



September 29, 2018

To, 3

General Manager,  
Listing Department,  
**BSE Limited,**  
P.J. Towers, Dalal Street,  
Mumbai – 400 001  
**Company code: 533333**

The Manager,  
Listing & Compliance Department  
**The National Stock Exchange of India Limited**  
Exchange Plaza, Bandra Kurla Complex,  
Bandra East, Mumbai - 400051  
**Company code: FCL**

Dear Sir/Madam,

**Subject: Annual Report - 2017-18 of the 15<sup>th</sup> Annual General Meeting**

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed copy of the Annual Report for the financial year 2017-18 of 15<sup>th</sup> Annual General Meeting of the Company.

The above information is for your information and dissemination to the public at large.

Thanking you,

Yours faithfully,

**FOR FINEOTEX CHEMICAL LIMITED**

**Pooja Kothari**  
**Company Secretary**

Encl: As Above



# 15<sup>TH</sup> ANNUAL REPORT 2017-18

# FCL

## FINEOTEX CHEMICAL LIMITED

*Where Dependability Counts...*



# BOARD OF DIRECTORS



**Surendrakumar Tibrewala**  
Chairman & Managing Director



**Sanjay Tibrewala**  
Executive Director & CFO



**Aarti Jhunhunwala**  
Executive Director  
(Appointed w.e.f 14-08-2018)



**Navin Mittal**  
Independent Director



**Manmohan Mehta**  
Independent Director



**Alok Dhanuka**  
Independent Director



**Ritu Gupta**  
Non-Executive Director  
(Resigned w.e.f 14-08-2018)

## COMPANY SECRETARY AUDITORS & BANKERS

### BANKERS

Indian Bank  
Oriental Bank of Commerce  
Kotak Mahindra Bank

### AUDITORS

UKG & Associates  
Chartered Accountants

### COMPANY SECRETARY

Raina D'Silva (Resigned w.e.f 04 -04-2018)  
Pooja Kothari (Appointed w.e.f 04 -04-2018)

## REGISTRARS AND SHARE TRANSFER AGENTS:

(For shares and dividend related queries)  
Bigshare Services Private Ltd.,  
1st Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheti (E)  
Mumbai - 400 059  
Tel: (+91-22) 62638200  
E-mail : investor@bigshareonline.com

## PLANTS & OFFICES

### REGISTERED OFFICE

42,43 Manorama Chambers, S V Road, Bandra (West),  
Mumbai - 400050.  
Tel: (+91-22) 26559174-77  
Fax: (+91-22)26559178  
info@fineotex.com  
grievances@fineotex.com

### PLANT LOCATION

Plot nos: A699 / 700  
TIC Industrial Area, MIDC, Mahape,  
Navi Mumbai - 400 705

# CHAIRMAN SPEECH

Dear Shareholder,

***“The achievements of an organization are the results of the combined efforts of each individual.” – Vince Lombardi***

It brings me immense happiness to see your Company's performance during FY 2018 in spite of various challenges. I must acknowledge that the credit for your Company's achievements goes to employees who demonstrated their competence and commitment.

In the years to come 2017-18 will be remembered as a pivotal year in the growth journey of Fineotex. A year that has helped us built a platform to take the company to level-next growth. We have consolidated our position as one of the faster growing Specialty Chemical Company in India, we also aspire to continue to emerge as a globally recognized one.

We have continued to remain a zero debt Company and the entire capital expenditure for improvements and addition of technology & equipment are being met from internal accruals.

Among our many laurels, one of the key aspects that separate us from our peers is our integrated business model. We are the most integrated Textile Processing Chemical Company in the country today having a wide range of textile chemical products for all the processes viz. Pretreatment, Dyeing, Printing and finishing.

As the Textile Industry evolves, we too have adapted to the changing consumer and industry needs. These changing dynamics make a strong case in point for Fineotex. Our philosophy of 'ready for the next phase' is relevant in true context, as we strive to achieve ambitious targets.

I see very positive signs in the country, which augur well for our Industry and your Company. An upwardly mobile and young population is creating significant growth and demand for better products and infrastructure. The Marketing and Business teams have been strengthened and re-trained to handle the emerging challenges.

Over the past few years we have undertaken various initiatives resulting in better systems & policies, tighter execution and greater competitiveness. These are structural and internal changes that will strengthen us greatly over the medium and long term.

In addition, we continue to make high-quality products, with a number of variants across all our business divisions. We have invested in new plant and technologies, to better our quality benchmarks, produce more efficiently and further reduce the impact on environment.

The result of these operational achievements was visible during the consolidated year under review, as we registered 6.3% growth in revenues (as per IND As) to RS. 1429 millions (from RS. 1344 millions in previous year) and 1.7% growth in EBITDA to RS. 300 million (from RS. 295 million in previous year).

We continue to make sustained investments for our capacity expansion and keep a comfortable debt profile. Our financial achievements and health underpin our long-term vision and strategies.

Our people and our customers form an integral part of our growth journey. We continue to engage actively with our employees, with training and motivation that helps them perform consistently to deliver greater efficiencies. We also put a strong focus on health and safety aspects, conducting proper training and mock drills to ensure that the team is vigilant and agile for any unforeseen circumstances. We also place higher emphasis on the needs of our customers who reciprocate our efforts for united gains.

While we march ahead towards our business goals, we also make conscious efforts towards making active contributions to society and environment. Our regular contributions and initiatives towards uplifting several people in various aspects are our humble endeavor to make our world a better place.

I am thankful to the Board of Directors, for their continued support and guidance towards taking the company ahead. I would also like to place on record our appreciation towards our bankers, suppliers and customers for their continued trust in us, and building an enriching association.

Fineotex Chemicals is an Indian Company, serving customers in india and across the world. We are keenly promoting the 'Make in india' philosophy with our enriched product portfolio. We are determined to continue to grow in the 'next phase' of our corporate journey and emerge as an even stronger and customer-focused company, delivering performance that matters to all stakeholders.



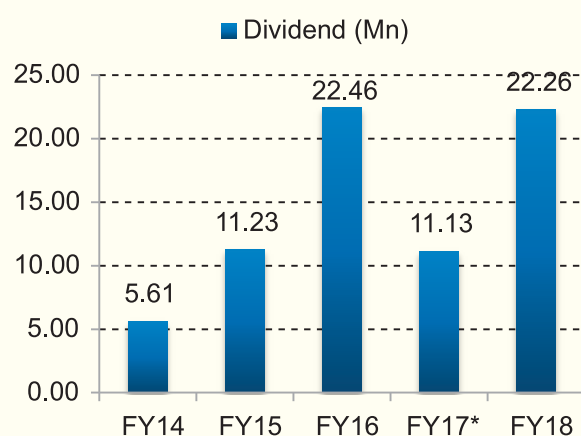
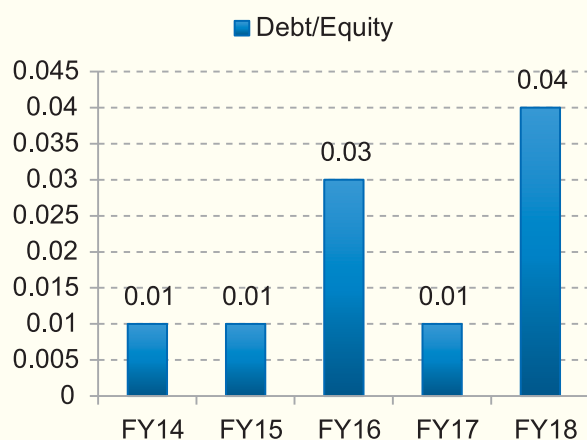
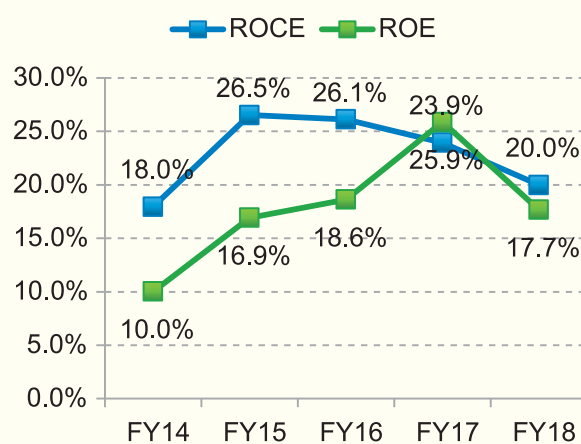
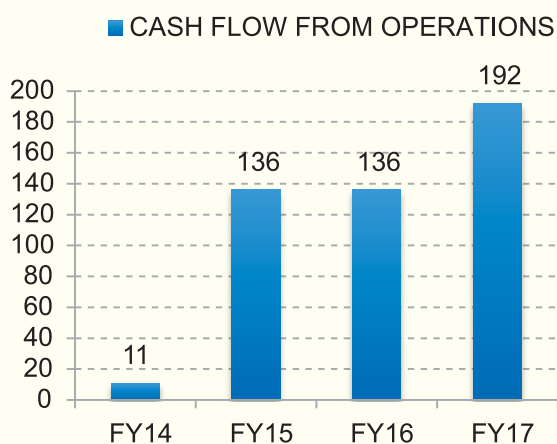
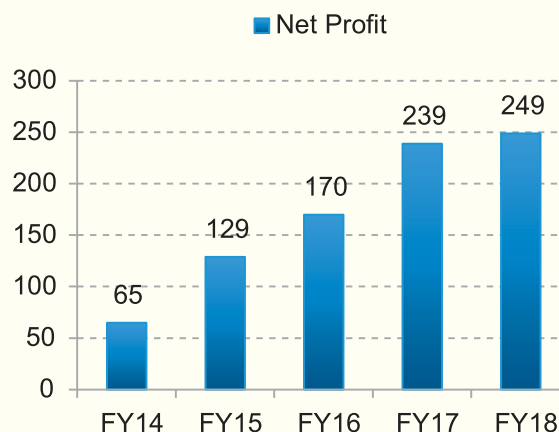
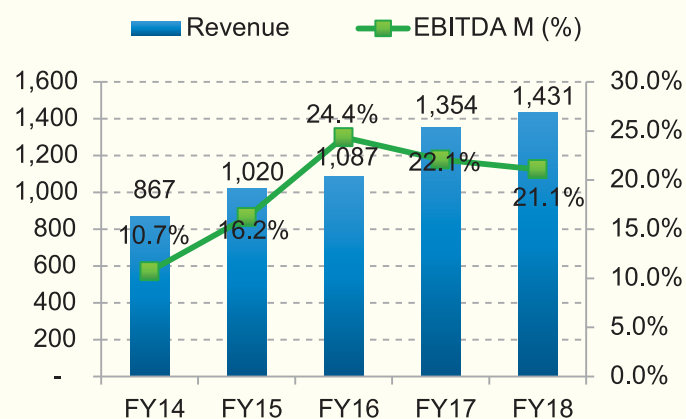
A handwritten signature in blue ink, reading 'S Tibrewala'.

Surendrakumar Tibrewala  
(Chairman & Managing Director)



# CONSOLIDATED FINANCIAL PERFORMANCE

(As Per I-GAAP)



\*9,98,110 shares bought back in FY17

- ✧ ISO 9001:2015
- ✧ ISO 14001:2015
- ✧ OHSAS 18001:2007
- ✧ GOTS Compliance
- ✧ Public Listed Company
- ✧ Star Export House
- ✧ Exports to 33 Countries
- ✧ Plants in INDIA & MALAYSIA

# Manufactures of Speciality Chemicals in India

# ACCREDITATIONS



ISO 9001:20015



ISO 14001:2015



OHSAS 18001:2007



SA 8000 (Social Accountability Management System)



ZDHC (Zero Discharge Hazardous Chemical)



Fastest growing company in chemical manufacturing by IPF at Bombay Stock Exchange



**STAR EXPORT HOUSE**  
Certificate Holder

Recognized as a Star Export House



# Fineotex awarded as IPF Fastest Growing Chemical Manufacturing Company at BSE Ltd., December 20, 2017



**Fineotex recognized amongst 25 Fastest growing Chemical Companies of India by The CEO Magazine June 2018**



## The CEO Magazine



**Surendrakumar Tibrewala**

**Chairman & Managing Director  
Fineotex**

**Fineotex being covered by the Dalal Street Investment Journal, July 2018**



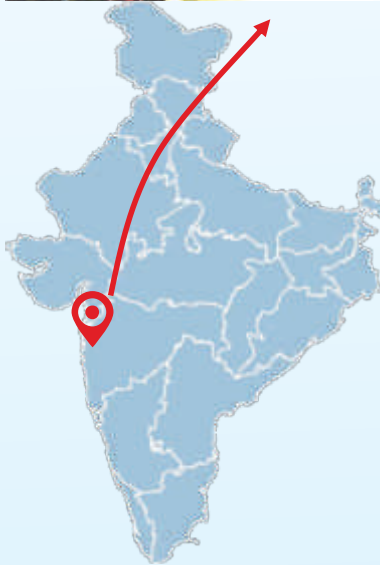
**Sanjay Tibrewala**  
Executive Director & CFO



**Aarti Jhunjhunwala**  
Executive Director

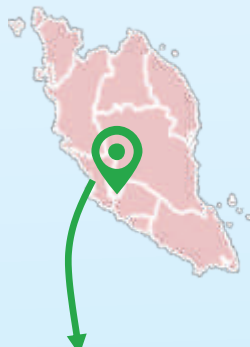


# MANUFACTURING FACILITIES



## INDIAN FACILITIES LOCATED AT MAHAPE, NAVI MUMBAI

- Trans Thane Creek Industrial Area, Mahape, Navi Mumbai.
- The Current production capacity is 22,800 MT p.a.



## MALAYSIAN FACILITY AT BANDER BARU BANGI, MALAYSIA

- PLOT 71, Jalan P10/21, Selaman Industrial Park, 43650 Bandar Baru Bangi, Selangor, Malaysia.
- Current production capacity of 6,500 MT p.a



# TEXTILE INDUSTRY CLIENTS



# OTHER INDUSTRY CLIENTS



# OUR JOURNEY

- Fineotex Chemical Limited came up with their first buyback

- Bonus declared on 1:1 basis
- Accredited with ISO 14001:2004 & OHSAS 18001:2007 certifications

- Acquisition of Fineotex Chemical Industries by Fineotex Chemical Limited

- Accredited with ISO 9001:2008
- Registered Trademark for "FINEOTEX"

2018

2017

2015

2014

2011

2007

2004

2003

1995

- Fineotex being awarded as the IPF Fastest Growing Chemical Manufacturing Company at BSE Ltd. on December 20, 2017
- Market Capital of Fineotex crossed 1100 crores in January 2018

- Listed on NSE
- Incorporated a Wholly Owned Subsidiary in UAE, Fineotex Specialities FZE
- Received Star Export House Recognition

- Listed on BSE
- Incorporated a Wholly Owned Subsidiary in Malaysia
- Acquired major stake in Biotex Group

- Incorporation of Fineotex Chemical Private Limited

- Incorporation of Fineotex Chemical Industries (FCI)



# WHAT DIFFERENTIATES US IN THE INDUSTRY



## Our Objective

- ☐ To grow consistently through innovation and develop value added products.
- ☐ To expand our market share in all geographies of the World.
- ☐ To achieve customer satisfaction by catering to customer specification/ requirements.
- ☐ To contribute and deal ethically with our stakeholders, employees, customers, suppliers, financial institutions and the society.

# OUR PRODUCTS

**Adhesives**

**Dyeing  
Process**

**Pre-treatment  
Process**

**Printing  
Process**

**Finishing  
Process**

**Construction  
Chemicals**

- Fineotex manufactures chemicals for the entire value chain for the textile industry including pretreatment, dyeing, printing and finishing process.
- Fineotex is one of the strongest players in specialty chemicals segment in India, with a higher focus on dyeing and finishing chemicals. These chemicals are mainly used for textile applications and are more profitable.
- Fineotex also manufactures other specialty chemicals like adhesives, food additives, foundry chemicals, defoamers, elastomers, cosmetic additives, flavours and fragrances across industries like construction, paper, wood & handicraft.

# FINEOTEX

CHEMICAL LIMITED



**Diquet SN**

*Enriching the Texture of Life...*



# FINEOTEX

CHEMICAL LIMITED



## Finocon SM Conc

A high performance APEO  
Free Wetting Agent

*Enriching the Texture of Life...*

# FINEOTEX

CHEMICAL LIMITED



**Finofix NFE Conc FCL**

Non Formaldehyde Based Dyefixing Agent

*Enriching the Texture of Life...*

प्रभावी, किफायती, पर्यावरण – मित्र



## **FINOCON ECO 100**

An Acetic Acid Substitute

- Eco Friendly
- Sulphate Free
- Formate Free
- Viscose Safe
- Economical
- Chloride Free
- Appropriate Acid Value

**ECO FRIENDLY**  
**NOMICAL**

FINOCON  
XCELLENCE

*Where every Quest for excellence begins with Quality...*





# SILICONES...

## FINOX SIL

When you think of an organisation that leads by finesse, where the smallest detail is as important as the whole, where client satisfaction is driving force, when you think of an organisation that is best equipped with international accreditation and does not compromise in providing the best products for the textiles industry. When you think of Quality, think of FINEOTEX.



**FINEOTEX**  
CHEMICAL LIMITED

*Where every Quest for excellence begins with Quality...*

# ANNUAL REPORT

## 2017-18

15th Annual Report

### CONTENTS

|                                                                   |    |
|-------------------------------------------------------------------|----|
| Notice                                                            | 1  |
| Directors' Report                                                 | 11 |
| Management Discussion & Analysis                                  | 17 |
| Report on Corporate Governance                                    | 20 |
| Independent Auditors' Report on Standalone Financial Statements   | 48 |
| Standalone Financial Statements                                   | 52 |
| Independent Auditors' Report on Consolidated Financial Statements | 95 |
| Consolidated Financial Statements                                 | 98 |

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Fifteenth Annual General Meeting of the members of Fineotex Chemical Limited will be held on Friday, the 28th day of September, 2018 at 4:30 p.m. at Rajpuria Baugh/Hall, Navinbhai Thakkar Marg, Vile Parle (East), Mumbai- 400057, to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements and Audited Consolidated Financial Statements for the financial year ended March 31, 2018, together with the Reports of the Board of Directors' and Auditors' thereon.
2. To confirm interim dividend declared and in this regard, pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** interim dividend at the rate of Rs. 0.20 (Twenty paise only) per equity share of Rs. 2/- (Rupees Two only) each declared by the Board of Directors of the Company at its meeting held on February 14, 2018, be and is hereby confirmed as final dividend for the financial year ended March 31, 2018.”

### **SPECIAL BUSINESS**

#### **3. Raising of Funds through Issue of Securities**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED** that pursuant to Section 23, 42, 62 and other applicable provisions of the Companies Act, 2013, and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made there under (including any amendments, statutory modification(s) and / or reenactment thereof for the time being in force) (the **“Companies Act”**) and in accordance with the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including any amendments, statutory modification(s) and / or reenactment thereof for the time being in force) (the **“ICDR Regulations”**), and subject to all applicable statutory and regulatory requirements, (including inter alia the relevant date on the basis of which price of the Securities or the resultant shares are determined being in compliance with applicable statutory and/or regulatory parameters), the relevant provisions of the Memorandum and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to the extent applicable, the provisions of the Foreign Exchange Management Act, 1999, (including any amendments, statutory modification(s) and / or re-enactment thereof for the time being in force) (‘the FEMA’), the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India and the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident outside India) Regulations, 2017, (including any amendments, statutory modification(s) and / or re-enactment thereof for the time being in force) and all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by the Government of India

(‘GOI’), the Ministry of Corporate Affairs (‘MCA’), the Reserve Bank of India (‘RBI’), the Securities and Exchange Board of India (‘SEBI’), BSE Limited and National Stock Exchange of India Limited (‘the Stock Exchanges’), and / or any other regulatory / statutory authorities, the necessary approval and/or consent of any statutory and/or regulatory authorities, and the conditions as may be prescribed by any of them while granting any such approval and/or consent, as may be agreed to by the Board of Directors of the Company, (hereinafter referred to as “Board”, which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot at an appropriate time (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), in the course of one or more domestic with or without green shoe options, to eligible investors (whether or not such investors are members of the Company, or whether or not such investors are Indian or foreign, including, without limitation, financial institutions, commercial banks, mutual funds, foreign institutional investors, multilateral and bilateral development financial institutions, venture capital funds, foreign venture capital investors, insurance companies and other qualified institutional buyers as permitted by applicable statutes and regulations from time to time), whether by way of a public offering or by way of a Qualified Institutions Placement (‘QIP’) or any other method and whether by way of circulation of an offering circular or registration statement or prospectus or placement document or private placement offer letter and/or other letter or circular (‘Offering Document/Disclosure Document / Information Memorandum’) or otherwise, securities including inter alia equity shares (‘the Equity Shares’) and/or instruments or securities convertible into equity shares of the Company and/or convertible preference shares and/or convertible debentures or bonds (compulsorily and/or optionally, fully and/or partly), and/or non-convertible debentures with warrants and/or securities with or without detachable/non-detachable warrants and/or warrants with a right exercisable by the warrant holder to subscribe for equity shares, or by any one or more or a combination of the above or otherwise, up to an amount of Rs.100 crore, (hereinafter referred to as “Securities”), with or without premium, to be denominated in Indian rupees or foreign currency, as the case may be and such issue and allotment to be made in one or more tranche or tranches, for cash, at such price or prices, in terms of the applicable regulations and as permitted under the applicable laws, in consultation with the Merchant Banker(s) and/or other Advisor(s) or otherwise and on such other terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment.

- (a) **RESOLVED FURTHER THAT**, if the Company proposes to allot any securities pursuant to a qualified institutional placement (‘QIP’),
  - i. the allotment of Securities shall be completed within 12 months from the date of passing of the Special Resolution or such other time as may be allowed under the ICDR Regulations from time to time



- ii. of equity shares, then, the relevant date shall be the date on which the Board decides to open the said issue, and/or, of convertible securities, then, the relevant date shall be the date on which the relevant allottees of the said convertible securities are eligible to apply for equity shares of the Company.
  - iii. the QIP shall be made at such price not less than the price determined in accordance with the pricing formula provided under the ICDR Regulations ('QIP Floor Price') and the price determined for a QIP shall be subject to appropriate adjustments as per the provisions of Regulation 85(4) of the ICDR Regulations, as may be applicable and the Board may, at its absolute discretion, may offer a discount of not more than 5% (five per cent) or such other percentage as may be permitted under applicable law on the QIP Floor Price.
- (b) **RESOLVED FURTHER THAT**, the Equity Shares as may be required to be issued and allotted in accordance with the terms of the offer shall rank pari passu inter-se and with the then existing Equity Shares of the Company in all respects
- (c) **RESOLVED FURTHER THAT**, without prejudice to the generality of the above, the Board be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with offering, issuing and allotting the Securities, and to give effect to these resolutions, including, without limitation, the following:
- (i) offer, issue and allot the Securities or any/all of them, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion, including inter alia, (a) terms for issue of additional Securities and for disposal of Securities which are not subscribed to by issuing them to banks/financial institutions/mutual funds or otherwise, (b) terms as are provided in domestic offerings of this nature, and (c) terms and conditions in connection with payment of interest, dividend, voting rights, premium and redemption or early redemption, conversion into equity shares, pricing, variation of the price or period of conversion, and/or finalizing the objects of the issue and the monitoring of the same;
  - (ii) approve, finalise and execute any offer document, {(including inter alia any draft offer document, offering circular, registration statement, prospectus or placement document or private placement offer letter and/or other letter or circular ('Offering Document/ Disclosure Document / Information Memorandum')}, and to approve and finalise any term sheets in this regard;
  - (iii) approve, finalise and execute any number of powers of attorney,
  - (iv) taking decision to open the issue and in this regard to decide the opening and closing date;
  - (v) approve, finalise and execute agreements and documents, including lock-up letters, agreements in connection with the creation of any security and agreements in connection with the appointment of any intermediaries and/or advisors, (including for underwriting, marketing, listing, trading, appointment of lead manager(s)/ merchant banker(s), legal counsel, depository(ies), banker(s), advisor(s), registrar(s), trustee(s) and other intermediaries as required) and to pay any fees, commission, costs, charges and other outgoings in connection therewith;
  - (vi) to provide such declarations, affidavits, certificates, consents and/or authorities as required from time to time, to amend or modify any of the above agreements, powers or documents as required;
  - (vii) seek any consents and approvals, including inter alia, the consent from the Company's lenders, parties with whom the Company has entered into agreements with and from concerned statutory and regulatory authorities;
  - (viii) file requisite documents with the SEBI, Stock Exchanges, the Government of India, the Reserve Bank of India and any other statutory and/or regulatory authorities and any amendments, supplements or additional documents in relation thereto as may be required;
  - (ix) seeking the listing of the Securities on any Stock Exchange/s, submitting the listing application to such stock exchange/s and taking all actions that may be necessary in connection with obtaining such listing approvals, (both in principle and final listing and trading approvals);
  - (x) open one or more bank accounts in the name of the Company in Indian currency or foreign currency(ies) as required subject to requisite approvals from Reserve Bank of India, if any and the director/s and/ or officer/s of the Company as authorized by the Board who shall be authorized to sign and execute the application form and other documents required for opening the said account/s to operate the said account/s and to give such instructions including closure thereof as may be required and deemed appropriate by the said signatories and that the said bank/s be and is/are hereby authorized to honor all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by the aforesaid signatories on behalf of the Company;
  - (xi) affix the Common Seal of the Company, as required, on any agreement, undertaking, deed or other document in the presence of anyone or more of the directors of the Company or anyone or more of the officers of the Company as may be authorized by the Board in accordance with the Articles of Association of the Company;
  - (xii) do all such incidental and ancillary acts and things as may be deemed necessary, and to give such directions that may be necessary or arise in regard to or in connection with any such offer, issue or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board or any duly authorised committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects;
  - (xiii) settle any issues, questions, difficulties or doubts that may arise;
  - (xiv) approving the issue price, finalize the basis of allotment of

the Securities on the basis of the bids/applications and over-subscription thereof as received where applicable;

- (xv) acceptance and appropriation of the proceeds of the issue of the Securities; and
- (xvi) further authorise any committee and/or director/s and/or officer/s of the Company to seek the aforementioned consents and approvals, and/or to execute and/or file the above documents and/or to carry out any/all of the aforesaid actions.

**4. Substitution of the existing Memorandum of Association by a new set of Memorandum of Association**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, approval of the members be and is hereby accorded to substitute the Memorandum of Association of the Company as per the draft placed before the meeting with respect to the object clause (Clause III) of the Memorandum of Association of the Company and such other amendments as may be required to align the Memorandum of Association with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Other Objects Clause of the Memorandum of Association of the Company be removed by completely deleting the Clause III (C) in consistence with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Clause III (B) of the objects that are incidental or ancillary to the attainment of the main objects of the Memorandum of Association be and hereby replaced with the title **“Matters which are necessary for furtherance of the objects specified in Clause III (A) are:-”**

**5. Appointment of Mrs. Aarti Jhunjunwala as an Executive Director (Non Independent) of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Sections 188, 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to appoint Mrs. Aarti Jhunjunwala (DIN: 07759722) as an Executive Director of the Company, for a period of 3 (Three) years with effect from August 14, 2018 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment as it may be agreed between the Board and Mrs. Aarti Jhunjunwala.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**6. 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 resolutions earlier approval of shareholders 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 October, 2015 to 31st March, 2020 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 <sup>st</sup> October, 2018 | Relationship                 |
|---------|------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|------------------------------|
| 1       | Surendrakumar Tibrewala                              | Lease of Office Premises, 43, Manorama Chambers, SV Road Bandra (W), Mumbai 400050 (970 square feet)           | Monthly rent not exceeding Rs. 200 per month per square feet.       | Chairman & Managing Director |
| 2       | Sanjay Tibrewala                                     | Office premises at Mittal Estate, Andheri Kurla Road, Andheri (East), Mumbai 400059 (Area 1100 sq Ft withloft) | Monthly rent not exceeding Rs. 200 per month per square feet.       | Executive Director & CFO     |

By Order of the Board  
For Fineotex Chemical Limited

Surendrakumar Tibrewala  
Chairman & Managing Director  
DIN: 00218394

Place: Mumbai  
Date: 14.08.2018

**NOTES :**

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.**

**AS PER PROVISIONS OF SECTION 105 OF THE COMPANIESACT,2013,APERSON CANACTASAPROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10%**

**PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER 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 SHAREHOLDER.**

A Proxy form, in order to be effective, must be deposited at the Registered Office of the Company, duly stamped, completed and signed not less than forty eight hours before the commencement of the aforesaid meeting i.e. before 5.30 p.m. on 26th September, 2018.

2. Corporate members intending to send their authorized representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business as set out at Item Nos. 3 to 6 of the AGM Notice, to be transacted at the Meeting is annexed hereto.
4. Disclosure pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings with respect to 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 Monday, the 24th day of September, 2018 to Friday, the 28th day of September, 2018 (both days inclusive) for the purpose of 15th Annual General Meeting.
6. 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 Services 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. Members are requested to check that the correct account number has been recorded with the depository.
7. Members holding shares in electronic form are requested to intimate any change in their address, E-mail Id, Signature or bank mandates to their respective Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to intimate such changes to the Registrars and Transfer Agents of the Company.
8. Members are requested to :
  - a. Notify any change in their address to the Registrar and Share Transfer Agents, Bigshare Services Private Limited,

1st Floor, Bharat Tin Works Building, Opp.Vasant Oasis, Makwana Road, Marol, Andheri (E), Mumbai - 400059 or their Depository Participant.

- b. Bring the attendance slips along with the copies of the Annual Report to the meeting.
9. In compliance with Sections 124 of the Companies Act, 2013, unpaid/unclaimed dividend 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. Unclaimed Dividend for FY 2010-11 will be transferred to IEPF in September 2019. Shareholders are requested to send the requisite details to the Company/ Bigshare Services Private Limited to claim the amount before the date. The list of Shareholders whose dividend is liable to be transferred if unclaimed by 16th September, 2018 is available on the Company's website.
10. The Ministry of Corporate Affairs, vide its circular No. 17/2012 dated July 23, 2012 have directed the companies to upload information regarding unpaid and unclaimed dividend on the company's website. In terms of the circular, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 25th September, 2017 (date of last Annual General Meeting) and the same can be viewed on the website of the Company – [www.fineotex.com](http://www.fineotex.com) and also on the website of the Ministry of Corporate Affairs.
11. The notice of the 15th 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, 2018 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, 2018 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 15th Annual General Meeting and the Annual Report for the year ended March 31, 2018 will also be available on the Company's website – [www.fineotex.com](http://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 before the meeting.
12. Statutory Registers and documents referred to in the notice and Explanatory Statement are open for inspection by the members at the registered office of the Company on all working days (Monday to Saturday) between 10.00 a.m. to 12.00 noon, upto the date of the Annual General Meeting and will also be available for inspection at the Meeting during the meeting hours.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN)



and also the Bank particulars by every participant in securities market Members holding shares in electronic form are, therefore, requested to submit their PAN and Bank particulars 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.

14. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form is also available on the website of the Company.

15. Non-Resident Indian Members are requested to inform Bigshare, immediately of:

- Change in their residential status on return to India for permanent settlement.
- 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.

16. E-voting

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 to its Members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting ("AGM") by electronic means and the business may be transacted through E-voting services arranged by the Central Depository Services Limited (CDSL).

The instructions for members for voting electronically are as under:-

(i) The voting period begins on Tuesday, the 25th day of September 2018 at 9.00 a.m. IST and end on Thursday, the 27th day of September 2018 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, the 21st day of September 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

(iii) Click on Shareholders / Members

(iv) 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.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://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 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"> <li>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 sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</li> <li>In case the sequence 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. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul> |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both 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).</li> </ul>                                                                                                                                                                                                                                                                                                                                                                          |

(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 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.

(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 Demat 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) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(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](http://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](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**In case of members receiving the physical copy:**

(A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.

(B) The voting period begins on Tuesday, the 25th day of September 2018 at 9.00 a.m. IST and end on Thursday, the 27th day of September 2018 at 5.00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, the 21st day of September 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

b. The Voting rights of shareholders shall be in proportion to their shares of the paid up capital of the Company as on the cutoff date of 21st September 2018.

c. Mr Hemant Shetye, Practicing Company Secretary (Membership No. ACS 2827/ C.P No.1483) has been appointed as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

d. 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, 2018

(ii) Mr. Hemant Shetye, will also act as one of the Scrutinizers at the Poll to be conducted at the AGM in a fair and transparent manner

e. 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 declared along with the scrutinizers report shall be placed on the Company’s website [www.fineotex.com](http://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.

17. Any person acquiring shares after dispatch of this notice and holds shares as on 21st September, 2018 can vote using their registration with CDSL. Those who are not registered may obtain the details by sending a request to [www.evotingindia.co.in](http://www.evotingindia.co.in).

By Order of the Board  
For **Fineotex Chemical Limited**

Surendrakumar Tibrewala  
Chairman & Managing Director  
DIN: 00218394

Place: Mumbai  
Date: 14.08.2018

## **ANNEXURE TO THE NOTICE**

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

Pursuant to Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 6 of the accompanying Notice dated August 14, 2018.

#### **Item No. 3**

Given the Company's future growth plans, the Board of Directors of the Company, ("Board" which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard), considers it necessary to augment the long term resources of the Company by way of issuing securities to eligible investors, subject to an aggregate maximum limit of up to an amount of Rs. 100 crores, and further subject to the prevailing market conditions and other relevant considerations.

The Board intends to deploy the net proceeds from the issue of the above mentioned securities for funding any one or more of the following: (i) capital expenditure, (ii) general corporate purpose, (iii) strategic acquisitions, (iv) reduction/restructuring of debt, (v) consolidation of the ownership of our subsidiaries, and/or, (vi) investment in joint venture companies, subsidiaries etc., as may be permitted by applicable statutory and regulatory parameters from time to time.

The proposed resolutions will authorize the Board to create, offer, issue and allot Securities (including equity shares) and/or instruments or securities convertible into equity shares of the Company and/or convertible preference shares and/or convertible debentures or bonds (compulsorily and/or optionally, fully and/or partly) and/or non-convertible debentures with warrants and/or securities with or without detachable/non detachable warrants and/or warrants with a right exercisable by the warrant holder to subscribe for equity shares, in any combination as the Board deems fit.

As the aforesaid issue may result in issue of Securities by the Company to investors who may or may not be the members of the Company, the consent of the members through a Special Resolution is required pursuant to the provisions of Section 23, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('the ICDR Regulations') and other applicable laws for the time being in force. The detailed terms and conditions for the offer of Securities will be determined by the Board in consultation with the Advisors, Lead Managers and such other agency or agencies as may be required to be consulted by the Company considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The pricing of the Securities that may be issued to Qualified Institutional Buyers pursuant to a QIP shall be determined subject to such price not being less than the price calculated in accordance with Chapter VIII of the ICDR Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price determined pursuant to the ICDR Regulations or such other discount

as may be permitted under applicable law. The relevant date for the purpose of pricing the Securities shall, subject to applicable laws, be the date of the meeting in which the Board / Committee decides to open the proposed issue or such other date as may be permitted under the ICDR Regulations.

Your Directors commend passing of this resolution by way of a special resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in the Special Resolution set out at Item No. 3 of the notice except to the extent of their shareholding in the Company.

#### **Item No. 4**

Upon enactment of the Companies Act, 2013, the Memorandum of Association of the Company were required to be re-aligned as per the provisions of the new Act.

Your directors' in its meeting held on 14th August, 2018 had approved (subject to the approval of members) the amendment in the Memorandum of Association of the Company with respect to the following:

- a. Clause III(A) – Main Objects of the Company to be pursued by the Company on its incorporation shall be replaced by Clause III(A) – Main Objects of the Company by way of insertion(s)/ deletion(s)/ alteration(s);
- b. Clause III(B) – The Objects incidental or Ancillary to attainment of main objects shall be replaced by Clause III(B) Matters which are necessary for furtherance of the Objects specified in Clause III (A) by way of insertion(s)/ deletion(s)/ alteration(s);
- c. Clause III(C) – Other objects shall be deleted;

The draft of the amended Memorandum of Association proposed for approval, are available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company and also at the place of the meeting on the meeting day.

In terms of Section 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company.

Your Directors commend passing of this resolution by way of a special resolution.

None of the directors, KMPs or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 4 of the notice except to the extent of their shareholding in the Company.

#### **Item No. 5**

Based on the recommendations of the Nomination and Remuneration Committee at its meeting held on 14th August, 2018, the Board of Directors at their meeting held on 14th August, 2018, appointed Mrs. Aarti Jhunjhunwala (DIN: 07759722) as an Additional Director of



the Company, to hold office till the conclusion of this meeting. She is a Non- Independent Director, liable to retire by rotation and being eligible offer herself for re-appointment.

Mrs. Aarti Jhunjhunwala has completed her Masters in Accounts and Taxation. She has been involved in the family business for several years and has knowledge of the products and markets in which the Company operates. She has also undergone training for better understanding of the products of the Company. The Board has, therefore appointed her as an Executive Director for a period of three years subject to members approval.

Mrs. Jhunjhunwala is the daughter of Mr. Surendrakumar Tibrewala – Chairman & Managing Director and sister of Mr. Sanjay Tibrewala – Executive Director & CFO of the Company.

The principal terms and conditions of appointment of Mrs. Aarti Jhunjhunwala as Executive Director inter alia contain the following:

**I.** Subject to supervision and control of the Board of Directors of the Company, Executive Director shall be in charge of affairs of the Company and exercise such functions and powers as may be entrusted to her by the Board of Directors from time to time.

**II Period of Agreement:** For an initial period of 3 years effective from 14th August 2018.

### III. Remuneration:

#### a. Remuneration

Basic salary of Rs 1,50,000 Lakhs per month. The annual merit-based increments which will be effective 1st April each year will be decided by the Board, taking into account the Company's performance as well. She shall be entitled for Long Term Incentive Plan (LTIP) as per company policy.

**b. Benefits, Perquisites & Allowances** In addition to the salary and commission payable, the Executive Director shall also be entitled to perquisites and allowances as under:

The Director shall be entitled to other allowances of Rs. 25,000/- p.m. She would in addition to other allowances also be entitled to perquisites. Perquisites are classified into three categories – A, B and C. The monetary value of Category A and C will not exceed a sum of Rs.3,00,000/- p.a. The perquisites covered under Category B will however not be included within this limit of the minimum remuneration payable in case of inadequate or absence of profits.

### CATEGORY A

#### Other perquisites : -

- ❖ Medical Benefits: Reimbursement of medical expenses incurred by Mrs. Aarti Jhunjhunwala, her husband and dependent children subject to a ceiling of one month's basic salary in a year. Medical Insurance under the 'Medicare' Scheme under the Rules of the Company.
- ❖ Leave Travel concession for Mrs. Aarti Jhunjhunwala, her husband and dependent children.
- ❖ Club Fees. Subscription for one club, which will not include admission and Life Membership Fees.

- ❖ Membership of professional body: Membership fees to be paid annually for one professional body.

### CATEGORY B

- ❖ Contribution to Provident Fund, Superannuation Fund or Annuity Fund in accordance with the Rules of the Company in force from time to time.
- ❖ Gratuity: As per rules of the Company in force from time to time but not exceeding the limits as mentioned in the Payment of Gratuity Act.
- ❖ Earned privilege Leave on full pay and allowance as per rules of the Company. Leave accumulated but not availed of will be allowed to be encashed at the end of her appointment or as per the Company's policy.

### CATEGORY C

- ❖ Car: The Company will provide her with a car to be maintained by the Company. The valuation of the perquisite will be done as per the provisions of Income Tax Act, 1961 and other applicable provisions.
- ❖ Telephone: The company will provide her with telephone at her residence but all personal long distance calls will be billed by the Company to Mrs. Aarti Jhunjhunwala."

A copy of the draft letter of appointment for director setting out the terms and conditions for appointing director is available for inspection by the members at the registered office of the Company on all working days between 10:00 am to 1:00 pm.

None of the directors, KMPs, or their relatives except Mr. Surendrakumar Tibrewala, Chairman & Managing Director and Mr. Sanjay Tibrewala, Whole Time Director & CFO and their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 5 of the notice of the Company.

Your Directors commend passing of this resolution by way of a special resolution.

