year to Rs. 1,12,29,811/- in the current financial year. The dividend recommended on the increased capital after bonus issue is Rs. 0.50 per equity share having face value of Rs. 10/- each.

31 The shareholders of the Company have approved sub-division of one Equity Share having face value of Rs.10/- into five equity share of face value Rs.2/- each through postal ballot declared on 28th May, 2015.

32 Segment Reporting

The Group (FCL and its Subsidiaries) has considered the business segment as the primary reporting segment on the basis that the risk and returns of the Group is primarily determined by the nature of products and services. Consequently, the geographical segment has been considered as a secondary segment.

The business segment has been identified on the basis of the nature of products and services, the risks and returns, internal organisation and management structure and the internal performance reporting systems.

The Group is engaged in the business of manufacturing and trading of chemicals except for one subsidiary which is engaged in the business of Real Estate. Considering the nature of business and financial reporting of the Group, the Group has only two segments viz; Speciality chemicals and Real estate Development as reportable segment. However since the operations of the Real Estate Segment does not exceed 10% of the total operations of all segments, the same has not been reported.

The group operates in different locations viz:- within India and Outside India. The same has been considered as secondary segment for reporting as required under Accounting Standard 17- 'Segment Reporting', issued under Companies (Accounting Standards) Rules, 2006.

Based on the above, The Disclosure required under Accounting Standard 17- 'Segment Reporting', issued under Companies (Accounting Standards) Rules, 2006 are provided below:

a. PRIMARY SEGMENT

The Group has identified 'Speciality Chemicals' as the only reportable segment

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

b. SECONDARY SEGMENT INFORMATION - GEOGRAPHICAL SEGMENT

Geographical Segment has been identified as secondary segment based on segment revenue

(In Rs.)

Particulars	March 31, 2015	March 31, 2014
Segment Revenue		
- Domestic	713,529,102	534,943,664
- Overseas	374,185,857	336,292,239
	1,087,714,959	871,235,902

33 Related Party transactions

As per Accounting Standard 18, the disclosures of transactions with the related parties are given by way of an Annexure - I

List of related parties where control exists and related parties with whom transactions have taken place and relationships

SN	Name of the Related Party	Relationship
1	Surendrakumar Tibrewala	Key Management Personnel
2	Sanjay Tibrewala	
3	Kedha Shankar	
4	Dato Abdullah Mohd Salleh	
5	Mrs. Kanaklata Surendra Tibrewala	
6	Sanjay Exports	Relatives of Key Management Personnel
7	Proton Biochem Private Limited	Enterprise under significant influence of Key Management Personnel or their relatives

34 Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiaries

Sr. No.	Name of the Enterprise	Net Assets i.e. total assets minus total liabilities		Share in Profit or Loss	
		As % of Consolidated Net Assets	Amount (Rs. in lakhs)	As % of Consolidated Net Profit	Amount (Rs. in lakhs)
I	<u>Parent</u>				
	Fineotex Chemical Limited	92.67	7,073.19	76.74	1,120.08
II	<u>Subsidiaries</u>				
	Indian				
	FCL Landmarc Private Limited	0.00	0.37	(0.01)	(0.15)
	Manya Steels Private Limited	(0.01)	(0.49)	(0.03)	(0.40)
	Foreign				
	Fineotex Malaysia Limited	15.98	1,219.85	2.70	39.38
	Fineotex Specialities FZE	0.18	13.38	0.28	4.03
	BT Chemicals SDN BHD	12.92	986.34	21.85	318.83
	BT Biotex SDN BHD	3.54	270.25	4.79	69.92
	BT Exon SDN BHD	0.29	22.28	0.07	1.06
	Minority Interest in subsidiaries	(7.04)	(537.39)	(10.68)	(155.92)
	Inter company Eliminations and Consolidation adjustments	(18.55)	(1,415.48)	4.29	62.66
	Total	100.00	7,632.30	100.00	1,459.49

