



FINEOTEX CHEMICAL LIMITED

42-43, Manorama Chambers, S.V. Road, Bandra, Mumbai, 400050, India
Tel: 91-22-26559174/75/76/77 Fax: 91-22-26559178
Email: info@fineotex.com URL: www.fineotex.com (CIN L24100MH2004PLC144295)



14s/121

December 22, 2014

Dear Shareholder,

Postal Ballot Notice and Ballot paper

This is to inform you that pursuant to Section 110 of the Companies Act, 2013, ("the Act") and any other applicable provisions, of the Act, read together with the Companies (Management and Administration) Rules, 2014, the consent of Members of **Fineotex Chemical Limited** (the "Company") is being sought for special businesses through postal ballot exercise as per Postal Ballot Notice dated December 15, 2014.

The Company is pleased to provide its Members the facility to exercise their right to vote by electronic means and the business mentioned in the above stated notice may be transacted through e-voting services provided by the Central Depository Services (India) Limited (CDSL). The e-voting period commences at 8.00 a.m. on Friday, the January 2, 2015 and ends at 8.00 p.m. on Thursday, the January 15, 2015.

The e-voting module shall be disabled by Central Depository Services (India) Limited (CDSL) for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

The Postal Ballot Notice and relevant forms are enclosed and the procedure and instructions of e-voting is available in the Postal Ballot Notice.

Members who have registered their e-mail IDs with Depositories or with the Company are being sent this Postal Ballot Notice by e-mail.

In case a Member is desirous of obtaining Postal Ballot Notice in printed form, the Member may write to the Company / Registrar and Transfer Agent, M/s. Bigshare Services Pvt. Ltd. or send an e-mail to Company email ids. The Company / Registrar and Transfer Agent shall forward the same along with self-addressed pre-paid postage envelope to the Member.

We thank you for supporting the "Green Initiative" in Corporate Governance undertaken by the Ministry of Corporate Affairs and the Company in enabling servicing of notices / documents / annual reports electronically to your email address registered with us /your Depository Participant. In case you still desire to have a physical copy of the Postal Ballot Notice and relevant forms, kindly send an email at investor@bigshareonline.com, by quoting your Folio number/DP ID & Client ID.

We request you to please note that all future communication to you from the Company would be sent in electronic form to this e-mail address. Please therefore ensure to inform any change in your e-mail address to your Depository through your Depository Participant or to the Company through Bigshare Services Private Limited (RTA) of the Company, if your shareholding is in physical mode.

Yours faithfully,

For FINEOTEX CHEMICAL LIMITED,

Surendrakumar Tibrewala
Chairman & Managing Director

Encl. a/a



FINOTEX CHEMICAL LIMITED

(CIN : L24100MH2004PLC144295)

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

Tel.: 91 22 26559174 Fax : 91 22 26559178 E-Mail : info@fincotex.com

Website : www.fineotex.com



Postal Ballot Notice

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Clause 35B of the Equity Listing Agreement and other applicable laws and regulations, that the resolutions appended below, in relation to:

- (i) Increasing the Authorized Share Capital of the Company, with consequential amendments to the Memorandum and Articles of Association; and
- (ii) Issuance of Bonus Shares to the existing Shareholders of the Company.

Are proposed to be passed by the Members through postal ballot / electronic voting (e-voting)

The proposed resolutions, along with the explanatory statement setting out the material facts and reasons thereto, are appended below and a Postal Ballot Form is enclosed for your consideration.

The Board of Directors of the Company has appointed C.S. Mohammed Aabid (M. No. FCS-6579, CP No, 6625) of Aabid & Co., Company Secretaries, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed. The duly completed Postal Ballot Form(s) should reach on the address mentioned thereon not later than January 15, 2015 (Thursday).

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section '**Voting through electronic means**' in this Notice.