#### Item No. 6

The Company is using the office premises owned by the Directors for Registered Office and Sales and Testing Office. It is apt that the Company pay the owners as per the prevailing rates. The approval of the shareholders is sought to pay the owners, who are Directors of the Company, as per the prevailing market rates

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.

Your Directors commend passing of this resolution by way of a special resolution.

By Order of the Board  
For **Fineotex Chemical Limited**

Surendrakumar Tibrewala  
Chairman & Managing Director  
DIN: 00218394

Place: Mumbai  
Date: 14.08.2018

**Profile of Director seeking appointment at the 15th Annual General Meeting pursuant to Secretarial Standards on General Meetings (SS-II) and Regulation 36(3) of the Listing Regulations.**

|                                                                                                                                                                                       |                                                                                                                                                                   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Name of Director</b>                                                                                                                                                               | Mrs. Aarti Jhunjhunwala                                                                                                                                           |
| <b>Director Identification Number (DIN)</b>                                                                                                                                           | 07759722                                                                                                                                                          |
| <b>Date of Birth/ Age</b>                                                                                                                                                             | 24th January, 1983/35 years                                                                                                                                       |
| <b>Date of First Appointment</b>                                                                                                                                                      | 14th August, 2018                                                                                                                                                 |
| <b>Expertise in General Specific Areas</b>                                                                                                                                            | Rich and varied experience in field of International Business                                                                                                     |
| <b>Qualification</b>                                                                                                                                                                  | Masters in Accounts and Taxation.                                                                                                                                 |
| <b>Shareholding in Company</b>                                                                                                                                                        | NIL                                                                                                                                                               |
| <b>Relationship with other Director/KMP's</b>                                                                                                                                         | Mr. Surendrakumar Tibrewala (Father)<br>Mr. Sanjay Tibrewala (Sister)<br>Mrs. Ritu Gupta (Resigned w.e.f. 14th August, 2018 as a Non- Executive Director)(Sister) |
| <b>No. Of Board Meetings held during the tenure and attended by director during 2017-18</b>                                                                                           | NOT APPLICABLE                                                                                                                                                    |
| <b>List of outside Directorship held (Public Limited Companies)</b>                                                                                                                   | NONE                                                                                                                                                              |
| <b>Chairman/Member of the Committee of Board of Directors of the Company</b>                                                                                                          | NONE                                                                                                                                                              |
| <b>Chairman/Member of the Committee of Directors of other Public Limited Companies in which he/she is a director</b><br>a) Audit Committee<br>b) Stakeholder's Relationship Committee | NONE                                                                                                                                                              |

Google Map for AGM Venue





## **DIRECTORS' REPORT**

Dear Shareholders,

We have pleasure in presenting the Fifteenth Annual Report, together with the Audited Financial Statements of the company for the Financial Year ended 31st March 2018.

### **1. HIGHLIGHTS**

Standalone Profit After Tax for the year was Rs. 2128.14 Lakhs as against Rs. 2112.47 Lakhs for 2016-17 an increase of 0.75 %.

Earnings per share of Rs. 2 was Rs. 1.91 for the year as against Rs. 1.90 for 2016-17 an increase of 0.52 %.

Consolidated Profit after Tax for the year was Rs. 2396.64 Lakhs as against Rs. 2906.79 Lakhs for 2016-17 a decrease of 17.55 %.

### **2. FINANCIAL RESULTS**

(Rs. in Lakhs)

|                                                 | Standalone               |                          | Consolidated             |                          |
|-------------------------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
|                                                 | Year ended<br>31-03-2018 | Year ended<br>31-03-2017 | Year ended<br>31-03-2018 | Year ended<br>31-03-2017 |
| Total Income                                    | 9943                     | 9214                     | 14293                    | 13440                    |
| Less: Expenditure                               | 6929                     | 6435                     | 11418                    | 10593                    |
| Profits before Tax                              | 3014                     | 2779                     | 3392                     | 3821                     |
| Less: Income Tax<br>Expense                     | 886                      | 667                      | 995                      | 914                      |
| Profit after Tax                                | 2128                     | 2112                     | 2397                     | 2907                     |
| Other Comprehensive<br>Income (net of tax)      | 1                        | (3)                      | 1                        | (3)                      |
| Total Comprehensive<br>Income                   | 2129                     | 2109                     | 2397                     | 2907                     |
| <b>Opening balance of<br/>Retained Earnings</b> | 7020                     | 5022                     | 7808                     | 5250                     |
| Amount available for<br>Appropriations          | 9149                     | 7131                     | 10008                    | 7825                     |
| Interim Dividend<br>including Tax               | 223                      | 111                      | 342                      | 131                      |
| Closing Balance of<br>Retained Earnings         | 8926                     | 7020                     | 9736                     | 7694                     |
| Earnings per share (in<br>Rs) Basic & diluted   | 1.91                     | 1.90                     | 2.04                     | 2.32                     |

The above data has been extracted from the Standalone and Consolidated Financial Statements prepared in accordance with the Indian Accounting Standards (Ind AS) as notified under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards Rules 2015) and the relevant provisions of the Act, as applicable. These financial statements for the year ended 31st March, 2018 are the first financial statements of the Company prepared under Ind AS. A detailed note forming part of the financial statements explains the transition from previous GAAP to Ind AS and its effect on the performance and financial position.

### **3. OPERATIONS**

The year under review was influenced by the after effects of demonetisation and the introduction of the Goods and Services

Tax (GST) regime. The Company has faced the challenges upfront and the standalone revenue showed an increase of over 7.5% on value basis in the backdrop of GST and Demonetization. The Company used this period to consolidate its production and marketing infrastructure. The results are visible and the full impact would be visible in the current year. The Company has made significant inroads into domestic as well as export markets. It exports to over 40 countries and is a Star Export House.

### **4. SHARE CAPITAL**

The paid-up equity share capital of the Company as on 31st March, 2018 stood at Rs. 22,26,00,000 comprising of 11,13,00,000 equity shares of Rs. 2/- each. During the year under review, there was no change in the Share Capital of the Company.

### **5. DIVIDEND**

The Board of Directors had at their meeting held on 14th February, 2018 declared an interim dividend of Rs. 0.20 paise on equity share of face value Rs. 2/- each. Further the Board recommends that this Interim Dividend be treated as the Final Dividend.

### **6. SUBSIDIARIES**

The summary of performance of the subsidiary companies is provided below:

#### **a. Foreign Subsidiaries :**

Fineotex Malaysia Limited (FML), a Limited Company, was incorporated in Labuan Malaysia in 2011. FML in turn has 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. The synergy of the businesses has helped all the companies. These investments will complete 7 years in June 2018.

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

#### **b. Indian Subsidiaries :**

Manya Steels Private Limited is the only Indian subsidiary. It was acquired for diversification. The Company would commence commercial operations in the future. It is not a material subsidiary as per the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013, a statement containing salient features of financial statements of subsidiary companies in Form AOC 1 is attached to the Accounts. The separate audited financial statements in respect of each of the subsidiary companies shall be kept open for inspection at the Registered Office of the Company during working hours for a period of 21 days before the date of the Annual General Meeting.

### **7. FINANCE**

There have been no significant changes or commitments affecting the financial position of the Company which has occurred after the Balance Sheet date and the date of adoption of the Board Report.

During the year under review and till the date of the Board Report, there are none material / significant orders passed by the regulators or appellate authorities that may affect the going concern status of the Company's future operations.

## 8. INTERNAL FINANCIAL CONTROLS

The Company has in place a well defined and adequate internal control system to ensure, adherence to Company's policies, assets are safeguarded and that transactions are accurate, complete and properly authorized prior to recording. Information provided to management is reliable and timely and statutory obligations are adhered to. The internal control system is supplemented by extensive internal audits.

## 9. CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company along with its subsidiaries – both foreign and Indian - for the year ended 31st March, 2018 form part of this Annual Report. The same are prepared as per the applicable Indian Accounting Standards (Ind AS) as notified under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards Rules) 2015 and the relevant provisions of the Act, as applicable.

## 10. PUBLIC DEPOSITS, 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. Rent Deposit given to Subsidiary Company is disclosed in the financial statements as required under the Indian Accounting Standards (Ind AS) and Listing Agreements.

## 11. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS.

The Particulars of loans, guarantees and investments under Section 186 of the Companies Act, 2013 as at the end of the Financial Year 2017-18 are provided in the standalone financial statements and the same are also given in **Annexure '1'** forming part of this report.

## 12. RELATED PARTY TRANSACTIONS / CONTRACTS

All Related Party Transactions entered into during the year were on arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions are approved by the Audit Committee. Prior omnibus approval is obtained from the Audit Committee in respect of transactions which are repetitive in nature.

The shareholders have also given the approval to these contracts and transactions at the 12th and 13th Annual General Meeting of the Company.

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

The policy on Related Party Transactions as approved by the Board is available on the website of the Company [www.fineotex.com](http://www.fineotex.com) and may be accessed through the web link <http://fineotex.com/Investor-Relation.aspx>.

## 13. DIRECTORS

Mrs. Ritu Gupta – A Non-Independent Non Executive Director of the Company has resigned from the Board with effect from 14th August, 2018 due to her pre-occupation in other engagements. Ms Aarti Jhunjhunwala has been appointed as an Additional Director with effect from 14th August, 2018 to fill in the casual vacancy caused by Mrs. Gupta's resignation. She will retire at the conclusion of the ensuing 15th Annual General Meeting and being eligible she offers herself for re-appointment. She is liable to retire by rotation. The Board has appointed Mrs. Jhunjhunwala as an Executive Director for a period of 3 years. She is related to the Chairman & Whole-time Director of the Company.

## 14. BOARD MEETINGS

There has been no change in the Board of Directors or its Committees of the Company during the year. The Board of Directors of the Company met five times during the financial year. The details of various Board Meetings are provided in the Corporate Governance Report.

## 15. EMPLOYEES

### Key Managerial Personnel (KMP)

The following have been designated as the Key Managerial Personnel of the Company as per the Companies 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
- Ms. Raina D'Silva – Company Secretary (till 04/04/2018)
- Ms. Pooja Kothari – Company Secretary (since 04/04/2018)

### Particulars of Employees and related disclosures

None of the employees who were employed throughout the financial year was in receipt of remuneration of more than Rs. 1,02,00,000 during the year ended 31st March, 2018, nor was their remuneration in excess of that drawn by the Managing Director or Whole-time Director.

There were no employees employed for any part of the financial year 31st March 2018 in receipt of remuneration more than Rs.8,50,000 per month nor was their remuneration in excess of that of Managing Director and Whole-time Director.

Disclosure with respect to the remuneration of Directors, KMPs and employees as required under section 197 (12) 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.

**16. DECLARATION OF INDEPENDENT DIRECTORS**

The Independent Directors have submitted their disclosures to the Board that they fulfil 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.

**17. 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 '4'** to the Director's Report and is also available on the Company's website.

**18. FAMILIARISATION PROGRAMME FOR THE INDEPENDENT DIRECTORS**

In compliance with the requirements of the erstwhile Listing Agreement with the stock exchange ("Listing Agreement") and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Company had conducted a Familiarization Program on 16th February 2018 for the Independent directors to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, entitlement of sitting fees to independent directors etc. The details of such programme is available on the website of the Company <http://fineotex.com/Investor-Relation.aspx#InvestorRelation>.

**19. BOARD EVALUATION**

Pursuant to the provision of the Companies Act 2013 and Regulations 17 (10) and 25(4)(a) of the Listing Regulations, the Nomination and Remuneration Committee formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board of Directors of the Company including independent directors. The performance evaluation of Audit Committee was also carried out.

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

**20. AUDITORS AND AUDIT REPORT**

M/s. UKG Associates, the auditors of the Company, bearing ICAI Firm Registration No. 123393W, were appointed, at the 11th 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.

M/s. UKG Associates have confirmed their eligibility and qualification required under Sections 139, 141 and other applicable provisions of the Companies Act, 2013 and Rules issued there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Auditors' Report for the financial year ended 31st March, 2018 on the financial statements of the Company is a part of this Annual Report. The Auditors Report for the financial year ended

31st March, 2018 does not contain any qualification, reservation or adverse remark.

**21. COST ACCOUNTING RECORDS AND COST AUDIT**

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.

**22. 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. The Board of Directors had appointed HS Associates, Company Secretaries as Secretarial Auditors for 2018-19.

The Secretarial Audit Report is annexed herewith as **Annexure '5'**.

The Secretarial Audit Report for 2017-18 does not contain any qualification, reservation or adverse remark.

**23. CORPORATE SOCIAL RESPONSIBILITY**

In compliance with the requirements of section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules 2014 mandates that your Company spends at least 2% of its average last 3 years net profit after tax on Corporate Social Responsibility (CSR) Activities and explained therein. This was the fourth year of compliance for your Company, 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. 37.06 Lakhs in 2017-18. However it has spent Rs. 38 Lakhs till 31st March, 2018.

Details of CSR is annexed herewith as **Annexure '6'**

**24. RISK MANAGEMENT COMMITTEE**

As per Regulation 21 of (Listing Obligation and Disclosure Requirements) Regulation, 2015, the provisions of Risk Management Committee is not applicable for your Company. However the management of the Company is determining 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.

**25. AUDIT COMMITTEE**

The details pertaining to composition of audit committee are included in the Corporate Governance Report which forms a part of this Report.

**26. 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. The copy of the Policy is available on the website of the Company and may be accessed through the web link <http://fineotex.com/Investor-Relation.aspx#InvestorRelation> No complaints/suggestions were received during the year.



## 27. HUMAN RESOURCES

The Company has 84 employees at the year end including Whole time Director. We consider our employees as our most valuable asset and have been working towards keeping them engaged and inspired. 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. Necessary training and orientation is provided to our employees to equip them in providing productive and committed results.

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

The Information on conservation of energy, technology absorption and foreign exchange earnings and outgo as required to be disclosed pursuant to the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is given to the extent applicable in **Annexure 'A'** forming part of this report.

## 29. DISCLOSURE UNDER THE SEXUAL HARRASSMENT 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 2017-18

No of Complaints received: **NIL**

No of Complaints disposed off: **NIL**

## 30. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 (3) of the SEBI (LODR) Regulations, 2015, on the operations of the Company as prescribed under Schedule V, is presented in a separate section forming part of the Annual Report Annexed as **Annexure 'B'**.

## 31. CORPORATE GOVERNANCE

Your Company would strive to set and achieve appropriate Corporate Governance practices. In accordance with the requirements of Schedule V read with Regulation 34(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 with the Stock Exchange, a report on the status of compliance of corporate governance norms is also attached as **Annexure 'C'**. A certificate from the Statutory Auditors of the Company, confirming compliance with the conditions of Corporate Governance, as stipulated in the Listing Regulations forms part of the Annual Report.

## 32. OPERATIONS & ECONOMIC SCENARIO

The economy has stabilized after the introduction of Goods & Services Tax (GST) which was introduced from 1st July, 2017. The outlook is positive and our Company has adapted well in this scenario. There has been 7 % rise in sales in spite of cautious approach in the economy prior to and after the GST came into force. The Company was cautious about the emerging situation and the teething problems in the new regime unfolded. The Company continues to remain vigilant to face the new challenges.

The Company's thrust continues to concentrate on new markets and pioneering new products to enhance the operational efficiency of the customers. *The Company has strengthened its human resources to tackle the needs of the customers with entrepreneurial zeal.* This commitment is total and coupled with its focused drive to achieve growth through better management of both materials and overheads. The Company has recorded an increase in turnover of 7% on standalone basis while the consolidate turnover showed a moderate rise due to more efforts on development of products. This will show results in the coming quarters.

The sales were affected due to certain major monetary decisions taken by the government. *There were teething problems.* The Company target exports which resulted in additional earnings of over 1.13%. The exports contribute over 1.42% of its operations on a standalone basis. The Company has also reached an advance stage in production of products which would foray the Company's operations in to new sector thereby widening and diversifying its activities.

## 33. 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;
- (iv) they have prepared the annual accounts on a going concern basis ;
- (v) the proper internal controls were in place and that the financial controls were adequate and were operating effectively and

- (vi) the systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

**34. EXTRACT OF ANNUAL RETURN**

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, 2018 in Form No. MGT 9 is attached herewith as **Annexure '7'** and forms part of this Report.

**35. ACKNOWLEDGEMENTS**

Your Directors place on record their sincere appreciation to the Central Government, the State Governments, all its investors, stakeholders & bankers all the business associates for the co-operation and support extended to the Company. Your Directors also wish to place on record their deep appreciation to the employees for their hard work, dedication and commitment extended to it throughout the year.

For and on behalf of the Board

**Surendrakumar Tibrewala**  
(Chairman & Managing Director)  
00218394

**Sanjay Tibrewala**  
(Executive Director)  
00218525

Place : Mumbai  
Dated: 14-August-2018

## Annexure A

### Disclosure of particulars with respect to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as prescribed under 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

##### Form 'A'

|                               | Power & Fuel Consumption | 2017 -18  | 2016-17   |
|-------------------------------|--------------------------|-----------|-----------|
| <b>1. Electricity</b>         |                          |           |           |
| Purchased Units (Nos)         |                          | 1,73,279  | 1,66,379  |
| Total Cost (Rs.)              |                          | 14,34,173 | 13,75,990 |
| Rate / Unit (Rs.)             |                          | 8.28      | 8.27      |
| <b>2. Diesel Oil</b>          |                          |           |           |
| Quantity (K.Ltrs)             |                          | 6,195.98  | 60,573    |
| Total Cost (Rs.)              |                          | 39,0448   | 29,83,414 |
| Average rate per K Ltr. (Rs.) |                          | 63.02     | 49.25     |

#### 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

Activities relating to export, initiatives to increase exports developments of new export markets for products.

| Sr.No | Particulars                   | 2017-18         | 2016-17 |
|-------|-------------------------------|-----------------|---------|
|       |                               | Rupees in Lakhs |         |
| (a)   | Total Foreign exchange earned | 2350.26         | 1610.19 |
|       | i. Sales - Export             | 2094.15         | 1474.72 |
|       | ii. Dividend                  | 256.12          | 135.48  |
| (b)   | Total Foreign exchange used   | 836.38          | 815.29  |
|       | i. Commission                 | 79.84           | 4.64    |
|       | ii. Travelling                | 15.47           | 146.19  |
|       | iii. Exhibition               | 3.53            | 7.46    |
|       | iv. Import                    | 737.54          | 656.99  |



**Annexure 'B' to the Directors Report**

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**INDUSTRY STRUCTURE AND DEVELOPMENTS**

**GLOBAL DEVELOPMENTS AND THEIR EFFECT**

Since the Global Depression in 2008 and its aftermath, slowly the world economy has been picking up gradually. Since 2012 there has been a gradual growth in the economy. Of course there are hiccups here and there but the trend of overall growth in the economy is positive. This growth has a positive effect on the textile industry which in turn augurs well for the textile chemicals in which we operate. It is forecasted that this trend would continue at least for the next few years.

During the last few years the textile processing markets are changing globally. The breaking up of the Soviet Block and opening of Chinese economy has caused revolutionary changes in the industry. The textile processing has moved from North America and Europe to China, South East Asia and Eastern Asia. Almost 50% of the processing of the textile is done in China and the half of the Balance in India, Pakistan, Bangladesh, Malaysia, Vietnam, South Korea, Indonesia and other parts of Asia.

In the past 30 years, there has been a continued shift in the geographic location of the world's textile production and chemical consumption: first to South Korea, Taiwan, Indonesia and Thailand in the 1980s, and second to China and India after 1995, and away from the traditional production centres of the United States, Western Europe and Japan. These regions have suffered from the loss of their traditional export markets and major increases in imports, mainly from East Asian countries. The only textile segments in the United States, Western Europe and Japan that remained unaffected by this geographic shift were the production of carpets, tire cord, technical textiles and nonwoven fabrics.

In 2015, China was the largest consumer of textile chemicals, accounting for close to half of the global value. China has become the largest market for textile chemicals, based on ever-growing apparel and textile production and on huge production of synthetic fibers and cotton. North America was the second-largest market owing to the higher value of binder and coating chemicals consumed in the United States in the nonwoven and carpet industries. The position in 2017 was as under :

The prospects for the Global Textile Chemicals:

The Global textile Chemical business can be broadly classified under following segments:

❖ **By Product**

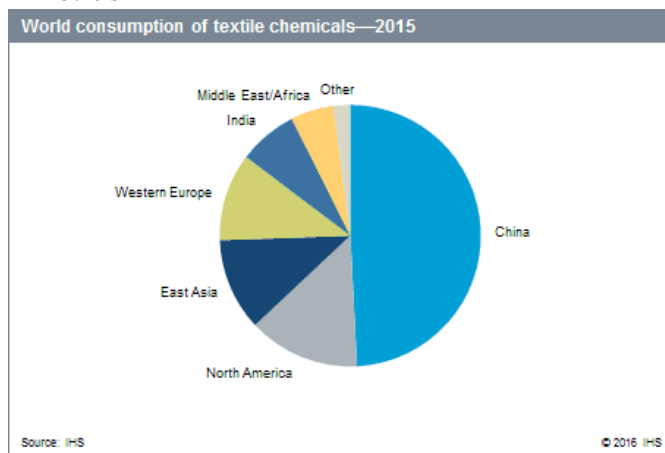
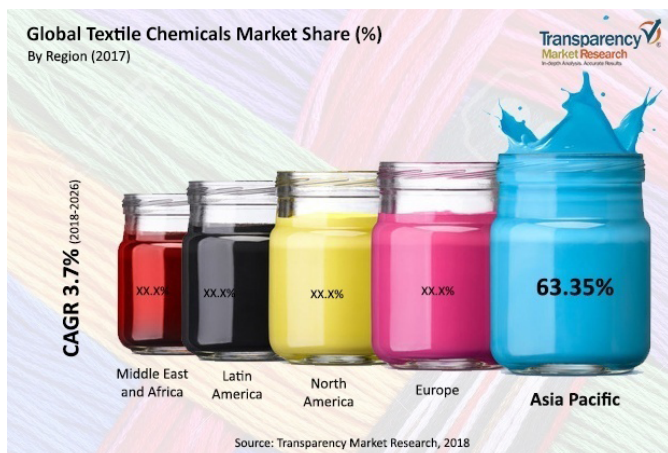
- Coating & Sizing Chemicals
- Wetting Agents
- Defoamers
- Other Coating & Sizing Chemicals
- Colorants & Auxiliaries
- Finishing Agents
- Surfactants
- Desizing Agents
- Bleaching Agents
- Yarn Lubricants
- Others

❖ **By Application**

- Home Furnishing Textiles
- Carpets & Rugs
- Furniture
- Other Home Furnishing Textiles
- Technical Textiles
- Agrotech
- Geotech
- Meditech
- Other Technical Textiles
- Apparel
- Industrial Textiles

❖ **By Consumption**

- China – almost 50%
- North America
- East Asia
- Western Europe
- India
- East Africa
- Others



The basic role of the textile auxiliary chemicals is to improve the processing performance. There is some imperfection in each product for every user and hence these products are called Specialty Chemicals. These products are low volume, high margin products which form the miniscule part of the total cost as well as weight of the textiles.

Global consumption of textile chemicals grew 2.8% per year on a volume basis during 2012–15. Future growth will depend on the fortunes of the textile industry. It is expected to reach \$27,560 million by 2022 from \$21,770 million in 2015, and growing at a CAGR of 3.4% from 2016 to 2022.

The significant impacting factors in the textile chemicals industry include development of apparel industries due to increase in demand for consumers and growth in population. Along with these factors, the market is influenced by the increase in demand for home furnishing products, evolution of environmental friendly chemicals required by textiles industries and development of packaging industries, which require large textile chemicals.

Boosting growth will be the rising level of personal income in both developed and developing countries, which will promote the production of textiles used in apparel, upholstery, household furnishings and floor coverings. While colorants and auxiliaries will remain the biggest product segment, faster gains will be seen in finishing chemicals, which impart specific aesthetic, physical and functional properties to textiles. The Asia/ Pacific region, China and India in particular, will continue to be the largest consumer of textile chemicals, and is also forecast to experience the fastest growth.

On-going advancements in the textile chemicals market due to innovative efforts have further enhanced the efficiency of these chemicals. The report includes textile chemical market forecast from 2016 to 2022. To understand the market, drivers, restraints, and opportunities are explained in the report. Further, the key strategies adopted by potential market leaders to facilitate the effective planning are also discussed under the scope of the report. The market value and volumes are further derived using bottom-up approach and by considering price trends.

## **Textile Chemicals and Fineotex**

Fineotex Chemical Limited is a major Company which manufactures a range of specialty chemicals which improve the process performance from pre-weaving preparatory stage to finishing chemicals. The trust of its chemicals are for use by the Apparel segment of the textile industry. Its products are well accepted and are used by who's who in the textile industry in India. There is no significant player who has not used Fineotex products.

The products are also accepted world wide with exports to over 25 countries.

## **The SWOT Analysis**

### **Strength**

The strength of Fineotex lies in its attribute that it creates an immediate sense of dependability in the mind of all the stakeholders. The Company has around 4 decades of experience in this business backed by expertise in production, availability of capacity, ability to work with

the customer to maximize his process performance and anticipate the customers' needs and solve the same. This has made the company a dependable ally to the customers. This is recognized by the Product Finder Company which has recognized Fineotex as the fastest growing Chemical Company.

### **Weakness**

The Company's products and philosophy requires it to be ever ready to contemplate on consumer needs, look for solutions and work with them to solve the issues. This could affect the pace at which the Company can cater to the requirements of the industry. However the inherent strength of Fineotex proven by the previous history has demonstrated that such threats are tackled successfully and converted into opportunity. This has helped the Company to grow at fast rate.

### **Opportunities**

Fineotex has a wide range of products used in various stages of textile processing. The thrust area for its operations is the fast changing and expanding range of finishing chemicals. These are quality demanding products as well as have good margins. The scope for these products is unlimited and varied having different requirements like anti-microbial, wrinkle-resistant, stain resistant, flame retardants, warp sizes, biocides & water repellents etc.

With increasing personal income in both developing and developed countries there would be a steady increase in textile consumption, This will give an opportunity for textile specialty chemicals to expand. The Company's thrust is of Apparel segment which will include fabric, sports, fashion & home textile etc. The Company is in a position to produce such products and technically equipped to train the processing units of maximizing their benefits.

### **Threats**

The present uncertainties of trade wars in the Global Economy is not likely to cause any major impact on the Company. Any upheaval in domestic market or in export market or within the barriers processes are met by balancing the product mix and the markets. The Company's product are tailor made to the customers' requirements and the name guarantees quality and dependability. Hence, except for unforeseen circumstances like acts of God, the Company does not foresee any threats to the Company's business and the area of its operations.

### **Outlook**

With the rising incomes, the demand for textiles will grow which in turn will keep the demand for textile chemicals. With increased sophistication expected, the demand for speciality products will increase. Fineotex has also focussed its thrust on finishing chemicals which demand high quality and efficiency with varying consumer demands. These are challenging opportunities with commensuration high margins. Fineotex awaits for these opportunities to unfold.

At a group level, it has developed an eco friendly product that controls mosquito outbreak. Approvals are sought from the authorities globally from the Health Organisations. The processes are in the advance stage of approval. This is a separate area of health care which will give both value and volume sale to the Company in the coming years.

## **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONS**

During the year, the turnover of the Company has grown to Rs.9187.63 Lakhs, as compared to Rs. 8202.23 Lakhs for FY 2016-17 resulting in growth of 12.01 %. The Company's performance during the year shows a jump of 0.74 % in profit after tax over the last year. The increase in profits is 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. 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. Employee benefit expense increased to Rs. 462.49 Lakhs during the year as against Rs. 337.75 Lakhs in the previous FY 2016-17. The increase is mainly due to salary hike given to employees and appointment of new employees.

The salient indicators are as under :-

(Rs. In lakhs)

|                                   | <b>Standalone</b> |                | <b>Consolidated</b> |                |
|-----------------------------------|-------------------|----------------|---------------------|----------------|
|                                   | <b>2017-18</b>    | <b>2016-17</b> | <b>2017-18</b>      | <b>2016-17</b> |
| Income from Operations            | 9187.63           | 8202.23        | 14292.68            | 13439.38       |
| PBDIT                             | 3113.84           | 2866.49        | 3514.18             | 3923.11        |
| PAT (after Minority Interest)     | 2128.15           | 2112.47        | 2396.64             | 2906.79        |
| EPS (of Rs 2/-) (Basic & Diluted) | 1.91              | 1.90           | 2.04                | 2.32           |

During the year under review the plant had smooth operations.

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 2017-18 were 10094 MT against 90,772 MT in 2016-17. 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**

The Internal Control System is reviewed in the light of changed circumstances and way of doing business especially after the introduction of Goods and Services Tax. Your Company has an effective system of receipt, storage and utilization of materials – especially in the environment in which the Company operates. This is reflected in its Internal Financial Controls. The interventions of the Top Management in the Control processes is significantly required and this is provided by them. 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. It has also in place adequate accounting, administrative, logistics and system of internal check and controls to ensure safety and proper recording of

all assets of the Company and their proper and authorized utilization. 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 and check its effectiveness.

## **HUMAN RESOURCE**

The Company has 84 employees at the year end including whole time Directors. We are equal opportunity employer. Out of the total strength, over 20% are women. We consider our employees as our most valuable asset and have been working towards keeping them engaged and inspired. 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-coordinating with research and development staff on the one hand and marketing on the other. Necessary training and orientation is provided to our employees to equip them in providing productive and committed results.

For and on behalf of the Board

**Surendrakumar Tibrewala**  
(Chairman & Managing Director)  
00218394

**Sanjay Tibrewala**  
(Executive Director)  
00218525

Place : Mumbai  
Dated:14-August-2018

## Annexure 'C' to the Directors Report

### CORPORATE GOVERNANCE REPORT

In compliance with regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 'SEBI (LODR) Regulations', the Company submits the report for the year ended 31st March, 2018 on the matters mentioned in the said regulation and lists the practices followed by the Company in compliance with the SEBI (LODR) Regulations .

#### 1. Company's Philosophy on Corporate Governance

The Company's philosophy on Corporate Governance relates to creating an organization intended to maximise wealth of shareholders, establish productive and lasting relationship with all shareholders with emphasis laid on fulfilling the responsibility towards entire community and society. The Company's products are marketed not only in India but also across the globe. The Company is, therefore conscious of the fact that the management and the employees need to work ethically to achieve success.

#### 2. Board of Directors

The composition of the Board of Directors and other details as on 31st March, 2018 are given below:

| Name of the Director                                                  | Composition & Category                | ***No of outside directorship in other Public Companies | ****No of other Committee Chairman/ Members | Inter-se Relationship between Directors                                    |
|-----------------------------------------------------------------------|---------------------------------------|---------------------------------------------------------|---------------------------------------------|----------------------------------------------------------------------------|
| Mr. Surendrakumar Tibrewala (DIN 00218394)                            | Promoter Chairman & Managing Director | Nil                                                     | Nil                                         | Father of Mr. Sanjay Tibrewala and Mrs. Ritu Gupta                         |
| Mr. Sanjay Tibrewala (DIN 00218525)                                   | Promoter Executive Director           | Nil                                                     | Nil                                         | Son of Mr. Surendrakumar Tibrewala and Brother of Mrs. Ritu Gupta          |
| Mr. Manmohan Mehta* (DIN 00391964)                                    | Non Executive Independent Director    | Nil                                                     | Nil                                         | --                                                                         |
| Mr. Navin Mittal* (DIN 03555295)                                      | Non Executive Independent Director    | Nil                                                     | Nil                                         | --                                                                         |
| Mr. Alok Dhanuka* (DIN 06491610)                                      | Non Executive Independent Director    | Nil                                                     | Nil                                         | --                                                                         |
| Mrs. Ritu Gupta**^ (DIN 00218561) (Resigned w.e.f. 14th August, 2018) | Promoter Non Executive Director       | Nil                                                     | Nil                                         | Daughter of Mr. Surendrakumar Tibrewala and Sister of Mr. Sanjay Tibrewala |

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

\*\* Women Director

\*\*\* Directorships held by the Directors as mentioned above, excludes directorships held in private companies, foreign companies and companies registered under Section 8 of the Companies Act, 2013.

\*\*\*\* In accordance with Regulation 26 of the Listing Regulations, Memberships/Chairmanships of two Committees viz. Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies is to be considered.

Mrs. Aarti Jhunjunwala was appointed as an Executive (Non Independent) Director w.e.f. 14th August, 2018, subject to approval of shareholders sought at the Annual General Meeting.

^ Mrs. Ritu Gupta resigned as the Non-Executive Director of the Company w.e.f. 14th August, 2018.

The Board consists of 6 members – 2 Non retiring Directors as per the Articles of Association of the Company, 3 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 not liable to retire by rotation. The Board also has one women director as required under section of the Companies Act, 2013.

During the year under review, 5 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    | AGM      |
|-----------------------------------|----------|----------|----------|----------|----------|----------|
| Director's Name / Date of Meeting | 24/05/17 | 14/09/17 | 23/10/17 | 12/12/17 | 14/02/18 | 25/09/17 |
| Mr. Surendrakumar Tibrewala       | P        | P        | P        | P        | P        | P        |
| Mr. Sanjay Tibrewala              | P        | P        | P        | P        | P        | P        |
| Mr. Manmohan Mehta                | P        | P        | P        | P        | P        | P        |
| Mr. Navin Mittal                  | P        | P        | P        | P        | P        | P        |
| Mr. Alok Dhanuka                  | P        | P        | P        | P        | P        | P        |
| Mrs. Ritu Gupta                   | P        | P        | P        | P        | P        | P        |

P = Present A= Absent



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.

Details of Equity Shares held by Non – Executive Directors as on 31st March 2018:

| Name of Director | No. of Shares |
|------------------|---------------|
| Mrs. Ritu Gupta  | 11000         |

The details of familiarization programmes imparted to the independent Directors are available on the website of the Company and can be accessed through the web link <http://fineotex.com/Investor-Relation.aspx>.

#### **Profile of the Directors**

Mr Surendrakumar Tibrewala is the Chairman and Managing Director of the Company. He is a B. Com and a Law Graduate 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 18 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 and has helped the Company achieve the Star Exporter credentials.

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 11th Annual General Meeting held on 23rd September, 2014 he was appointed as an Independent Director within the provisions of section 149(4) of the Companies Act, 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 a Director on 2nd September, 2011. He is a member on various Committees of the Board. He has been appointed as an Independent Director for a period of 5 years at the 12th Annual General Meeting held on 28th September, 2015.

Mr. Alok Dhanuka was appointed as a 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 11th 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 13th August, 2014. She is a Non-Executive and Promoter Director liable to retire by rotation. She is an 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 resigned as Director w.e.f. 14th August, 2018.

The profile of Director to be reappointed is given separately in this notice.

Ms. Aarti Jhunjhunwala is appointed as Additional Director w.e.f. from 14th August, 2018 to hold office till the conclusion of the ensuing 15th Annual General Meeting. Other particulars are given in the notice to the meeting.

#### **3. Code of Conduct**

The Board of Directors has laid down a code of conduct for all the Board members and senior management of the Company in compliance with the requirements of the listing Agreement and Regulation 17(5) of the SEBI (LODR) Regulations. All the Board of Directors and senior management have affirmed with the code of conduct as approved and adopted by the Board of Directors and a declaration to this effect signed by the Chairman & Managing Director has been annexed to the Corporate Governance Report. The code of conduct may be accessed through the web link <http://fineotex.com/Investor-Relation.aspx>.

#### **4. 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 Listing Agreement. The same are being reviewed and enlarged in terms of the Companies Act, 2013 and the new Listing Regulation which became effective from 1st December 2015. 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.

The present members of the Audit Committee are Mr Alok Dhanuka is the Chairman of the Committee. Mr. Sanjay Tibrewala is the Executive Director and Mr. Manmohan Mehta is the Independent Non-Executive Directors. Company Secretary of the Company is the secretary of the Audit Committee.

The Committee met 4 times during the year and the attendance is given below.

Attendance at the Audit Committee Meetings:

| Name of Director     | 24-May-17 | 14-Sep-17 | 12-Dec-17 | 14-Feb-18 |
|----------------------|-----------|-----------|-----------|-----------|
| Mr. Alok Dhanuka     | P         | P         | P         | P         |
| Mr. Manmohan Mehta   | P         | P         | P         | P         |
| Mr. Sanjay Tibrewala | P         | P         | P         | P         |

P = Present A= Absent

## 5. Nomination & Remuneration Committee

The Company has a Nomination and 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.

Mr. Manmohan Mehta is the Chairman of the Committee with Mr. Navin Mittal and Mr. Alok Dhanuka as members. All members are Independent and Non-Executive Directors.

The Committee met twice during the year and the attendance is given below.

| Name of Director   | 23-Oct-17 | 14-Feb-18 |
|--------------------|-----------|-----------|
| Mr. Alok Dhanuka   | P         | P         |
| Mr. Manmohan Mehta | A         | P         |
| Mr. Navin Mittal   | P         | P         |

P = Present A= Absent

### Evaluation of Performance of the Board and Committees

In compliance with provision of Companies Act, 2013 the directors evaluated the performance of the Board of Directors and the Audit committee. 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.

## 6. Remuneration of Directors

Payment of remuneration to the Managing Director and Executive Director is governed by the terms and conditions approved by the shareholders as 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 13th Annual General Meeting held on 20th September, 2016, the shareholders had approved, by a Special Resolution, remuneration within the limits prescribed under the Schedule V of the Companies Act, 2013 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, 2016.

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.

Committee also recommended that the payment of sitting fees to the Independent Directors. However the Independent directors 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.

## 7. 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 Company Secretary is the Secretary to Stakeholders Grievances Committee.

The Board of Directors has delegated power of approving transfer/transmission of shares to senior executives of the Company.

During the year 2017-18 no complaints were received by the Registrar and Transfer agents. 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 were received and were attended accordingly and no grievance was outstanding as on 31st March, 2018. No share transfers/transmissions/issue of duplicate share certificates was pending as on 31st March, 2018.

Ms. Raina D'Silva was the Company Secretary and the Compliance Officer of the Company.

## 8. Corporate Social Responsibility Committee

Our Company being a listed company is required to have a Corporate Social Responsibility Committee (CSR) as per Section 135 of the Companies Act, 2013. Accordingly a Committee has been constituted consisting of Mr Surendrakumar Tibrewala, Mr Sanjay Tibrewala and Mr Manmohan Mehta as members. The Company Secretary is the secretary to the CSR Committee. Mr Surendrakumar Tibrewala and Mr. Manmohan Mehta have lot of experience in service to the society.

Four meetings were held on 24th May, 2017, 14th September, 2017, 12th December, 2017 and on 14th February 2018 during the financial year 2017-18.

All the members were present for the meetings.

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 in this field.

Your Company contributes to eligible trust established in the field of CSR. The Company had to spend Rs. 37.05 Lakhs (Approx) during the current year. It has spend Rs 38.00 Lakhs for the financial year in review.

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**.

## 9. 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 Regulation, Regulation 21 of the (Listing Obligation and Disclosure Requirements), Regulation, 2015 with the Stock Exchanges, the Company is not required to have a Risk Management Committee.

## 10. Meeting of Independent Directors

The Independent Directors met once during the year on the 14th of February, 2018 to review the working of the Company, its Board and Committees. The meeting decided on the evaluation of the Audit Committee. The evaluation of the Board and of the Audit committee by Independent Directors was completed. The same was compiled by Independent authority and informed to the members.

## 11. Committee for Prevention of Sexual Harassment at workplace

The Company has constituted a Committee of Mr. Surendrakumar Tibrewala, Mrs. Ritu Gupta and two lady employees of the local workplace on the Committee. The Company endeavours safety of all its employees and to provide equal opportunity on merit basis irrespective of gender.

No complaint was received.