Notes

- The above amounts / percentage of net assets and net profit or (loss) in respect of Fineotex Chemical Limited and its subsidiaries are determined based on the amounts of the respective entities included in consolidated financial statements before inter-company eliminations / consolidation adjustments.
- Net Assets and Share in Profit / Loss of the foreign subsidiaries are converted to INR based on the closing exchange rate.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

- 35 During the year under consideration, the Company has not given any loans to related parties u/s. 186 of the Companies Act, 2013.
- 36 The Consolidated Financial Statements have been prepared on the basis of unaudited Financial Statements of the respective Subsidiary Companies provided by the Management for the purpose of consolidation.
- 37 Significant Accounting policies and notes to these Consolidated Financial Statements are intended to serve as a means of informative disclosures and a guide for better understanding of the consolidated position of the Group. Recognising this purpose, the Group has disclosed only such policies and notes from the individual Financial Statements which fairly represent the needed disclosures. Lack of homogeneity and other similar considerations made it desirable to exclude some of them, which in the opinion of the management, could be better viewed when referred from the individual Financial Statements.
- 38 The Group has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid / payable as required under the said Act could not be furnished.
- 39 Balance of sundry debtors, creditors and loans and advances are subject to confirmation, reconciliation, if any.
- 40 In the opinion of board and to the best of their knowledge and belief, the value on realisation of loans, advances and current assets in the ordinary course of business will not be less than the amount at which they are stated in the Balance Sheet.
- 41 Figures pertaining to the Subsidiary Companies have been reclassified wherever necessary to bring in line with the Company's Financial Statement.
- 42 Previous year's figures have been regrouped, rearranged and reclassified wherever necessary.

As per our Report of even date

For UKG & Associates
Chartered Accountants
(Firm Registration No : 123393W)

Champak K. Dedhia
Partner
Membership No.: 101769

Mumbai, 29th May, 2015

For on behalf of Board of Directors

A. V. Nerurkar
Company Secretary

Sanjay Tibrewala
Executive Director & CFO
DIN : 00218525

Mumbai, 29th May, 2015

Alok Dhanuka
Director
DIN : 06491610

AS 18 - Related Party Disclosure

Annexure - I

(See note 33)

SN	NAME OF RELATED PARTY	2014-15		2013-14	
		Amount (In Rs.)	Balance O/S Dr/(Cr)	Amount (In Rs.)	Balance O/S Dr/(Cr)
1	<u>Key Management Personnel</u>				
	Surendra Tibrewala				
	Directors Remuneration	3,628,800	(262,800)	3,563,400	(205,704)
	Rent Paid	882,000	(66,150)	882,000	(264,600)
	Loans Taken	200,000	-	-	-
	Loans Repaid	200,000	-	-	-
	Reimbursements of expenses paid	17,718	-	-	-
2	Sanjay Tibrewala				
	Directors Remuneration	3,628,800	(262,800)	3,563,400	(205,704)
	Loans Taken	100,000	-	-	-
	Loans Repaid	100,000	-	-	-
3	Kedha Shankar				
	Technical Fees	2,606,609	(64,307)	2,040,174	(70,345)
4	Dato Abdullah Mohd Salleh				
	Director's Remuneration	-	-	70,839	-
5	<u>Relatives of Key Management Personnel</u>				
	Kanaklata Tibrewala				
	Rent Paid	828,000	(37,800)	828,000	(248,400)
	Trade Deposits	-	19,500,000	-	19,500,000
6	<u>Enterprise under significant influence of Key Management Personnel or their relatives</u>				
	Proton Biochem Private Limited				
	Labour Charges	20,692,194	(4,082,432)	12,326,531	(935,170)
	Interest on Deposits (Income)	600,000	1,160,000	504,269	620,000
	Trade Deposits	-	5,000,000	-	5,000,000
7	Sanjay Exports				
	Sale of Goods	-	-	15,855,881	-
	Purchase of DEPB license	283,748	-	-	-

Note

Related parties are identified by the Company and relied upon by Auditors.