The Scrutinizer will submit his report to the Chairman or any other Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of postal ballot (including e-voting) shall be declared on 21st January, 2015 and communicated to the Stock Exchanges, the Depository and the Registrar and Share Transfer Agent and would also be displayed on the Company's website at www.fineotex.com

Item no. 1 – Increase in the Authorized Share Capital of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution

“RESOLVED THAT, pursuant to the provisions of Section 61, 64 and other applicable provisions of the Companies Act, 2013 read with Companies (Share Capital & Debentures) Rule, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and subject to any other necessary approvals from any other authority for the time being in force in this regard, if required, the authorized share capital of the Company be and is hereby increased to Rs. 23,00,00,000 (Rupees Twenty Three Crore Only) divided into 2,30,00,000 (Two Crore Thirty Lakhs) equity shares of Rs. 10 (Rupees Ten only) each, from Rs. 13,00,00,000 (Rupees Thirteen Crore only) divided into 1,30,00,000 (One Crore Thirty Lakhs) equity shares of Rs. 10 (Rupees Ten only) each, by way of creation of an additional 1,00,00,000 (One Crore) equity shares of Rs. 10 (Rupees Ten only) each, aggregating to Rs. 10,00,00,000 (Rupees Ten Crore only).

Item no. 2 – Alteration of the Capital Clause of the Memorandum of Association

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

“RESOLVED THAT, pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules issued thereunder (including any statutory modification or re-enactment thereof for the time being in force), Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following :

V. The Authorized Share Capital of the Company is Rs. 23,00,00,000 (Rupees Twenty Three Crore Only) divided into 2,30,00,000 (Two Crore Thirty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof), be and are hereby authorized to do all such acts, deeds, matters and things, including delegation of all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s).

Item no. 3 – Alteration of the Capital Clause of the Articles of Association

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

“RESOLVED THAT, pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with respective rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), Article 3 of the Articles of Association of the Company be and is hereby amended and substituted by the following:

3. The Authorized Share Capital of the Company shall be in accordance with Clause V of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things, including delegation of all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s).

Item no. 4 – Approval for the Issue of Bonus Shares

To consider and if thought fit, to pass the following resolutions as Ordinary resolution:

“RESOLVED THAT, in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, read with Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors of the Company (hereinafter referred to as 'the Board', which expression shall be deemed to include a Committee of Directors duly authorized by the Board in this behalf), and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue

of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and such permissions, sanctions and approvals as may be required in this regard, and any other regulatory authority, as may be required, consent of the Members be and is hereby accorded to the Board for capitalization of such amount standing to the credit of the securities premium / free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Rs. 10 (Rupees Ten only) each, to be issued as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board, in the proportion of 1 (One) equity share for every 1 (one) existing equity share held by the Members.

RESOLVED FURTHER THAT, consequent to the issue of the bonus shares, hereinbefore resolved, in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company and subject to any registration statement to be filed with the Bombay Stock Exchange (BSE), and any other requirement under any law, consent of the Members be and is hereby accorded to the Board, for the purpose of issuance Equity Shares as Bonus, issued as fully paid-up Shares to the holders of the existing Shareholders of the Company, whose names appear as holders on such date as may be fixed in this regard by the Board, in the proportion of 1 (One) Equity Share for every 1 (one) existing Equity Shares held by the Equity Shareholders.

RESOLVED FURTHER THAT, the certificate(s) in respect of the bonus shares shall be completed and thereafter be dispatched to the allottees thereof within the period prescribed or that may be prescribed on this behalf, from time to time, except in respect of those allottees who hold shares in dematerialized form.

RESOLVED FURTHER THAT, the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date', save and except that they shall not be entitled to any dividend that may be declared before the 'record date'.

RESOLVED FURTHER THAT, for the purposes of giving effect to the bonus issue of equity shares resolved hereinbefore, the issuance of equity shares, the Board and other designated officers of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, filing a registration statement, if any, and other documents with the SEBI, listing the additional equity shares on Stock Exchange where the shares of the Company are listed, and entering into arrangements in regard to such bonus as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit".

By order of Board of Directors
For **Fineotex Chemical Ltd**

Place: - Mumbai
Date: - 15/12/2014

Surendrakumar Tibrewala
Chairman & Managing Director

Notes: -

1. The statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and the reasons for the proposals set out above is annexed herewith.
2. The Board has appointed C.S. Mohammed Aabid of Aabid & Co., Company Secretaries, as the Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members and as per records maintained by RTA as on the close of business hours on December 19, 2014. Accordingly, the Members whose names appear on the Register of Members and as per records maintained by RTA as on December 19, 2014 will be considered for the purpose of voting.
4. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on December 19, 2014.
5. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English Newspaper and at least 1 (one) Marathi Newspaper, each with wide circulation in Mumbai where the registered office of the Company is situated, and published on the Company website.
6. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by email to those Members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode (i.e. through registered or speed post or through courier), along with a postage-prepaid self-addressed Business Reply Envelope.
7. In compliance with Clause 35B of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast votes and is optional.
8. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid. The instructions for electronic voting are annexed to this Notice.
9. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to grievances@fineotex.com. The Registrar and Transfer Agent of the Company / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
10. A Member cannot exercise his / her vote by proxy on postal ballot.
11. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours on January 15, 2015. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope.

12. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than January 15, 2015 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.
13. In case of joint-holding, the Postal Ballot Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his / her absence, by the next named Member.
14. Unsigned, incomplete, and improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
15. The Scrutinizer will submit his report to the Chairman after the completion of postal ballot/e-voting process at earliest but not later than 19th January, 2015. The result of the voting by postal ballot/e-voting process as per the report of scrutinizer, will be announced by the Chairman or any Director of the Company duly authorized, on or before 21st January, 2015 at the registered office of the Company and will also be displayed on the website of the Company, besides being communicated to the Stock Exchanges, the Depository and the Registrar and Share Transfer Agents on the said date.
16. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
17. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
18. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till 15th January, 2015.

Voting through electronic means: -

The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting for the above said proposal. The instructions for e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "FINEOTEX CHEMICAL LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in De-mat 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.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in De-mat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both De-mat shareholders as well as physical shareholders) <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 letters of their name and the 8 digits of the serial number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. • In case the serial 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 serial number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your De-mat account or in the company records for the said De-mat account or folio in DD/MM/YYYY format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your De-mat account or in the company records for the said De-mat account or folio. <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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in De-mat 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 De-mat 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant < FINEOTEX CHEMICAL LIMITED > on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If De-mat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) **The voting period begins on 02/01/2015 (8:00 am) and ends on 15/01/2015 (08:00 pm).** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19/12/2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (xiv) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xx) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19/12/2014.
- (xxi) **C.S. Mohammed Aabid, Proprietor of M/s Aabid & Co., Practicing Company Secretaries (Membership No. FCS 6579, CP No. 6625), Mumbai, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.**
- (xxii) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) 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.
- (xxiii) The Scrutinizer Report shall be announced by Chairman of the Company on or before 21st January, 2015 in duly convened Board Meeting. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL and communicated to the BSE Limited.

Statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013 Item nos. 1, 2, 3 and 4: -

Your Company is glad to intimate you that Company has decided to issue Bonus shares to its existing shareholders as on record date decided by the Board of Director of the Company.

As company is having a handsome amount of reserves and surplus under the headings which covers the category of securities premium account and free reserves and your company wants to share part of this reserves with you.

The above said proposal for Bonus Issue is also required to provide liquidity to the equity shares by increasing the available number of equity shares in the market and also to reward the members by allotting bonus shares. By issuance of 1,12,29,811 fully paid equity shares by way of Bonus shares, the paid-up equity share capital of the company will be increased from Rs. 11,22,98,110/- (Rupees Eleven Crore Twenty Two Lakhs Ninety Eight Thousand One Hundred and Ten only) to Rs. 22,45,96,220/- (Rupees Twenty Two Crore Forty Five Lakhs Ninety Six Thousand Two Hundred and Twenty only).

Accordingly, the Resolutions set forth in Item Nos. 4 of the Postal Ballot Notice seek the approval of Members for capitalization of the amount standing to securities premium account / free reserve for the issuance of said Bonus Shares to the existing Shareholders of the Company as on record date.

Further your Directors propose to issue 1 (One) Bonus Equity Share of Rs. 10/- each for every 1 (One) fully-paid up Equity Shares of Rs. 10/- each held. Such Fully Paid-up Bonus Shares shall be distributed to the Members of your Company, whose names shall appear on its Register of Members or in the respective beneficiary account with their respective Depository Participants, on the Record Date Decided by the Board of Directors of your Company.

The Bonus Shares so allotted shall rank pari passu in all respects including dividend with the existing equity shares of the Company.

The said proposal for issuance of Bonus Shares is beneficial to the members of the company as well as to the company.