## 12. 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.

## 13. 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 got 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 is also obtained.
- There was no pecuniary relationship or transactions with Non-Executive Directors.
- The details of related party policy are available on the website of the Company and can be accessed through the web link <http://fineotex.com/Investor-Relation.aspx>

## 14. Details of General Body Meetings

The last three Annual General Meetings were held as under:

| Year    | Date         | Time       | Venue                                                                 | Particulars of Special Resolution(s) passed                                                                                                                                                                      |
|---------|--------------|------------|-----------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2014-15 | 28-Sep-2015  | 10.00 A.M. | Rajpuria Bagh, Navinbhai Thakkar Road, Vile Parle (E), Mumbai 400057. | 1. Approval of Contracts with Related Party<br>2. Approval u/s 180/186 for investments and giving loans<br>3. Adoption of New Articles of Association                                                            |
| 2015-16 | 20-Sept-2016 | 10.00 A.M. | Rajpuria Bagh, Navinbhai Thakkar Road, Vile Parle (E), Mumbai 400057. | 1. Appointment of Mr. Surendrakumar Tibrewala as Managing Director of the Company<br>2. Appointment of Mr. Sanjay Tibrewala as Whole-time Director of the Company<br>3. Approval of Contracts with Related Party |
| 2016-17 | 25-Sept-2017 | 4.00 P.M.  | Rajpuria Bagh, Navinbhai Thakkar Road, Vile Parle (E), Mumbai 400057. | 1. Place of Register and index of members                                                                                                                                                                        |

### Extra-ordinary General Meeting

During the Financial Year 2017-18, no Extra-ordinary General Meeting was held.

### Postal Ballot

There was no Special Resolution passed through Postal Ballot during the financial year 2017- 2018. None of the business proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through Postal Ballot.

### Means of Communication.

The Company has a website [www.fineotex.com](http://www.fineotex.com). The Company's Email Id is [info@fineotex.com](mailto:info@fineotex.com). Individual communication of the half yearly results is not made to the shareholders.

The Company has 38663 shareholders as on 31st March, 2018 and the total holding is in dematerialised form except for 21 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.

The presentations made to institutional investors or to the analysts are uploaded on the website and can be viewed on the web link <http://fineotex.com/Investor-Relation.aspx>.

## General Shareholder Information

### a. Annual General Meeting :

Day and Date : Friday, 28th September, 2018  
Time : 4:30 p.m.  
Venue : Rajpuria Bagh, Navinbhai Thakkar Road, Vile Parle (E), Mumbai 400057.

### b. Financial Calendar for 2018-19 :

The Company's Financial Year is a 12 months period from April to following March.  
Period : Dates for Unaudited/ Audited Results.  
April-June 2018 : 1st Fortnight of August, 2018  
July-Sept 2018 : 1st Fortnight of November, 2018

Oct-Dec 2018 : 1st Fortnight of February, 2019  
Jan-Mar -2019 : before 30th May, 2019  
c. Book Closure : Monday, 24th September 2018 - Friday, 28th September 2018  
d. Dividend : Nil  
e. Dividend payment date : Not Applicable (Since no Final Dividend is recommended for FY 2017-18)

### f. Listing Details:

The Equity Shares of the Company are listed on the following Stock Exchanges

|                                                         |                                                                    |
|---------------------------------------------------------|--------------------------------------------------------------------|
| BSE Limited                                             | National Stock Exchange of India Limited                           |
| Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 | Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai-400051 |

### g. Stock Code & Scrip Id:

Bombay Stock Exchange Ltd, Mumbai : Code 533333  
National Stock Exchange of India Limited : Id FCL  
International Securities Identification Number (ISIN) : INE045J01026

### h. Stock Price Data:

The shares of the Company were traded as under during 2017-18.

| Month          | BSE        |          |                       | NSE        |          |                       |
|----------------|------------|----------|-----------------------|------------|----------|-----------------------|
|                | High (Rs.) | Low (Rs) | Turnover (Rs.in Lakh) | High (Rs.) | Low (Rs) | Turnover (Rs.in Lakh) |
| April 2017     | 41.70      | 33.25    | 657.52                | 41.70      | 32.35    | 1795.30               |
| May 2017       | 39.10      | 32.05    | 294.145               | 39.75      | 32.20    | 1007.57               |
| June 2017      | 35.80      | 30.10    | 219.69                | 36.00      | 30.20    | 842.41                |
| July 2017      | 36.35      | 30.70    | 344.87                | 36.40      | 30.60    | 1547.54               |
| August 2017    | 32.40      | 23.50    | 142.24                | 32.30      | 26.00    | 732.98                |
| September 2017 | 33.30      | 27.90    | 725.92                | 33.30      | 27.05    | 2630.84               |
| October 2017   | 41.45      | 31.35    | 3319.93               | 41.40      | 31.25    | 10034.52              |
| November 2017  | 40.80      | 34.70    | 1310.51               | 40.80      | 34.55    | 4615.67               |
| December 2017  | 76.40      | 38.75    | 9479.85               | 76.50      | 38.05    | 35213.92              |
| January 2018   | 106.05     | 63.55    | 11470.81              | 106.15     | 63.75    | 52615.08              |
| February 2018  | 77.85      | 60.70    | 1949.23               | 77.65      | 61.40    | 9704.71               |
| March 2018     | 68.40      | 54.35    | 1497.75               | 68.65      | 55.65    | 8094.93               |

Source: BSE and NSE Website

### i. Market Price variation in relation to BSE Sensex during 2017-18

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

| Month          | High (Rs.) | Low (Rs.) | BSE Sensex (High) | BSE Sensex (Low) |
|----------------|------------|-----------|-------------------|------------------|
| April 2017     | 41.70      | 33.25     | 30184.22          | 29241.48         |
| May 2017       | 39.10      | 32.05     | 31255.28          | 29804.12         |
| June 2017      | 35.80      | 30.10     | 31522.87          | 30680.66         |
| July 2017      | 36.35      | 30.70     | 32672.66          | 31017.11         |
| August 2017    | 32.40      | 23.50     | 32686.48          | 31128.02         |
| September 2017 | 33.30      | 27.90     | 32524.11          | 31081.83         |



|               |        |       |          |          |
|---------------|--------|-------|----------|----------|
| October 2017  | 41.45  | 31.35 | 33340.17 | 31440.48 |
| November 2017 | 40.80  | 34.70 | 33865.95 | 32683.59 |
| December 2017 | 76.40  | 38.75 | 34137.97 | 32565.16 |
| January 2018  | 106.05 | 63.55 | 36443.98 | 33703.37 |
| February 2018 | 77.85  | 60.70 | 36256.83 | 33482.81 |
| March 2018    | 68.40  | 54.35 | 34278.63 | 32483.84 |

**j. Market Price variation in relation to NSE Nifty during 2017-18**

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

| Month          | High (Rs.) | Low (Rs) | NSE Nifty (High) | NSE Nifty (Low) |
|----------------|------------|----------|------------------|-----------------|
| April 2017     | 41.70      | 32.35    | 9367.15          | 9075.15         |
| May 2017       | 39.75      | 32.20    | 9649.60          | 9269.90         |
| June 2017      | 36.00      | 30.20    | 9709.30          | 9448.75         |
| July 2017      | 36.40      | 30.60    | 10114.85         | 9543.55         |
| August 2017    | 32.30      | 26.00    | 10137.85         | 9685.55         |
| September 2017 | 33.30      | 27.05    | 10178.95         | 9687.55         |
| October 2017   | 41.40      | 31.25    | 10384.50         | 9831.05         |
| November 2017  | 40.80      | 34.55    | 10490.45         | 10094.00        |
| December 2017  | 76.50      | 38.05    | 10552.40         | 10033.35        |
| January 2018   | 106.15     | 63.75    | 11171.54         | 10404.65        |
| February 2018  | 77.65      | 61.40    | 11117.35         | 10276.30        |
| March 2018     | 68.65      | 55.65    | 10525.50         | 9951.90         |

**k. Share Transfer System**

99.99% 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.

**l. Dematerialisation of shares**

99.99 % of total Equity Share Capital is held in dematerialised form with NSDL and CDSL as at 31st March 2018. Members can hold shares in electronic form and trade the same in Depository system. However, they may hold the same in physical form also. However with effect from 5th December, 2018 no transfer of shares in physical form will be permitted as stipulated by SEBI.

**m. Shareholding Pattern**

The Shareholding Pattern of the Company as on 31st March, 2018 is as follows:

| Category                        | No. of shareholders | No. of Equity Shares held | % of Shareholding |
|---------------------------------|---------------------|---------------------------|-------------------|
| Promoters (Non Corporate)       | 10                  | 76509020                  | 68.74             |
| Promoters (Corporate)           | 2                   | 4028000                   | 3.62              |
| Foreign Institutional Investors | 3                   | 69154                     | 0.06              |
| Domestic Bodies Corporate       | 326                 | 3073315                   | 2.76              |
| Clearing Members                | 275                 | 1266065                   | 1.14              |
| Non Resident Indians            | 723                 | 1257463                   | 1.13              |
| Non Nationalised Bank           | 2                   | 29178                     | 0.03              |
| Financial Institutions/Banks    | 3                   | 154805                    | 0.14              |
| Public                          | 37319               | 24913000                  | 22.38             |
| <b>Total</b>                    | <b>38663</b>        | <b>111300000</b>          | <b>100</b>        |

**n. Distribution of shareholding**

The Distribution of shareholding as on 31st March, 2018 is as follows:

| Category (no. of shares) | No of shareholders | Shares held      | % of shareholding |
|--------------------------|--------------------|------------------|-------------------|
| 1-5000                   | 37880              | 33665096         | 15.12             |
| 5001-10000               | 454                | 6767246          | 3.04              |
| 10001-20000              | 176                | 5030720          | 2.26              |
| 20001-30000              | 71                 | 3604188          | 1.62              |
| 30001-40000              | 16                 | 1165882          | 0.52              |
| 40001-50000              | 11                 | 986916           | 0.44              |
| 50001-100000             | 28                 | 3989584          | 1.79              |
| 100001 > 9999999999      | 27                 | 167390368        | 75.21             |
| <b>Total</b>             | <b>38663</b>       | <b>222600000</b> | <b>100</b>        |

Distribution of shares held in physical form and with depositories as on 31st March, 2018:

| Held with                              | No of shareholders | No of shares     |
|----------------------------------------|--------------------|------------------|
| Physical                               | 21                 | 4745             |
| National Securities Depository Limited | 19619              | 95406010         |
| Central Depository Services (I) Ltd    | 19023              | 15889245         |
| <b>Total</b>                           | <b>38663</b>       | <b>111300000</b> |

**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.,  
1st Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road, Marol,  
Andheri (E), Mumbai - 400059  
Phone : (022) 62638200

**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

**Surendrakumar Tibrewala**  
(Chairman & Managing Director)  
00218394

**Sanjay Tibrewala**  
(Executive Director)  
00218525

Place : Mumbai

Date: 14<sup>th</sup> August, 2018

**Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification**

To Board of Directors,  
Fineotex Chemical Limited.

- A. We, the undersigned, in our respective capacities as Chief Executive Officer and Chief Financial Officer of Fineotex Chemical Limited ('the Company') have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
- 1) These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading.
  - 2) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. They are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated based on our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee
- i. Significant changes, if any, in the internal control over financial reporting during the year;
  - ii. Significant changes, if any, in accounting policies during the year and that the same has been disclosed in the notes to the financial statement; and
  - iii. Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

**Surendrakumar Tibrewala**  
(Chairman and Managing Director)  
DIN : 00218394

**Sanjay Tibrewala**  
(Executive Director & CFO)  
DIN : 00218525

Place : Mumbai

Mumbai: 14<sup>th</sup> August, 2018

**ANNEXURE TO CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED 31ST MARCH, 2018**

**DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT**

As provided under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended 31st March, 2018.

For and on behalf of the Board

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

Place : Mumbai

Mumbai: 14<sup>th</sup> August, 2018

## Annexure '1'

### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT

Amounts outstanding as on 31st March, 2018

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

Loans, deposits, guarantees and investments made during the Financial Year 2017-18

| Name of Entity      | Relation | Amount       | Particulars | Purpose for which given |
|---------------------|----------|--------------|-------------|-------------------------|
| Manya Steels P.Ltd  | WOS      | 10,00,000    | Deposit     | Business Purpose        |
| Mutual Funds (net)  |          | 45,58,42,460 |             | Investments             |
| Equity Shares (net) |          | 18,54,59,943 |             | Investments             |



**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:**

| <b>1. Details of Contracts or arrangements or transactions not at arm's length basis</b> |                                                                     |                                       |                                                                                                                                                              |                                                   |                                  |                                   |                                                   |
|------------------------------------------------------------------------------------------|---------------------------------------------------------------------|---------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|----------------------------------|-----------------------------------|---------------------------------------------------|
| <b>Name of The Related Party and nature of relationship</b>                              | <b>Nature of Contract</b>                                           | <b>Duration of Contract</b>           | <b>Salient terms</b>                                                                                                                                         | <b>Justification for the Contract</b>             | <b>Date(s) of Board Approval</b> | <b>Advance if any</b>             | <b>Date of Special Resolution of shareholders</b> |
| SurendraKumar Tibrewala -Chairman & Managing Director                                    | Remuneration to Wholetime Director                                  | 3 years from 01/10/2016 to 30/09/2019 | Remuneration upto 5% of the profits computed u/s 198 of the Companies Act, 2013 with minimum salary restricted upto 72,00,000/- p.a. and retirement benefits | Requirement of Section 203 of Companies Act, 2013 | 22-09-2016 & 23-10-17            | Nil                               | 22-09-2016                                        |
| SurendraKumar Tibrewala                                                                  | Taking office premises on rent at Bandra                            | 5 years from 01/04/2015 to 31/03/2020 | Contract for use of premises for Office                                                                                                                      | Business requirement for Office Premises          | 12-08-2015                       | Nil                               | 22-09-2015                                        |
| Sanjay Tibrewala - Executive Director and CFO                                            | Remuneration to Wholetime Director                                  | 3 years from 01/10/2016 to 30/09/2019 | Remuneration upto 5% of the profits computed u/s 198 of the Companies Act, 2013 with minimum salary restricted upto 72,00,000/- p.a. and retirement benefits | Requirement of Section 203 of Companies Act, 2013 | 22-09-2016 & 23-10-17            | Nil                               | 22-09-2016                                        |
| Kanaklata Tibrewala - relative of wholetime directors & Lady Director                    | Taking Office premises at Bandra, Mumbai on rent 970 sq.ft          | 5 years from 01/04/2015 to 31/03/2020 | Deposit of Rs.1,20,00,000/- and Rent not exceeding Rs. 120/- p.m. per sq.feet.                                                                               | Business requirement for Office Premises          | 12-08-2015                       | Deposit kept                      | 28-09-2015                                        |
| Kanaklata Tibrewala - relative of wholetime directors & Lady Director                    | Taking factory premises at unit 701, Mahape, Navi Mumbai-3000 sq.ft | 5 years from 01/04/2015 to 31/03/2020 | Deposit of Rs. 75,00,000/- and rent not exceeding Rs. 200 p.m. per sq. feet                                                                                  | Business requirement for factory Premises         | 12-08-2015                       | Deposit kept                      | 28-09-2015                                        |
| Proton Biochem Private Limited                                                           | Directors and relatives hold 100% shares                            | 5 years from 01/04/2015 to 31/03/2020 | Sale/Purchase of goods and services of all kind with a deposit of Rs. 50 lakhs.                                                                              | Business needs                                    | 12-08-2015                       | Deposit kept. Returned in 2016-17 | 28-09-2015                                        |
| Sanjay Exports                                                                           | Director is Proprietor                                              | 5 years from 01/04/2015 to 31/03/2020 | Deposit returned                                                                                                                                             | Business needs                                    | 12-08-2015                       |                                   | 28-09-2015                                        |

| <b>2. Details of Contracts or arrangements or transactions at arm's length basis</b> |                                                                                                                                                                 |                                       |                                                                                                          |                                  |                                         |  |
|--------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|----------------------------------------------------------------------------------------------------------|----------------------------------|-----------------------------------------|--|
| <b>Name of The Related Party and nature of relationship</b>                          | <b>Nature of Contract</b>                                                                                                                                       | <b>Duration Of Contract</b>           | <b>Salient terms</b>                                                                                     | <b>Date(s) of Board Approval</b> | <b>Advance if any</b>                   |  |
| Fineotex Malaysia Limited (FML) Wholly owned Subsidiary                              | Investment / Loans and Sale /Purchase of goods and services of all kinds                                                                                        | 5 years from 01/04/2015 to 31/03/2020 | Investment as Capital of WOS and receipt of dividend. Upto Rs. 10 crores p.a.                            | 05-07-2011                       | Nil                                     |  |
| BT Chemicals SDN BHD - (subsidiary of FML) 2nd Tier Subsidiary                       | Investment / Loans and Sale /Purchase of goods and services of all kinds                                                                                        | 5 years from 01/04/2015 to 31/03/2020 | All types of business transactions upto Rs. 10 crores p.a.                                               | 12-08-2015                       | Nil - at the start of the contract      |  |
| BT Biotex SDN BHD - (subsidiary of FML) 2nd Tier Subsidiary                          | Investment / Loans and Sale /Purchase of goods and services of all kinds                                                                                        | 5 years from 01/04/2015 to 31/03/2020 | All types of business transactions upto Rs. 10 crores p.a.                                               | 12-08-2015                       | Nil - at the start of the contract      |  |
| Rovatex SDN BHD - (subsidiary of FML) 2nd Tier Subsidiary                            | Investment / Loans and Sale /Purchase of goods and services of all kinds                                                                                        | 5 years from 01/04/2015 to 31/03/2020 | All types of business transactions upto Rs. 10 crores p.a.                                               | 12-08-2015                       | Nil - at the start of the contract      |  |
| Manya Steels Private Limited - WOS                                                   | Investment / Loans and Sale /Purchase of goods and services of all kinds including renting and and also dispose off the Company's investments - partly of fully | 5 years from 01/04/2015 to 31/03/2020 | All types of business transactions including partial or total sale of investment upto Rs. 10 crores p.a. | 12-08-2015                       | Rent Deposit of Rs. 79 lakhs in 2014-15 |  |
| Fineotex Specialities FZE - WOS                                                      | Investment / Loans and Sale /Purchase of goods and services of all kinds                                                                                        | 5 years from 01/04/2015 to 31/03/2020 | All types of business transactions upto Rs. 10 crores p.a.                                               | 12-08-2015                       | Nil                                     |  |
| Raina D'Silva - Company Secretary                                                    | Employee                                                                                                                                                        | 12/11/2015 till superannuation        | Company Secretary and Compliance Officer                                                                 | 10-11-2015                       | Nil                                     |  |

Place : Mumbai  
Dated: 14<sup>th</sup> August, 2018

**Surendrakumar Tibrewala**  
(Chairman & Managing Director)  
00218394

**Sanjay Tibrewala**  
(Executive Director & CFO)  
00218525

## Annexure '3'

### Statement of Disclosure of Remuneration under section 197 of the Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

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 2017-18

| S. No | Name of Employee                | Designation              | Ratio of Remuneration of each Director to median employee | % increase in Remuneration |
|-------|---------------------------------|--------------------------|-----------------------------------------------------------|----------------------------|
| 1.    | Surendrakumar Tibrewala         | CMD                      | 19.75                                                     | 51.75                      |
| 2.    | Sanjay Tibrewala                | Executive Director & CFO | 19.75                                                     | 51.75                      |
| 3.    | Raina D'Silva (till 04.04.2018) | Company Secretary        | NA                                                        |                            |

#### Notes:

- No remuneration is paid to Non Executive Director.
  - The Remuneration has increased as the remuneration of Executive Director was increased with the approval of the Nomination and Remuneration Committee with effect from 1st October, 2017 within the limits approved by the members at the 13th Annual General Meeting.
- The percentage increase in median employee for the financial year was 18.79%
  - The Company has 84 permanent employees including Executive Directors
  - Relationship between average increase in remuneration and Company's performance:  
The remuneration policy of the Company's 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 around 1% while average increase in remuneration is 49% 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 1% during the year. During the year the increase in staff cost is over 49%
  - The market capitalization has increased from Rs. 38065 Lakhs on 31-03-2017 to Rs.65066 Lakhs on 31-03-2018. 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. 584.50.
  - The average percentage increased in remuneration of employees other than Directors during the year is 49%. There is an increase in strength of 17%
  - 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

For and on behalf of the Board

**Surendrakumar Tibrewala**  
(Chairman & Managing Director)  
00218394

**Sanjay Tibrewala**  
(Executive Director & CFO)  
00218525

Place : Mumbai

Date : 14<sup>th</sup> August, 2018

### Annexure '4'

#### 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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

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

Date: 14<sup>th</sup> August, 2018  
Place: Mumbai



**Annexure '5'**

**SECRETARIAL AUDIT REPORT**

**Form No. MR-3**

**For Financial Year Ended On 31st March, 2018.**

[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 Company's 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, 2018, 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, Forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2018, to the extent applicable provisions of:

- I. The Companies Act, 2013 ("The Act") and the Rules made thereunder;
- 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, 2015;
  - 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;
  - e. The Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited, National Stock Exchange of India Limited.
- VI. The Management has identified and confirmed the applicable Acts, Laws and Regulations specifically applicable to the Company being in Chemical Sector as given below:
  - (I) Air (Prevention and Control of Pollution) Act, 1981 and Rules issued by the State Pollution Control Boards.
  - (II) Water (Prevention and Control of Pollution) Act, 1975 and Rules issued by the State Pollution Control Boards.

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

- i) Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India along with revised Secretarial Standards 1 and 2 as Issued by The Institute of Company Secretaries of India with effect from October 1st, 2017.
- ii) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards as mentioned above subject to the following observation:

Appointed one of its employees, a commerce graduate as an Internal Auditor of the Company.

**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. Company Secretary cum compliance officer was resigned w.e.f. 29th March, 2018
2. Obtained Shareholders approval for charging fees for service/delivery of documents through a particular mode under Section 20 of the Companies Act, 2013, on request of the members of the Company.
3. Obtained Shareholders approval pursuant to Section 94 read with Sections 88 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Management and Administration) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force and corresponding of the erstwhile Companies Act, 1956], for keeping, maintaining and preserving the Register and Index of Members under section 88 of the Act at the Office of the Company’s Registrar and Transfer Agent (Bigshare Services Private Limited).
4. Declared and paid the Interim dividend of Rs. 0.20 per Equity Share of Face Value of Rs. 2/- each for the financial year ended 2017-2018 which was in compliance with the provisions of Section 123 of the Companies Act, 2013.

**For HS Associates**  
Company Secretaries

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

Date: 14<sup>th</sup> August, 2018  
Place: Mumbai

This report is to be read with our letter of even date which is annexed as **Annexure– I** and forms an integral part of this report.

**ANNEXURE - I**

To,  
The Members,  
**FINEOTEX CHEMICAL LTD.**

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. 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.
5. 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

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

Date: 14<sup>th</sup> August, 2018  
Place: Mumbai

## Annexure '6'

### 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 - Member  
Mr. Manmohan Mehta - Member (Independent Director)  
  
The Committee met four times in the year
3. **Average Net Profits of the Company for last 3 years** : Rs. 1852.16 Lakhs
4. **Prescribed CSR Expenditure (2% of Item 3)** : Rs. 37.04 Lakhs
5. **Details of Amount spent** : Rs. 38.00 Lakhs
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 to deserving persons for medical purpose, to run hospitals, aushadalayas, maternity homes, sanitoriums, dispensaries, family welfare citizens.
  - d. Render financial help in establishing, conducting and maintaining houses for old aged and needy persons.
  - e. 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.
  - f. Organize re-habilitation of destitute, old age persons wherever possible and provide assistance in cash.
  - g. To look after family planning centres and nursing homes/ run eye bank, blood bank, organ banks etc.
7. 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.
8. **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

**Surendrakumar Tibrewala**  
(Chairman & Managing Director)  
CSR Committee Member  
DIN: 00218394

Date: 14<sup>th</sup> August, 2018  
Place: Mumbai



**COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE**

To the Members of Fineotex Chemical Limited

We have examined the compliance of the conditions of Corporate Governance by Fineotex Chemical Limited ("the Company") for the year ended 31st March, 2018 as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion of the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement/Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For UKG & Associates**

**Chartered Accountants**

Firm Registration No.:123393W

**Champak K. Dedhia**

Partner

Membership No. 101769

Place : Mumbai

Date : 14<sup>th</sup> August, 2018

## Annexure '7'

### EXTRACT OF ANNUAL RETURN

As on financial year ended on 31st March, 2018

[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

#### I REGISTRATION AND OTHER DETAILS :

|                                                                               |                                                                                                                                                                                                         |
|-------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Company Identification Number (CIN)</b>                                    | L24100MH2004PLC144295                                                                                                                                                                                   |
| <b>Registration Date</b>                                                      | 30th January, 2004                                                                                                                                                                                      |
| <b>Name of Company</b>                                                        | Fineotex Chemical Limited                                                                                                                                                                               |
| <b>Category/Sub-category of the Company</b>                                   | Company Limited By Shares                                                                                                                                                                               |
| <b>Address of the Registered Office and Contact details</b>                   | 42/43, Manorama Chambers, SV Road, Bandra (West), Mumbai 400050.<br>Tel. No. 022-26559174-77; Fax 022-26559178<br>info@fineotex.com; www.fineotex.com                                                   |
| <b>Whether Listed Company</b>                                                 | BSE Limited; National Stock Exchange of India Limited                                                                                                                                                   |
| <b>Name, Address &amp; Contact Details of Registrar &amp; Transfer Agents</b> | Bigshare Services Private Limited<br>1st Floor, Bharat Tin Works Building, Opp.Vasant Oasis,<br>Makwana Road, Marol, Andheri (E), Mumbai - 400059<br>Tel. No. : 022 – 62638200; Fax No : 022 – 62638299 |

#### 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                     | 70.00            | 2(87)              |
| 3      | BT Biotex Sdn Bhd               |                       | Subsidiary                     | 67.62            | 2(87)              |
| 4      | BT Chemicals Sdn Bhd            |                       | Subsidiary                     | 67.16            | 2(87)              |
| 5      | Fineotex Specialities FZE       |                       | Subsidiary                     | 100              | 2(87)              |
| 6      | Manya Steels Private Limited    | U24200MH2009PTC195660 | Subsidiary                     | 100              | 2(87)              |

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

##### i) Category-wise Share Holding

| Category of Shareholder |                                             | No. of Shares held at the beginning of the year<br>(As On 01.04.2017) |          |                 |         | No. of Shares held at the end of the year<br>(As on 31.03.2018) |          |                 |            | % Change<br>during<br>the year |
|-------------------------|---------------------------------------------|-----------------------------------------------------------------------|----------|-----------------|---------|-----------------------------------------------------------------|----------|-----------------|------------|--------------------------------|
|                         |                                             | Demat                                                                 | Physical | Total<br>Shares | Total % | Demat                                                           | Physical | Total<br>Shares | Total<br>% |                                |
| (A)                     | Shareholding of Promoter and Promoter Group |                                                                       |          |                 |         |                                                                 |          |                 |            |                                |
| Indian                  |                                             |                                                                       |          |                 |         |                                                                 |          |                 |            |                                |
| (a)                     | Individual / HUF                            | 76509020                                                              | 0        | 76509020        | 68.74   | 76509020                                                        | 0        | 76509020        | 68.74      | 0.00                           |
| (b)                     | Central / State government(s)               | 0                                                                     | 0        | 0               | 0       | 0                                                               | 0        | 0               | 0          | 0.00                           |
| (c)                     | Bodies Corporate                            | 4028000                                                               | 0        | 4028000         | 3.62    | 4028000                                                         | 0        | 4028000         | 3.62       | 0.00                           |
| (d)                     | Financial Institutions / Banks              | 0                                                                     | 0        | 0               | 0       | 0                                                               | 0        | 0               | 0          | 0.00                           |
| (e)                     | Any Others (Specify)                        | 0                                                                     | 0        | 0               | 0       | 0                                                               | 0        | 0               | 0          | 0.00                           |
| (i)                     | Group Companies                             | 0                                                                     | 0        | 0               | 0       | 0                                                               | 0        | 0               | 0          | 0.00                           |
| (ii)                    | Directors Relatives                         | 0                                                                     | 0        | 0               | 0       | 0                                                               | 0        | 0               | 0          | 0.00                           |
|                         | Sub Total (A)(1) :                          | 80537020                                                              | 0        | 80537020        | 72.36   | 80537020                                                        | 0        | 80537020        | 72.36      | 0.00                           |

## FINEOTEX CHEMICAL LIMITED

| Category of Shareholder |                                                  | No. of Shares held at the beginning of the year<br>(As On 01.04.2017) |          |              |         | No. of Shares held at the end of the year<br>(As on 31.03.2018) |          |              |         | % Change during the year |
|-------------------------|--------------------------------------------------|-----------------------------------------------------------------------|----------|--------------|---------|-----------------------------------------------------------------|----------|--------------|---------|--------------------------|
|                         |                                                  | Demat                                                                 | Physical | Total Shares | Total % | Demat                                                           | Physical | Total Shares | Total % |                          |
| Foreign                 |                                                  |                                                                       |          |              |         |                                                                 |          |              |         |                          |
| (a)                     | Bodies Corporate                                 | 0                                                                     | 0        | 0            | 0       | 0                                                               | 0        | 0            | 0       | 0.00                     |
| (b)                     | Individual                                       | 0                                                                     | 0        | 0            | 0       | 0                                                               | 0        | 0            | 0       | 0.00                     |
| (c)                     | Institutions                                     | 0                                                                     | 0        | 0            | 0       | 0                                                               | 0        | 0            | 0       | 0.00                     |
| (d)                     | Qualified Foreign Investor                       | 0                                                                     | 0        | 0            | 0       | 0                                                               | 0        | 0            | 0       | 0.00                     |
| (e)                     | Any Others (Specify)                             | 0                                                                     | 0        | 0            | 0       | 0                                                               | 0        | 0            | 0       | 0.00                     |
|                         | Sub Total (A)(2)                                 | 0                                                                     | 0        | 0            | 0       | 0                                                               | 0        | 0            | 0       | 0.00                     |
|                         | Total holding for promoters (A)= (A)(1) + (A)(2) | 80537020                                                              | 0        | 80537020     | 72.36   | 80537020                                                        | 0        | 80537020     | 72.36   | 0.00                     |
| (B)                     | Public shareholding                              |                                                                       |          |              |         |                                                                 |          |              |         |                          |
| Institutions            |                                                  |                                                                       |          |              |         |                                                                 |          |              |         |                          |
| (a)                     | Central / State Government(s)                    | 0                                                                     | 0        | 0            | 0       | 0                                                               | 0        | 0            | 0       | 0.00                     |
| (b)                     | Financial Institutions / Banks                   | 0                                                                     | 0        | 0            | 0       | 183983                                                          | 0        | 183983       | 0.17    | 0.17                     |
| (c)                     | Mutual Funds / UTI                               | 129460                                                                | 0        | 129460       | 0.12    | 0                                                               | 0        | 0            | 0       | -0.12                    |
| (d)                     | Venture Capital Funds                            | 0                                                                     | 0        | 0            | 0       | 0                                                               | 0        | 0            | 0       | 0.00                     |
| (e)                     | Insurance Companies                              | 0                                                                     | 0        | 0            | 0       | 0                                                               | 0        | 0            | 0       | 0.00                     |
| (f)                     | FII's                                            | 0                                                                     | 0        | 0            | 0       | 0                                                               | 0        | 0            | 0       | 0.00                     |
| (g)                     | Foreign Venture Capital Investors                | 0                                                                     | 0        | 0            | 0       | 0                                                               | 0        | 0            | 0       | 0.00                     |
| (h)                     | Qualified Foreign Investor                       | 0                                                                     | 0        | 0            | 0       | 0                                                               | 0        | 0            | 0       | 0.00                     |
| (i)                     | Any Others (Specify)                             | 0                                                                     | 0        | 0            | 0       | 0                                                               | 0        | 0            | 0       | 0.00                     |
| (j)                     | Foreign Portfolio Investor                       | 0                                                                     | 0        | 0            | 0       | 69154                                                           | 0        | 69154        | 0.06    | 0.06                     |
| (k)                     | Alternate Investment Fund                        | 0                                                                     | 0        | 0            | 0       | 0                                                               | 0        | 0            | 0       | 0.00                     |
|                         | Sub Total (B)(1)                                 | 129460                                                                | 0        | 129460       | 0.12    | 253137                                                          | 0        | 253137       | 0.23    | 0.11                     |
| Non-institutions        |                                                  |                                                                       |          |              |         |                                                                 |          |              |         |                          |
| (a)                     | Bodies Corporate                                 | 9917707                                                               | 0        | 9917707      | 8.91    | 3073315                                                         | 0        | 3073315      | 2.76    | -6.15                    |
| (b)                     | Individual                                       |                                                                       |          |              |         |                                                                 |          |              |         |                          |
| (i)                     | (Capital Upto To Rs. 1 Lakh)                     | 11786161                                                              | 6970     | 11793131     | 10.60   | 23161005                                                        | 4745     | 23165750     | 20.81   | 10.22                    |
| (ii)                    | (Capital Greater Than Rs. 1 Lakh)                | 6486876                                                               | 0        | 6486876      | 5.83    | 1747250                                                         | 0        | 1747250      | 1.57    | -4.26                    |
| (c)                     | Any Others (Specify)                             |                                                                       |          |              |         |                                                                 |          |              |         |                          |
| (i)                     | Trusts                                           | 0                                                                     | 0        | 0            | 0       | 0                                                               | 0        | 0            | 0       | 0.00                     |
| (ii)                    | Clearing Member                                  | 1099896                                                               | 0        | 1099896      | 0.99    | 1266065                                                         | 0        | 1266065      | 1.14    | 0.15                     |
| (iii)                   | Non Resident Indians (NRI)                       | 1131215                                                               | 0        | 1131215      | 1.02    | 885591                                                          | 0        | 885591       | 0.80    | -0.22                    |
|                         | Non Resident Indians (Repat)                     | 17013                                                                 | 0        | 17013        | 0.02    | 144228                                                          | 0        | 144228       | 0.13    | 0.11                     |
|                         | Non Resident Indians (Non Repat)                 | 187682                                                                | 0        | 187682       | 0.17    | 227644                                                          | 0        | 227644       | 0.20    | 0.04                     |
| (iv)                    | Directors Relatives                              | 0                                                                     | 0        | 0            | 0       | 0                                                               | 0        | 0            | 0       | 0.00                     |
| (v)                     | Employee                                         | 0                                                                     | 0        | 0            | 0       | 0                                                               | 0        | 0            | 0       | 0.00                     |
| (vi)                    | Overseas Bodies Corporates                       | 0                                                                     | 0        | 0            | 0       | 0                                                               | 0        | 0            | 0       | 0.00                     |
| (vii)                   | Unclaimed Suspense Account                       | 0                                                                     | 0        | 0            | 0       | 0                                                               | 0        | 0            | 0       | 0.00                     |
| (d)                     | Qualified Foreign Investor                       | 0                                                                     | 0        | 0            | 0       | 0                                                               | 0        | 0            | 0       | 0.00                     |
|                         | Sub Total (B)(2)                                 | 30626550                                                              | 6970     | 30633520     | 27.52   | 30505098                                                        | 4745     | 30509843     | 27.41   | -0.11                    |
|                         | Total Public Shareholding(B)=(B)(1) + (B)(2)     | 30756010                                                              | 6970     | 30762980     | 27.64   | 30758235                                                        | 4745     | 30762980     | 27.64   | 0.00                     |

| Category of Shareholder |                                                                                  | No. of Shares held at the beginning of the year<br>(As On 01.04.2017) |          |              |         | No. of Shares held at the end of the year<br>(As on 31.03.2018) |          |              |         | % Change during the year |
|-------------------------|----------------------------------------------------------------------------------|-----------------------------------------------------------------------|----------|--------------|---------|-----------------------------------------------------------------|----------|--------------|---------|--------------------------|
|                         |                                                                                  | Demat                                                                 | Physical | Total Shares | Total % | Demat                                                           | Physical | Total Shares | Total % |                          |
| (c)                     | Shares held by Custodians and against which Depository receipts have been issued |                                                                       |          |              |         |                                                                 |          |              |         |                          |
|                         | Shares Held By Custodians                                                        | 0                                                                     | 0        | 0            | 0       | 0                                                               | 0        | 0            | 0       | 0                        |
|                         | Promoter and Promoter Group                                                      | 0                                                                     | 0        | 0            | 0       | 0                                                               | 0        | 0            | 0       | 0                        |
|                         | Public                                                                           | 0                                                                     | 0        | 0            | 0       | 0                                                               | 0        | 0            | 0       | 0                        |
|                         | Sub Total (C)(1)                                                                 | 0                                                                     | 0        | 0            | 0       | 0                                                               | 0        | 0            | 0       | 0                        |
|                         | (C)=(C)(1)                                                                       | 0                                                                     | 0        | 0            | 0       | 0                                                               | 0        | 0            | 0       | 0                        |
|                         | Grand Total (A) + (B) + (C)                                                      | 111293030                                                             | 6970     | 111300000    | 100.00  | 111295255                                                       | 4745     | 111300000    | 100.00  | 0.00                     |

**(ii) Shareholding of Promoters**

| Sl No. | Shareholder's Name                 | Shareholding at the beginning of the year<br>(As on 01.04.2017) |                                  |                                                  | Share holding at the end of the year<br>(As on 31.03.2018) |                                  |                                                  | % 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                 | 57190000                                                        | 51.38                            | 0                                                | 57190000                                                   | 51.38                            | 0                                                | 0                                         |
| 2      | Surendrakumar Deviprasad Tibrewala | 11965830                                                        | 10.75                            | 0                                                | 11965830                                                   | 10.75                            | 0                                                | 0                                         |
| 3      | Kanaklata Tibrewala                | 3281700                                                         | 2.95                             | 0                                                | 3281700                                                    | 2.95                             | 0                                                | 0                                         |
| 4      | Kamal Chemicals Pvt Ltd            | 2954500                                                         | 2.65                             | 0                                                | 2954500                                                    | 2.65                             | 0                                                | 0                                         |
| 5      | Sanjay Tibrewala                   | 3213990                                                         | 2.89                             | 0                                                | 3213990                                                    | 2.89                             | 0                                                | 0                                         |
| 6      | Proton Biochem Pvt Ltd             | 1073500                                                         | 0.96                             | 0                                                | 1073500                                                    | 0.96                             | 0                                                | 0                                         |
| 7      | Surendra Tibrewala (HUF)           | 845500                                                          | 0.76                             | 0                                                | 845500                                                     | 0.76                             | 0                                                | 0                                         |
| 8      | Ritu Tibrewala                     | 11000                                                           | 0.01                             | 0                                                | 11000                                                      | 0.01                             | 0                                                | 0                                         |
| 9      | Nidhi Tibrewala                    | 1000                                                            | 0.00                             | 0                                                | 1000                                                       | 0.00                             | 0                                                | 0                                         |
|        | <b>TOTAL</b>                       | <b>80537020</b>                                                 | <b>72.36</b>                     | <b>0</b>                                         | <b>80537020</b>                                            | <b>72.36</b>                     | <b>0</b>                                         | <b>0</b>                                  |