AOC - 1

(Pursuant to first proviso to sub-section (3) of the section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/ associates / joint ventures

Part "A" - Subsidiaries								
1	Name of subsidiary	FCL Landmarc Private Ltd	Manya Steels Private Ltd	BT Chemicals SDN. BHD	BT Biotex SDN. BHD	Rovatex SDN BHD	Fineotex Specialities FZE	Fineotex Malaysia Limited
2	Reporting period of the subsidiary	31-Mar-15	31-Mar-15	31-Mar-15	31-Mar-15	31-Mar-15	31-Mar-15	31-Mar-15
3	Reporting Currency	Rupees	Rupees	Malysian Ringets	Malysian Ringets	Malysian Ringets	USD	USD
4	Exchange rate as on the last date of the relevant Financial Year	1	1	16.83	16.83	16.83	62.34	62.34
		Audited	Audited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
5	Share Capital	100,000	100,000	8,415,000	1,683	16,830	935,100	117,836,190
6	Reserves & Surplus	(62,703)	(149,396)	90,218,041	27,023,409	2,211,211	403,464	4,157,081
7	Total Assets	47,097	8,949,534	141,174,313	44,328,571	1,696,903	1,400,904	127,778,984
8	Total Liabilities	9,800	8,998,930	42,541,272	17,303,478	(531,138)	62,340	5,785,713
9	Investments	-	-	-	-	-	-	111,729,364
10	Turnover	-	-	320,284,636	149,546,785	893,005	1,000,245	9,846,541
11	Profit before Taxation	(15,218)	(39,725)	42,216,776	9,241,504	20,482	403,464	3,994,997
12	Provision for Taxation	-	-	10,455,335	2,308,251	(3,804)	-	56,231
13	Profit after Taxation	(15,218)	(39,725)	31,761,441	6,933,253	24,286	403,464	3,938,766
14	Proposed Dividend	-	-	-	-	-	-	90,000
15	% of shareholding	100	100	60	60	60	100	100

Part "B" : Associates & Joint Ventures

Nil

As per our Report of even date

For **UKG & Associates**

Chartered Accountants

(Firm Registration No : 123393W)

Champak K. Dedhia

Partner

Membership No.: 101769

A. V. Nerurkar

Company Secretary

For on behalf of Board of Directors

Sanjay Tibrewala

Executive Director & CFO

DIN : 00218525

Alok Dhanuka

Director

DIN : 06491610

Mumbai, 29th May, 2015

Mumbai, 29th May, 2015

FCL**FINEOTEX CHEMICAL LIMITED**

(CIN : L24100MH2004PLC144295)

Registered Office : 42,43 Manorama Chambers SV Road, Bandra (W), Mumbai 400050

Tel: 91 22 26559174 Fax : 91 22 26559178 E-Mail: info@fineotex.com[Website: www.fineotex.com](http://www.fineotex.com)**BALLOT FORM**

1. Name and Registered Address of the Sole/ First named Shareholder :
2. Name(s) of the Joint-holder(s), if any :
3. Registered Folio No. / DP ID No / Client ID No. :
4. Number of Share(s) held :
5. EVEN (E-Voting EVENT Number) :
6. User ID :
7. Password :
8. I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the Twentieth Annual General Meeting (AGM) of the Company to be held on Monday, 28th September, 2015 by sending my/our assent or dissent to the said Resolutions by placing a tick (✓) mark at the appropriate box below:

Item No.	Resolution	Type of Resolutions	No. of Shares	(FOR)	(AGAINST)
				I/We assent to the Resolution	I/We dissent the Resolution
	Ordinary Business				
1	Adoption of Audited Financial Statements of the Company for the financial year ended 31st March, 2015, and the Reports of the Board of Directors and Auditors thereon	Ordinary			
2	Declaration of dividend on the Rs. 0.10 per equity share of Rs. 2/- each for the year 2014-15.	Ordinary			
3	Re-Appointment of Ms. Ritu Gupta as director of the Company	Ordinary			
4	Appoint Auditors and fix their remuneration	Ordinary			
	Special Business				
5	Appointment of Mr. Navin Mittal as an Independent director of the Company	Ordinary			
6	Approval of Contracts with Related parties	Special			
7	Approval u/s 180/186 of the Companies Act 2013 for investments and or give loans.	Special			
8	Adoption of new Articles of Association	Special			

Place :

Date :

Signature of the Shareholders**Note:** Please read the instructions carefully before exercising your vote.