However, the said issue of Bonus Shares will result in to increase in Paid-up Share capital of the Company and which would be require to increase Authorised Share Capital as well and accordingly Board of Director of your Company has proposed to increase the Authorised Share Capital from Rs. 13,00,00,000 (Rupees Thirteen Crore Only) which is divided into 1,30,00,000 (One Crore Thirty Lakhs) Equity Shares of Rs 10/- (Rupees Ten Only) each to Rs. 23,00,00,000/- (Rupees Twenty Three Crore Only) which will be divided into 2,30,00,000 (Two Crore Thirty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

Further also, as a consequences of the above said increase in Authorised Share Capital, your Company will require to alter clause 'V' of Memorandum of Association and Clause '3' of Articles of association to give effect to such increase in Authorised Share Capital and accordingly Board of Directors of your Company has approached you to accord your consent for the said proposal and for such other above said actions.

None of the Directors, Key Managerial Personnel (KMP) of the company and their relative (s) is in any way concerned or interested in the above referred resolution.

By order of Board of Directors
For **Fineotex Chemical Ltd**

Place: - Mumbai
Date: - 15/12/2014

Surendrakumar Tibrewala
Chairman & Managing Director



FINOTEX CHEMICAL LIMITED

(CIN : L24100MH2004PLC144295)

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

Tel.: 91 22 26559174 Fax : 91 22 26559178 E-Mail : info@fincotex.com

Website : www.fineotex.com



Serial No.:

POSTAL BALLOT FORM

1. Name(s) of Member(s) :
Including joint holders, if any
2. Registered Address of the sole/
First named Member :

3. Registered folio No./DP ID No./Client ID No. :

4. No. of shares held :

I/We hereby exercise my/our vote(s) in respect of the Resolutions to be passed through Postal Ballot/E-voting for the business stated in the Notice of the Company dated Monday, December 15, 2014 by convening my/our Assent or Dissent to the said Resolutions by placing the tick (✓) mark in the appropriate box(es) below: -

Item No.	Resolutions	Resolutions			
		Type	Assent	Dissent	No. of Shares
1.	Increase in Authorised Share Capital of the Company	Ordinary			
2.	Alteration of the Capital Clause of the Memorandum of Association	Special			
3.	Alteration of the Capital Clause of the Articles of Association	Special			
4.	Approval for the Issue of Bonus Shares	Ordinary			

Place :

Date :

(Signature of the Member)

EVSN (Electronic Voting Sequence Number)	User ID	Password
141217005	Refer Instruction Kit	Refer Instruction Kit

Instruction Kit

Postal Ballot Form Instructions: -

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it on the address as mentioned on attached postage-prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the addressee. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member, will also be accepted.
2. This form should be completed and signed by the Shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first-named Member and in his / her absence, by the next-named Member.
3. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified True Copy of Board Resolution / Power of Attorney/attested specimen signatures etc.
4. Assent must be accorded by placing a tick mark [] in the column **Assent** or dissent must be accorded by placing a tick mark [] in the column **Dissent**.
5. The votes of a Member will be considered invalid on any of the following grounds:
 - a. unsigned Postal Ballot Forms will be rejected;
 - b. if the Member's signature does not tally;
 - c. if the Member has marked his / her / its vote both for '**Assent**' and also for '**Dissent**' to the 'Resolution' in such a manner that the aggregate Shares voted for '**Assent**' and '**Dissent**' exceeds total number of Shares held;
 - d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - e. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
 - f. and if the Ballot Forms were received after the last date (15/01/2015) of receiving the same.
6. The Scrutinizer's decision on the validity of the postal ballot shall be final.

E-Voting Instructions: -

The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting for the above said proposal. The instructions for e-voting are as under:

- i. Log on to the e-voting website www.evotingindia.com
- ii. Click on "Shareholders" tab.
- iii. Now, select the "FINEOTEX CHEMICAL LIMITED" from the drop down menu and click on "SUBMIT"
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in De-mat 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.
- vii. If you are a first time user follow the steps given below:

	For Members holding shares in De-mat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both De-mat shareholders as well as physical shareholders) <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 letters of their name and the 8 digits of the serial number (refer serial no. printed on the name and address sticker/Postal Ballot Form/ mail) in the PAN field. • In case the serial 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 serial number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your De-mat account or in the company records for the said De-mat account or folio in DD/MM/YYYY format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your De-mat account or in the company records for the said De-mat account or folio. <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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in De-mat 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 De-mat 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.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant <FINEOTEX CHEMICAL LIMITED > on which you choose to vote.
- xiii. 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.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii. If De-mat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. The voting period begins on 02/01/2015 (8:00 am) and ends on 15/01/2015 (08:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19/12/2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- xxi. 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.