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

| Sl. No. | Shareholder's Name           | Shareholding                                                              |                                  | Date wise increase/decrease on Share Holding during the year specifying the reason for increase/decrease<br>(e.g. allotment/transfer/bonus/sweat equity etc.) |                                 |          | Cumulative Shareholding during the year (01.04.2017 to 31.03.2018) |                                  |
|---------|------------------------------|---------------------------------------------------------------------------|----------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|----------|--------------------------------------------------------------------|----------------------------------|
|         |                              | No. of Shares at the beginning (01.04.2017)/ end of the year (31.03.2018) | % of total Shares of the company | Date                                                                                                                                                          | Increase/ (Decrease) in holding | Reason   | No. of Shares                                                      | % of total Shares of the company |
| 1       | Globe Capital Market Limited | 1971675                                                                   | 1.77                             | 31-03-2017                                                                                                                                                    |                                 |          |                                                                    |                                  |
|         |                              |                                                                           |                                  | 07-04-2017                                                                                                                                                    | -3500                           | Transfer | 1968175                                                            | 1.77                             |
|         |                              |                                                                           |                                  | 14-04-2017                                                                                                                                                    | -5000                           | Transfer | 1963175                                                            | 1.76                             |
|         |                              |                                                                           |                                  | 21-04-2017                                                                                                                                                    | -4000                           | Transfer | 1959175                                                            | 1.76                             |
|         |                              |                                                                           |                                  | 28-04-2017                                                                                                                                                    | 2250                            | Transfer | 1961425                                                            | 1.76                             |
|         |                              |                                                                           |                                  | 05-05-2017                                                                                                                                                    | 82500                           | Transfer | 2043925                                                            | 1.84                             |
|         |                              |                                                                           |                                  | 12-05-2017                                                                                                                                                    | -500                            | Transfer | 2043425                                                            | 1.84                             |
|         |                              |                                                                           |                                  | 19-05-2017                                                                                                                                                    | 11560                           | Transfer | 2054985                                                            | 1.85                             |
|         |                              |                                                                           |                                  | 26-05-2017                                                                                                                                                    | 360                             | Transfer | 2055345                                                            | 1.85                             |
|         |                              |                                                                           |                                  | 02-06-2017                                                                                                                                                    | 180                             | Transfer | 2055525                                                            | 1.85                             |
|         |                              |                                                                           |                                  | 09-06-2017                                                                                                                                                    | -100                            | Transfer | 2055425                                                            | 1.85                             |
|         |                              |                                                                           |                                  | 16-06-2017                                                                                                                                                    | 1000                            | Transfer | 2056425                                                            | 1.85                             |
|         |                              |                                                                           |                                  | 23-06-2017                                                                                                                                                    | -1340                           | Transfer | 2055085                                                            | 1.85                             |
|         |                              |                                                                           |                                  | 30-06-2017                                                                                                                                                    | -5440                           | Transfer | 2049645                                                            | 1.84                             |
|         |                              |                                                                           |                                  | 07-07-2017                                                                                                                                                    | 100                             | Transfer | 2049745                                                            | 1.84                             |
|         |                              |                                                                           |                                  | 14-07-2017                                                                                                                                                    | -48097                          | Transfer | 2001648                                                            | 1.80                             |
|         |                              |                                                                           |                                  | 21-07-2017                                                                                                                                                    | -193455                         | Transfer | 1808193                                                            | 1.62                             |
|         |                              |                                                                           |                                  | 28-07-2017                                                                                                                                                    | -85                             | Transfer | 1808108                                                            | 1.62                             |
|         |                              |                                                                           |                                  | 04-08-2017                                                                                                                                                    | -805                            | Transfer | 1807303                                                            | 1.62                             |



## FINEOTEX CHEMICAL LIMITED

| Sl. No. | Shareholder's Name             | Shareholding                                                              |                                  | Date wise increase/decrease on Share Holding during the year specifying the reason for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.) |                                 |                 | Cumulative Shareholding during the year (01.04.2017 to 31.03.2018) |                                  |
|---------|--------------------------------|---------------------------------------------------------------------------|----------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|-----------------|--------------------------------------------------------------------|----------------------------------|
|         |                                | No. of Shares at the beginning (01.04.2017)/ end of the year (31.03.2018) | % of total Shares of the company | Date                                                                                                                                                       | Increase/ (Decrease) in holding | Reason          | No. of Shares                                                      | % of total Shares of the company |
|         |                                |                                                                           |                                  | 11-08-2017                                                                                                                                                 | -2690                           | Transfer        | 1804613                                                            | 1.62                             |
|         |                                |                                                                           |                                  | 18-08-2017                                                                                                                                                 | -1630                           | Transfer        | 1802983                                                            | 1.62                             |
|         |                                |                                                                           |                                  | 25-08-2017                                                                                                                                                 | 100                             | Transfer        | 1803083                                                            | 1.62                             |
|         |                                |                                                                           |                                  | 01-09-2017                                                                                                                                                 | -2860                           | Transfer        | 1800223                                                            | 1.62                             |
|         |                                |                                                                           |                                  | 08-09-2017                                                                                                                                                 | 5156                            | Transfer        | 1805379                                                            | 1.62                             |
|         |                                |                                                                           |                                  | 15-09-2017                                                                                                                                                 | -3556                           | Transfer        | 1801823                                                            | 1.62                             |
|         |                                |                                                                           |                                  | 20-09-2017                                                                                                                                                 | 1100                            | Transfer        | 1802923                                                            | 1.62                             |
|         |                                |                                                                           |                                  | 22-09-2017                                                                                                                                                 | -454923                         | Transfer        | 1348000                                                            | 1.21                             |
|         |                                |                                                                           |                                  | 25-09-2017                                                                                                                                                 | 100                             | Transfer        | 1348100                                                            | 1.21                             |
|         |                                |                                                                           |                                  | 29-09-2017                                                                                                                                                 | 1697                            | Transfer        | 1349797                                                            | 1.21                             |
|         |                                |                                                                           |                                  | 06-10-2017                                                                                                                                                 | -9197                           | Transfer        | 1340600                                                            | 1.20                             |
|         |                                |                                                                           |                                  | 13-10-2017                                                                                                                                                 | -125140                         | Transfer        | 1215460                                                            | 1.09                             |
|         |                                |                                                                           |                                  | 20-10-2017                                                                                                                                                 | 75                              | Transfer        | 1215535                                                            | 1.09                             |
|         |                                |                                                                           |                                  | 27-10-2017                                                                                                                                                 | -1629                           | Transfer        | 1213906                                                            | 1.09                             |
|         |                                |                                                                           |                                  | 31-10-2017                                                                                                                                                 | -200                            | Transfer        | 1213706                                                            | 1.09                             |
|         |                                |                                                                           |                                  | 03-11-2017                                                                                                                                                 | -2430                           | Transfer        | 1211276                                                            | 1.09                             |
|         |                                |                                                                           |                                  | 10-11-2017                                                                                                                                                 | 7627                            | Transfer        | 1218903                                                            | 1.10                             |
|         |                                |                                                                           |                                  | 17-11-2017                                                                                                                                                 | 430                             | Transfer        | 1219333                                                            | 1.10                             |
|         |                                |                                                                           |                                  | 24-11-2017                                                                                                                                                 | 1000                            | Transfer        | 1220333                                                            | 1.10                             |
|         |                                |                                                                           |                                  | 01-12-2017                                                                                                                                                 | -200500                         | Transfer        | 1019833                                                            | 0.92                             |
|         |                                |                                                                           |                                  | 08-12-2017                                                                                                                                                 | -281050                         | Transfer        | 738783                                                             | 0.66                             |
|         |                                |                                                                           |                                  | 15-12-2017                                                                                                                                                 | -19225                          | Transfer        | 719558                                                             | 0.65                             |
|         |                                |                                                                           |                                  | 22-12-2017                                                                                                                                                 | -912                            | Transfer        | 718646                                                             | 0.65                             |
|         |                                |                                                                           |                                  | 29-12-2017                                                                                                                                                 | 8064                            | Transfer        | 726710                                                             | 0.65                             |
|         |                                |                                                                           |                                  | 30-12-2017                                                                                                                                                 | -500000                         | Transfer        | 226710                                                             | 0.20                             |
|         |                                |                                                                           |                                  | 05-01-2018                                                                                                                                                 | 17736                           | Transfer        | 244446                                                             | 0.22                             |
|         |                                |                                                                           |                                  | 12-01-2018                                                                                                                                                 | 78                              | Transfer        | 244524                                                             | 0.22                             |
|         |                                |                                                                           |                                  | 19-01-2018                                                                                                                                                 | 6978                            | Transfer        | 251502                                                             | 0.23                             |
|         |                                |                                                                           |                                  | 26-01-2018                                                                                                                                                 | -5005                           | Transfer        | 246497                                                             | 0.22                             |
|         |                                |                                                                           |                                  | 02-02-2018                                                                                                                                                 | 10415                           | Transfer        | 256912                                                             | 0.23                             |
|         |                                |                                                                           |                                  | 09-02-2018                                                                                                                                                 | -670                            | Transfer        | 256242                                                             | 0.23                             |
|         |                                |                                                                           |                                  | 16-02-2018                                                                                                                                                 | -1675                           | Transfer        | 254567                                                             | 0.23                             |
|         |                                |                                                                           |                                  | 22-02-2018                                                                                                                                                 | -1146                           | Transfer        | 253421                                                             | 0.23                             |
|         |                                |                                                                           |                                  | 23-02-2018                                                                                                                                                 | -1000                           | Transfer        | 252421                                                             | 0.23                             |
|         |                                |                                                                           |                                  | 02-03-2018                                                                                                                                                 | -10964                          | Transfer        | 241457                                                             | 0.22                             |
|         |                                |                                                                           |                                  | 09-03-2018                                                                                                                                                 | -204150                         | Transfer        | 37307                                                              | 0.03                             |
|         |                                |                                                                           |                                  | 16-03-2018                                                                                                                                                 | -175                            | Transfer        | 37132                                                              | 0.03                             |
|         |                                |                                                                           |                                  | 23-03-2018                                                                                                                                                 | -5547                           | Transfer        | 31585                                                              | 0.03                             |
|         |                                |                                                                           |                                  | 30-03-2018                                                                                                                                                 | -7323                           | Transfer        | 24262                                                              | 0.02                             |
|         |                                |                                                                           |                                  | 31-03-2018                                                                                                                                                 | -501                            | Transfer        | 23761                                                              | 0.02                             |
|         |                                |                                                                           |                                  | 31-03-2018                                                                                                                                                 |                                 | Closing Balance | 23761                                                              | 0.02                             |
| 2       | Nilam Sanjay Mittal            | 1255080                                                                   | 1.13                             | 31-03-2017                                                                                                                                                 |                                 |                 |                                                                    |                                  |
|         |                                |                                                                           |                                  | 07-07-2017                                                                                                                                                 | -16076                          | Transfer        | 1239004                                                            | 1.11                             |
|         |                                |                                                                           |                                  | 06-10-2017                                                                                                                                                 | -523591                         | Transfer        | 715413                                                             | 0.64                             |
|         |                                |                                                                           |                                  | 15-12-2017                                                                                                                                                 | -126444                         | Transfer        | 588969                                                             | 0.53                             |
|         |                                |                                                                           |                                  | 22-12-2017                                                                                                                                                 | -150000                         | Transfer        | 438969                                                             | 0.39                             |
|         |                                |                                                                           |                                  | 29-12-2017                                                                                                                                                 | -438969                         | Transfer        | 0                                                                  | 0.00                             |
|         |                                |                                                                           |                                  | 31-03-2018                                                                                                                                                 | 0                               | Transfer        | 0                                                                  | 0.00                             |
| 3       | Gulshan Investment Company Ltd | 1006844                                                                   | 0.90                             | 31-03-2017                                                                                                                                                 |                                 |                 |                                                                    |                                  |
|         |                                |                                                                           |                                  | 30-06-2017                                                                                                                                                 | -6844                           | Transfer        | 1000000                                                            | 0.90                             |
|         |                                |                                                                           |                                  | 14-07-2017                                                                                                                                                 | 26529                           | Transfer        | 1026529                                                            | 0.92                             |
|         |                                |                                                                           |                                  | 21-07-2017                                                                                                                                                 | -25951                          | Transfer        | 1000578                                                            | 0.90                             |
|         |                                |                                                                           |                                  | 25-08-2017                                                                                                                                                 | -990975                         | Transfer        | 9603                                                               | 0.01                             |
|         |                                |                                                                           |                                  | 09-03-2018                                                                                                                                                 | -9603                           | Transfer        | 0                                                                  | 0.00                             |
|         |                                |                                                                           |                                  | 31-03-2018                                                                                                                                                 | 0                               | Transfer        | 0                                                                  | 0.00                             |

| Sl. No. | Shareholder's Name                    | Shareholding                                                              |                                  | Date wise increase/decrease on Share Holding during the year specifying the reason for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.) |                                 |                 | Cumulative Shareholding during the year (01.04.2017 to 31.03.2018) |                                  |
|---------|---------------------------------------|---------------------------------------------------------------------------|----------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|-----------------|--------------------------------------------------------------------|----------------------------------|
|         |                                       | No. of Shares at the beginning (01.04.2017)/ end of the year (31.03.2018) | % of total Shares of the company | Date                                                                                                                                                       | Increase/ (Decrease) in holding | Reason          | No. of Shares                                                      | % of total Shares of the company |
| 4       | Sushila Rambabu Mittal                | 771880                                                                    | 0.69                             | 31-03-2017                                                                                                                                                 |                                 |                 |                                                                    |                                  |
|         |                                       |                                                                           |                                  | 06-10-2017                                                                                                                                                 | -692776                         | Transfer        | 79104                                                              | 0.07                             |
|         |                                       |                                                                           |                                  | 13-10-2017                                                                                                                                                 | -79104                          | Transfer        | 0                                                                  | 0.00                             |
|         |                                       |                                                                           |                                  | 31-03-2018                                                                                                                                                 | 0                               | Transfer        | 0                                                                  | 0.00                             |
| 5       | Upsurge Investment And Finance Ltd    | 1208208                                                                   | 1.09                             | 31-03-2017                                                                                                                                                 |                                 |                 |                                                                    |                                  |
|         |                                       |                                                                           |                                  | 20-10-2017                                                                                                                                                 | -47883                          | Transfer        | 1160325                                                            | 1.04                             |
|         |                                       |                                                                           |                                  | 27-10-2017                                                                                                                                                 | -1117283                        | Transfer        | 43042                                                              | 0.04                             |
|         |                                       |                                                                           |                                  | 10-11-2017                                                                                                                                                 | -43042                          | Transfer        | 0                                                                  | 0.00                             |
|         |                                       |                                                                           |                                  | 01-12-2017                                                                                                                                                 | 110000                          | Transfer        | 110000                                                             | 0.10                             |
|         |                                       |                                                                           |                                  | 15-12-2017                                                                                                                                                 | 100000                          | Transfer        | 210000                                                             | 0.19                             |
|         |                                       |                                                                           |                                  | 29-12-2017                                                                                                                                                 | 200000                          | Transfer        | 410000                                                             | 0.37                             |
|         |                                       |                                                                           |                                  | 05-01-2018                                                                                                                                                 | -410000                         | Transfer        | 0                                                                  | 0.00                             |
|         |                                       |                                                                           |                                  | 26-01-2018                                                                                                                                                 | 63814                           | Transfer        | 63814                                                              | 0.06                             |
|         |                                       |                                                                           |                                  | 02-02-2018                                                                                                                                                 | -47721                          | Transfer        | 16093                                                              | 0.01                             |
|         |                                       |                                                                           |                                  | 02-03-2018                                                                                                                                                 | 90907                           | Transfer        | 107000                                                             | 0.10                             |
|         |                                       |                                                                           |                                  | 09-03-2018                                                                                                                                                 | 61177                           | Transfer        | 168177                                                             | 0.15                             |
|         |                                       |                                                                           |                                  | 16-03-2018                                                                                                                                                 | 25000                           | Transfer        | 193177                                                             | 0.17                             |
|         |                                       |                                                                           |                                  | 30-03-2018                                                                                                                                                 | 6000                            | Transfer        | 199177                                                             | 0.18                             |
|         |                                       |                                                                           |                                  | 31-03-2018                                                                                                                                                 |                                 | Closing Balance | 199177                                                             | 0.18                             |
| 6       | Yash Management And Satellite Limited | 670626                                                                    | 0.60                             | 31-03-2017                                                                                                                                                 |                                 |                 |                                                                    |                                  |
|         |                                       |                                                                           |                                  | 18-08-2017                                                                                                                                                 | 38759                           | Transfer        | 709385                                                             | 0.64                             |
|         |                                       |                                                                           |                                  | 25-08-2017                                                                                                                                                 | 32972                           | Transfer        | 742357                                                             | 0.67                             |
|         |                                       |                                                                           |                                  | 13-10-2017                                                                                                                                                 | -503446                         | Transfer        | 238911                                                             | 0.21                             |
|         |                                       |                                                                           |                                  | 20-10-2017                                                                                                                                                 | -238257                         | Transfer        | 654                                                                | 0.00                             |
|         |                                       |                                                                           |                                  | 27-10-2017                                                                                                                                                 | -654                            | Transfer        | 0                                                                  | 0.00                             |
|         |                                       |                                                                           |                                  | 31-03-2018                                                                                                                                                 | 0                               | Transfer        | 0                                                                  | 0.00                             |
| 7       | Globe Fincap Limited                  | 650000                                                                    | 0.58                             | 31-03-2017                                                                                                                                                 |                                 |                 |                                                                    |                                  |
|         |                                       |                                                                           |                                  | 14-07-2017                                                                                                                                                 | -649500                         | Transfer        | 500                                                                | 0.00                             |
|         |                                       |                                                                           |                                  | 18-08-2017                                                                                                                                                 | 100                             | Transfer        | 600                                                                | 0.00                             |
|         |                                       |                                                                           |                                  | 13-10-2017                                                                                                                                                 | 500                             | Transfer        | 1100                                                               | 0.00                             |
|         |                                       |                                                                           |                                  | 20-10-2017                                                                                                                                                 | 1400                            | Transfer        | 2500                                                               | 0.00                             |
|         |                                       |                                                                           |                                  | 27-10-2017                                                                                                                                                 | -1800                           | Transfer        | 700                                                                | 0.00                             |
|         |                                       |                                                                           |                                  | 08-12-2017                                                                                                                                                 | -100                            | Transfer        | 600                                                                | 0.00                             |
|         |                                       |                                                                           |                                  | 15-12-2017                                                                                                                                                 | -500                            | Transfer        | 100                                                                | 0.00                             |
|         |                                       |                                                                           |                                  | 29-12-2017                                                                                                                                                 | 700                             | Transfer        | 800                                                                | 0.00                             |
|         |                                       |                                                                           |                                  | 05-01-2018                                                                                                                                                 | -500                            | Transfer        | 300                                                                | 0.00                             |
|         |                                       |                                                                           |                                  | 12-01-2018                                                                                                                                                 | 675                             | Transfer        | 975                                                                | 0.00                             |
|         |                                       |                                                                           |                                  | 19-01-2018                                                                                                                                                 | 350                             | Transfer        | 1325                                                               | 0.00                             |
|         |                                       |                                                                           |                                  | 26-01-2018                                                                                                                                                 | -130                            | Transfer        | 1195                                                               | 0.00                             |
|         |                                       |                                                                           |                                  | 22-02-2018                                                                                                                                                 | 200                             | Transfer        | 1395                                                               | 0.00                             |
|         |                                       |                                                                           |                                  | 31-03-2018                                                                                                                                                 |                                 | Closing Balance | 1395                                                               | 0.00                             |
| 8       | JM Financial Services Pvt. Ltd.       | 695732                                                                    | 0.63                             | 31-03-2017                                                                                                                                                 |                                 |                 |                                                                    |                                  |
|         |                                       |                                                                           |                                  | 07-04-2017                                                                                                                                                 | -53                             | Transfer        | 695679                                                             | 0.63                             |
|         |                                       |                                                                           |                                  | 14-04-2017                                                                                                                                                 | 1659                            | Transfer        | 697338                                                             | 0.63                             |
|         |                                       |                                                                           |                                  | 21-04-2017                                                                                                                                                 | -1947                           | Transfer        | 695391                                                             | 0.62                             |
|         |                                       |                                                                           |                                  | 28-04-2017                                                                                                                                                 | 19234                           | Transfer        | 714625                                                             | 0.64                             |
|         |                                       |                                                                           |                                  | 05-05-2017                                                                                                                                                 | 8600                            | Transfer        | 723225                                                             | 0.65                             |
|         |                                       |                                                                           |                                  | 12-05-2017                                                                                                                                                 | -7436                           | Transfer        | 715789                                                             | 0.64                             |
|         |                                       |                                                                           |                                  | 19-05-2017                                                                                                                                                 | 2286                            | Transfer        | 718075                                                             | 0.65                             |
|         |                                       |                                                                           |                                  | 26-05-2017                                                                                                                                                 | -12928                          | Transfer        | 705147                                                             | 0.63                             |
|         |                                       |                                                                           |                                  | 02-06-2017                                                                                                                                                 | 3000                            | Transfer        | 708147                                                             | 0.64                             |
|         |                                       |                                                                           |                                  | 09-06-2017                                                                                                                                                 | -1475                           | Transfer        | 706672                                                             | 0.63                             |
|         |                                       |                                                                           |                                  | 16-06-2017                                                                                                                                                 | -7793                           | Transfer        | 698879                                                             | 0.63                             |
|         |                                       |                                                                           |                                  | 23-06-2017                                                                                                                                                 | 660                             | Transfer        | 699539                                                             | 0.63                             |

## FINEOTEX CHEMICAL LIMITED

| Sl. No. | Shareholder's Name | Shareholding                                                              |                                  | Date wise increase/decrease on Share Holding during the year specifying the reason for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.) |                                 |                 | Cumulative Shareholding during the year (01.04.2017 to 31.03.2018) |                                  |
|---------|--------------------|---------------------------------------------------------------------------|----------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|-----------------|--------------------------------------------------------------------|----------------------------------|
|         |                    | No. of Shares at the beginning (01.04.2017)/ end of the year (31.03.2018) | % of total Shares of the company | Date                                                                                                                                                       | Increase/ (Decrease) in holding | Reason          | No. of Shares                                                      | % of total Shares of the company |
|         |                    |                                                                           |                                  | 30-06-2017                                                                                                                                                 | 990                             | Transfer        | 700529                                                             | 0.63                             |
|         |                    |                                                                           |                                  | 07-07-2017                                                                                                                                                 | -32145                          | Transfer        | 668384                                                             | 0.60                             |
|         |                    |                                                                           |                                  | 14-07-2017                                                                                                                                                 | -3790                           | Transfer        | 664594                                                             | 0.60                             |
|         |                    |                                                                           |                                  | 21-07-2017                                                                                                                                                 | 241506                          | Transfer        | 906100                                                             | 0.81                             |
|         |                    |                                                                           |                                  | 28-07-2017                                                                                                                                                 | -5132                           | Transfer        | 900968                                                             | 0.81                             |
|         |                    |                                                                           |                                  | 04-08-2017                                                                                                                                                 | -3504                           | Transfer        | 897464                                                             | 0.81                             |
|         |                    |                                                                           |                                  | 18-08-2017                                                                                                                                                 | -4700                           | Transfer        | 892764                                                             | 0.80                             |
|         |                    |                                                                           |                                  | 25-08-2017                                                                                                                                                 | -1000                           | Transfer        | 891764                                                             | 0.80                             |
|         |                    |                                                                           |                                  | 01-09-2017                                                                                                                                                 | -236115                         | Transfer        | 655649                                                             | 0.59                             |
|         |                    |                                                                           |                                  | 08-09-2017                                                                                                                                                 | 2500                            | Transfer        | 658149                                                             | 0.59                             |
|         |                    |                                                                           |                                  | 15-09-2017                                                                                                                                                 | 1003                            | Transfer        | 659152                                                             | 0.59                             |
|         |                    |                                                                           |                                  | 18-09-2017                                                                                                                                                 | -2160                           | Transfer        | 656992                                                             | 0.59                             |
|         |                    |                                                                           |                                  | 20-09-2017                                                                                                                                                 | 701                             | Transfer        | 657693                                                             | 0.59                             |
|         |                    |                                                                           |                                  | 22-09-2017                                                                                                                                                 | 55438                           | Transfer        | 713131                                                             | 0.64                             |
|         |                    |                                                                           |                                  | 25-09-2017                                                                                                                                                 | -50049                          | Transfer        | 663082                                                             | 0.60                             |
|         |                    |                                                                           |                                  | 29-09-2017                                                                                                                                                 | -2218                           | Transfer        | 660864                                                             | 0.59                             |
|         |                    |                                                                           |                                  | 06-10-2017                                                                                                                                                 | -2709                           | Transfer        | 658155                                                             | 0.59                             |
|         |                    |                                                                           |                                  | 13-10-2017                                                                                                                                                 | 31196                           | Transfer        | 689351                                                             | 0.62                             |
|         |                    |                                                                           |                                  | 20-10-2017                                                                                                                                                 | 188542                          | Transfer        | 877893                                                             | 0.79                             |
|         |                    |                                                                           |                                  | 27-10-2017                                                                                                                                                 | -741622                         | Transfer        | 136271                                                             | 0.12                             |
|         |                    |                                                                           |                                  | 31-10-2017                                                                                                                                                 | -87610                          | Transfer        | 48661                                                              | 0.04                             |
|         |                    |                                                                           |                                  | 03-11-2017                                                                                                                                                 | -11591                          | Transfer        | 37070                                                              | 0.03                             |
|         |                    |                                                                           |                                  | 10-11-2017                                                                                                                                                 | -287                            | Transfer        | 36783                                                              | 0.03                             |
|         |                    |                                                                           |                                  | 17-11-2017                                                                                                                                                 | -6800                           | Transfer        | 29983                                                              | 0.03                             |
|         |                    |                                                                           |                                  | 24-11-2017                                                                                                                                                 | -6695                           | Transfer        | 23288                                                              | 0.02                             |
|         |                    |                                                                           |                                  | 01-12-2017                                                                                                                                                 | -279                            | Transfer        | 23009                                                              | 0.02                             |
|         |                    |                                                                           |                                  | 08-12-2017                                                                                                                                                 | 18485                           | Transfer        | 41494                                                              | 0.04                             |
|         |                    |                                                                           |                                  | 15-12-2017                                                                                                                                                 | -20227                          | Transfer        | 21267                                                              | 0.02                             |
|         |                    |                                                                           |                                  | 22-12-2017                                                                                                                                                 | 4026                            | Transfer        | 25293                                                              | 0.02                             |
|         |                    |                                                                           |                                  | 29-12-2017                                                                                                                                                 | 5855                            | Transfer        | 31148                                                              | 0.03                             |
|         |                    |                                                                           |                                  | 30-12-2017                                                                                                                                                 | 10798                           | Transfer        | 41946                                                              | 0.04                             |
|         |                    |                                                                           |                                  | 05-01-2018                                                                                                                                                 | 20785                           | Transfer        | 62731                                                              | 0.06                             |
|         |                    |                                                                           |                                  | 12-01-2018                                                                                                                                                 | 49781                           | Transfer        | 112512                                                             | 0.10                             |
|         |                    |                                                                           |                                  | 19-01-2018                                                                                                                                                 | -91817                          | Transfer        | 20695                                                              | 0.02                             |
|         |                    |                                                                           |                                  | 26-01-2018                                                                                                                                                 | -5308                           | Transfer        | 15387                                                              | 0.01                             |
|         |                    |                                                                           |                                  | 02-02-2018                                                                                                                                                 | -3759                           | Transfer        | 11628                                                              | 0.01                             |
|         |                    |                                                                           |                                  | 09-02-2018                                                                                                                                                 | -3475                           | Transfer        | 8153                                                               | 0.01                             |
|         |                    |                                                                           |                                  | 16-02-2018                                                                                                                                                 | 2795                            | Transfer        | 10948                                                              | 0.01                             |
|         |                    |                                                                           |                                  | 22-02-2018                                                                                                                                                 | -5883                           | Transfer        | 5065                                                               | 0.00                             |
|         |                    |                                                                           |                                  | 23-02-2018                                                                                                                                                 | -962                            | Transfer        | 4103                                                               | 0.00                             |
|         |                    |                                                                           |                                  | 02-03-2018                                                                                                                                                 | 4464                            | Transfer        | 8567                                                               | 0.01                             |
|         |                    |                                                                           |                                  | 09-03-2018                                                                                                                                                 | -615                            | Transfer        | 7952                                                               | 0.01                             |
|         |                    |                                                                           |                                  | 16-03-2018                                                                                                                                                 | -1764                           | Transfer        | 6188                                                               | 0.01                             |
|         |                    |                                                                           |                                  | 23-03-2018                                                                                                                                                 | 3894                            | Transfer        | 10082                                                              | 0.01                             |
|         |                    |                                                                           |                                  | 30-03-2018                                                                                                                                                 | -7671                           | Transfer        | 2411                                                               | 0.00                             |
|         |                    |                                                                           |                                  | 31-03-2018                                                                                                                                                 | 99459                           | Transfer        | 101870                                                             | 0.09                             |
|         |                    |                                                                           |                                  | 31-03-2018                                                                                                                                                 |                                 | Closing Balance | 101870                                                             | 0.09                             |
| 9       | Anoop Jain         | 473300                                                                    | 0.43                             | 31-03-2017                                                                                                                                                 |                                 |                 |                                                                    |                                  |
|         |                    |                                                                           |                                  | 14-07-2017                                                                                                                                                 | 20000                           | Transfer        | 493300                                                             | 0.44                             |
|         |                    |                                                                           |                                  | 25-08-2017                                                                                                                                                 | 923984                          | Transfer        | 1417284                                                            | 1.27                             |
|         |                    |                                                                           |                                  | 01-09-2017                                                                                                                                                 | -344490                         | Transfer        | 1072794                                                            | 0.96                             |
|         |                    |                                                                           |                                  | 08-09-2017                                                                                                                                                 | -552769                         | Transfer        | 520025                                                             | 0.47                             |
|         |                    |                                                                           |                                  | 15-09-2017                                                                                                                                                 | -180547                         | Transfer        | 339478                                                             | 0.31                             |
|         |                    |                                                                           |                                  | 20-09-2017                                                                                                                                                 | -302857                         | Transfer        | 36621                                                              | 0.03                             |
|         |                    |                                                                           |                                  | 22-09-2017                                                                                                                                                 | 94156                           | Transfer        | 130777                                                             | 0.12                             |
|         |                    |                                                                           |                                  | 29-09-2017                                                                                                                                                 | -78081                          | Transfer        | 52696                                                              | 0.05                             |

| Sl. No. | Shareholder's Name | Shareholding                                                              |                                  | Date wise increase/decrease on Share Holding during the year specifying the reason for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.) |                                 |                 | Cumulative Shareholding during the year (01.04.2017 to 31.03.2018) |                                  |
|---------|--------------------|---------------------------------------------------------------------------|----------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|-----------------|--------------------------------------------------------------------|----------------------------------|
|         |                    | No. of Shares at the beginning (01.04.2017)/ end of the year (31.03.2018) | % of total Shares of the company | Date                                                                                                                                                       | Increase/ (Decrease) in holding | Reason          | No. of Shares                                                      | % of total Shares of the company |
|         |                    |                                                                           |                                  | 06-10-2017                                                                                                                                                 | -2000                           | Transfer        | 50696                                                              | 0.05                             |
|         |                    |                                                                           |                                  | 01-12-2017                                                                                                                                                 | -50696                          | Transfer        | 0                                                                  | 0.00                             |
|         |                    |                                                                           |                                  | 31-03-2018                                                                                                                                                 | 0                               | Transfer        | 0                                                                  | 0.00                             |
| 10      | Mehul Vorani       | 0                                                                         | 0.00                             | 31-03-2017                                                                                                                                                 |                                 |                 |                                                                    |                                  |
|         |                    |                                                                           |                                  | 20-10-2017                                                                                                                                                 | 55000                           | Transfer        | 55000                                                              | 0.05                             |
|         |                    |                                                                           |                                  | 27-10-2017                                                                                                                                                 | 105000                          | Transfer        | 160000                                                             | 0.14                             |
|         |                    |                                                                           |                                  | 03-11-2017                                                                                                                                                 | -30000                          | Transfer        | 130000                                                             | 0.12                             |
|         |                    |                                                                           |                                  | 08-12-2017                                                                                                                                                 | -130000                         | Transfer        | 0                                                                  | 0.00                             |
|         |                    |                                                                           |                                  | 22-12-2017                                                                                                                                                 | 100000                          | Transfer        | 100000                                                             | 0.09                             |
|         |                    |                                                                           |                                  | 29-12-2017                                                                                                                                                 | 66020                           | Transfer        | 166020                                                             | 0.15                             |
|         |                    |                                                                           |                                  | 12-01-2018                                                                                                                                                 | 1                               | Transfer        | 166021                                                             | 0.15                             |
|         |                    |                                                                           |                                  | 02-02-2018                                                                                                                                                 | 1623                            | Transfer        | 167644                                                             | 0.15                             |
|         |                    |                                                                           |                                  | 09-02-2018                                                                                                                                                 | -25000                          | Transfer        | 142644                                                             | 0.13                             |
|         |                    |                                                                           |                                  | 16-02-2018                                                                                                                                                 | -142644                         | Transfer        | 0                                                                  | 0.00                             |
|         |                    |                                                                           |                                  | 22-02-2018                                                                                                                                                 | 174750                          | Transfer        | 174750                                                             | 0.16                             |
|         |                    |                                                                           |                                  | 23-02-2018                                                                                                                                                 | 70450                           | Transfer        | 245200                                                             | 0.22                             |
|         |                    |                                                                           |                                  | 02-03-2018                                                                                                                                                 | 30000                           | Transfer        | 275200                                                             | 0.25                             |
|         |                    |                                                                           |                                  | 09-03-2018                                                                                                                                                 | 40181                           | Transfer        | 315381                                                             | 0.28                             |
|         |                    |                                                                           |                                  | 16-03-2018                                                                                                                                                 | 3000                            | Transfer        | 318381                                                             | 0.29                             |
|         |                    |                                                                           |                                  | 30-03-2018                                                                                                                                                 | -13381                          | Transfer        | 305000                                                             | 0.27                             |
|         |                    |                                                                           |                                  | 31-03-2018                                                                                                                                                 |                                 | Closing Balance | 305000                                                             | 0.27                             |

(iv) Shareholding of Directors and Key Managerial Personnel

| Sl. No. | Name                                     | Shareholding                                                              |                                  | Date wise increase/decrease on Share Holding during the year specifying the reason for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.) |                      |        | Cumulative Shareholding during the year (01.04.2017 to 31.03.2018) |                                  |
|---------|------------------------------------------|---------------------------------------------------------------------------|----------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|--------|--------------------------------------------------------------------|----------------------------------|
|         |                                          | No. of Shares at the beginning (01.04.2017)/ end of the year (31.03.2018) | % of total Shares of the company | Date                                                                                                                                                       | Increase/ (Decrease) | Reason | No. of Shares                                                      | % of total Shares of the company |
|         | <b>For Each of the Directors and KMP</b> |                                                                           |                                  |                                                                                                                                                            |                      |        |                                                                    |                                  |
| 1       | Surendrakumar Tibrewala                  | 57190000                                                                  | 62.13                            | 01.04.2017                                                                                                                                                 | 0                    | 0      | 69155830                                                           | 62.13                            |
|         |                                          | 57190000                                                                  | 62.13                            | 31.03.2018                                                                                                                                                 |                      |        | 69155830                                                           | 62.13                            |
| 2       | Surendrakumar Deviprasad Tibrewala       | 11965830                                                                  | 10.75                            | 01.04.2017                                                                                                                                                 | 0                    | 0      | 11965830                                                           | 10.75                            |
|         |                                          | 11965830                                                                  | 10.75                            | 31.03.2018                                                                                                                                                 |                      |        | 11965830                                                           | 10.75                            |
| 3       | Sanjay Tibrewala                         | 3213990                                                                   | 2.89                             | 01.04.2017                                                                                                                                                 | 0                    | 0      | 3213990                                                            | 2.89                             |
|         |                                          | 3213990                                                                   | 2.89                             | 31.03.2018                                                                                                                                                 |                      |        | 3213990                                                            | 2.89                             |
| 4       | Ritu Tibrewala                           | 11000                                                                     | 0.01                             | 01.04.2017                                                                                                                                                 | 0                    | 0      | 11000                                                              | 0.01                             |
|         |                                          | 11000                                                                     | 0.01                             | 31.03.2018                                                                                                                                                 |                      |        | 11000                                                              | 0.01                             |
| 5       | Navin Mittal                             | -                                                                         | -                                | -                                                                                                                                                          | -                    | -      | -                                                                  | -                                |
| 6       | Manmohan Mehta                           | -                                                                         | -                                | -                                                                                                                                                          | -                    | -      | -                                                                  | -                                |
| 7       | Alok Dhanuka                             | -                                                                         | -                                | -                                                                                                                                                          | -                    | -      | -                                                                  | -                                |
| 8       | Raina D'Silva                            | -                                                                         | -                                | -                                                                                                                                                          | -                    | -      | -                                                                  | -                                |

## 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                                 | 10,709,787                       | Nil             | Nil        | 10,709,787         |
| ii) Interest due but not paid                       | -                                | Nil             | Nil        | -                  |
| iii) Interest accrued but not due                   | -                                | Nil             | Nil        | -                  |
| <b>Total (i+ii+iii)</b>                             | <b>10,709,787</b>                | <b>Nil</b>      | <b>Nil</b> | <b>10,709,787</b>  |
| Change in Indebtedness during the financial year    |                                  |                 |            |                    |
| Additions                                           | 35,856,568                       | Nil             | Nil        | 35,856,568         |
| Deletions                                           | -                                | Nil             | Nil        | -                  |
| Net Change                                          | 35,856,568                       | Nil             | Nil        | 35,856,568         |
| Indebtedness at the end of the financial year       |                                  |                 |            |                    |
| i) Principal Amount                                 | 46,392,995                       | Nil             | Nil        | 46,392,995         |
| ii) Interest due but not paid                       | -                                | Nil             | Nil        | -                  |
| iii) Interest accrued but not due                   | -                                | Nil             | Nil        | -                  |
| <b>Total (i+ii+iii)</b>                             | <b>46,392,995</b>                | <b>Nil</b>      | <b>Nil</b> | <b>46,392,995</b>  |

Trade deposits from customers not considered as deposits u/s 2(31) of the Companies Act, 2013. Credit is offered to them on transactions.

## 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 Tibrewala (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 | 53,40,000                              | 53,40,000                      | 1,06,80,000        |
|         | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | 32,400                                 | 32,400                         | 64,800             |
|         | (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961              | -                                      | -                              | -                  |
| 2.      | Stock Option                                                                        | -                                      | -                              | -                  |
| 3.      | Sweat Equity                                                                        | -                                      | -                              | -                  |
| 4.      | Commission:<br>- as % of profit<br>- others, specify                                | -                                      | -                              | -                  |
| 5.      | Others, please specify                                                              |                                        |                                |                    |
|         | Provident Fund                                                                      | 4,14,000                               | 4,14,000                       | 8,28,000           |
|         | Gratuity                                                                            | -                                      | 1,25,000                       | 1,25,000           |
|         | <b>Total (A)</b>                                                                    | <b>57,86,400</b>                       | <b>59,11,400</b>               | <b>1,16,97,800</b> |
|         | <b>Ceiling as per the Act</b>                                                       | <b>1,56,55,654</b>                     | <b>1,56,55,654</b>             | <b>-</b>           |



**B. Remuneration to Other Directors:**

| Sl. no.   | Particulars of Remuneration                      | Name of Director         |                     |                     | Total Amount (Rs.) |
|-----------|--------------------------------------------------|--------------------------|---------------------|---------------------|--------------------|
| <b>1.</b> | <b>Independent Director</b>                      | <b>Manmohan Mehta</b>    | <b>Navin Mittal</b> | <b>Alok Dhanuka</b> |                    |
|           | 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                |
|           | <b>Total (1)</b>                                 |                          |                     |                     | <b>NIL</b>         |
| <b>2.</b> | <b>Other Non-Executive Directors</b>             | <b>Ritu Aditya Gupta</b> |                     |                     |                    |
|           | a. Fee for attending Board / Committee Meetings. | NIL                      |                     |                     | NIL                |
|           | b. Commission                                    | NIL                      |                     |                     | NIL                |
|           | c. Others, please specify                        | NIL                      |                     |                     | NIL                |
|           | <b>Total (2)</b>                                 | NIL                      |                     |                     | NIL                |
|           | <b>Total (B)=(1+2)</b>                           | NIL                      |                     |                     | NIL                |
|           | <b>Total Managerial Remuneration</b>             | 1,16,97,800              |                     |                     | 1,16,97,800        |
|           | <b>Overall Ceiling as per the Act</b>            | 3.74%                    |                     |                     |                    |

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

| Sl. No. | Particulars of Remuneration                                                         | Key Managerial Personnel |                                                         |                            | Total Amount (Rs.) |
|---------|-------------------------------------------------------------------------------------|--------------------------|---------------------------------------------------------|----------------------------|--------------------|
|         |                                                                                     | CEO                      | Raina D'Silva<br>Company Secretary<br>(till 04/04/2018) | Sanjay Tibtrewala<br>(CFO) |                    |
| 1.      | Gross salary                                                                        |                          | 4,50,940                                                | As in A                    | 63,62,340          |
|         | (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:<br>- as % of profit<br>- others, specify                                | -                        | -                                                       | -                          | -                  |
| 5.      | Others, please specify                                                              | -                        | -                                                       | -                          | -                  |
|         | <b>Total</b>                                                                        | -                        | <b>4,50,940</b>                                         | -                          | <b>63,62,340</b>   |

**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.

**COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE**

To

The Members of

**Fineotex Chemical Limited**

We have examined the compliance of the conditions of Corporate Governance by Fineotex Chemical Limited (“the Company”) for the year ended 31st March 2018 as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (‘Listing Regulations’).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement/Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For UKG & Associates**

**Chartered Accountants**

Firm Registration No.: 123393W

**Champak K. Dedhia**

Partner

Membership No. 101769

Place : Mumbai

Date : 14<sup>th</sup> August, 2018

## Independent Auditor's Report

### To the Members of Fineotex Chemical Limited

#### Report on the Audit of Standalone Ind AS Financial Statements

We have audited the accompanying Ind AS standalone financial statements of Fineotex Chemical Limited ('the Company'), which comprise the Balance Sheet as at 31st March 2018, the statement of Profit and Loss, including the statement of Other Comprehensive Income, the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information. (herein after referred to as Ind AS Financials Statements)

#### Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India. 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 Ind AS financial statements based on our audit.