INSTRUCTIONS

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting ie. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Notice of the AGM.
4. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Notice of the AGM.

Process and manner for Members opting to vote by using the Ballot Form:

1. Please complete and sign the Ballot Form (no other form or photo copy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company. Mr. Nitin A Sarfare, Practicing Company Secretary (Membership No. ACS 36769/CP. No.13729), C/o. Bigshare Services Private Limited, E-2, Ensa Industrial Estate, Saki Vihar Road, Saki Naka, Mumbai 400072. The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
2. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorisation.
3. Votes should be cast in case of each resolution either in favour or against by putting the tick (✓) mark in the column provided in the Ballot.
4. The voting rights of shareholders shall be in proportion of the share held by them in the paid up equity share capital of the company as on 21st September, 2015 and as per the Register of Members of the Company.
5. Duly completed Ballot Form should reach the Scrutinizer not later than Sunday, 27th September, 2015 (5 p.m.IST). Ballot Form received after 27th September, 2015 will be strictly treated as if the reply from the Member has not been received.
6. A Members may request for a duplicate Ballot Form, If so required. However, duly filled in and signed duplicate form should reach the Scrutinizer not later than the date and time specified in serial No.6 above.
7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected, A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
8. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
9. The results shall be placed on the Company's website www.fineotex.com within two days of the AGM of the Company scheduled on 28th September, 2015, and communicated to Stock Exchanges where the shares of the Company are listed.



FINEOTEX CHEMICAL LIMITED

Regd. Office : 42/43, Manorama Chambers, S V Road, Bandra (West), Mumbai 400050

Corporate Identity Number : L24100MH2004PLC144295; Website : www.fineotex.com, E-Mail : info@fineotex.com

FORM NO.MGT - 11

PROXY FORM

(Pursuant to the provisions of Section 105(6) of the Companies Act, 2013 and the Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name(s) of the Member(s) :

Registered Address :

E-mail ID :

Folio No./Client ID:

DP/ID:

**Affix
Revenue
Stamp**

I/We being the Member(s) of _____ equity shares of Rs. 2 each of Fineotex Chemical Limited, hereby appoint :

1. Name _____
Address : _____
E-Mail ID: _____ Signature _____, or failing him
2. Name _____
Address : _____
E-Mail ID: _____ Signature _____, or failing him
3. Name _____
Address : _____
E-Mail ID: _____ Signature _____,

as my/our proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the 12th Annual General Meeting of the Corporation, to be held on Monday 28th September, 2015 at 10.00 a.m at Rajpuria Baugh / Hall , Navinbhai Thakkar Marg, Vile Parle (East), Mumbai 400057 and at any adjournment(s) thereof, in respect of the resolutions, as indicated below:

Resolution Nos.:-

Item No.	Resolution	Type of Resolutions	No. of Shares	(FOR)	(AGAINST)
				I/We assent to the Resolution	I/We dissent the Resolution
	Ordinary Business				
1	Adoption of Audited Financial Statements of the Company for the financial year ended 31st March, 2015, and the Reports of the Board of Directors and Auditors thereon.	Ordinary			
2	Declaration of dividend on the Rs. 0.10 per equity share of Rs. 2/- each for the year 2014-15.	Ordinary			
3	Re-Appointment of Ms. Ritu Gupta as a director of the Company	Ordinary			
4	Appoint Auditors and fix their remuneration				
	Special Business				
5	Appointment of Mr. Navin Mittal as an Independent director of the Company	Ordinary			
6	Approval of Contracts with Related parties	Special			
7	Approval u/s 180/186 for investments and giving Loans	Special			
8	Adoption of New Articles of Association	Special			

Signed, this _____ day of ____, 2015

Signature of Member(s) : _____

Signature of the Proxy holder(s) : _____

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting - before 11.00 a.m on Saturday, 26 September, 2015.

Place: Mumbai
Date: 4th September, 2015