In conducting 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 thereunder.

We have 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 misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the 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 Ind AS standalone financial

statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS standalone financial statements.

#### 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 31st March 2018 and its profit, total comprehensive income, the changes in equity 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, 2016 ('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', a statement on the matters specified in the paragraph 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 purposes of our audit.
  - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, the Statement of Profit and Loss including Statement of Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid Ind AS standalone financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standard) Rules, 2015, as amended.
  - (e) On the basis of the written representations received from the directors as on 31st March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'; and
  - (g) 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 Ind AS standalone financial statements – Refer Note 36 to the Ind AS standalone financial statements;
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts 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: 30<sup>th</sup> May, 2018**

## ANNEXURE - A TO THE AUDITORS' REPORT

The Annexure referred to in Independent Auditors' Report to the members of the Company on the Ind AS standalone financial statements for the year ended 31st March 2018, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The inventory has been physically verified by the management during the year. On the basis of our examination of records of inventory, in our opinion, the Company is maintaining proper records of inventory and the discrepancies noted on physical verification between the physical stocks and the book records were not material.
- (iii) The Company has not granted loans to parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Hence clause (iii) of paragraph 3 of the said order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Act, with respect to investments made. During the year under consideration the company has not given loans under the provisions of Section 185 and Section 186 of the Act.
- (v) The Company has not accepted any deposits from the public. Hence clause (v) of paragraph 3 of the said order is not applicable.
- (vi) The Company has prepared and maintained accounts and records for maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Act.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees state insurance, income-tax, sales tax, value added tax, duty of customs, duty of excise, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. Accordingly no statutory dues were in arrears as at 31st March 2018 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no material dues of sales tax, service tax, duty of customs, duty of excise and value added tax which have not been deposited with the appropriate authorities on account of any dispute except for the following:

| Name of the statute  | Nature of dues | Amount (in Rs) | Period to which the amount relates | Forum where dispute is pending |
|----------------------|----------------|----------------|------------------------------------|--------------------------------|
| Income Tax Act, 1961 | Income tax     | 15,51,560/-    | A.Y. 2011-12                       | Assessing Officer              |

- (viii) The Company has not defaulted in repayment of loans or borrowings from any financial institution, banks, government or debenture holders during the year.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For UKG & Associates

**Chartered Accountants**  
Firm Regn No : 123393W

**Champak K. Dedhia**  
**Partner**

**Place: Mumbai**  
**Date: 30<sup>th</sup> May, 2018**

**Membership No: 101769**



**ANNEXURE - B TO THE AUDITORS' REPORT**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Fineotex Chemical Limited ("the Company") as of 31st March 2018 in conjunction with our audit of the Ind AS standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We have conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management, override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For UKG & Associates

**Chartered Accountants**  
Firm Regn No : 123393W

**Place: Mumbai**  
**Date: 30<sup>th</sup> May, 2018**

**Champak K. Dedhia**  
**Partner**  
**Membership No: 101769**

## STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2018

(In Rs.)

| Particulars                            | Note No. | As at March 31, 2018  | As at March 31, 2017  | As at April 01, 2016 |
|----------------------------------------|----------|-----------------------|-----------------------|----------------------|
| <b>ASSETS</b>                          |          |                       |                       |                      |
| <b>Non - Current Assets</b>            |          |                       |                       |                      |
| Property, Plant & Equipment            | 3        | 17,97,72,170          | 16,33,47,300          | 12,05,31,567         |
| Investment Property                    | 3        | 3,78,56,600           | 3,78,56,600           | 3,78,56,600          |
| Financial Assets                       |          |                       |                       |                      |
| Investments                            | 4        | 62,57,33,119          | 56,39,50,639          | 46,12,44,126         |
| Others                                 | 5        | 3,00,05,179           | 2,99,12,274           | 2,89,31,551          |
| Deferred Tax Assets (Net)              | 6        | 16,20,611             | 39,17,649             | 36,96,002            |
| Non - Current Tax Assets               | 7        | 40,03,953             | 47,50,338             | 16,09,438            |
| Other Non - Current Assets             | 8        | 3,92,43,762           | 3,89,99,155           | 3,76,28,802          |
| <b>Total Non - Current Assets</b>      |          | <b>91,82,35,393</b>   | <b>84,27,33,955</b>   | <b>69,14,98,086</b>  |
| <b>Current Assets</b>                  |          |                       |                       |                      |
| Inventories                            | 9        | 11,88,24,356          | 7,19,30,325           | 5,82,64,312          |
| Financial Assets                       |          |                       |                       |                      |
| Investments                            | 10       | 1,55,69,284           | -                     | -                    |
| Trade Receivables                      | 11       | 22,18,50,115          | 19,97,09,233          | 19,06,86,842         |
| Cash & Cash Equivalents                | 12       | 1,44,18,759           | 1,18,80,402           | 1,87,64,862          |
| Bank Balance other than above          | 13       | 70,33,539             | 76,14,958             | 91,58,346            |
| Other Financial Assets                 | 14       | 2,38,618              | 2,65,699              | 5,33,580             |
| Other Current Assets                   | 15       | 2,60,80,775           | 1,94,43,210           | 1,83,83,331          |
|                                        |          | <b>40,40,15,446</b>   | <b>31,08,43,828</b>   | <b>29,57,91,273</b>  |
| Asset classified as Held for Sale      | 16       | 7,20,69,200           | -                     | -                    |
| <b>Total Current Assets</b>            |          | <b>47,60,84,646</b>   | <b>31,08,43,828</b>   | <b>29,57,91,273</b>  |
| <b>TOTAL ASSETS</b>                    |          | <b>1,39,43,20,040</b> | <b>1,15,35,77,783</b> | <b>98,72,89,358</b>  |
| <b>EQUITY AND LIABILITIES</b>          |          |                       |                       |                      |
| <b>EQUITY</b>                          |          |                       |                       |                      |
| Equity Share Capital                   | 17       | 22,26,00,000          | 22,26,00,000          | 22,45,96,220         |
| Other Equity                           | 18       | 98,84,71,896          | 79,78,42,508          | 62,52,95,336         |
| <b>TOTAL EQUITY</b>                    |          | <b>1,21,10,71,896</b> | <b>1,02,04,42,508</b> | <b>84,98,91,556</b>  |
| <b>LIABILITIES</b>                     |          |                       |                       |                      |
| <b>Non - Current Liabilities</b>       |          |                       |                       |                      |
| Financial Liabilities                  |          |                       |                       |                      |
| Borrowings                             | 19       | 21,66,795             | -                     | -                    |
| Other Financial Liabilities            | 20       | 38,00,918             | 22,84,695             | 16,84,695            |
| Provisions                             | 21       | 4,25,022              | 6,91,500              | 3,39,097             |
| <b>Total Non - Current Liabilities</b> |          | <b>63,92,735</b>      | <b>29,76,195</b>      | <b>20,23,792</b>     |
| <b>Current Liabilities</b>             |          |                       |                       |                      |
| Financial Liabilities                  |          |                       |                       |                      |
| Borrowings                             | 22       | 4,42,26,200           | 1,07,09,787           | 3,04,47,975          |
| Trade Payables                         | 23       | -                     | -                     | -                    |
| Dues to Micro and Small Enterprises    |          | -                     | -                     | -                    |
| Dues to Others                         |          | 11,35,44,284          | 11,06,18,649          | 9,81,27,523          |
| Other Financial Liabilities            | 24       | 46,06,093             | 29,18,435             | 20,40,688            |
| Other Current Liabilities              | 25       | 1,22,49,844           | 52,31,130             | 20,30,452            |
| Provisions                             | 26       | 9,72,466              | 6,47,271              | 6,05,145             |
| Current Tax Liabilities (Net)          | 27       | 12,56,523             | 33,807                | 21,22,227            |
| <b>Total Current Liabilities</b>       |          | <b>17,68,55,409</b>   | <b>13,01,59,080</b>   | <b>13,53,74,010</b>  |
| <b>TOTAL LIABILITIES</b>               |          | <b>18,32,48,144</b>   | <b>13,31,35,275</b>   | <b>13,73,97,802</b>  |
| <b>TOTAL EQUITY AND LIABILITIES</b>    |          | <b>1,39,43,20,040</b> | <b>1,15,35,77,783</b> | <b>98,72,89,358</b>  |
| CORPORATE INFORMATION                  | 1        |                       |                       |                      |
| SIGNIFICANT ACCOUNTING POLICIES        | 2        |                       |                       |                      |
| NOTES ON ACCOUNTS                      | 3-48     |                       |                       |                      |

As per our report of even date attached

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

Champak K. Dedhia  
Partner  
Membership No.: 101769

Mumbai, 30th May 2018

For and on behalf of the Board

Surendrakumar Tibrewala  
Chairman & Managing Director  
DIN : 00218394

Sanjay Tibrewala  
Executive Director & CFO  
DIN : 00218525

Mumbai, 30th May 2018

Alok Dhanuka  
Chairman - Audit Committee  
DIN : 06491610

Pooja Kothari  
Company Secretary  
M.No. ACS: 53895

# FINEOTEX CHEMICAL LIMITED

## STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018

(In Rs.)

| Particulars                                                     | Note. No. | Year ended<br>March 31, 2018 | Year ended<br>March 31, 2017 |
|-----------------------------------------------------------------|-----------|------------------------------|------------------------------|
| <b>Income</b>                                                   |           |                              |                              |
| Revenue from Operations                                         | 28        | 91,87,62,809                 | 82,02,23,026                 |
| Other Income                                                    | 29        | 7,55,22,550                  | 10,11,98,107                 |
| <b>Total Income</b>                                             |           | <b>99,42,85,359</b>          | <b>92,14,21,133</b>          |
| <b>Expenses</b>                                                 |           |                              |                              |
| Cost of Material Consumed                                       | 30        | 51,09,80,917                 | 42,31,34,823                 |
| Excise Duty on Sale of Goods                                    |           | 1,81,17,599                  | 7,36,52,428                  |
| Purchase of Stock In Trade                                      |           | -                            | -                            |
| Changes in Inventories of Finished Goods / Stock in Trade       | 31        | (96,97,760)                  | (4,19,292)                   |
| Employee Benefit Expenses                                       | 32        | 4,62,49,216                  | 3,37,74,649                  |
| Finance Cost                                                    | 33        | 39,27,670                    | 28,43,506                    |
| Depreciation and Amortization                                   | 3         | 60,41,448                    | 58,84,715                    |
| Other Expenses                                                  | 34        | 11,72,50,999                 | 10,46,29,239                 |
| <b>Total Expenses</b>                                           |           | <b>69,28,70,087</b>          | <b>64,35,00,068</b>          |
| <b>Profit Before Tax</b>                                        |           | <b>30,14,15,272</b>          | <b>27,79,21,065</b>          |
| <b>Tax Expenses</b>                                             |           |                              |                              |
| Current Tax                                                     | 6         | 8,57,04,000                  | 6,68,00,000                  |
| Deferred Tax                                                    | 6         | 22,66,299                    | (62,406)                     |
| (Excess) / Short Provision of Earlier Years                     |           | 6,30,412                     | (63,219)                     |
| <b>Profit After Tax</b>                                         |           | <b>21,28,14,561</b>          | <b>21,12,46,690</b>          |
| <b>Other Comprehensive Income</b>                               |           |                              |                              |
| <b>Items that will not be reclassified to Profit &amp; Loss</b> |           |                              |                              |
| Remeasurement of Defined Benefit Obligation / Asset             |           | 1,05,568                     | (4,60,132)                   |
| Income Tax related to above                                     |           | (30,741)                     | 1,59,242                     |
| <b>Total Other Comprehensive Income for the year</b>            |           | <b>74,827</b>                | <b>(3,00,890)</b>            |
| <b>Total Comprehensive Income for the year</b>                  |           | <b>21,28,89,388</b>          | <b>21,09,45,800</b>          |
| <b>Earnings Per Share - Basic &amp; Diluted (₹)</b>             |           | <b>1.91</b>                  | <b>1.90</b>                  |
| CORPORATE INFORMATION                                           | 1         |                              |                              |
| SIGNIFICANT ACCOUNTING POLICIES                                 | 2         |                              |                              |
| NOTES ON ACCOUNTS                                               | 3-48      |                              |                              |

As per our report of even date attached

For and on behalf of the Board

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

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

**Alok Dhanuka**  
Chairman - Audit Committee  
DIN : 06491610

**Champak K. Dedhia**  
Partner  
Membership No.: 101769

**Sanjay Tibrewala**  
Executive Director & CFO  
DIN : 00218525

**Pooja Kothari**  
Company Secretary  
M.No. ACS: 53895

Mumbai, 30th May 2018

Mumbai, 30th May 2018

**STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2018**

(In Rs.)

| <b>Particulars</b>                                                    | <b>For the year ended<br/>March 31, 2018</b> | <b>For the year ended<br/>March 31, 2017</b> |
|-----------------------------------------------------------------------|----------------------------------------------|----------------------------------------------|
| <b><u>A. CASH FLOW FROM OPERATING ACTIVITIES</u></b>                  |                                              |                                              |
| <b>Net Profit / (Loss) Before Tax</b>                                 | <b>30,14,15,272</b>                          | <b>27,79,21,065</b>                          |
| <b>Add / (Less):- Adjustments for Non-Cash / Non-Operating Items:</b> |                                              |                                              |
| Depreciation & Amortization                                           | 60,41,448                                    | 58,84,715                                    |
| Finance Cost                                                          | 39,27,670                                    | 28,43,506                                    |
| Interest Income                                                       | (36,17,823)                                  | (39,98,758)                                  |
| Dividend Income                                                       | (2,61,56,980)                                | (1,39,31,615)                                |
| (Profit) / Loss on Sale of Assets                                     | 5,46,637                                     | 13,478                                       |
| (Gain) / Loss on Fair Valuation of Investments                        | (4,40,39,063)                                | (8,18,57,068)                                |
| Actuarial Valuation of Gratuity                                       | 1,05,568                                     | (4,60,132)                                   |
| Unrealized Foreign Exchange Loss / (Gain)                             | 1,35,233                                     | (6,08,940)                                   |
| <b>Operating Profit Before Changes in Working Capital</b>             | <b>23,83,57,961</b>                          | <b>18,58,06,251</b>                          |
| <b>Adjustment for Changes in Working Capital</b>                      |                                              |                                              |
| (Increase) / Decrease in Trade Receivables                            | (2,21,40,882)                                | (90,22,391)                                  |
| (Increase) / Decrease in Inventories                                  | (4,68,94,031)                                | (1,36,66,013)                                |
| (Increase) / Decrease in Other Current Financial Assets               | 27,081                                       | 2,67,881                                     |
| (Increase) / Decrease in Other Current Assets                         | (66,37,564)                                  | (10,59,879)                                  |
| (Increase) / Decrease in Other Non - Current Financial Assets         | (92,905)                                     | (9,80,723)                                   |
| (Increase) / Decrease in Other Non - Current Assets                   | (2,44,607)                                   | (13,70,353)                                  |
| Increase / (Decrease) in Trade Payables                               | 29,25,634                                    | 1,24,91,126                                  |
| Increase / (Decrease) in Other Current Financial Liabilities          | 16,87,657                                    | 8,77,747                                     |
| Increase / (Decrease) in Other Current Liabilities                    | 70,18,714                                    | 32,00,678                                    |
| Increase / (Decrease) in Provisions                                   | 3,25,195                                     | 42,126                                       |
| Increase / (Decrease) in Provisions- Non Current                      | (2,66,478)                                   | 3,52,403                                     |
| Increase / (Decrease) in Other Non - Financial Liabilities            | 15,16,223                                    | 6,00,000                                     |
|                                                                       | (6,27,75,963)                                | (82,67,398)                                  |
| <b>Cash Generated from Operations</b>                                 | <b>17,55,81,997</b>                          | <b>17,75,38,853</b>                          |
| Less: Taxes Paid (Net of refund received)                             | (8,43,65,312)                                | (7,19,66,102)                                |
| <b>NET CASH FLOW FROM OPERATING ACTIVITY (A)</b>                      | <b>9,12,16,685</b>                           | <b>10,55,72,756</b>                          |
| <b><u>B. CASH FLOW FROM INVESTING ACTIVITIES</u></b>                  |                                              |                                              |
| Purchase of Property, Plant & Equipment & Intangible Assets           | (2,32,02,955)                                | (4,87,13,925)                                |
| Sale of Property, Plant & Equipment & Intangible Assets               | 1,90,000                                     | -                                            |
| Investments (purchased) / sold (net) in securities                    | (3,33,12,702)                                | (2,08,49,445)                                |
| Investments made in Immovable Property                                | (7,20,69,200)                                | -                                            |
| Movement in other bank balance                                        | 5,81,419                                     | 15,43,388                                    |
| Interest Received                                                     | 36,17,823                                    | 39,98,758                                    |
| Dividend Received                                                     | 2,61,56,980                                  | 1,39,31,615                                  |
| <b>NET CASH FLOW FROM INVESTING ACTIVITY (B)</b>                      | <b>(9,80,38,635)</b>                         | <b>(5,00,89,610)</b>                         |

## FINEOTEX CHEMICAL LIMITED

| Particulars                                             | For the year ended<br>March 31, 2018 | For the year ended<br>March 31, 2017 |
|---------------------------------------------------------|--------------------------------------|--------------------------------------|
| <b><u>C. CASH FLOW FROM FINANCING ACTIVITY</u></b>      |                                      |                                      |
| Increase / (Decrease) in Long Term Borrowings           | 21,66,795                            | -                                    |
| Increase / (Decrease) in Short Term Borrowings          | 3,35,16,412                          | (1,97,38,188)                        |
| Payment to Shareholders on Buyback of Shares            | -                                    | (2,92,64,848)                        |
| Finance Cost                                            | (39,27,670)                          | (28,43,506)                          |
| Corporate Dividend paid                                 | (2,22,60,000)                        | (1,11,30,000)                        |
| <b>NET CASH FLOW FROM FINANCING ACTIVITY (C)</b>        | <b>94,95,538</b>                     | <b>(6,29,76,542)</b>                 |
| <b>NET CASH FLOW FOR THE YEAR (A + B + C)</b>           | <b>26,73,589</b>                     | <b>(74,93,396)</b>                   |
| Add: Opening Balance of Cash & Cash Equivalents         | 1,18,80,402                          | 1,87,64,862                          |
| <b>CLOSING BALANCE OF CASH &amp; CASH EQUIVALENTS</b>   | <b>1,45,53,991</b>                   | <b>1,12,71,466</b>                   |
| <b>RECONCILIATION OF CASH AND CASH EQUIVALENT</b>       |                                      |                                      |
| <b>TOTAL CASH AND BANK BALANCE AS PER BALANCE SHEET</b> |                                      |                                      |
| <b>CASH AND CASH EQUIVALENT COMPRISES AS UNDER:</b>     |                                      |                                      |
| Balance with banks in current accounts                  | 1,32,98,853                          | 1,12,64,641                          |
| Cash on Hand                                            | 11,19,906                            | 6,15,760                             |
| <b>CASH AND CASH EQUIVALENT</b>                         | <b>1,44,18,759</b>                   | <b>1,18,80,401</b>                   |
| Net effect of Unrealized Exchange Difference            | 1,35,233                             | (6,08,940)                           |
| <b>CASH AND CASH EQUIVALENT AT THE END OF THE YEAR</b>  | <b>1,45,53,991</b>                   | <b>1,12,71,461</b>                   |

As per our report of even date attached

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

**Champak K. Dedhia**  
Partner  
Membership No.: 101769

**Mumbai, 30th May 2018**

**For and on behalf of the Board**

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

**Sanjay Tibrewala**  
Executive Director & CFO  
DIN : 00218525

**Mumbai, 30th May 2018**

**Alok Dhanuka**  
Chairman - Audit Committee  
DIN : 06491610

**Pooja Kothari**  
Company Secretary  
M.No. ACS: 53895



## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2018

### A. Equity Share Capital

| Particulars                                      | As at 31st March, 2018 |              | As at 31st March, 2017 |              | As at 1st April, 2016 |              |
|--------------------------------------------------|------------------------|--------------|------------------------|--------------|-----------------------|--------------|
|                                                  | No. of Shares          | Amount       | No. of Shares          | Amount       | No. of Shares         | Amount       |
| Balance as the beginning of the reporting period | 11,13,00,000           | 22,26,00,000 | 11,22,98,110           | 22,45,96,220 | 11,22,98,110          | 22,45,96,220 |
| Add: Changes in Equity Capital during the year   | -                      | -            | (9,98,110)             | (19,96,220)  | -                     | -            |
| Balance at the end of the reporting period       | 11,13,00,000           | 22,26,00,000 | 11,13,00,000           | 22,26,00,000 | 11,22,98,110          | 22,45,96,220 |

### B. Other Equity (Note 18)

| Particulars                                              | Capital Redemption Reserve | Securities Premium | Capital Reserve | Retained Earnings | Total         |
|----------------------------------------------------------|----------------------------|--------------------|-----------------|-------------------|---------------|
| Balance as on April 01, 2016                             | -                          | 12,20,20,880       | 10,85,354       | 50,21,89,102      | 62,52,95,336  |
| Profit for the period                                    | -                          | -                  | -               | 211,246,690       | 211,246,690   |
| Other Comprehensive income                               | -                          | -                  | -               | -                 | -             |
| - Remeasurements gains / (loss) on defined benefit plans | -                          | -                  | -               | (300,890)         | (300,890)     |
| Transfer upon buyback of shares                          | 19,96,220                  | (19,96,220)        | -               | -                 | -             |
| Amount Utilised for Buy Back of Shares                   | -                          | (2,72,68,628)      | -               | -                 | (2,72,68,628) |
| Dividends on Shares paid during the year                 | -                          | -                  | -               | (1,11,30,000)     | (1,11,30,000) |
| Dividend Distribution Tax paid during the year           | -                          | -                  | -               | -                 | -             |
| As at March 31, 2017                                     | 19,96,220                  | 9,27,56,032        | 10,85,354       | 70,20,04,902      | 79,78,42,508  |
| Profit for the period                                    | -                          | -                  | -               | 212,814,561       | 212,814,561   |
| Other Comprehensive income                               | -                          | -                  | -               | -                 | -             |
| - Remeasurements gains / (loss) on defined benefit plans | -                          | -                  | -               | 74,827            | 74,827        |
| Dividends on Shares paid during the year                 | -                          | -                  | -               | (2,22,60,000)     | (2,22,60,000) |
| Dividend Distribution Tax paid during the year           | -                          | -                  | -               | -                 | -             |
| As at March 31, 2018                                     | 19,96,220                  | 9,27,56,032        | 10,85,354       | 89,26,34,290      | 98,84,71,896  |

### Nature and Purpose of the Reserves

#### Capital Redemption Reserve

Capital redemption reserve is created due to share bought back in earlier years as per the requirement of the Companies Act.

#### Securities Premium

Security premium account is created when shares are issue at premium. A company may utilise the security premium reserve account as per the requirements of Companies Act.

#### Capital Reserve

Capital reserve is created on account of forfeiture of share capital in earlier years.

### C. Dividends Paid / Proposed during the year

| Particulars                             | Year ended March 31, 2018 | Year ended March 31, 2017 |
|-----------------------------------------|---------------------------|---------------------------|
| Corporate Dividend Paid During the year |                           |                           |
| Dividend Paid                           | 2,22,60,000               | 1,11,30,000.00            |
| Dividend Per Fully Paid Up Share        | 0.20                      | 0.10                      |

**SIGNIFICANT ACCOUNTING POLICIES****1 BACKGROUND**

Fineotex Chemical Limited is a public limited by shares domiciled in India, incorporated under the provisions of Companies Act, 1956. Its shares are listed on National Stock Exchange of India Limited and BSE Limited. Its registered office is situated at 42,43 Manorama Chambers, S.V. Road Bandra (West) Mumbai - 400050 India.

The Company is engaged in the business of manufacturing of Textile chemicals, auxiliaries and specialty chemicals.

**2 STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES**

This note provides a list of the Significant Accounting Policies adopted in the preparation of these Financial Statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

**2.1 BASIS FOR PREPARATION OF ACCOUNTS****a) Statement of compliance with Ind AS**

The Standalone Financial Statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. The Financial statements for the year ended 31st March 2017 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act.

These Standalone Financial Statements for the year ended 31st March 2018 are the first financial statements of the Company under Ind AS. The date of transition to Ind AS is 1st April, 2016. Accordingly, the Company has followed the provisions of Ind AS 101, 'First Time Adoption of Indian Accounting Standards', in preparing its opening Ind AS Balance Sheet as of the date of transition, i.e. 1 April 2016. Certain of the Company's Ind AS accounting policies used in the Opening Balance sheet differed from its previous GAAP policies applied as at 31 March 2016, and accordingly adjustments were made to restate the opening balances as per Ind AS. The resulting adjustments arose from events and transactions before the date of transition to Ind AS. Therefore, as required by Ind AS 101, those adjustments were recognized directly through retained earnings as at 1 April 2016.

Refer Note 35 for an explanation of how the transition from Indian GAAP(IGAAP) to Ind AS has affected the Company's financial position, financial performance and Cash Flows.

**b) Current versus Non-Current classification**

All assets and liabilities have been classified as Current or Non Current as per the Company's normal operation cycle i.e. twelve months and other criteria set out in the Schedule III of the Act.

**c) Historical Cost Convention**

The financial statements are prepared on accrual basis of accounting under historical cost convention in accordance with Generally Accepted Accounting Principles in India and the relevant provisions of the Companies Act, 2013 including Indian Accounting Standards notified there under, except for the following:

- Certain financial assets and liabilities (including derivative instrument) measured at fair value
- Defined benefit plans - plan assets measured at fair value

**2.2 USE OF ESTIMATES**

In preparation of the financial statements, the Company makes judgments, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Significant judgments and estimates relating to the carrying values of assets and liabilities include useful lives of property, plant and equipment and intangible assets, impairment of property, plant and equipment, intangible assets and investments, impairment of trade receivables, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

**2.3 REVENUE RECOGNITION****a) Sale of Goods**

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods as well as its collection. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, related discounts and volume rebates. It includes excise duty and subsidy and excludes Value Added Tax / Sales Tax/GST.

## b) **Export Benefits**

- i) Incomes in respect of Duty Drawback in respect of exports made during the year are accounted on accrual basis.
- ii) Focus Market License, Focus Product License and Merchandise Exports from India Scheme (MEIS) income is recognised on accrual basis when considering the related expenses to the same profit or losses on transfer of licenses are accounted in year of the sales. Duty free imports of material under Advance License matched with the export made against the said licenses.

## c) **Dividend**

Dividend income is recognised when the right to receive the same is established, which is generally when shareholders approve the dividend.

## d) **Insurance Claims**

Insurance claims are accounted for on the basis of claims admitted/expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

## 2.4 **FOREIGN CURRENCY TRANSACTIONS**

### a) **Functional and Presentation Currency**

The financial statements are presented in Indian Rupee (INR), which is company's functional and presentation currency.

### b) **Initial Recognition**

Transactions in foreign currencies are recorded at the exchange rate prevailing on the dates of the transactions. Exchange difference arising on foreign exchange transaction settled during the year are recognized in the Statement of profit and loss of the year.

### c) **Measurement of foreign currency items at the Balance sheet date**

Monetary assets and liabilities denominated in foreign currencies are re-translated into functional currency at the exchange rate prevailing at the end of the reporting period. Non monetary assets and liabilities that are measured based on a historical cost in a foreign currency are not re-translated. Exchange differences arising out of these transaction are changed to the profit and loss.

## 2.5 **PROPERTY, PLANT AND EQUIPMENTS**

### a) **Property, plant and equipment (PPE)**

#### i) **Recognition and measurement**

Freehold land is carried at cost. All other items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenses directly attributable to the acquisition of the assets. The cost of an item of a PPE comprises its purchase price including import duty, and other non-refundable taxes or levies and any directly attributable cost of bringing the assets to its working condition of its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

#### ii) **Subsequent expenditure**

Expenditure incurred on substantial expansion up to the date of commencement of commercial production are capitalized. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate only when it is probable that future economic benefit associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

### b) **Capital Work-In-Progress And Pre-Operative Expenses During Construction Period**

Capital work-in progress includes expenditure directly related to construction and incidental thereto. The same is transferred or allocated to respective Property, Plant and Equipment on their completion / commencement of commercial production.

### c) **Intangible assets**

Intangible assets are held on the balance sheet at cost less accumulated amortization and impairment loss if any.

## 2.6 **IMPAIRMENT OF NON- FINANCIAL ASSETS**

The Company's non-financial assets other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is an indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of time value of money and the risks specific to the CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment losses recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amount of the other assets of the CGU on a pro rata basis.

An impairment loss in respect of assets for which impairment loss has been recognized in prior periods, the Company reviews at reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

## 2.7 DEPRECIATION AND AMORTISATION

Depreciation is calculated to systematically allocate the cost of Property, Plant and Equipment and Intangible Asset over the estimated useful life. Depreciation is computed using Straight Line Method (SLM) over the useful lives of the assets as specified in Schedule II to the Companies Act, 2013.

Useful lives of the items of Property, Plant and Equipment are as follows:

| Asset                                                                                                                 | Estimated Useful Life |
|-----------------------------------------------------------------------------------------------------------------------|-----------------------|
| Building                                                                                                              | 30 Years              |
| Plant & Machinery                                                                                                     | 20 Years              |
| Leasehold Improvements (Lower useful life as compared to useful life given in Schedule II to the Companies Act, 2013) | 20 Years              |
| Furniture and Fixtures                                                                                                | 10 Years              |
| Vehicles                                                                                                              | 8 Years               |
| Other equipment                                                                                                       | 5 Years               |

The assets and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. Depreciation and amortization on property, plant and equipment added/disposed off during the year has been provided on pro-rata basis with reference to the date of addition/disposal.

## 2.8 NON-DERIVATIVE FINANCIAL INSTRUMENTS

### I. Financial Assets

#### a) Classification of financial assets

The Company classifies financial assets as subsequently measures at amortised cost, fair value through other comprehensive income or fair value through profit & loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

##### i) Debt instrument at amortised cost:

A 'debt Instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objectives is to hold assets for collecting contractual cash flow and
- Contractual terms of the asset give rise on specified dates to cash flow that are solely payments of principal and interest (SPPI) on the principal amount outstanding."

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or cost that are an integral part of the EIR. The EIR. Amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. The category generally applies to trade and other receivable.

##### ii) Debt instrument at fair value through other comprehensive income (FVOCI):

Assets that are held for collection of contractual cash flow and selling the financial assets, where the assets' cash flow represents solely payments of principal and interest are measuring at FVOCI, movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue or foreign exchange gains and losses which are recognised in profit and loss. When the financial assets is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the EIR method. The company does not have any instruments classified as fair value through other comprehensive income (FVOCI).

### iii) Debt instrument measured at fair through profit and loss (FVTPL):

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt instrument that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/ (losses) in the period in which it arises. Interest income from these financial assets is included in other income.

### iv) Equity investments:

Investment in associates are accounted using equity method.

All other equity investments which are in scope of Ind-AS 109 are measured at fair value. Equity instrument which are held for trading are classified as at FVTPL. For all other equity investments, the Company decide to classify the same either as at fair value through other comprehensive income (FVOCI) or FVTPL. The company makes such election on an instrument-by- instrument basis. The classification is made on initial recognition and is irrevocable. The company has designated the equity investments at FVTPL

For equity investments classified as FVOCI, all fair value changes on the instruments, excluding dividend, are recognized in other comprehensive income (OCI). There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of such investment

Equity investments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of profit and loss.

Costs of certain unquoted equity instruments has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range.

### b) Initial recognition and measurement

All financial assets are recognised initially at fair value and for those instruments that are not subsequently measured at FVTPL, plus/ minus transaction cost that are attributable to the acquisition of the financial assets.

Trade receivable are carried at original invoice price as the sales arrangements do not contain any significant financial component. Purchase or sales of financial assets that required delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the company commits to purchase or sell the assets.

### c) Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) primarily derecognised (i.e. removed from the company's balance sheet) when :

- The rights to receive cash flows from the asset have expired, or
- The Company has neither transferred nor retained substantially all the risks and rewards all the assets, but has transferred control of the assets.

When the company has transferred its rights to receive cash flow from an asset or has entered into a pass-through arrangement, it evaluates whether it has transferred substantially all the risks and rewards of ownership. In such cases, the financial asset is derecognised. When it has neither transferred nor retained substantially all of the risks and rewards of the assets, nor transferred control of the assets, the Company continues to recognise the transferred asset to the extent of the company's continuing involvement. In the case, the company recognises and associated liability. The transferred asset and the associated liability are measured on a basis that reflect the rights and obligations that the company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and maximum amount of consideration that the company could be required to repay.

### d) Impairment of financial assets

In accordance with Ind-AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised COST e.g., loan, debt security, deposits, and bank balance.
- Trade Receivables

The company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component.



The application simplified approach does not require the company to track change in risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivable. The provision matrix based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, historically observed default rate updated and change in the forward looking estimates are analysed.

## **II. Financial Liabilities and equity instruments**

Debt and equity instruments issued by an entity are classified as either financial liability or as equity in accordance with substance of the contractual arrangements and the definition of a financial liability and an equity instrument.

### **a) Equity instruments:**

An equity instruments is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by an entity are recognised at the proceeds received, net of direct issue costs.

An equity instruments is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by an entity are recognised at the proceeds received, net of direct issue costs.

### **b) Financial liabilities :- Classification**

Financial liabilities are classified as either 'at FVTPL' or 'other financial liabilities' which consists of derivative financial instruments, wherein the gain/losses arising from remeasurement of these instruments are recognized in the statements of profit and loss. Other financial liability (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

### **c) Initial recognition and measurement:**

All financial liability are recognised initially at fair value and for those instruments that are not subsequently measured at FVTPL, plus/minus transaction cost that are attributable to issue of these instruments.

### **d) Derecognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of the new liability. The difference in the respective carrying amounts is recognised in the statement of Profit and Loss.

## **2.9 INVENTORIES**

Inventories are stated at the lower of cost and net realizable value.

- Cost of Raw Material is determined on a First In First Out (FIFO) basis.
- Stores and Consumables are valued at cost (net of CENVAT) or net realizable value whichever is lower.
- Work in Progress is valued at cost or net realizable value whichever is less. Cost comprises direct materials and appropriate portion of direct labour costs, manufacturing overheads and depreciation.
- Finished goods are valued at cost or net realizable value whichever is lower. Cost comprises direct materials and where applicable, direct labour costs, those overheads that have been incurred in bringing the inventories to their present location
- Scrap is valued at estimated realisable value.

## **2.10 NON-CURRENT ASSETS HELD FOR SALE**

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such asset and its sale is highly probable. The Management must be committed to the sale, which should be expected to qualify for recognition as completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

## **2.11 BORROWING COSTS**

Borrowing Costs that are interest and other costs that the company incurs in connection with the borrowings of funds and is measured with reference to the effective interest rate applicable to the respective borrowing. Borrowing costs include interest cost measured at EIR and exchange difference arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets,

wherever applicable, till the assets are ready for their intended use. Such capitalisation is done only when it is probable that the asset will result in future economic benefits and the costs can be measured reliably. Capitalisation of borrowing cost is suspended and charged to statement when active development is interrupted. Capitalisation of borrowing costs commences when all the following conditions are satisfied:

- i. Expenditure for the acquisition, construction or production of a qualifying asset is being incurred;
- ii. Borrowing costs are being incurred; and
- iii. Activities that are necessary to prepare the asset for its intended use are in progress.

A qualifying asset is one which necessarily takes substantial period to get ready for intended use. All other borrowing costs are charged to revenue account.

## 2.12 EMPLOYEE BENEFITS

### Short term employee benefit obligations

Liabilities for wages, salaries, compensated absences including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related services are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are to be settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

### Post-employment obligations

The Company operates the following post-employment schemes:

- A. Defined benefit plans such as Gratuity; and
- B. Defined contribution plan such as Provident Fund

### Gratuity Obligations

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligations is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expenses in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in present value of the defined benefit obligation resulting from plan amendment or curtailments are recognised immediately in profit or loss as past service cost.

### Defined Contribution Plans

The Company pays provident fund contributions to publicly administered funds as per the local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expenses when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payment is available.

## 2.13 EXCISE DUTY

Excise duty (including Education Cess) on Finished Goods are shown separately in Manufacturing and Other Expenses and included in the valuation of Finished Goods.

## 2.14 CENVAT

CENVAT Credit of Raw Materials and Other Consumables is accounted at the time of purchase and the same is being adjusted to the cost of Raw Materials and Other Consumables.

## 2.15 ACCOUNTING FOR TAXES ON INCOME

### Income Taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in Deferred Tax Assets and Liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period i.e. as per the provisions of the Income Tax Act, 1961, as amended from time to time. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on the rates and tax laws enacted or substantively enacted, at the reporting date in the country where the Company operates and generates taxable income. Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Current tax assets and liabilities are offset only if, the Company :

- i) has legally enforceable right to set off the recognised amounts; and
- ii) Intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.”

### Deferred Taxes

Deferred tax is recognised in respect of temporary differences between the carrying amounts of the assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purpose

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences only if it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefits will be realised; such reductions are reversed when the probability of future taxable profits improves. Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantially enacted at the reporting date.

Deferred Tax Assets and Liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and Deferred Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Any tax credit including MAT credit available is recognised as Deferred Tax to the extent that it is probable that future taxable profit will be available against which the unused tax credits can be utilised. The said asset is created by way of credit to the Statement of Profit and Loss and shown under the head deferred tax asset

The carrying amount of Deferred Tax Assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the Deferred Tax Asset to be utilised. Unrecognised Deferred Tax Assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are offset only if, the Company :

- i) has legally enforceable right to set off the recognized amounts; and
- ii) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

### a) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating

to a provision is presented in the Statement of Profit and Loss net of any reimbursement. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

## **b) Contingent Liability**

Contingent liabilities are not provided for and if material, are disclosed by way of notes to accounts. Contingent Liability is disclosed in the case of:

- i. A present obligation arising from the past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- ii. A present obligation arising from the past events, when no reliable estimate is possible;
- iii. A possible obligation arising from the past events, unless the probability of outflow of resources is remote.

provision due to the passage of time is recognised as interest expense.

Contingent Liability is disclosed in the case of:

- i. A present obligation arising from the past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- ii. A present obligation arising from the past events, when no reliable estimate is possible;
- iii. A possible obligation arising from the past events, unless the probability of outflow of resources is remote.

## **2.16 LEASES**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

### **a) Company as a Lessee**

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the Statement of Profit and Loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

### **b) Company as a Lessor**

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease.

Leases are classified as Finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

## **2.17 EARNING PER SHARE**

### **a) Basic Earnings Per Share**

Basic Earnings Per Share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of

equity shares outstanding during the period. Earnings considered in ascertaining the company's earnings per share is the net profit for the period after deducting preference dividends, if any, and any attributable distribution tax thereto for the period.

**b) Diluted Earnings Per Share**

Diluted Earnings Per Share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**2.18 CASH AND CASH EQUIVALENTS**

Cash and Cash Equivalents comprise cash and deposits with banks. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions and other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**2.19 STATEMENT OF CASH FLOWS**

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing Cash Flows. The cash flows from operating, investing and financing activities of the Company are segregated.

**Amendment to Ind AS 7:**

The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosure requirement. The Company is evaluating the requirements of the amendment and the effect on the financial statements is being evaluated.

**2.20 DIVIDEND**

The Company recognises a liability for dividends to equity holders of the Company when the dividend is authorised and the dividend is no longer at the discretion of the Company. As per the corporate laws in India, a dividend is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

**2.21 ROUNDING OFF**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest rupees, unless otherwise stated.

**2.22 EXCEPTIONAL ITEMS**

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

**2.23 OPERATING CYCLE**

All assets and liabilities have been classified as current or non-current as per each Company's normal operating cycle and other criteria set out in the Schedule III to the Act

**2.24 SEGMENT REPORTING**

As the Company has only one primary business activity, Segment reporting is not applicable.

**2.25 STANDARDS ISSUED BUT NOT YET EFFECTIVE**

Ind AS 115 was issued on 28 March 2018 and establishes a five-step model to account for revenue arising from contracts with customers. Under Ind AS 115, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

The new revenue standard will supersede all current revenue recognition requirements under Ind AS. Either a full retrospective application or a modified retrospective application is required for annual periods beginning on or after 1 April 2018. The Company plans to adopt the new standard on the required effective date using the partial retrospective method.



**NOTE 3: PROPERTY, PLANT & EQUIPMENTS AND INVESTMENT PROPERTY**

| DESCRIPTION                          | GROSS BLOCK (AT COST) |                       |                          |                      | DEPRECIATION / AMORTIZATION |                  |                          |                      | NET BLOCK            |                      |
|--------------------------------------|-----------------------|-----------------------|--------------------------|----------------------|-----------------------------|------------------|--------------------------|----------------------|----------------------|----------------------|
|                                      | As At April 01, 2017  | Additions / Transfers | Deductions / Adjustments | As At March 31, 2018 | As At April 01, 2017        | For The Year     | Deductions / Adjustments | As At March 31, 2018 | As At March 31, 2018 | As At March 31, 2017 |
| <b>(A) TANGIBLE ASSETS</b>           |                       |                       |                          |                      |                             |                  |                          |                      |                      |                      |
| Land - Freehold                      | 2,96,21,683           | -                     | -                        | 2,96,21,683          | -                           | -                | -                        | -                    | 2,96,21,683          | 2,96,21,683          |
| Land - Leasehold                     | 2,51,74,800           | -                     | 2,98,90,973              | 5,50,65,773          | -                           | -                | -                        | -                    | 5,50,65,773          | 2,51,74,800          |
| Factory Buildings                    | 4,26,81,677           | 9,92,980              | (2,98,90,973)            | 1,37,83,684          | 8,25,220                    | 4,89,029         | 8,24,640                 | 4,89,609             | 1,32,94,075          | 4,18,56,457          |
| Office Premises                      | 3,36,81,370           | -                     | -                        | 3,36,81,370          | 15,28,705                   | 17,56,280        | -                        | 32,84,985            | 3,03,96,385          | 3,21,52,665          |
| Renovation on Leasehold Premises     | 34,82,663             | -                     | -                        | 34,82,663            | 2,68,236                    | 2,68,236         | -                        | 5,36,472             | 29,46,191            | 32,14,427            |
| Plant & Machinery                    | 2,11,19,226           | 1,43,93,710           | -                        | 3,55,12,936          | 17,14,773                   | 18,33,506        | -                        | 35,48,279            | 3,19,64,657          | 1,94,04,453          |
| Electrical Installation & Equipments | 15,33,692             | 4,67,166              | -                        | 20,00,858            | 31,623                      | 3,07,651         | -                        | 3,39,274             | 16,61,583            | 15,02,068            |
| Furniture & Fixtures                 | 22,83,740             | 1,23,000              | -                        | 24,06,740            | 3,52,050                    | 3,30,421         | -                        | 6,82,471             | 17,24,269            | 19,31,690            |
| Vehicles                             | 79,63,558             | 67,60,126             | 7,36,637                 | 1,39,87,047          | 9,48,567                    | 13,19,514        | -                        | 22,68,081            | 1,17,18,967          | 70,14,992            |
| Office Equipments                    | 10,26,303             | 1,07,310              | -                        | 11,33,613            | 1,56,669                    | 2,45,354         | -                        | 4,02,023             | 7,31,590             | 8,69,634             |
| Computers                            | 6,63,303              | 3,58,663              | -                        | 10,21,966            | 58,872                      | 3,16,097         | -                        | 3,74,969             | 6,46,997             | 6,04,431             |
| <b>Total - Tangible Assets</b>       | <b>16,92,32,015</b>   | <b>2,32,02,955</b>    | <b>7,36,637</b>          | <b>19,16,98,333</b>  | <b>58,84,715</b>            | <b>68,66,088</b> | <b>8,24,640</b>          | <b>1,19,26,163</b>   | <b>17,97,72,170</b>  | <b>16,33,47,300</b>  |
| <b>(B) INVESTMENT PROPERTY</b>       | <b>3,78,56,600</b>    | <b>-</b>              | <b>-</b>                 | <b>3,78,56,600</b>   | <b>-</b>                    | <b>-</b>         | <b>-</b>                 | <b>-</b>             | <b>3,78,56,600</b>   | <b>3,78,56,600</b>   |
| <b>Total - Investment Property</b>   | <b>3,78,56,600</b>    | <b>-</b>              | <b>-</b>                 | <b>3,78,56,600</b>   | <b>-</b>                    | <b>-</b>         | <b>-</b>                 | <b>-</b>             | <b>3,78,56,600</b>   | <b>3,78,56,600</b>   |
| <b>TOTAL(A)+(B)</b>                  | <b>20,70,88,615</b>   | <b>2,32,02,955</b>    | <b>7,36,637</b>          | <b>22,95,54,933</b>  | <b>58,84,715</b>            | <b>68,66,088</b> | <b>8,24,640</b>          | <b>1,19,26,163</b>   | <b>21,76,28,770</b>  | <b>20,12,03,900</b>  |

**NOTE 3: PROPERTY, PLANT & EQUIPMENTS AND INVESTMENT PROPERTY**

| DESCRIPTION                          | GROSS BLOCK (AT COST) |                       |                          |                      | DEPRECIATION / AMORTIZATION |                  |                          |                      | NET BLOCK            |                      |
|--------------------------------------|-----------------------|-----------------------|--------------------------|----------------------|-----------------------------|------------------|--------------------------|----------------------|----------------------|----------------------|
|                                      | As At April 01, 2016  | Additions / Transfers | Deductions / Adjustments | As At March 31, 2017 | As At April 01, 2016        | For The Year     | Deductions / Adjustments | As At March 31, 2017 | As At March 31, 2017 | As At March 31, 2016 |
| <b>(A) TANGIBLE ASSETS</b>           |                       |                       |                          |                      |                             |                  |                          |                      |                      |                      |
| Land - Freehold                      | 2,96,21,683           | -                     | -                        | 2,96,21,683          | -                           | -                | -                        | -                    | 2,96,21,683          | 2,96,21,683          |
| Land - Leasehold                     | 2,51,74,800           | -                     | -                        | 2,51,74,800          | -                           | -                | -                        | -                    | 2,51,74,800          | 2,51,74,800          |
| Factory Buildings                    | 2,03,01,497           | 2,23,80,180           | -                        | 4,26,81,677          | -                           | 8,25,220         | -                        | 8,25,220             | 4,18,56,457          | 2,03,01,497          |
| Office Premises                      | 1,50,32,627           | 1,86,48,743           | -                        | 3,36,81,370          | -                           | 15,28,705        | -                        | 15,28,705            | 3,21,52,665          | 1,50,32,627          |
| Renovation on Leasehold Premises     | 34,82,663             | -                     | -                        | 34,82,663            | -                           | 2,68,236         | -                        | 2,68,236             | 32,14,427            | 34,82,663            |
| Plant & Machinery                    | 2,06,49,846           | 4,82,858              | 13,478                   | 2,11,19,226          | -                           | 17,14,773        | -                        | 17,14,773            | 1,94,04,453          | 2,06,49,846          |
| Electrical Installation & Equipments | 7,76,214              | 7,57,478              | -                        | 15,33,692            | -                           | 31,623           | -                        | 31,623               | 15,02,068            | 7,76,214             |
| Furniture & Fixtures                 | 11,50,162             | 11,33,578             | -                        | 22,83,740            | -                           | 3,52,050         | -                        | 3,52,050             | 19,31,690            | 11,50,162            |
| Vehicles                             | 38,64,706             | 40,98,852             | -                        | 79,63,558            | -                           | 9,48,567         | -                        | 9,48,567             | 70,14,992            | 38,64,706            |
| Office Equipments                    | 3,84,805              | 6,41,497              | -                        | 10,26,303            | -                           | 1,56,669         | -                        | 1,56,669             | 8,69,634             | 3,84,805             |
| Computers                            | 92,564                | 5,70,739              | -                        | 6,63,303             | -                           | 58,872           | -                        | 58,872               | 6,04,431             | 92,564               |
| <b>Total - Tangible Assets</b>       | <b>12,05,31,567</b>   | <b>4,87,13,925</b>    | <b>13,478</b>            | <b>16,92,32,015</b>  | <b>-</b>                    | <b>58,84,715</b> | <b>-</b>                 | <b>58,84,715</b>     | <b>16,33,47,300</b>  | <b>12,05,31,567</b>  |
| <b>(B) INVESTMENT PROPERTY</b>       | <b>3,78,56,600</b>    | <b>-</b>              | <b>-</b>                 | <b>3,78,56,600</b>   | <b>-</b>                    | <b>-</b>         | <b>-</b>                 | <b>-</b>             | <b>3,78,56,600</b>   | <b>3,78,56,600</b>   |
| <b>Total - Investment Property</b>   | <b>3,78,56,600</b>    | <b>-</b>              | <b>-</b>                 | <b>3,78,56,600</b>   | <b>-</b>                    | <b>-</b>         | <b>-</b>                 | <b>-</b>             | <b>3,78,56,600</b>   | <b>3,78,56,600</b>   |
| <b>TOTAL(A)+(B)</b>                  | <b>15,83,88,167</b>   | <b>4,87,13,925</b>    | <b>13,478</b>            | <b>20,70,88,615</b>  | <b>-</b>                    | <b>58,84,715</b> | <b>-</b>                 | <b>58,84,715</b>     | <b>20,12,03,900</b>  | <b>15,83,88,167</b>  |

- The management has technically reviewed the estimated useful life of Leasehold Improvement as 20 years which is different from those prescribed under Part C of Schedule II to the Companies Act 2013.
- Motor Vehicles amounting to Rs. 82,57,417/- as at 31st March 2018 (Previous Year as at 31st March 2017 Rs. 76,23,426/- and as at 1st April 2016 Rs. 35,24,573/-) are in the name of the directors of the company.
- Motor Vehicle amounting to Rs. 53,89,498/- (Previous Year as at 31st March 2017 Rs. Nil and as at 1st April 2016 Rs. Nil) has been provided as security against the term loan taken from Bank by the Company. Refer Note No. 19 & 24.
- The Company has elected to measure all its property, plant and equipment at the previous GAAP carrying amount i.e. 31st March, 2016 as its deemed cost (Gross Block Value) on the date of transition to Ind AS i.e. 1st April, 2016.
- During the year ended 31st March 2018, Land amounting to Rs. 2,98,90,873/- has been regrouped from Factory Buildings to Land Leasehold and the corresponding depreciation claimed in earlier years has been reversed and an effect for the same has been reflected in the adjustment column above.
- The fair market value of Investment property as determined in accordance with Level III input provided by Management is approximately Rs. 5,50,00,000/-

**NOTE 4 : FINANCIAL ASSETS - INVESTMENTS (NON - CURRENT)**

| Particulars                                                                                                 | As at March 31, 2018 |                     | As at March 31, 2017 |                     | As at April 01, 2016 |                     |
|-------------------------------------------------------------------------------------------------------------|----------------------|---------------------|----------------------|---------------------|----------------------|---------------------|
|                                                                                                             | No. of Unit          | Amount              | No. of Unit          | Amount              | No. of Unit          | Amount              |
| <b>A. Investment in Equity Instruments</b>                                                                  |                      |                     |                      |                     |                      |                     |
| Investment in Subsidiaries (At Cost)                                                                        |                      |                     |                      |                     |                      |                     |
| (Unquoted and fully paid up)                                                                                |                      |                     |                      |                     |                      |                     |
| Equity Shares of Fineotex Malaysia Limited of US \$ 1/- each                                                | 18,90,218            | 8,38,68,940         | 18,90,218            | 8,38,68,940         | 18,90,218            | 8,38,68,940         |
| Equity Shares of Fineotex Specialities FZE of US \$ 1/- each                                                | 40,822               | 26,58,194           | 40,822               | 26,58,194           | 40,822               | 26,58,194           |
| Equity Shares of Manya Steel Private Limited of Rs.10/- each                                                | 10,000               | 72,94,311           | 10,000               | 72,94,311           | 10,000               | 72,94,311           |
| FCL Landmark Private Limited of Rs. 10/- each                                                               | -                    | -                   | -                    | -                   | 10,000               | 1,00,000            |
| Investment in Others (At Fair value through Profit & Loss)                                                  | 12,40,162            | 9,16,38,498         | 19,55,186            | 6,68,39,869         | 16,81,203            | 7,00,10,050         |
| (Quoted and fully paid up)                                                                                  |                      |                     |                      |                     |                      |                     |
| <b>B. Investment in Mutual Funds (At Fair value through Profit &amp; Loss) (Unquoted and fully paid up)</b> | <b>1,04,31,782</b>   | <b>44,02,73,177</b> | <b>91,45,270</b>     | <b>40,32,89,325</b> | <b>86,36,444</b>     | <b>29,73,12,631</b> |
| <b>TOTAL</b>                                                                                                | <b>1,36,12,984</b>   | <b>62,57,33,119</b> | <b>1,30,41,496</b>   | <b>56,39,50,639</b> | <b>1,22,68,687</b>   | <b>46,12,44,126</b> |
| Aggregate Amount of Quoted Investment & Market Value thereof                                                |                      | 9,16,38,498         |                      | 6,68,39,869         |                      | 7,00,10,050         |
| Aggregate amount of Unquoted Investments                                                                    |                      | 53,40,94,622        |                      | 49,71,10,770        |                      | 39,12,34,076        |
| Aggregate amount of impairment in value of Investments                                                      |                      | -                   |                      | -                   |                      | -                   |

**Note :**

Investment in Mutual Fund amounting to Rs. 10,33,72,024/- as at 31st March 2018 (Previous Year Rs. 5,92,28,915/- and as at 1st April, 2016 Rs. 5,92,28,915/-) are under lien against bank overdraft facility availed by the Company.

BI -- Investment in Equity Instruments (Quoted)

| Particulars                                | Face Value | AS ON 31ST MARCH 2018 |            | AS ON 31ST MARCH 2017 |            | AS ON 1ST APRIL 2016 |            | Particulars                                    | Face Value | AS ON 31ST MARCH 2018 |           | AS ON 31ST MARCH 2017 |           | AS ON 1ST APRIL 2016 |   |
|--------------------------------------------|------------|-----------------------|------------|-----------------------|------------|----------------------|------------|------------------------------------------------|------------|-----------------------|-----------|-----------------------|-----------|----------------------|---|
|                                            |            | NO OF UNITS           | AMOUNT RS. | NO OF UNITS           | AMOUNT RS. | NO OF UNITS          | AMOUNT RS. |                                                |            |                       |           |                       |           |                      |   |
| 20 Microns Limited                         | 5          | 18,000                | 8,79,300   | -                     | -          | -                    | -          | HDFC Bank Limited                              | 2          | -                     | -         | -                     | 2,550     | 32,22,945            | - |
| Aarvi Encon Limited                        | 10         | 10,000                | 7,34,000   | -                     | -          | -                    | -          | HDFC Limited                                   | 2          | -                     | -         | -                     | 1,990     | 25,15,161            | - |
| Aditya Birla Capital Limited               | 10         | 9,500                 | 13,85,575  | -                     | -          | -                    | -          | Health Care Global Enterprises Limited         | 10         | -                     | -         | -                     | 975       | 1,74,574             | - |
| Ajanta Pharma Limited                      | 10         | -                     | -          | -                     | -          | -                    | -          | Hero Motocorp Limited                          | 10         | -                     | -         | -                     | 525       | 15,45,285            | - |
| Allied Digital Services Limited            | 10         | -                     | -          | -                     | -          | 625                  | 8,81,563   | Hi-Tech Pipes Limited                          | 10         | 3,000                 | 10,79,850 | -                     | -         | -                    | - |
| Amtek Auto Limited                         | 2          | -                     | -          | -                     | -          | 9,250                | 3,71,388   | Himachal Futuristic Communication Limited      | 1          | 1,78,000              | 46,10,200 | -                     | -         | -                    | - |
| Art Nirman Limited                         | 10         | 42,000                | 11,65,500  | 54,000                | 14,85,000  | 40,000               | 12,14,000  | Hindalco Industries Limited                    | 1          | -                     | -         | -                     | 2,000     | 1,75,800             | - |
| Arow Greentech Limited                     | 10         | -                     | -          | -                     | -          | 650                  | 3,58,930   | Hotel Leela Venture Limited                    | 2          | 63,500                | 10,89,025 | -                     | -         | -                    | - |
| Asiapura Intimates Fashion Limited         | 10         | 1,185                 | 5,33,546   | -                     | -          | -                    | -          | ICIICI Bank Limited                            | 1          | 200                   | 55,680    | 3,000                 | 4,650     | 10,99,958            | - |
| Ashtok Leyland Limited                     | 1          | -                     | -          | 5,000                 | 4,22,750   | -                    | -          | ILFS Transportation Networks Limited           | 10         | -                     | -         | -                     | 5,000     | 3,59,500             | - |
| Asian Paints Limited                       | 1          | 4,500                 | 50,43,150  | 5,900                 | 63,20,080  | 4,500                | 39,09,150  | Indo Count Industries Limited                  | 2          | 4,000                 | 3,39,400  | -                     | -         | -                    | - |
| ACC Limited                                | 10         | -                     | -          | -                     | -          | 820                  | 11,31,846  | Infosys Limited                                | 10         | 74                    | 83,946    | 500                   | 400       | 4,87,180             | - |
| Aurangabad Distillery Limited              | 5          | -                     | -          | 16,000                | 9,44,000   | -                    | -          | ITC Limited                                    | 1          | 8,000                 | 20,47,200 | -                     | 2,100     | 6,88,905             | - |
| Aurobindo Pharma Limited                   | 1          | -                     | -          | -                     | -          | 2,200                | 16,39,000  | J Kumar Infroproject Limited                   | 5          | 1,000                 | 2,68,800  | -                     | -         | -                    | - |
| Bagji Auto Limited                         | 10         | -                     | -          | -                     | -          | 675                  | 16,24,118  | J K Lakshmi Cement Limited                     | 5          | 1,000                 | 4,62,950  | -                     | -         | -                    | - |
| Balkrishna Industries Limited              | 2          | -                     | -          | -                     | -          | 630                  | 3,96,585   | Janna Auto Industries Limited                  | 10         | -                     | -         | -                     | 8,000     | 11,11,200            | - |
| Balssore Alloys Limited                    | 5          | -                     | -          | 85,000                | 57,84,250  | -                    | -          | Japnakash Associates Limited                   | 2          | 35,000                | 6,63,250  | -                     | -         | -                    | - |
| Best Steel Logistics Limited               | 2          | 10,086                | 13,20,257  | -                     | -          | -                    | -          | JTL Infra Limited                              | 10         | 6,602                 | 10,50,378 | -                     | -         | -                    | - |
| Bharat Heavy Electricals Limited           | 2          | 16,000                | 13,02,400  | -                     | -          | -                    | -          | Jyothy Laboratories Limited                    | 1          | 2,700                 | 10,55,160 | -                     | -         | -                    | - |
| Bharat Electronics Limited                 | 1          | 4,000                 | 5,68,200   | -                     | -          | -                    | -          | Kandheni Limited                               | 10         | 4,000                 | 9,68,800  | -                     | -         | -                    | - |
| Boda Chemicals Limited                     | 2          | -                     | -          | 7,500                 | 12,01,875  | -                    | -          | The Kanur Vysya Bank Limited                   | 2          | 4,000                 | 4,03,400  | -                     | -         | -                    | - |
| BSE Limited                                | 2          | 1,000                 | 7,56,200   | -                     | -          | -                    | -          | Kingfra Science and Technologies India Limited | 10         | 700                   | 6,16,035  | -                     | -         | -                    | - |
| Canara Bank Limited                        | 10         | 1,000                 | 2,64,250   | -                     | -          | -                    | -          | Koark Mahindra Bank Limited                    | 10         | -                     | -         | 600                   | 2,900     | 19,74,900            | - |
| Century Textile Industries Limited         | 10         | -                     | -          | -                     | -          | 800                  | 4,22,960   | Krishna Proscem Limited                        | 10         | -                     | -         | 12,000                | 4,21,800  | -                    | - |
| Cipla Limited                              | 5          | 2,250                 | 12,22,313  | 2,250                 | 13,32,675  | 2,250                | 11,52,450  | Libas Designs Limited                          | 10         | 12,000                | 13,44,000 | -                     | -         | -                    | - |
| City Union Bank Limited                    | 1          | -                     | -          | -                     | -          | 2,000                | 1,89,600   | Larsen & Toubro Limited                        | 2          | -                     | -         | -                     | 700       | 8,51,340             | - |
| Coal India Limited                         | 10         | 5,500                 | 15,59,250  | 5,500                 | 16,10,400  | -                    | -          | Lupin Limited                                  | 2          | 950                   | 6,99,580  | -                     | 350       | 5,18,088             | - |
| Container Corporation Limited              | 10         | -                     | -          | 1,750                 | 22,24,338  | -                    | -          | Mahindra Lifespace Developers Limited          | 10         | 1,750                 | 7,74,113  | 1,500                 | 5,80,575  | -                    | - |
| Cochin Shipyard Limited                    | 10         | 1,750                 | 8,80,863   | -                     | -          | -                    | -          | Mahindra Holidays & Resorts India Limited      | 10         | 1,500                 | 4,38,450  | -                     | -         | -                    | - |
| Cummins India Limited                      | 2          | 500                   | 3,50,575   | -                     | -          | -                    | -          | Manav Infra Project Limited                    | 10         | 12,000                | 1,51,800  | -                     | -         | -                    | - |
| Dabur India Limited                        | 1          | -                     | -          | 5,500                 | 15,24,325  | -                    | -          | MCX India Limited                              | 10         | 750                   | 5,01,788  | -                     | -         | -                    | - |
| Dhanuka Realty Limited                     | 10         | 24,000                | 3,74,400   | 18,000                | 6,84,000   | -                    | -          | MRF Limited                                    | 10         | -                     | -         | -                     | 12        | 4,60,422             | - |
| Dvir's Laboratories Limited                | 1          | -                     | -          | 750                   | 4,68,113   | 600                  | 5,91,030   | Multi Commodity Exchange Of India Limited      | 10         | -                     | -         | -                     | 1,300     | 10,85,760            | - |
| Dollar Industries Limited                  | 2          | 5,000                 | 19,45,750  | -                     | -          | 30                   | 5,74,196   | Nekast Limited                                 | 2          | -                     | -         | 10,000                | 5,85,000  | -                    | - |
| Eicher Motors Limited                      | 10         | -                     | -          | -                     | -          | -                    | -          | Nelandal Laboratories Ltd Limited              | 10         | 325                   | 2,29,791  | -                     | -         | -                    | - |
| Emami Limited                              | 1          | 1,000                 | 10,68,000  | -                     | -          | -                    | -          | Niit Limited                                   | 2          | -                     | -         | 15,000                | 12,61,500 | -                    | - |
| Engineers India Limited                    | 5          | 3,000                 | 4,74,300   | -                     | -          | 780                  | 22,26,900  | Niit Technologies Limited                      | 10         | -                     | -         | 1,250                 | 5,45,500  | -                    | - |
| Force Motors Limited                       | 10         | -                     | -          | -                     | -          | -                    | -          | Nitin Fire Protection Industries Limited       | 2          | -                     | -         | 46,500                | 10,48,575 | 3,84,100             | - |
| Forties Healthcare Limited                 | 10         | 3,500                 | 4,31,900   | -                     | -          | 11,890               | 15,71,858  | NMDC Limited                                   | 1          | 4,000                 | 4,74,600  | -                     | -         | -                    | - |
| Fortune Financial Services (India) Limited | 10         | 7,678                 | 16,37,334  | 9,747                 | 30,14,747  | -                    | -          | Oil & Natural Gas Corporation Limited          | 2          | -                     | -         | -                     | 2,600     | 5,58,350             | - |
| Ganesh Construction Limited                | 10         | 2,657                 | 57,790     | -                     | -          | -                    | -          | Pansara Developers Limited                     | 10         | 36,000                | 7,11,000  | 48,000                | 9,62,400  | -                    | - |
| Glaxosmith Pharmaceuticals Limited         | 10         | 300                   | 6,25,620   | -                     | -          | -                    | -          | Pudumjee Paper Product Limited                 | 1          | 3,500                 | 11,20,350 | -                     | -         | -                    | - |
| Global Education Limited                   | 10         | 10,000                | 17,00,000  | -                     | -          | -                    | -          | P.I. Industries Limited                        | 2          | -                     | -         | -                     | 1,000     | 5,67,400             | - |
| Globe International Carriers Limited       | 10         | -                     | -          | 78,000                | 20,28,000  | -                    | -          | Pidilite Industries Limited                    | 1          | -                     | -         | -                     | 1,300     | 7,69,210             | - |
| Gmr Infrastructure Limited                 | 10         | 50,000                | 8,50,000   | -                     | -          | -                    | -          | Power Finance Corporation Limited              | 10         | 16,000                | 13,74,400 | -                     | -         | -                    | - |
| Gokaldas Exports Limited                   | 5          | 11,500                | 10,01,650  | -                     | -          | -                    | -          | Praj Industries Limited                        | 2          | 19,000                | 15,27,600 | 15,000                | 12,00,000 | -                    | - |
| Garnet International Limited               | 10         | 16,200                | 37,91,610  | -                     | -          | -                    | -          | Puravankara Projects Limited                   | 5          | 5,000                 | 6,94,250  | -                     | -         | -                    | - |
| Ganesha Ecosphere Limited                  | 10         | 3,211                 | 10,86,763  | -                     | -          | -                    | -          | Rama Steel Tubes Limited                       | 5          | 7,530                 | 13,29,045 | -                     | -         | -                    | - |
| Gujarat Gas Limited                        | 10         | 600                   | 4,98,120   | -                     | -          | -                    | -          |                                                |            |                       |           |                       |           |                      |   |
| Gujarat Narmada Valley Fertilizer Limited  | 10         | 1,200                 | 4,36,740   | -                     | -          | -                    | -          |                                                |            |                       |           |                       |           |                      |   |

| Particulars                                 | Face Value | AS ON 31ST MARCH 2018 |           | AS ON 31ST MARCH 2017 |           | AS ON 1ST APRIL 2016 |           |
|---------------------------------------------|------------|-----------------------|-----------|-----------------------|-----------|----------------------|-----------|
|                                             |            | 2018                  |           | 2017                  |           | AS ON 1ST APRIL 2016 |           |
|                                             |            | Value                 | Value     | Value                 | Value     | Value                | Value     |
| Ram Industries Limited                      | 2          | 1,700                 | 6,35,970  | -                     | -         | -                    | -         |
| R & B Denims Limited                        | 10         | 45,000                | 23,40,000 | -                     | -         | -                    | -         |
| Raghav Productivity Enhancers Limited       | 10         | 3,000                 | 3,25,500  | -                     | -         | -                    | -         |
| RBL Bank Limited                            | 10         | 3,000                 | 14,30,700 | -                     | -         | -                    | -         |
| S R Industries Limited                      | 10         | 10,000                | 2,60,000  | -                     | -         | -                    | -         |
| Sudhavy Engineering Limited                 | 1          | -                     | -         | 5,000                 | 15,34,750 | -                    | -         |
| Sakar Healthcare Limited                    | 10         | 15,000                | 892,500   | 51,000                | 29,07,000 | -                    | -         |
| Salasar Techno Engineering Limited          | 10         | 2,750                 | 9,25,788  | -                     | -         | -                    | -         |
| Salasar Techno Engineering Limited          | 10         | 7,714                 | 25,96,918 | -                     | -         | -                    | -         |
| Servicech Power Systems Limited             | 10         | 12,000                | 4,56,600  | -                     | -         | -                    | -         |
| Shailbhadra Finance Limited                 | 10         | -                     | -         | 82,000                | 60,68,000 | -                    | -         |
| Shivam Autotech Limited                     | 2          | -                     | -         | 4,000                 | 1,94,600  | -                    | -         |
| Sintex Industries Limited                   | 1          | 4,500                 | 80,775    | 4,500                 | 4,76,100  | -                    | -         |
| Sintex Plastics Technology Limited          | 1          | 9,500                 | 5,47,200  | -                     | -         | -                    | -         |
| Siyaram Silk Mills Limited                  | 10         | -                     | -         | 474                   | 4,66,772  | -                    | -         |
| Speejet Limited                             | 10         | 3,500                 | 4,38,025  | -                     | -         | -                    | -         |
| State Bank of India Limited                 | 1          | 1,000                 | 2,50,100  | -                     | -         | -                    | -         |
| Sun Pharmaceuticals Industries Limited      | 1          | 9,100                 | 45,08,136 | 8,100                 | 55,70,369 | 8,100                | 66,37,545 |
| Sun Pharma Advance Research Company Limited | 1          | -                     | -         | 2,129                 | 6,74,254  | 3,000                | 8,63,850  |
| Suzlon Energy Limited                       | 2          | 37,500                | 4,02,750  | 37,500                | 7,16,250  | 77,500               | 10,96,625 |
| Surevin Bpo Services Limited                | 10         | 45,000                | 34,20,000 | -                     | -         | -                    | -         |
| Swaraj Engine Limited                       | 10         | -                     | -         | 500                   | 4,25,750  | -                    | -         |
| Tara Jewels Limited                         | 10         | -                     | -         | 10,000                | 3,98,000  | -                    | -         |
| Tata Iron and Steel Limited                 | 10         | -                     | -         | 600                   | 1,91,700  | -                    | -         |
| Tvs Motor Company Limited                   | 1          | -                     | -         | 2,200                 | 7,09,830  | -                    | -         |
| Taiwalkars Better Value Fitness Limited     | 10         | 2,000                 | 3,46,600  | -                     | -         | -                    | -         |
| Tara Chand Logistics Solutions Limited      | 10         | 1,00,000              | 49,50,000 | -                     | -         | -                    | -         |
| Tata Motors Limited                         | 1          | -                     | -         | 1,000                 | 4,65,950  | 2,985                | 11,53,106 |
| Tiagarh Wagon Limited                       | 2          | -                     | -         | 18,500                | 21,52,475 | -                    | -         |
| Torrent Pharmaceuticals Limited             | 10         | -                     | -         | -                     | -         | 3,450                | 46,21,965 |
| Tvs Srichakra Limited                       | 10         | 300                   | 9,64,650  | 300                   | 10,47,030 | -                    | -         |
| Ultratech Cement Limited                    | 10         | 150                   | 5,92,178  | -                     | -         | -                    | -         |
| United Phosphorus Limited                   | 2          | 1,500                 | 10,92,075 | 3,000                 | 21,77,700 | 1,000                | 4,77,600  |
| United Spirits Limited                      | 10         | -                     | -         | -                     | -         | 150                  | 3,74,925  |
| Upserve Investment Finance Limited          | 10         | 55,000                | 24,36,500 | 1,50,000              | 22,12,500 | 1,50,000             | 36,37,500 |
| Urja Global Limited                         | 1          | -                     | -         | 9,65,910              | 14,10,229 | 9,65,910             | 13,23,297 |
| Va Tech Wabag Limited                       | 2          | 1,750                 | 8,67,738  | -                     | -         | -                    | -         |
| Vardhman Acrylics Limited                   | 1          | -                     | -         | -                     | -         | 50,000               | 16,35,000 |
| Vidhi Dyestuffs Manufacturing Limited       | 1          | -                     | -         | 18,000                | 10,26,000 | 18,000               | 11,72,700 |
| Vinati Organics Limited                     | 2          | -                     | -         | -                     | -         | 5,282                | 20,48,888 |
| Virtual Global Education Limited            | 1          | 1,60,000              | 1,37,600  | 1,60,000              | 8,86,400  | 1,60,000             | 11,42,400 |

## LIST OF UNQUOTED INVESTMENT - MUTUAL FUND

| Particulars                                  | Face Value | AS ON 31ST MARCH 2018 |                    | AS ON 31ST MARCH 2017 |                    | AS ON 1ST APRIL 2016 |                    |
|----------------------------------------------|------------|-----------------------|--------------------|-----------------------|--------------------|----------------------|--------------------|
|                                              |            | 2018                  |                    | 2017                  |                    | AS ON 1ST APRIL 2016 |                    |
|                                              |            | NO OF UNITS           | AMOUNT RS.         | NO OF UNITS           | AMOUNT RS.         | NO OF UNITS          | AMOUNT RS.         |
| Womens Next Loungeries Limited               | 10         | 36,432.78             | 1,54,09,363        | 47,901.84             | 1,82,25,692        | -                    | -                  |
| <b>Total</b>                                 |            | <b>12,40,162</b>      | <b>9,16,38,498</b> | <b>19,55,186</b>      | <b>6,68,39,869</b> | <b>16,81,203</b>     | <b>7,00,10,050</b> |
| LIST OF UNQUOTED INVESTMENT - MUTUAL FUND    |            |                       |                    |                       |                    |                      |                    |
| Particulars                                  | Face Value | AS ON 31ST MARCH 2018 |                    | AS ON 31ST MARCH 2017 |                    | AS ON 1ST APRIL 2016 |                    |
|                                              |            | 2018                  |                    | 2017                  |                    | AS ON 1ST APRIL 2016 |                    |
|                                              |            | NO OF UNITS           | AMOUNT RS.         | NO OF UNITS           | AMOUNT RS.         | NO OF UNITS          | AMOUNT RS.         |
| Birla Sunlife Advantage Fund                 | 10         | 36,432.78             | 1,54,09,363        | 47,901.84             | 1,82,25,692        | -                    | -                  |
| Birla Sunlife Dividend Yield Plus            | 10         | -                     | -                  | -                     | -                  | 13,605.53            | 17,15,384.59       |
| Birla Sunlife Equity Fund Direct             | 10         | 6,377.75              | 46,03,973          | 6,377.75              | 41,38,907          | -                    | -                  |
| Birla Sunlife MNC Fund                       | 10         | -                     | -                  | 44,833.11             | 2,94,09,155        | 31,244.46            | 1,75,27,519.41     |
| BNP Paribas Corporate Bond Fund Growth       | 10         | 3,89,285.36           | 73,77,853          | 3,89,285.36           | 69,09,348          | 3,89,285.36          | 62,60,798.57       |
| BNP Paribas Flexi Debt Fund                  | 10         | 3,98,097.70           | 1,18,03,398        | 3,98,097.70           | 1,13,15,091        | 5,43,193.09          | 1,39,08,567.58     |
| BSL Balanced 95 Fund                         | 10         | 15,357.33             | 1,19,47,544        | 15,357.34             | 1,09,24,751        | -                    | -                  |
| DSP Black Rock Bond Fund                     | 10         | 2,22,262.81           | 1,22,51,037        | 2,22,262.81           | 1,14,78,763        | 2,22,262.81          | 1,03,89,341.61     |
| DSP Black Rock Equity Fund                   | 10         | -                     | -                  | -                     | -                  | 3,94,651.07          | 1,01,31,482.24     |
| DSP Blackrook Credit Risk Fund Regular Plan  | 10         | 3,62,875.60           | 1,03,82,306        | 3,62,875.60           | 97,53,298          | 3,62,875.60          | 88,82,033.56       |
| Franklin Build India Fund                    | 10         | 88,707.53             | 37,22,780          | 88,707.53             | 33,32,476          | -                    | -                  |
| Franklin India Prima Fund                    | 10         | 21,320.86             | 2,15,93,285        | 31,417.79             | 2,82,32,778        | 31,415.06            | 2,04,42,868.46     |
| Franklin India Short Term Income Plan        | 10         | 7,830.37              | 3,00,00,000        | -                     | -                  | -                    | -                  |
| Franklin India Smaller Fund                  | 10         | 99,912.33             | 58,81,919          | 99,912.33             | 51,62,370          | 99,912.33            | 38,15,511.89       |
| HDFC Corporate Debts Opportunities Fund      | 10         | 7,75,370.53           | 1,11,73,710        | 7,75,370.53           | 1,05,12,474        | 7,75,370.53          | 95,15,192.08       |
| HDFC Equity Fund                             | 10         | 8,650.60              | 53,32,352          | 8,745.59              | 48,62,547          | 28,194.63            | 1,17,48,729.68     |
| HDFC Mid Cap Opportunities Fund              | 10         | 1,32,894.90           | 76,93,684          | 3,95,130.70           | 2,03,34,611        | 3,95,130.70          | 1,46,64,880.73     |
| HDFC Mid Cap Direct                          | 10         | 6,02,811.27           | 3,48,98,553        | 6,02,811.27           | 3,10,22,476        | 5,52,842.46          | 2,00,40,539.28     |
| HSBC Flexi Debts Fund                        | 10         | 1,23,223.27           | 28,03,601          | 1,23,223.27           | 27,43,677          | 1,23,223.27          | 24,97,637.19       |
| ICICI Prudential Mid Cap Fund                | 10         | -                     | -                  | -                     | -                  | 1,00,361.91          | 65,46,607.06       |
| ICICI Prudential Regular Saving Fund         | 10         | 3,69,453.58           | 68,62,637          | 3,69,453.58           | 64,17,224          | 8,92,485.86          | 1,40,92,173.30     |
| ICICI Prudential Value Discovery Fund        | 10         | -                     | -                  | 25,503.47             | 33,48,096          | 25,503.47            | 27,74,522.94       |
| ICICI Prudential Balanced Fund               | 10         | 1,46,623.93           | 1,94,10,076        | 1,46,623.93           | 1,75,06,898        | -                    | -                  |
| ICICI Prudential Equity Arbitrage Fund       | 10         | -                     | -                  | 3,44,440.39           | 50,24,283          | -                    | -                  |
| ICICI Prudential Flexible Income Direct Plan | 10         | 22,659.23             | 75,88,431          | 16,093.19             | 50,30,302          | -                    | -                  |
| ICICI Prudential Balanced Advantage Fund     | 10         | 8,47,385.81           | 2,98,19,507        | -                     | -                  | -                    | -                  |
| ICICI Prudential Regular Saving Fund         | 10         | 12,92,400.03          | 2,51,52,302        | -                     | -                  | -                    | -                  |

70



## FINEOTEX CHEMICAL LIMITED

### NOTE 5: FINANCIAL ASSETS - OTHERS (NON-CURRENT)

| Particulars                             | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|-----------------------------------------|-------------------------|-------------------------|-------------------------|
| Security and Other Deposits             | 2,87,53,279             | 2,97,45,974             | 2,89,31,551             |
| Fixed Deposits maturing after 12 months | 12,51,900               | 1,66,300                | -                       |
| <b>TOTAL</b>                            | <b>3,00,05,179</b>      | <b>2,99,12,274</b>      | <b>2,89,31,551</b>      |

**Note :**

- i. Security and Other deposits of Rs. 2,84,87,665/- (Previous Year as at 31st March 2017 Rs.2,95,00,000/- and as at 1st April 2016 Rs. 2,63,10,410/-) is due from subsidiary company and relative of key management personnel.
- ii. Fixed Deposit of Rs. 12,51,900/- (Previous Year as at 31st March 2017 Rs.1,66,300/- and as at 1st April 2016 Rs. NIL) that are restricted for use pertains to lien against bank guarantee with Indian Bank.

### NOTE 6: INCOME TAX

#### A. COMPONENTS OF INCOME TAX EXPENSE

| Particulars                                                        | As at March<br>31, 2018 | As at March<br>31, 2017 |
|--------------------------------------------------------------------|-------------------------|-------------------------|
| <b>I. Tax expense recognised in statement of profit &amp; loss</b> |                         |                         |
| <b>Current Tax</b>                                                 |                         |                         |
| Current year                                                       | 8,57,04,000             | 6,68,00,000             |
| (Excess) / Short Provision of Earlier Years                        | 6,30,412                | (63,219)                |
| <b>Sub-Total</b>                                                   | <b>8,63,34,412</b>      | <b>6,67,36,781</b>      |
| <b>Deferred tax charge/ (credit)</b>                               |                         |                         |
| Origination and reversal of temporary difference                   | 22,66,299               | (62,406)                |
| <b>Sub-Total</b>                                                   | <b>22,66,299</b>        | <b>(62,406)</b>         |
| <b>Total</b>                                                       | <b>8,86,00,710</b>      | <b>6,66,74,375</b>      |
| <b>II. Tax on other comprehensive income</b>                       |                         |                         |
| <b>Items that will not be reclassified to Profit and Loss</b>      |                         |                         |
| Remeasurement of the Defined Benefit Plans                         | (30,741)                | 1,59,242                |
| <b>Total</b>                                                       | <b>(30,741)</b>         | <b>1,59,242</b>         |

#### B. RECONCILIATION OF EFFECTIVE TAX RATES

| Particulars                                                              | As at March<br>31, 2018 | As at March<br>31, 2017 |
|--------------------------------------------------------------------------|-------------------------|-------------------------|
| Profit/(loss) before tax                                                 | 30,14,15,272            | 27,79,21,065            |
| Enacted Income Tax Rate in India                                         | 34.608%                 | 34.608%                 |
| Income Tax expense calculated at enacted corporate tax rate              | 10,43,13,797            | 9,61,82,922             |
| Effect of income that is exempt from tax                                 | (12,10,543)             | (10,27,135)             |
| Effect of expenses that are not deductible in determining taxable profit | 14,13,213               | 13,12,458               |
| Expenditure allowable at lower rate                                      | 7,03,408                | 4,04,914                |
| Effect of income which is taxed at special rates                         | (1,72,99,207)           | (2,98,40,844)           |
| Rate Difference                                                          | 1,58,676                | 2,19,088                |
| Excess Provision created for the current year                            | 1,84,593                | 1,02,516                |
| Excess Provision created for the previous year                           | 6,30,412                | (63,219)                |
| Others                                                                   | (2,93,637)              | (6,16,325)              |
| <b>Total</b>                                                             | <b>8,86,00,711</b>      | <b>6,66,74,376</b>      |
| <b>Effective tax rate for the year</b>                                   | <b>29.39%</b>           | <b>23.99%</b>           |

## C. MOVEMENT IN DEFERRED TAX ASSETS/(LIABILITIES)

| Particulars                               | Net deferred tax asset / (liabilities) as on 1st April, 2017 | Recognised in profit and loss | Recognised in other comprehensive income | Net deferred tax asset / (liabilities) as on 31st March, 2018 |
|-------------------------------------------|--------------------------------------------------------------|-------------------------------|------------------------------------------|---------------------------------------------------------------|
| <b>Deferred tax assets/ (liabilities)</b> |                                                              |                               |                                          |                                                               |
| Property, plant and equipment             | (62,25,738)                                                  | 3,91,283                      | -                                        | (58,34,455)                                                   |
| Investments                               | (32,93,204)                                                  | 7,77,381                      | -                                        | (25,15,823)                                                   |
| Investment Property                       | 13,10,141                                                    | 1,59,705                      | -                                        | 14,69,846                                                     |
| Inventories                               | 18,25,931                                                    | (18,25,931)                   | -                                        | -                                                             |
| Employee benefits                         | 4,63,321                                                     | (1,49,398)                    | (30,741)                                 | 2,83,182                                                      |
| Other Current Assets                      | 98,37,198                                                    | (16,19,337)                   | -                                        | 82,17,861                                                     |
| <b>Deferred tax assets/ (liabilities)</b> | <b>39,17,649</b>                                             | <b>(22,66,297)</b>            | <b>(30,741)</b>                          | <b>16,20,611</b>                                              |

## MOVEMENT IN DEFERRED TAX ASSETS/(LIABILITIES)

| Particulars                               | Net deferred tax asset / (liabilities) as on 1st April, 2016 | Recognised in profit and loss | Recognised in other comprehensive income | Net deferred tax asset / (liabilities) as on 31st March, 2017 |
|-------------------------------------------|--------------------------------------------------------------|-------------------------------|------------------------------------------|---------------------------------------------------------------|
| <b>Deferred tax assets/ (liabilities)</b> |                                                              |                               |                                          |                                                               |
| Property, plant and equipment             | (50,79,700)                                                  | (11,46,038)                   | -                                        | (62,25,738)                                                   |
| Investments                               | (24,60,672)                                                  | (8,32,532)                    | -                                        | (32,93,204)                                                   |
| Investment Property                       | 7,64,249                                                     | 5,45,892                      | -                                        | 13,10,141                                                     |
| Inventories                               | 2,69,283                                                     | 15,56,648                     | -                                        | 18,25,931                                                     |
| Employee benefits                         | 3,26,784                                                     | (22,705)                      | 1,59,242                                 | 4,63,321                                                      |
| Other Current Assets                      | 98,76,058                                                    | (38,860)                      | -                                        | 98,37,198                                                     |
| <b>Deferred tax assets/ (liabilities)</b> | <b>36,96,002</b>                                             | <b>62,405</b>                 | <b>1,59,242</b>                          | <b>39,17,649</b>                                              |

## D. DEFERRED TAX ASSETS

| Particulars                                    | As at March 31, 2018 | As at March 31, 2017 | As at April 01, 2016 |
|------------------------------------------------|----------------------|----------------------|----------------------|
| <b>Deferred Tax Assets</b>                     |                      |                      |                      |
| Inventories                                    | -                    | 18,25,931            | 2,69,283             |
| Employee Benefits                              | 2,83,182             | 4,63,321             | 3,26,784             |
| Investment Property                            | 14,69,846            | 13,10,141            | 7,64,249             |
| Other Current Assets                           | 82,17,861            | 98,37,198            | 98,76,058            |
| <b>Total</b>                                   | <b>99,70,889</b>     | <b>1,34,36,591</b>   | <b>1,12,36,374</b>   |
| <b>Deferred Tax Liabilities</b>                |                      |                      |                      |
| Property, Plant and Equipment                  | 58,34,455            | 62,25,738            | 50,79,700            |
| Investments                                    | 25,15,823            | 32,93,204            | 24,60,672            |
| <b>Total</b>                                   | <b>83,50,278</b>     | <b>95,18,942</b>     | <b>75,40,372</b>     |
| <b>NET DEFERRED TAX ASSETS / (LIABILITIES)</b> | <b>16,20,611</b>     | <b>39,17,649</b>     | <b>36,96,002</b>     |

## NOTE 7: NON - CURRENT TAX ASSETS

| Particulars                                      | As at March 31, 2018 | As at March 31, 2017 | As at April 01, 2016 |
|--------------------------------------------------|----------------------|----------------------|----------------------|
| Advance payment of Income Tax (Net of Provision) | 40,03,953            | 47,50,338            | 16,09,438            |
| <b>TOTAL</b>                                     | <b>40,03,953</b>     | <b>47,50,338</b>     | <b>16,09,438</b>     |

## FINEOTEX CHEMICAL LIMITED

### NOTE 8: OTHER NON-CURRENT ASSETS

| Particulars                          | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|--------------------------------------|-------------------------|-------------------------|-------------------------|
| Capital Advances                     | 3,79,60,000             | 3,69,60,000             | 3,69,60,000             |
| Balances with Government Authorities | 12,83,762               | 20,39,155               | 6,68,802                |
| <b>TOTAL</b>                         | <b>3,92,43,762</b>      | <b>3,89,99,155</b>      | <b>3,76,28,802</b>      |

### NOTE 9: INVENTORIES

| Particulars                                     | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|-------------------------------------------------|-------------------------|-------------------------|-------------------------|
| <b>At Lower of Cost or Net Realisable Value</b> |                         |                         |                         |
| Raw Materials                                   | 8,87,27,246             | 5,26,07,624             | 3,90,58,779             |
| Work in Process                                 | 2,01,64,444             | 1,02,08,657             | 1,54,08,252             |
| Finished Goods (in Transit)                     | 63,32,867               | 65,90,893               | 9,72,006                |
| Others (Packing Material)                       | 35,99,800               | 25,23,151               | 28,25,275               |
| <b>TOTAL</b>                                    | <b>11,88,24,356</b>     | <b>7,19,30,325</b>      | <b>5,82,64,312</b>      |

**Note:**

For Method of Valuation of Inventories refer Note No. 2.9

### NOTE 10: FINANCIAL ASSETS - INVESTMENTS (CURRENT)

| Particulars                                                                                             | As at March 31, 2018 |                    | As at March 31, 2017 |        | As at April 01, 2016 |        |
|---------------------------------------------------------------------------------------------------------|----------------------|--------------------|----------------------|--------|----------------------|--------|
|                                                                                                         | No. of Units         | Amount             | No. of Units         | Amount | No. of Units         | Amount |
| Investment in Liquid Mutual Funds (At Fair value through Profit & Loss)<br>(Unquoted and fully paid up) | 6,44,933             | 1,55,69,284        | -                    | -      | -                    | -      |
| <b>TOTAL</b>                                                                                            | <b>6,44,933</b>      | <b>1,55,69,284</b> |                      | -      |                      | -      |
| Aggregate Amount of Quoted Investment & Market Value thereof                                            | -                    | -                  | -                    | -      | -                    | -      |
| Aggregate amount of Unquoted Investments                                                                | -                    | 1,55,69,284        | -                    | -      | -                    | -      |
| Aggregate amount of impairment in value of Investments                                                  | -                    | -                  | -                    | -      | -                    | -      |

### NOTE 11: FINANCIAL ASSETS - TRADE RECEIVABLES

| Particulars                 | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|-----------------------------|-------------------------|-------------------------|-------------------------|
| <b>Trade Receivables</b>    |                         |                         |                         |
| Unsecured - Considered Good | 22,18,50,115            | 19,97,09,233            | 19,06,86,842            |
| <b>TOTAL</b>                | <b>22,18,50,115</b>     | <b>19,97,09,233</b>     | <b>19,06,86,842</b>     |

**Note:**

- Trade receivable includes RS.11,58,000/- as at 31st March 2018 (Previous year Rs.Nil/- and as at 1st April, 2016 Rs. 10,37,000/-) due from subsidiary company
- There are no outstanding dues from directors or other officers of the Company.
- Refer Note - 41 for information about Credit Risk and Market Risk of Trade Receivables.

### NOTE 12: FINANCIAL ASSETS - CASH & CASH EQUIVALENTS

| Particulars                             | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|-----------------------------------------|-------------------------|-------------------------|-------------------------|
| Balances with Banks in Current Accounts | 1,32,98,853             | 1,12,64,641             | 1,63,95,129             |
| Cash on Hand                            | 11,19,906               | 6,15,760                | 23,69,731               |
| <b>TOTAL</b>                            | <b>1,44,18,759</b>      | <b>1,18,80,401</b>      | <b>1,87,64,860</b>      |

## NOTE 13: FINANCIAL ASSETS - BANK BALANCES OTHER THAN CASH & CASH EQUIVALENTS

| Particulars                                    | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|------------------------------------------------|-------------------------|-------------------------|-------------------------|
| Unpaid Dividend Account                        | 1,16,442                | 1,27,686                | 36,423                  |
| Fixed Deposits maturing between 3 to 12 months | 69,17,097               | 74,87,272               | 91,21,923               |
| <b>TOTAL</b>                                   | <b>70,33,539</b>        | <b>76,14,958</b>        | <b>91,58,346</b>        |

### Note :

- The Current Account balance includes unpaid dividend of Rs. 1,16,442/- as at 31st March 2018 (Previous Year as at 31st March 2017 Rs. 1,27,686/- and as at 1st April 2016 Rs. 36,423/-) which have been kept in separate earmarked accounts and no transactions except for stated purpose are done through such accounts.
- Fixed Deposit of Rs. 69,17,097/- (Previous Year as at 31st March 2017 Rs.74,87,272/- and as at 1st April 2016 Rs. 91,21,923/-) that are restricted for use pertains to lien against bank borrowings and bank guarantee with Indian Bank.

## NOTE 14: FINANCIAL ASSETS - OTHERS (CURRENT)

| Particulars                               | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|-------------------------------------------|-------------------------|-------------------------|-------------------------|
| Interest Receivable (Accrued but not due) | 2,23,715                | 2,60,886                | 5,18,580                |
| Other Deposits                            | 14,903                  | 4,813                   | 15,000                  |
| <b>TOTAL</b>                              | <b>2,38,618</b>         | <b>2,65,699</b>         | <b>5,33,580</b>         |

## NOTE 15: OTHER CURRENT ASSETS

| Particulars                                 | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|---------------------------------------------|-------------------------|-------------------------|-------------------------|
| <b>Advances Other than capital advances</b> |                         |                         |                         |
| Advance to Employees                        | 2,94,000                | 3,15,500                | 1,40,500                |
| Advances to Suppliers / Expenses            | 1,50,03,454             | 82,44,449               | 32,63,138               |
| <b>Others</b>                               |                         |                         |                         |
| Prepaid Expenses                            | 27,56,607               | 3,34,403                | 27,13,388               |
| Balances with Excise and VAT Authorities    | 22,78,793               | 71,84,391               | 1,15,14,991             |
| Export Incentives Receivable                | 57,47,921               | 33,64,467               | 7,51,315                |
| <b>TOTAL</b>                                | <b>2,60,80,775</b>      | <b>1,94,43,210</b>      | <b>1,83,83,331</b>      |

### Note :

Advance to Supplier includes RS.60,200/- as at 31st March 2018 (Previous year Rs.40,000/- and as at 1st April, 2016 Rs.Nil/- ) due from Subsidiary Company

## NOTE 16: ASSETS CLASSIFIED AS HELD FOR SALE

| Particulars        | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|--------------------|-------------------------|-------------------------|-------------------------|
| Immovable Property | 7,20,69,200             | -                       | -                       |
| <b>TOTAL</b>       | <b>7,20,69,200</b>      | <b>-</b>                | <b>-</b>                |

### Note :

- The Management intends to sell the immovable property acquired during the year ended 31st March 2018. An active program to locate the buyer and to complete the sale has already been initiated, the sale is expected to be completed in the next 12 months. Accordingly, the above assets have been classified as assets held for sale as on 31st March 2018.
- Further the fair value of these asset is higher than its carrying value as on 31st March 2018 and hence no impairment loss has been recognised.

## FINEOTEX CHEMICAL LIMITED

### NOTE 17: EQUITY SHARE CAPITAL

| Particulars                                                                                                                                        | As at March 31, 2018 | As at March 31, 2017 | As at April 01, 2016 |
|----------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|----------------------|----------------------|
| <b>Authorised</b>                                                                                                                                  |                      |                      |                      |
| 11,50,00,000 (Previous year as at 31st March 2017 11,50,00,000 and as at 1st April, 2016 11,50,00,000) Equity Shares of Rs. 2/- each               | 23,00,00,000         | 23,00,00,000         | 23,00,00,000         |
| <b>TOTAL AUTHORIZED SHARE CAPITAL</b>                                                                                                              | <b>23,00,00,000</b>  | <b>23,00,00,000</b>  | <b>23,00,00,000</b>  |
| <b>Issued, Subscribed &amp; Paid Up</b>                                                                                                            |                      |                      |                      |
| 11,13,00,000 (Previous year as at 31st March 2017 11,13,00,000 and as at 1st April, 2016 11,22,98,110) Equity Shares of Rs. 2/- each fully paid up | 22,26,00,000         | 22,26,00,000         | 22,45,96,220         |
| <b>TOTAL ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL</b>                                                                                          | <b>22,26,00,000</b>  | <b>22,26,00,000</b>  | <b>22,45,96,220</b>  |

#### a) Reconciliation of the number of shares outstanding :

| Particulars                                         | As at March 31, 2018 |                     | As at March 31, 2017 |                     | As at April 01, 2016 |                     |
|-----------------------------------------------------|----------------------|---------------------|----------------------|---------------------|----------------------|---------------------|
|                                                     | No. of Shares        | Amount              | No. of Shares        | Amount              | No. of Shares        | Amount              |
| Shares at the beginning                             | 11,13,00,000         | 22,26,00,000        | 11,22,98,110         | 22,45,96,220        | 2,24,59,622          | 4,49,19,244         |
| Add: Additions on account of sub division of shares | -                    | -                   | -                    | -                   | 8,98,38,488          | 17,96,76,976        |
| Less: Shares bought back during the year            | -                    | -                   | (9,98,110)           | (19,96,220)         | -                    | -                   |
| Shares at the end                                   | <b>11,13,00,000</b>  | <b>22,26,00,000</b> | <b>11,13,00,000</b>  | <b>22,26,00,000</b> | <b>11,22,98,110</b>  | <b>22,45,96,220</b> |

#### b) Rights, Preferences and restrictions attached to shares

The company has one class of equity shares having a face value Rs. 2/- per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders will be entitled to receive any of the remaining asset of the company in proportion to the number of equity shares held by the shareholders, after distribution of all the preferential amounts. However no such preferential amount exist currently.

#### c) Shareholders holding more than 5% shares each :

| Name of the Shareholder     | As at March 31, 2018 |        | As at March 31, 2017 |        | As at April 01, 2016 |        |
|-----------------------------|----------------------|--------|----------------------|--------|----------------------|--------|
|                             | No. of Shares        | %      | No. of Shares        | %      | No. of Shares        | %      |
| Mr. Surendrakumar Tibrewala | 7,00,01,330          | 62.89% | 7,00,01,330          | 62.89% | 6,91,55,830          | 61.58% |

#### d) Other details of Equity Shares for a period of five years immediately preceding March 31, 2018

- Pursuant to approval of the Board of Directors of Company vide resolution dated 14th November, 2016 the Company has bought back 9,98,110 equity shares of Rs. 2/- each from the open market at an average price of Rs. 29.69/- . The Company has paid a total amount of Rs. 2,92,64,848/- for the said buyback of shares.
- Pursuant to shareholders' approval dated 28th May, 2015, the Equity Shares of Rs.10/- each of the Company were sub-divided into 5 Equity Shares of Rs.2/- per share w.e.f. 12th June, 2015.
- The Company had 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 capitalisation of Securities Premium. Bonus equity shares were issued in proportion of 1:1 i.e. (one) equity share of Rs. 10/- each fully paid up for every one share held.

### NOTE 19: FINANCIAL LIABILITIES (LONG TERM BORROWINGS)

| Particulars      | As at March 31, 2018 | As at March 31, 2017 | As at April 01, 2016 |
|------------------|----------------------|----------------------|----------------------|
| <b>SECURED :</b> |                      |                      |                      |
| <b>Term Loan</b> |                      |                      |                      |
| Bank             | 21,66,795            | -                    | -                    |
| <b>TOTAL</b>     | <b>21,66,795</b>     | <b>-</b>             | <b>-</b>             |

#### Notes :

Loan from Axis Bank is @8.40% p.a. and secured against hypothecation of Motor Vehicles. These loans are repayable in 37 equal monthly installment of Rs. 1,06,956/- commencing from 01st Feb, 2018



## NOTE 20: FINANCIAL LIABILITIES - OTHERS (NON-CURRENT)

| Particulars             | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|-------------------------|-------------------------|-------------------------|-------------------------|
| Deposits from Customers | 38,00,918               | 22,84,695               | 16,84,695               |
| <b>TOTAL</b>            | <b>38,00,918</b>        | <b>22,84,695</b>        | <b>16,84,695</b>        |

## NOTE 21: PROVISIONS (NON-CURRENT)

| Particulars                            | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|----------------------------------------|-------------------------|-------------------------|-------------------------|
| <b>Provision for Employee Benefits</b> |                         |                         |                         |
| Gratuity Payable                       | 4,25,022                | 6,91,500                | 3,39,097                |
| <b>TOTAL</b>                           | <b>4,25,022</b>         | <b>6,91,500</b>         | <b>3,39,097</b>         |

## NOTE 22: FINANCIAL LIABILITIES - SHORT TERM BORROWINGS

| Particulars                      | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|----------------------------------|-------------------------|-------------------------|-------------------------|
| <b>SECURED :</b>                 |                         |                         |                         |
| <b>Loans repayable on demand</b> |                         |                         |                         |
| From Banks (Refer note below)    | 4,42,26,200             | 1,07,09,787             | 3,04,47,975             |
| <b>TOTAL</b>                     | <b>4,42,26,200</b>      | <b>1,07,09,787</b>      | <b>3,04,47,975</b>      |

### Note:

The above bank overdraft facility is secured against Fixed Deposits and pledge/lien on securities held by the Company.

## NOTE 23: FINANCIAL LIABILITIES - TRADE PAYABLES

| Particulars                                                   | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|---------------------------------------------------------------|-------------------------|-------------------------|-------------------------|
| Due to Micro, Small and Medium Enterprises (Refer Note Below) | -                       | -                       | -                       |
| Due to Others                                                 | 11,35,44,284            | 11,06,18,649            | 9,81,27,523             |
| <b>TOTAL</b>                                                  | <b>11,35,44,284</b>     | <b>11,06,18,649</b>     | <b>9,81,27,523</b>      |

### Note:

Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2017-18, to the extent the Company has received intimation from the "Suppliers" regarding their status under the Act.

| Particulars                                                                                                                                                                                                                                 | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-------------------------|-------------------------|
| (i) Principal and interest amount remaining unpaid                                                                                                                                                                                          | -                       | -                       | -                       |
| (ii) Interest due thereon remaining unpaid                                                                                                                                                                                                  | -                       | -                       | -                       |
| (iii) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day                              | -                       | -                       | -                       |
| (iv) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006 | -                       | -                       | -                       |
| (v) Interest accrued and remaining unpaid                                                                                                                                                                                                   | -                       | -                       | -                       |
| (vi) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises                                                                            | -                       | -                       | -                       |
| <b>TOTAL</b>                                                                                                                                                                                                                                | <b>-</b>                | <b>-</b>                | <b>-</b>                |

## NOTE 24: FINANCIAL LIABILITIES - OTHERS (CURRENT)

| Particulars                                           | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|-------------------------------------------------------|-------------------------|-------------------------|-------------------------|
| Current Maturities of Long Term Debts (Refer Note 19) | 10,52,889               | -                       | -                       |
| Interest on Trade Deposit                             | 4,79,700                | 3,55,010                | 4,85,068                |
| Unclaimed Dividend*                                   | 1,16,442                | 1,27,686                | 36,423                  |
| Others                                                | 29,57,061               | 24,35,739               | 15,19,197               |
| <b>TOTAL</b>                                          | <b>46,06,093</b>        | <b>29,18,435</b>        | <b>20,40,688</b>        |

\* There is no amount due and outstanding to be credited to Investor Education and Protection Fund

## FINEOTEX CHEMICAL LIMITED

### NOTE 25: OTHER CURRENT LIABILITIES

| Particulars           | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|-----------------------|-------------------------|-------------------------|-------------------------|
| Advance from Customer | -                       | 41,02,454               | 8,99,249                |
| Other Payables        | 1,07,99,644             | -                       | -                       |
| Statutory Liabilities | 14,50,200               | 11,28,676               | 11,31,203               |
| <b>TOTAL</b>          | <b>1,22,49,844</b>      | <b>52,31,130</b>        | <b>20,30,452</b>        |

### NOTE 26: PROVISIONS (CURRENT)

| Particulars                            | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|----------------------------------------|-------------------------|-------------------------|-------------------------|
| <b>Provision for Employee Benefits</b> |                         |                         |                         |
| Leave Encashment                       | 2,86,351                | 2,30,996                | 2,26,875                |
| Bonus                                  | 6,86,115                | 4,16,275                | 3,78,270                |
| <b>TOTAL</b>                           | <b>9,72,466</b>         | <b>6,47,271</b>         | <b>6,05,145</b>         |

### NOTE 27: CURRENT TAX LIABILITIES (NET)

| Particulars         | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|---------------------|-------------------------|-------------------------|-------------------------|
| Current Tax Payable | 12,56,523               | 33,807                  | 21,22,227               |
| <b>TOTAL</b>        | <b>12,56,523</b>        | <b>33,807</b>           | <b>21,22,227</b>        |

### NOTE 28: REVENUE FROM OPERATIONS

| Particulars                              | Year ended<br>March 31, 2018 | Year ended<br>March 31, 2017 |
|------------------------------------------|------------------------------|------------------------------|
| Sale of Products (including excise duty) | 91,09,29,415                 | 80,79,56,235                 |
| <b>Other Operating Income:</b>           |                              |                              |
| Export Incentives & Entitlements         | 78,33,395                    | 1,22,66,790                  |
| <b>TOTAL</b>                             | <b>91,87,62,809</b>          | <b>82,02,23,026</b>          |

### NOTE 29: OTHER INCOME

| Particulars                                                 | Year ended<br>March 31, 2018 | Year ended<br>March 31, 2017 |
|-------------------------------------------------------------|------------------------------|------------------------------|
| Interest Income                                             | 36,17,823                    | 39,98,758                    |
| Dividend Income                                             | 2,61,56,980                  | 1,39,31,615                  |
| Gains on Foreign Currency transactions                      | -                            | 2,99,424                     |
| Rent Income                                                 | 13,05,300                    | 7,80,000                     |
| <b>Other Non - Operating Income:</b>                        |                              |                              |
| Commission                                                  | 1,33,404                     | 1,50,601                     |
| Miscellaneous Income                                        | 2,69,980                     | 1,80,641                     |
| Net gains on sale / measurement of financial asset at FVTPL | 4,40,39,063                  | 8,18,57,068                  |
| <b>TOTAL</b>                                                | <b>7,55,22,550</b>           | <b>10,11,98,107</b>          |

### NOTE 30: COST OF MATERIALS CONSUMED

| Particulars               | Year ended<br>March 31, 2018 | Year ended<br>March 31, 2017 |
|---------------------------|------------------------------|------------------------------|
| Raw Material Consumed     | 45,81,01,249                 | 37,14,11,094                 |
| Packing Material Consumed | 5,28,79,668                  | 5,17,23,730                  |
| <b>TOTAL</b>              | <b>51,09,80,917</b>          | <b>42,31,34,823</b>          |

## NOTE 31: CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS

| Particulars                      | Year ended<br>March 31, 2018 | Year ended<br>March 31, 2017 |
|----------------------------------|------------------------------|------------------------------|
| <b>Opening Stocks :</b>          |                              |                              |
| Work in Progress                 | 1,02,08,657                  | 1,54,08,252                  |
| Finished Goods (in Transit)      | 65,90,893                    | 9,72,006                     |
| <b>Less : Closing Stocks :</b>   |                              |                              |
| Work in Progress                 | 2,01,64,444                  | 1,02,08,657                  |
| Finished Goods (in Transit)      | 63,32,867                    | 65,90,893                    |
| <b>NET CHANGE IN INVENTORIES</b> | <b>(96,97,760)</b>           | <b>(4,19,292)</b>            |

## NOTE 32: EMPLOYEE BENEFIT EXPENSES

| Particulars                               | Year ended<br>March 31, 2018 | Year ended<br>March 31, 2017 |
|-------------------------------------------|------------------------------|------------------------------|
| Salaries, Wages and Bonus                 | 4,37,25,733                  | 3,21,65,155                  |
| Contribution to Provident and Other Funds | 13,41,253                    | 8,62,563                     |
| Gratuity (Refer Note 42)                  | 4,99,051                     | 2,07,150                     |
| Staff Welfare Expenses                    | 6,83,179                     | 5,39,781                     |
| <b>TOTAL</b>                              | <b>4,62,49,216</b>           | <b>3,37,74,649</b>           |

## NOTE 33: FINANCE COST

| Particulars                                             | Year ended<br>March 31, 2018 | Year ended<br>March 31, 2017 |
|---------------------------------------------------------|------------------------------|------------------------------|
| Interest Expenses                                       |                              |                              |
| On Borrowing                                            | 23,36,712                    | 17,91,821                    |
| Others (Including Interest on delay / deferred payment) | 18,126                       | 2,200                        |
| Bank and Other Financial Charges                        | 15,72,831                    | 10,49,486                    |
| <b>TOTAL</b>                                            | <b>39,27,670</b>             | <b>28,43,506</b>             |

## NOTE 34: OTHER EXPENSES

| Particulars                                   | Year ended<br>March 31, 2018 | Year ended<br>March 31, 2017 |
|-----------------------------------------------|------------------------------|------------------------------|
| Toll Conversion Charges                       | 2,36,11,371                  | 2,43,98,824                  |
| Power, Fuel and Utilities                     | 27,88,054                    | 26,05,032                    |
| Lease Rent / Hire Charges                     | 47,94,121                    | 54,57,148                    |
| Repairs & Maintenance on :                    |                              |                              |
| Building                                      | 18,48,304                    | 3,63,251                     |
| Plant and Machinery                           | 19,03,190                    | 14,53,443                    |
| Other Repairs                                 | 4,94,753                     | 4,86,364                     |
| Insurance                                     | 4,92,556                     | 4,08,941                     |
| Rates and Taxes                               | 830                          | 8,36,273                     |
| Legal and Professional Fees                   | 42,95,786                    | 45,22,087                    |
| Payment to Auditors :                         |                              |                              |
| Audit Fees                                    | 4,00,000                     | 4,40,000                     |
| Transfer Pricing Audit Fees                   | 20,000                       | 18,500                       |
| Taxation and Other Advisory Matters           | 1,57,500                     | 1,15,000                     |
| Certification Charges and Others              | 4,000                        | 21,500                       |
| Other Services                                | 1,80,000                     | 1,80,000                     |
| Travelling and Conveyance                     | 97,65,552                    | 79,92,124                    |
| Commission                                    | 4,51,11,808                  | 3,51,34,220                  |
| Advertisement, Publicity & Business Promotion | 26,76,963                    | 31,72,722                    |
| Outward Freight Charges                       | 14,58,421                    | 39,60,355                    |

## FINEOTEX CHEMICAL LIMITED

|                                                     |                     |                     |
|-----------------------------------------------------|---------------------|---------------------|
| Foreign Exchange Fluctuation (Net)                  | 25,61,502           | -                   |
| Loss on sale of Fixed Assets (Net)                  | 5,46,637            | 13,478              |
| Loss on sale of shares in subsidiary                | -                   | 84,725              |
| Expenditure towards Corporate Social Responsibility | 38,00,000           | 22,00,000           |
| Donations                                           | 2,65,000            | 1,40,000            |
| Miscellaneous expenses                              | 1,00,74,651         | 1,06,25,253         |
| <b>TOTAL</b>                                        | <b>11,72,50,999</b> | <b>10,46,29,239</b> |

### NOTE 35(i): FIRST TIME ADOPTION OF INDIAN ACCOUNTING STANDARDS (IND AS)

“These are the Company’s first financial statements prepared in accordance with Ind AS

The accounting policies set out in note 2 have been applied in preparing the financial statements for the year ended 31st March 2018, the comparative information presented in these financial statements for the year ended 31 March, 2017 and in the preparation of an opening Ind AS Balance Sheet at 1 April, 2016 (the Company’s date of transition).

In preparing its opening Ind AS Balance Sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the Company’s financial position, financial performance and Cash Flows is set out in the following tables and notes”

#### Exemptions applied

Ind AS 101 “First-time adoption of Indian Accounting Standards” allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

#### Optional Exemption

##### 1 Deemed Cost for Property , Plant and equipments and intangible assets :

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per previous GAAP and use that as its deemed cost as at the date of transition. Accordingly, the Company has elected to measure continue with the carrying values under previous GAAP for carrying value

##### 2 Investment in foreign subsidiaries :

Under, Ind AS 101 an entity can determine the value of investment in a Subsidiary, Associate or Joint ventures as either of the below:

- Cost determined in accordance with Ind AS 27 (i.e. retrospective application of Ind AS 27)
- Fair value at the entity’s date of transition to Ind AS
- Previous GAAP carrying amount

Accordingly, the Company has elected to carry forward the previous GAAP amounts as the deemed cost for investment in equity shares of Subsidiaries in the Standalone Financial Statements.

#### Mandatory Exemption

##### 1 Estimates

An entity’s estimates in accordance with Ind AS’s at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were an error.

Ind AS estimates as at 1 April 2016 and 31 March 2017 are consistent with the estimates as at the same date made in conformity with the previous GAAP

##### 2 Classification and measurement of financial assets

The Company has classified the financial assets in accordance with Ind AS 109 on the basis of facts and circumstances that exist at the date of transition to Ind AS.

## NOTE 35(ii): RECONCILIATION OF EQUITY AS AT APRIL 01, 2016 AND MARCH 31, 2017

| Particulars                       | Note No | As at March 31, 2017  |                    |                       | As at April 01, 2016 |                    |                     |
|-----------------------------------|---------|-----------------------|--------------------|-----------------------|----------------------|--------------------|---------------------|
|                                   |         | Indian GAAP           | Adjustments        | Ind AS                | Indian GAAP          | Adjustments        | Ind AS              |
| <b>ASSETS</b>                     |         |                       |                    |                       |                      |                    |                     |
| Non - Current Assets              |         |                       |                    |                       |                      |                    |                     |
| Property, Plant & Equipment       |         | 16,33,47,300          | -                  | 16,33,47,300          | 12,05,31,567         | -                  | 12,05,31,567        |
| Investment Property               |         | 3,78,56,600           | -                  | 3,78,56,600           | 3,78,56,600          | -                  | 3,78,56,600         |
| Financial Assets                  |         |                       |                    |                       |                      |                    |                     |
| Investments                       | 1       | 49,38,36,117          | 7,01,14,523        | 56,39,50,639          | 44,58,73,946         | 1,53,70,180        | 46,12,44,126        |
| Others                            | 2       | 2,99,12,274           | -                  | 2,99,12,274           | 3,14,71,141          | (25,39,590)        | 2,89,31,551         |
| Deferred Tax Assets               | 3       | 39,56,172             | (38,523)           | 39,17,649             | 50,05,787            | (13,09,785)        | 36,96,002           |
| Non - Current Tax Assets          |         | 47,50,338             | -                  | 47,50,338             | 16,09,438            | -                  | 16,09,438           |
| Other Non - Current Assets        |         | 3,89,99,155           | -                  | 3,89,99,155           | 3,76,28,802          | -                  | 3,76,28,802         |
| <b>Total Non - Current Assets</b> |         | <b>77,26,57,956</b>   | <b>7,00,76,000</b> | <b>84,27,33,955</b>   | <b>67,99,77,281</b>  | <b>1,15,20,805</b> | <b>69,14,98,086</b> |
| <b>Current Assets</b>             |         |                       |                    |                       |                      |                    |                     |
| Inventories                       | 4       | 6,53,39,432           | 65,90,893          | 7,19,30,325           | 5,72,92,306          | 9,72,006           | 5,82,64,312         |
| Financial Assets                  |         |                       |                    |                       |                      |                    |                     |
| Trade Receivables                 | 4       | 21,15,76,163          | (1,18,66,930)      | 19,97,09,233          | 19,24,36,942         | (17,50,100)        | 19,06,86,842        |
| Cash & Cash Equivalents           |         | 1,18,80,398           | -                  | 1,18,80,398           | 1,87,64,864          | -                  | 1,87,64,864         |
| Bank Balance other than above     |         | 76,14,958             | -                  | 76,14,958             | 91,58,346            | -                  | 91,58,346           |
| Others                            |         | 2,65,699              | -                  | 2,65,699              | 5,33,580             | -                  | 5,33,580            |
| Other Current Assets              | 2       | 1,94,43,210           | -                  | 1,94,43,210           | 1,59,55,518          | 24,27,813          | 1,83,83,331         |
| <b>Total Current Assets</b>       |         | <b>31,61,19,861</b>   | <b>(52,76,037)</b> | <b>31,08,43,824</b>   | <b>29,41,41,556</b>  | <b>16,49,719</b>   | <b>29,57,91,275</b> |
| <b>TOTAL ASSETS</b>               |         | <b>1,08,87,77,820</b> | <b>6,47,99,963</b> | <b>1,15,35,77,783</b> | <b>97,41,18,835</b>  | <b>1,31,70,524</b> | <b>98,72,89,358</b> |

| Particulars                            | Note No | As at March 31, 2017 |                    |                       | As at April 01, 2016 |                    |                     |
|----------------------------------------|---------|----------------------|--------------------|-----------------------|----------------------|--------------------|---------------------|
|                                        |         | Indian GAAP          | Adjustments        | Ind AS                | Indian GAAP          | Adjustments        | Ind AS              |
| <b>EQUITY AND LIABILITIES</b>          |         |                      |                    |                       |                      |                    |                     |
| <b>EQUITY</b>                          |         |                      |                    |                       |                      |                    |                     |
| Equity Share Capital                   |         | 22,26,00,000         | -                  | 22,26,00,000          | 22,45,96,220         | -                  | 22,45,96,220        |
| Other Equity                           | 10      | 73,33,85,263         | 6,44,57,246        | 79,78,42,508          | 61,23,07,932         | 1,29,87,404        | 62,52,95,336        |
| <b>Total Equity</b>                    |         | <b>95,59,85,263</b>  | <b>6,44,57,246</b> | <b>1,02,04,42,508</b> | <b>83,69,04,152</b>  | <b>1,29,87,404</b> | <b>84,98,91,556</b> |
| <b>LIABILITIES</b>                     |         |                      |                    |                       |                      |                    |                     |
| <b>Non - Current Liabilities</b>       |         |                      |                    |                       |                      |                    |                     |
| Financial Liabilities                  |         |                      |                    |                       |                      |                    |                     |
| Other Financial Liabilities            |         | 22,84,695            | -                  | 22,84,695             | 16,84,695            | -                  | 16,84,695           |
| Provisions                             | 5       | 3,48,783             | 3,42,717           | 6,91,500              | 1,55,977             | 1,83,120           | 3,39,097            |
| Other Non - Current Liabilities        |         |                      |                    |                       |                      |                    |                     |
| <b>Total Non - Current Liabilities</b> |         | <b>26,33,478</b>     | <b>3,42,717</b>    | <b>29,76,195</b>      | <b>18,40,672</b>     | <b>1,83,120</b>    | <b>20,23,792</b>    |
| <b>Current Liabilities</b>             |         |                      |                    |                       |                      |                    |                     |
| Financial Liabilities                  |         |                      |                    |                       |                      |                    |                     |
| Borrowings                             |         | 1,07,09,787          | -                  | 1,07,09,787           | 3,04,47,975          | -                  | 3,04,47,975         |
| Trade Payables                         |         | 11,06,18,649         | -                  | 11,06,18,649          | 9,81,27,523          | -                  | 9,81,27,523         |
| Other Financial Liabilities            |         | 29,18,435            | -                  | 29,18,435             | 20,40,688            | -                  | 20,40,688           |
| Other Current Liabilities              |         | 52,31,130            | -                  | 52,31,130             | 20,30,452            | -                  | 20,30,452           |
| Provisions                             |         | 6,47,271             | -                  | 6,47,271              | 6,05,145             | -                  | 6,05,145            |
| Current Tax Liabilities (Net)          |         | 33,807               | -                  | 33,807                | 21,22,227            | -                  | 21,22,227           |



## FINEOTEX CHEMICAL LIMITED

|                                     |  |                       |                    |                       |                     |                    |                     |
|-------------------------------------|--|-----------------------|--------------------|-----------------------|---------------------|--------------------|---------------------|
| <b>Total Current Liabilities</b>    |  | <b>13,01,59,080</b>   | <b>-</b>           | <b>13,01,59,080</b>   | <b>13,53,74,010</b> | <b>-</b>           | <b>13,53,74,010</b> |
| <b>Total Liabilities</b>            |  | <b>13,27,92,558</b>   | <b>3,42,717</b>    | <b>13,31,35,275</b>   | <b>13,72,14,682</b> | <b>1,83,120</b>    | <b>13,73,97,802</b> |
| <b>TOTAL EQUITY AND LIABILITIES</b> |  | <b>1,08,87,77,820</b> | <b>6,47,99,963</b> | <b>1,15,35,77,783</b> | <b>97,41,18,835</b> | <b>1,31,70,524</b> | <b>98,72,89,358</b> |

### NOTE 35(iii): RECONCILIATION OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2017

| Particulars                                                                                       | Note No | As at March 31, 2017 |                     |                     |
|---------------------------------------------------------------------------------------------------|---------|----------------------|---------------------|---------------------|
|                                                                                                   |         | Indian GAAP          | Adjustments         | Ind AS              |
| <b>Income</b>                                                                                     |         |                      |                     |                     |
| Revenue from Operations                                                                           | 4 & 6   | 75,66,87,428         | 6,35,35,598         | 82,02,23,026        |
| Other Income                                                                                      | 1 & 2   | 4,38,69,894          | 5,73,28,213         | 10,11,98,107        |
| <b>Total Income</b>                                                                               |         | <b>80,05,57,322</b>  | <b>12,08,63,811</b> | <b>92,14,21,133</b> |
| <b>Expenses</b>                                                                                   |         |                      |                     |                     |
| Cost of Material Consumed                                                                         |         | 42,31,34,823         | -                   | 42,31,34,823        |
| Purchase of Stock In Trade                                                                        |         | -                    | -                   | -                   |
| Changes in Inventories of Finished Goods / Stock in Trade                                         | 4       | 51,99,595            | (56,18,887)         | (4,19,292)          |
| Excise Duty on Sale of Goods                                                                      | 6       | -                    | 7,36,52,428         | 7,36,52,428         |
| Employee Benefit Expenses                                                                         | 5       | 3,40,75,184          | (3,00,535)          | 3,37,74,649         |
| Finance Cost                                                                                      |         | 28,43,506            | -                   | 28,43,506           |
| Depreciation and Amortization                                                                     |         | 58,84,715            | -                   | 58,84,715           |
| Other Expenses                                                                                    | 2       | 10,21,57,091         | 24,72,148           | 10,46,29,239        |
| <b>Total Expenses</b>                                                                             |         | <b>57,32,94,914</b>  | <b>7,02,05,154</b>  | <b>64,35,00,068</b> |
| <b>Profit Before Tax and Exceptional Item</b>                                                     |         | <b>22,72,62,408</b>  | <b>5,06,58,657</b>  | <b>27,79,21,065</b> |
| <b>Exceptional Item</b>                                                                           |         | <b>-</b>             | <b>-</b>            | <b>-</b>            |
| <b>Profit Before Tax</b>                                                                          |         | <b>22,72,62,408</b>  | <b>5,06,58,657</b>  | <b>27,79,21,065</b> |
| <b>Tax Expenses</b>                                                                               |         |                      |                     |                     |
| Current Tax                                                                                       |         | 6,68,00,000          | -                   | 6,68,00,000         |
| Deferred Tax                                                                                      | 3       | 10,49,614            | (11,12,020)         | (62,406)            |
| (Excess) / Short Provision of Earlier Years                                                       |         | (63,219)             | -                   | (63,219)            |
| <b>Profit After Tax</b>                                                                           |         | <b>15,94,76,013</b>  | <b>5,17,70,677</b>  | <b>21,12,46,690</b> |
| <b>Other Comprehensive Income not to be reclassified to Profit &amp; Loss in subsequent years</b> |         |                      |                     |                     |
| Re-measurement of Gains / (Losses) on Defined Benefit Plans                                       | 5       | -                    | (4,60,132)          | (4,60,132)          |
| Income Tax relating to aforesaid items                                                            | 3       | -                    | 1,59,242            | 1,59,242            |
| <b>Total Other Comprehensive Income for the year</b>                                              |         | <b>-</b>             | <b>(3,00,890)</b>   | <b>(3,00,890)</b>   |
| <b>Total Comprehensive Income for the year</b>                                                    |         | <b>15,94,76,013</b>  | <b>5,14,69,787</b>  | <b>21,09,45,800</b> |

### FOOT NOTE 35 (iv): NOTES TO RECONCILIATION OF EQUITY AS AT APRIL 01, 2016 AND MARCH 31, 2017 AND PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2017

#### 1 Fair valuation of investments

In the financial statements prepared under Previous GAAP, Non-current Investments of the Company were measured at cost less provision for diminution (other than temporary). Under Ind AS, the Company has recognised such investments as follows:

- Equity Shares of subsidiary companies - At Cost
- Equity and Debt oriented mutual funds - At fair value through profit and loss (FVTPL)
- Quoted Equity Shares - At FVTPL through an irrevocable election

Ind AS requires the above investments to be recognised at fair value (except investments in equity shares of subsidiary and associate companies).

On the date of transition to Ind AS, the difference between the fair value of Non-Current Investments as per Ind AS and their corresponding carrying amount as per financial statements prepared under Previous GAAP, has resulted in an increase in the carrying amount of these investments by Rs. 1,53,70,180/- which has been recognised directly in retained earnings (Equity).

As at 31st March, 2017, the difference between the fair value of Non-Current Investments as per Ind AS and their corresponding carrying amount as per financial statements prepared under Previous GAAP, has resulted in an increase in the carrying amount of these investments by Rs. 7,01,14,523/-. On such fair valuation, net gain amounting to Rs. 8,18,57,068/- has been recognised in other income in the Statement of Profit and Loss.

## 2 Security Deposits

Under previous GAAP, the company accounted for deposits at transaction value. Under Ind AS, the deposits with inherent significant financing element are initially recorded at fair value with difference between transaction value and fair value being treated as prepaid expenses. The deposits are subsequently measured at amortised cost and prepaid rent is amortised over contract period on a straight line basis. This has resulted to an decrease in equity on the transition date by Rs. 1,11,776/-. The profit before tax for the year ended March 31, 2017 has increased by Rs. 1,11,776/-.

## 3 Deferred Tax

Indian GAAP requires Deferred Tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind-AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind-AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under Indian GAAP. Deferred tax adjustments are recognised in correlation to the underlying transaction either in retained earnings or through other comprehensive income.

## 4 Deferral of Sales

Under Ind AS, revenue is recognised on transfer of significant risk and rewards to the customer with the seller retaining no continuing managerial involvement in the goods. This requires careful consideration of the sales delivery terms. On account of this, the sales made on CIF basis, which were recorded on bill of lading date under IGAAP, have been deferred with the corresponding inventory and sales deferral account being recognised.

This has resulted in increase in inventory by Rs. 9,72,006/- and Rs. 65,90,893/- as on 1st April 2016 and 31st March 2017 respectively. The value of trade receivables decreased by Rs. 17,50,100/- and Rs. 1,18,66,930/- as on 1st April 2016 and 31st March 2017 respectively.

## 5 Actuarial gain and loss

Under previous GAAP company measured the defined benefit obligations internally. On adoption of Ind AS the company has obtained actuarial valuation for its defined benefit obligation. The difference between defined benefit obligation as per actuarial valuation under Ind AS 19 and as measured under previous GAAP is recognised under retained earnings on transition to Ind AS. Consequently, provisions for employee benefit has been increased by Rs. 1,83,120/- and Rs. 3,42,717/- with a corresponding reduction in retained earnings on the 1st April 2016 and 31st March 2017 respectively.

Further under previous GAAP the company actuarial gains and losses in the statement of profit and loss in the period in which they occur. Under Ind AS, the company recognised all measurement gains and losses arising from defined benefit plans in Other Comprehensive Income in the period in which they occur.

## 6 Excise Duty

Under Indian GAAP, Sale of Goods was presented as net of excise duty. However, under Ind AS, Sale of Goods includes excise duty. Excise duty on Sale of Goods is separately presented on the face of statement of Profit and Loss.

## 7 Other Comprehensive income

Under Indian GAAP, the Company has not presented Other Comprehensive Income (OCI) separately. Hence, it has reconciled Indian GAAP Profit or Loss to Ind AS Profit or Loss. Further, Indian GAAP Profit and Loss account is reconciled to total Comprehensive Income as per Ind AS.

## 8 Other adjustments

Assets and Liabilities as well as items of Income and Expenses have been regrouped / re-classified wherever necessary to align with the provisions of Ind AS.

## FINEOTEX CHEMICAL LIMITED

### 10 Reconciliation of Equity

The impact of the above Ind AS adjustment on the Equity is as below

| Particulars                                           | Note | As at<br>March 31, 2017 | As at<br>April 01, 2016 |
|-------------------------------------------------------|------|-------------------------|-------------------------|
| <b>Indian GAAP Equity</b>                             |      | <b>73,33,85,263</b>     | <b>61,23,07,932</b>     |
| Fair valuation of Investments as per IND AS 109       | 1    | 7,01,14,523             | 1,53,70,180             |
| Fair Valuation of Security Deposits as per Ind AS 109 | 2    | -                       | (1,11,777)              |
| Deferral of Sales                                     | 4    | (52,76,037)             | (7,78,094)              |
| Actuarial gain and loss impact                        | 5    | (3,42,717)              | (1,83,120)              |
| Tax Adjustments on above                              | 3    | (38,523)                | (13,09,785)             |
| <b>Net Impact on Retained Earnings</b>                |      | <b>6,44,57,246</b>      | <b>1,29,87,404</b>      |
| <b>Ind AS Equity</b>                                  |      | <b>79,78,42,508</b>     | <b>62,52,95,336</b>     |

### NOTE 36: CONTINGENT LIABILITIES AND COMMITMENTS

#### 1 Letter of Credit, Bank Guarantee and Bill Discounting

| Particulars    | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|----------------|-------------------------|-------------------------|-------------------------|
| Bank Guarantee | 10,67,300               | 11,52,888               | 17,14,202               |
| <b>Total</b>   | <b>10,67,300</b>        | <b>11,52,888</b>        | <b>17,14,202</b>        |

#### 2 Disputed Liabilities on account of Income Tax, Entry Tax, Excise Duty and Service Tax as at March 31, 2018

| Statute      | Financial Year to which<br>matter pertains | Forum where matter is<br>pending | As at<br>March 31,<br>2018 | As at<br>March 31,<br>2017 | As at<br>April 01, 2016 |
|--------------|--------------------------------------------|----------------------------------|----------------------------|----------------------------|-------------------------|
| Income Tax   | 2010-11                                    | Assessing Officer                | 15,51,560                  | 15,51,560                  | -                       |
| Income Tax   | 2011-12                                    | ITAT                             | -                          | 2,03,820                   | 2,14,820                |
| Income Tax   | 2008-09                                    | Assessing Officer                | -                          | 1,65,210                   | -                       |
| <b>Total</b> |                                            |                                  | <b>15,51,560</b>           | <b>19,20,590</b>           | <b>2,14,820</b>         |

#### 3 Comittments

| Particulars                                                                    | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|--------------------------------------------------------------------------------|-------------------------|-------------------------|-------------------------|
| Estimated Amount of Capital Commitments remaining to be executed on account of | -                       | 1,58,40,000             | 1,59,85,547             |
| Less: Advances Paid                                                            | -                       | -                       | -                       |
| <b>Net Capital Commitments</b>                                                 | <b>-</b>                | <b>1,58,40,000</b>      | <b>1,59,85,547</b>      |

#### Notes :-

- (i) It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on receipt of judgments/decisions pending with various forums/authorities
- (ii) The Company does not expect any reimbursements in respect of the above contingent liabilities
- (iii) The Company's pending litigations comprise of proceedings pending with Income Tax department. The Management has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Management does not expect the outcome of these proceedings to have a materially adverse effect on its financial results.

### NOTE 37: CORPORATE SOCIAL RESPONSIBILITY

| Particulars                                                                      | Year ended<br>March 31, 2018 | Year ended<br>March 31, 2017 |
|----------------------------------------------------------------------------------|------------------------------|------------------------------|
| <b>Amount required to be spent as per Section 135 of the Companies Act, 2013</b> | <b>37,04,321</b>             | <b>27,37,020</b>             |
| <b>Amount Spent during the year</b>                                              |                              |                              |
| Construction / Acquisition of any Asset                                          | -                            | -                            |
| On purposes other than above                                                     | 38,00,000                    | 22,00,000                    |
| <b>Total Amount Spent</b>                                                        | <b>38,00,000</b>             | <b>22,00,000</b>             |

## NOTE 38: EARNINGS PER SHARE

| Particulars                                                                          | Year ended<br>March 31, 2018 | Year ended<br>March 31, 2017 |
|--------------------------------------------------------------------------------------|------------------------------|------------------------------|
| Profit after tax available for equity shareholders as per Statement of Profit & Loss | 21,28,14,561                 | 21,12,46,690                 |
| Weighted Average No. of Equity Shares for of Face Value Rs. 2 each                   | 11,13,00,000                 | 11,13,00,000                 |
| <b>Earnings Per Share - Basic &amp; Diluted</b>                                      | <b>1.91</b>                  | <b>1.90</b>                  |

## NOTE 39: CAPITAL MANAGEMENT

The Company's objective for Capital Management is to maximize shareholder value and support the growth of the Company and to optimize capital structure to reduce the cost of capital. The Company determines the capital requirement based on long term and strategic investment and capital expenditure plans. The funding requirements are met through a mix of equity and operating cash flows generated. The relevant quantitative information on the aforesaid parameters are disclosed in these financial statements.

The company monitors capital on the basis of the following gearing ratio :

| Particulars                                  | Year ended<br>March 31, 2018 | Year ended<br>March 31, 2017 |
|----------------------------------------------|------------------------------|------------------------------|
| Total interest bearing financial liabilities | 5,12,46,802                  | 1,29,94,482                  |
| Less : Cash and Cash Equivalents             | 1,44,18,759                  | 1,18,80,402                  |
| <b>Adjusted Net Debt</b>                     | <b>3,68,28,043</b>           | <b>11,14,080</b>             |
| Total Equity                                 | 1,21,10,71,896               | 1,02,04,42,508               |
| <b>Adjusted Equity</b>                       | <b>1,21,10,71,896</b>        | <b>1,02,04,42,508</b>        |
| Net Debts to Equity Ratio                    | <b>0.030</b>                 | <b>0.001</b>                 |

## NOTE 40: FINANCIAL INSTRUMENTS - CLASSIFICATION AND FAIR VALUE MEASUREMENT

### (a) Financial Assets and Liabilities

The carrying value of financial instruments by categories as at March 31, 2018 is as follows:

| Particulars                                 | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|---------------------------------------------|-------------------------|-------------------------|-------------------------|
| <b>Financial Assets</b>                     |                         |                         |                         |
| <b>Fair Value through Profit &amp; Loss</b> |                         |                         |                         |
| Investments (Other than in Subsidiary)      | 54,74,80,958            | 47,01,29,194            | 36,73,22,681            |
| <b>Amortised Cost</b>                       |                         |                         |                         |
| Trade Receivables                           | 22,18,50,115            | 19,97,09,233            | 19,06,86,842            |
| Cash & Cash Equivalents                     | 1,44,18,759             | 1,18,80,402             | 1,87,64,862             |
| Other Bank Balances                         | 70,33,539               | 76,14,958               | 91,58,346               |
| Other Financial Assets                      | 3,02,43,797             | 3,01,77,973             | 2,94,65,131             |
| <b>Total</b>                                | <b>82,10,27,168</b>     | <b>71,95,11,760</b>     | <b>61,53,97,862</b>     |
| <b>Financial Liabilities</b>                |                         |                         |                         |
| <b>Amortised Cost</b>                       |                         |                         |                         |
| Borrowings                                  | 4,63,92,995             | 1,07,09,787             | 3,04,47,975             |
| Trade Payable                               | 11,35,44,284            | 11,06,18,649            | 9,81,27,523             |
| Other Financial Liabilities                 | 84,07,011               | 52,03,130               | 37,25,383               |
| <b>TOTAL</b>                                | <b>16,83,44,289</b>     | <b>12,65,31,567</b>     | <b>13,23,00,881</b>     |

Fair valuation of financial assets and liabilities with short term maturities is considered as approximate to respective carrying amount due to the short term maturities of these instruments.

### (b) Fair Value Hierarchy

The Fair Value Hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consist of the following three levels:

**Level 1** - Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

**Level 2** - Inputs are other than quoted prices included in Level 1 that are observable for the assets or liabilities, either directly or indirectly.

**Level 3** - Inputs are not based on observable market data (unobservable inputs).

## FINEOTEX CHEMICAL LIMITED

The Financial Instruments included in Level 2 of fair value hierarchy have been valued using quotes available for similar assets and liabilities in the active market.

For Assets and Liabilities which are measured at Fair Values as at the Balance Sheet date, the classification of fair value calculations by category is summarized below:

| Particulars                         | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|-------------------------------------|-------------------------|-------------------------|-------------------------|
| <b>Financial Assets</b>             |                         |                         |                         |
| <b>Level 1</b>                      |                         |                         |                         |
| Investments in quoted equity shares | 9,16,38,498             | 6,68,39,869             | 7,00,10,050             |
| Investments in mutual fund units    | 45,58,42,460            | 40,32,89,325            | 29,73,12,631            |
| <b>Level 2</b>                      |                         |                         |                         |
| Security Deposit Given              | 2,84,87,665             | 2,95,00,000             | 2,63,10,410             |
| <b>Total</b>                        | <b>57,59,68,623</b>     | <b>49,96,29,194</b>     | <b>39,36,33,091</b>     |
| <b>Financial Liabilities</b>        |                         |                         |                         |
| <b>Level 2</b>                      |                         |                         |                         |
| Security Deposit Accepted           | 2,66,223                | -                       | -                       |
| <b>Total</b>                        | <b>2,66,223</b>         | <b>-</b>                | <b>-</b>                |

### Measurement of Fair Values :

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- The fair values of investment in shares is the share price quoted on recognised stock exchange as on the reporting date of balance sheet
- The fair values of investment in mutual fund is the N.A.V as on the reporting date of balance sheet
- The fair values of interest free security deposit given / accepted is estimated by discounting cash flows using rates currently available for instruments with similar terms, credit risks and remaining maturities. Management regularly assesses a range of reasonably possible alternatives for those significant observable inputs and determines their impact on the total fair value

### NOTE 41: FINANCIAL RISK MANAGEMENT AND POLICIES

The Company's activities expose it to market risk. In order to minimize any adverse effects on the financial performance of the Company

This note explains the sources of risk which the Company is exposed to and how the Company manages the risk and the impact of hedge accounting in the financial statements.

| Risk                                | Exposure arising from                                                 | Measurement          | Management                                                          |
|-------------------------------------|-----------------------------------------------------------------------|----------------------|---------------------------------------------------------------------|
| Credit risk                         | Trade Receivables and other financial assets                          | Ageing analysis      | Diversification of bank deposits, credit limit and letter of credit |
| Market risk - foreign currency risk | Recognised financial assets and liabilities not denominated in Rupees | Very limited Exposer | Company manages through natural Hedge                               |
| Market risk - Security prices risk  | Investment in Shares and mutual funds                                 | Sensitivity analysis | Portfolio diversification                                           |

The Company risk management is carried out by policies approved by the board of directors. The board provides written principles for overall risk management, as well as policies covering specific areas. There is no change in objectives, policies and process for managing the risk and methods used to measure the risk as compared to previous year.

#### (a) Market Risk:-

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings. The objective of market risk management is to avoid excessive exposure in our foreign currency revenues and costs



## (a)(i) Market Risk - Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The company's exposure to the risk of changes in market interest rates primarily to the Company's borrowings, both short term and long term obligations with fixed and floating interest rates. However the companies exposure to floating rate borrowings are very limited to its size of operation.

The company is also exposed to interest rate risk on its financial assets that include fixed deposits (which are part of cash and cash equivalents) since all these are generally for short durations, there is no significant interest rate risks pertaining to these deposits

### Exposure to interest rate risk

| Particulars                        | As at March 31, 2018 | As at March 31, 2017 |
|------------------------------------|----------------------|----------------------|
| <b>Fixed-rate instruments</b>      |                      |                      |
| Financial Liabilities - Borrowings | 70,20,602            | 22,84,695            |
| <b>Total</b>                       | <b>70,20,602</b>     | <b>22,84,695</b>     |

### Sensitivity analysis to interest rate risk

The company doesn't account for any fixed rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

## (a)(ii) Market Risk - Price Risk( Securities)

Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price.

### Exposure to Price Risk

Other price risk arises from financial assets such as investments in equity instruments and mutual funds disclosed below. The Company does make deposit with the banks as margin money against the borrowing facility provided by the banks. Deposit is made in fixed rate instrument. In view of this it is not susceptible to market price risk, arising from changes in interest rates or market yields which may impact the return and value of the investments.

| Particulars                         | As at March 31, 2018 | As at March 31, 2017 |
|-------------------------------------|----------------------|----------------------|
| Investments in Quoted Equity Shares | 9,16,38,498          | 6,68,39,869          |
| Investments in Mutual Funds         | 45,58,42,460         | 40,32,89,325         |
| <b>Total</b>                        | <b>54,74,80,958</b>  | <b>47,01,29,194</b>  |

### Sensitivity analysis to Market Risk - Price Risk (Securities)

The Company is mainly exposed to price risk arising mainly from investments in equity instruments and mutual funds recognised at FVTPL. A sensitivity analysis demonstrating the impact of change in market prices of these instruments from the prices existing as at the reporting date is given below. A sensitivity of 10% represents management's assessment of reasonably possible change in equity prices

| Particulars   | As at March 31, 2018 |                      | As at March 31, 2017 |                    |
|---------------|----------------------|----------------------|----------------------|--------------------|
|               | 10% Increase         | 10% Decrease         | 10% Increase         | 10% Decrease       |
| Equity Shares | 91,63,850            | (91,63,850)          | 6,68,399             | (6,68,399)         |
| Mutual Funds  | 4,55,84,246          | (4,55,84,246)        | 40,32,893            | (40,32,893)        |
| <b>Total</b>  | <b>5,47,48,096</b>   | <b>(5,47,48,096)</b> | <b>47,01,292</b>     | <b>(47,01,292)</b> |

## (a)(iii) Market Risk - Currency Risk

The Company is having import and exports as well. Accordingly the group is exposed to currency risk on account of its trade payables and trade receivables in foreign currency. The functional currency of the group is Indian Rupees. The group follows a natural hedge driven currency risk mitigation policy to the extent possible. The exposed Foreign currency is not substantial to the operation of group.

### Exposure to Currency risk

The summary quantitative data about the Group's exposure to currency risk are reported to management of the company are as follows:

| Particulars                  | Foreign Currency | As at March 31, 2018 | As at March 31, 2017 | As at April 01, 2016 |
|------------------------------|------------------|----------------------|----------------------|----------------------|
| <b>Financial Assets</b>      |                  |                      |                      |                      |
| Trade and other receivables  | USD              | 4,46,364             | 2,14,960             | 2,62,758             |
| <b>Financial Liabilities</b> |                  |                      |                      |                      |
| Trade and other payables     | USD              | -                    | -                    | 30,438               |

**Sensitivity analysis to currency risk**

| Foreign Currency | As at March 31, 2018 |                   | As at March 31, 2017 |                   |
|------------------|----------------------|-------------------|----------------------|-------------------|
|                  | 3% increase          | 3% Decrease       | 3% increase          | 3% Decrease       |
| USD              | 8,71,001             | (8,71,001)        | 4,18,132             | (4,18,132)        |
| <b>Total</b>     | <b>8,71,001</b>      | <b>(8,71,001)</b> | <b>4,18,132</b>      | <b>(4,18,132)</b> |

**(b) Credit Risk**

Credit Risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers.

The carrying amount of Financial Assets represents the maximum credit exposure.

**Trade Receivables**

The Company has established a credit policy under which each new customer is analysed individually for creditworthiness before the payment and delivery terms and conditions are offered. The Company's review includes external ratings, if they are available, financial statements, industry information, business intelligence and in some cases bank references.

Trade Receivables of the Company are typically unsecured, except to the extent of the security deposits received from the customers or financial guarantees provided by the market organizers in the business. Credit Risk is managed through credit approvals and periodic monitoring of the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company performs ongoing credit evaluations of its customers' financial condition and monitors the creditworthiness of its customers to which it grants credit terms in the normal course of business. The Company has no concentration of Credit Risk as the customer base is geographically distributed in India.

**Expected credit loss for trade receivable:**

The allowance for impairment of Trade receivables is created to the extent and as and when required, based upon the expected collectability of accounts receivables. On account of adoption of Ind AS 109, the Company uses lifetime Expected Credit Loss (ECL) model for assessing the impairment loss. For this purpose, the Company uses a provision matrix to compute the expected credit loss amount for trade receivables. Loss rates are based on actual credit loss experience and past trends. The provision matrix takes into account external and internal credit risk factors and historical experience / current facts available in relation to defaults and delays in collection thereof. Accordingly based on the provision matrix there is no expected credit loss to the company and accordingly there is no provision for doubtful debts

**Other Financial Assets**

The company maintains exposure in Cash and Cash equivalents and Bank deposits with banks, Equity Shares and Investments in Mutual Funds. The Company has diversified portfolio of investment with various number of counterparties which has goods credit ratings, goods reputation and hence the risk is reduced. Individual risk limits set for each counterparty based on financial position, credit rating and post experience. Credit limits and concentration of exposures are actively monitored by the Company.

**Expected credit loss on financial assets other than trade receivable:**

With regards to all financial assets with contractual cash flows other than trade receivable, management believes these to be high quality assets with negligible credit risk. The management believes that the parties from whom these financial assets are recoverable, have strong capacity to meet the obligations and where the risk of default is negligible and accordingly no provision for expected credit loss has been provided on such financial assets. Break up of financial assets other than trade receivables have been disclosed on balance sheet

The Company's maximum exposure to credit risk as at 31st March, 2018, 2017 and 1st April, 2016 is the carrying value of each class of financial assets.

**(c) Liquidity Risk**

Liquidity Risk is the risk that the Company will face in meeting its obligation associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach in managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Any short term surplus cash generated, over and above the amount required for working capital management and other operational requirements is retained as Cash and Cash Equivalents (to the extent required).

**Exposure to Liquidity Risk**

The responsibility of liquidity risk management rest with board of directors which are appropriate risk management framework for short, medium and long term liquidity measures with adequate cash flows and banking facilities.

The following table shows the maturity analysis of the Company's Financial Liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance Sheet Date

| Particulars                      | As at March 31, 2018 |                     | As at March 31, 2017 |                     | As at April 01, 2016 |                     |
|----------------------------------|----------------------|---------------------|----------------------|---------------------|----------------------|---------------------|
|                                  | Less than 12 months  | More than 12 months | Less than 12 months  | More than 12 months | Less than 12 months  | More than 12 months |
| Long Term Borrowings             | 10,52,889            | 21,66,795           | -                    | -                   | -                    | -                   |
| Working Capital Loans from Banks | 4,42,26,200          | -                   | 1,07,19,787          | -                   | 3,05,48,983          | -                   |
| Trade Payables                   | 11,35,44,284         | -                   | 11,06,18,649         | -                   | 9,81,27,523          | -                   |
| Other Financial Liabilities      | 35,53,204            | 38,00,918           | 29,18,435.10         | 22,84,695           | 20,40,687.70         | 16,84,695           |
| <b>Total</b>                     | <b>16,23,76,576</b>  | <b>59,67,713</b>    | <b>12,42,46,872</b>  | <b>22,84,695</b>    | <b>13,06,16,186</b>  | <b>16,84,695</b>    |

## (d) Collateral

The Company has pledged its Non-Current as well as Current Assets to a consortium of lenders as collateral towards borrowings by the Company. Refer Note No. 19 and Refer Note No. 22 for the detailed terms and conditions of the collaterals pledged.

## NOTE 42: EMPLOYEE BENEFITS

### (a) Retirement Benefits

As per Ind AS 19 the Company has recognized "Employees Benefits" in the financial statements in respect of Employee Benefits Schemes as per Actuarial Valuation as on 31st March 2018

### (A) Defined benefit plans

#### i Retiring Gratuity

#### I Components of Employer Expenses

| Particulars                                                              | 31st March 2018 | 31st March 2017 |
|--------------------------------------------------------------------------|-----------------|-----------------|
| Current Service Cost                                                     | 3,80,362        | 2,08,079        |
| Past Service Cost vested                                                 | 81,248          | -               |
| Interest Cost                                                            | 1,19,317        | 78,899          |
| Expected Return on Plan Assets                                           | (1,25,776 )     | (79,828 )       |
| Actuarial (Gain)/Loss                                                    | (1,05,568)      | 4,60,132        |
| <b>Total Expenses/(Gain) recognized in the Profit &amp; Loss Account</b> | <b>3,49,583</b> | <b>6,67,282</b> |

#### II Net Asset/ (Liability) recognized in Balance Sheet

| Particulars                                               | 31st March 2018 | 31st March 2017 | 1st April 2016  |
|-----------------------------------------------------------|-----------------|-----------------|-----------------|
| Present value of Funded Obligation                        | 21,39,472       | 16,64,113       | 10,55,465       |
| Fair Value of Plan Assets                                 | 17,14,450       | 9,72,613        | 7,16,368        |
| <b>Assets/(Liability) recognized in the Balance Sheet</b> | <b>4,25,022</b> | <b>6,91,500</b> | <b>3,39,097</b> |

#### III Change in Defined Benefit Obligations (DBO)

| Particulars                                           | 31st March 2018  | 31st March 2017  | 1st April 2016   |
|-------------------------------------------------------|------------------|------------------|------------------|
| Opening Balance of Present Value of Obligation        | 16,64,113        | 10,55,465        | 7,95,912         |
| Interest Cost                                         | 1,19,317         | 78,899           | 53,415           |
| Current Service Cost                                  | 3,80,362         | 2,08,079         | 1,76,706         |
| Past Service Cost - Vested Benefits                   | 81,248           | -                | -                |
| Actuarial (Gain)/Loss                                 | (1,05,568)       | 4,60,132         | 2,85,874         |
| Benefit Paid                                          | -                | (1,38,462 )      | (2,56,442)       |
| <b>Closing Balance of Present Value of Obligation</b> | <b>21,39,472</b> | <b>16,64,113</b> | <b>10,55,465</b> |

## FINEOTEX CHEMICAL LIMITED

### IV Changes in the Fair Value of Plan Assets

| Particulars                                       | 31st March 2018  | 31st March 2017 | 1st April 2016  |
|---------------------------------------------------|------------------|-----------------|-----------------|
| Opening Balance of Present Value of Obligation    | 9,72,613         | 7,16,368        | 8,31,645        |
| Expected Return on Plan Assets                    | 33,954           | 15,462          | 17,288          |
| Interest Income                                   | 91,822           | 64,366          | 58,874          |
| Contribution by Employer                          | 6,16,061         | 3,14,879        | 65,003          |
| Benefit Paid                                      | -                | (1,38,462)      | (2,56,442)      |
| <b>Fair Value of Plan Assets as at 31st March</b> | <b>17,14,450</b> | <b>9,72,613</b> | <b>7,16,368</b> |

### V Actuarial Assumption

| Particulars                               | 31st March 2018 | 31st March 2017 | 1st April 2016 |
|-------------------------------------------|-----------------|-----------------|----------------|
| Discount Rate (Per Annum)                 | 7.30%           | 7.17%           | 8.00%          |
| Annual Increase in Salary Costs Per Annum | 4.00%           | 4.00%           | 4.00%          |
| Attrition Rate                            | 5.00%           | 5.00%           | 5.00%          |

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

### VI Major Categories of plan assets as a percentage of total plan assets

| Particulars                       | 31st March 2018 | 31st March 2017 | 1st April 2016 |
|-----------------------------------|-----------------|-----------------|----------------|
| Government of India Securities    | -               | -               | -              |
| High Quality Corporate Bonds      | -               | -               | -              |
| Equity Shares of listed companies | -               | -               | -              |
| Property                          | -               | -               | -              |
| Insurance Company                 | 100.00%         | 100.00%         | 100.00%        |

### VII Movement in net liability recognized in Balance Sheet

| Particulars                      | 31st March 2018 | 31st March 2017 | 1st April 2016  |
|----------------------------------|-----------------|-----------------|-----------------|
| Net Opening Liability            | 6,91,500        | 3,39,097        | (35,733)        |
| P & L Charges                    | 4,89,105        | 2,22,612        | 1,71,247        |
| Contribution paid                | (6,16,061)      | (3,14,879)      | (65,003)        |
| Other Comprehensive Income (OCI) | (1,39,522)      | 4,44,670        | 2,68,586        |
| <b>Closing Net Liability</b>     | <b>4,25,022</b> | <b>6,91,500</b> | <b>3,39,097</b> |

### VIII Gratuity - Sensitivity Analysis

| Particulars                      | 31st March 2018 |           | 31st March 2017 |           |
|----------------------------------|-----------------|-----------|-----------------|-----------|
|                                  | Increase        | Decrease  | Increase        | Decrease  |
| Salary Growth Rate (1% movement) | 23,37,986       | 19,61,841 | 18,06,644       | 15,39,575 |
| Discount Rate (1% movement)      | 19,50,134       | 23,65,370 | 15,16,783       | 18,39,899 |

### (B) Defined Contribution Plans

Amount recognised as expenses on account of "Contribution / Provision to and for Provident and other Funds" of Statement of Profit and Loss - Rs. 13,41,253/- (Previous year 8,62,563/-).

### NOTE 43: LEASES

The Company has entered into Operating Leases on Immovable Properties.

**Future minimum rentals payable under non-cancellable operating leases as at are, as follows:**

| Sr. No. | Particulars                                                                                                | As at<br>March 31, 2018 | As at<br>March 31, 2017 |
|---------|------------------------------------------------------------------------------------------------------------|-------------------------|-------------------------|
| (a)     | In respect of operating lease on Immovable properties payments recognized in Statement of Profit and Loss. | 18,30,000               | 29,85,000               |
| (b)     | Future minimum lease payments under operating leases                                                       |                         |                         |
|         | For a period not later than one year                                                                       | 18,30,000               | -                       |
|         | For the period later than one year and not later than five years                                           | -                       | -                       |

## Assets Given on Lease

| Sr. No. | Particulars                                                                                                                         | As at<br>March 31, 2018 | As at<br>March 31, 2017 |
|---------|-------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-------------------------|
| (a)     | In respect of Immovable properties given under operating lease, lease rent received and recognized in Statement of Profit and Loss. | 13,05,300               | 7,80,000                |
| (b)     | Future minimum lease payments under operating leases                                                                                |                         |                         |
|         | For a period not later than one year                                                                                                | 18,28,050               | -                       |
|         | For the period later than one year and not later than five years                                                                    | 5,85,650                | -                       |

## NOTE 44: RELATED PARTY

List of related parties and Relationship

### A Enterprises where control exists :-

#### Subsidiaries (Extent of Holding)

|   |                             |         |
|---|-----------------------------|---------|
| 1 | Manya Steel Private Limited | 100.00% |
| 2 | Fineotex Malaysia Limited   | 100.00% |
| 3 | Fineotex Specialities FZE   | 100.00% |
| 4 | Rovatex SDN BHD             | 70.00%  |
| 5 | BT Biotex SDN BHD           | 67.62%  |
| 6 | BT Chemicals SDN BHD        | 67.16%  |

### B Enterprise in which Key Managerial Personnel and their relatives have significant Influence :

- Proton Biochem Private Limited
- Sanjay Exports

### C Key Managerial Personnel :

#### a. Executive Directors :

- Surendra Tibrewala
- Sanjay Tibrewala

#### b. Non - Executive Directors : Non Independent

- Ritu Gupta

#### c. Non - Executive Directors : Independent

- Navin Mittal
- Manmohan Mehta
- Alok Dhanuka

#### d. Relatives of Key Managerial Personnel :

- Kanaklata Tibrewala

### D Transaction with Related Parties

#### i. Transaction during the year

| Particulars                    | Subsidiary<br>Companies, Associates and<br>Joint Venture |                    | Key Management<br>Personnel |                    | Entities in which Key<br>Management Personnel<br>or its relatives are<br>interested / Relative of Key<br>Management Personnel |                    | Total              |                    |
|--------------------------------|----------------------------------------------------------|--------------------|-----------------------------|--------------------|-------------------------------------------------------------------------------------------------------------------------------|--------------------|--------------------|--------------------|
|                                | 31st March<br>2018                                       | 31st March<br>2017 | 31st March<br>2018          | 31st March<br>2017 | 31st March<br>2018                                                                                                            | 31st March<br>2017 | 31st March<br>2018 | 31st March<br>2017 |
| <b>SALE OF GOODS</b>           |                                                          |                    |                             |                    |                                                                                                                               |                    |                    |                    |
| BT Chemicals SDN BHD           | 1,39,53,110                                              | 45,64,515          | -                           | -                  | -                                                                                                                             | -                  | 1,39,53,110        | 45,64,515          |
| <b>Total</b>                   | <b>1,39,53,110</b>                                       | <b>45,64,515</b>   | <b>-</b>                    | <b>-</b>           | <b>-</b>                                                                                                                      | <b>-</b>           | <b>1,39,53,110</b> | <b>45,64,515</b>   |
| <b>RECEIVING OF SERVICES</b>   |                                                          |                    |                             |                    |                                                                                                                               |                    |                    |                    |
| Proton Biochem Private Limited | -                                                        | -                  | -                           | -                  | 1,69,81,773                                                                                                                   | 2,09,41,373        | 1,69,81,773        | 2,09,41,373        |
| <b>Total</b>                   | <b>-</b>                                                 | <b>-</b>           | <b>-</b>                    | <b>-</b>           | <b>1,69,81,773</b>                                                                                                            | <b>2,09,41,373</b> | <b>1,69,81,773</b> | <b>2,09,41,373</b> |



## FINEOTEX CHEMICAL LIMITED

|                                      |                    |                    |                    |                  |                 |                  |                    |                    |
|--------------------------------------|--------------------|--------------------|--------------------|------------------|-----------------|------------------|--------------------|--------------------|
| <b>PURCHASE OF GOODS</b>             |                    |                    |                    |                  |                 |                  |                    |                    |
| BT Chemicals SDN BHD                 | 5,88,99,186        | 45,22,881          | -                  | -                | -               | -                | 5,88,99,186        | 45,22,881          |
| BT Biotex SDN BHD                    | -                  | 3,71,25,008        | -                  | -                | -               | -                | -                  | 3,71,25,008        |
| <b>Total</b>                         | <b>5,88,99,186</b> | <b>4,16,47,889</b> | <b>-</b>           | <b>-</b>         | <b>-</b>        | <b>-</b>         | <b>5,88,99,186</b> | <b>4,16,47,889</b> |
| <b>PURCHASE OF MOTOR CAR</b>         |                    |                    |                    |                  |                 |                  |                    |                    |
| Sanjay Exports                       | -                  | -                  | -                  | -                | -               | 40,98,852        | -                  | 40,98,852          |
| <b>Total</b>                         | <b>-</b>           | <b>-</b>           | <b>-</b>           | <b>-</b>         | <b>-</b>        | <b>40,98,852</b> | <b>-</b>           | <b>40,98,852</b>   |
| <b>DIVIDEND INCOME</b>               |                    |                    |                    |                  |                 |                  |                    |                    |
| Fineotex Malaysia Limited            | 2,56,11,800        | 1,35,47,629        | -                  | -                | -               | -                | 2,56,11,800        | 1,35,47,629        |
| <b>Total</b>                         | <b>2,56,11,800</b> | <b>1,35,47,629</b> | <b>-</b>           | <b>-</b>         | <b>-</b>        | <b>-</b>         | <b>2,56,11,800</b> | <b>1,35,47,629</b> |
| <b>RENT INCOME</b>                   |                    |                    |                    |                  |                 |                  |                    |                    |
| Proton Biochem Private Limited       | -                  | -                  | -                  | -                | 7,80,000        | 7,80,000         | 7,80,000           | 7,80,000           |
| <b>Total</b>                         | <b>-</b>           | <b>-</b>           | <b>-</b>           | <b>-</b>         | <b>7,80,000</b> | <b>7,80,000</b>  | <b>7,80,000</b>    | <b>7,80,000</b>    |
| <b>RENT EXPENSE</b>                  |                    |                    |                    |                  |                 |                  |                    |                    |
| Manya Steel Private Limited          | 1,20,000           | 1,20,000           | -                  | -                | -               | -                | 1,20,000           | 1,20,000           |
| Surendra Tibrewala                   | -                  | -                  | 8,82,000           | 8,82,000         | -               | -                | 8,82,000           | 8,82,000           |
| Kanaklata Tibrewala                  | -                  | -                  | -                  | -                | 8,28,000        | 8,28,000         | 8,28,000           | 8,28,000           |
| <b>Total</b>                         | <b>1,20,000</b>    | <b>1,20,000</b>    | <b>8,82,000</b>    | <b>8,82,000</b>  | <b>8,28,000</b> | <b>8,28,000</b>  | <b>18,30,000</b>   | <b>18,30,000</b>   |
| <b>REMUNERATION TO DIRECTORS</b>     |                    |                    |                    |                  |                 |                  |                    |                    |
| Surendra Tibrewala                   | -                  | -                  | 53,40,000          | 35,40,000        | -               | -                | 53,40,000          | 35,40,000          |
| Sanjay Tibrewala                     | -                  | -                  | 53,40,000          | 35,40,000        | -               | -                | 53,40,000          | 35,40,000          |
| <b>Total</b>                         | <b>-</b>           | <b>-</b>           | <b>1,06,80,000</b> | <b>70,80,000</b> | <b>-</b>        | <b>-</b>         | <b>1,06,80,000</b> | <b>70,80,000</b>   |
| <b>REIMBURSEMENT OF EXPENSES</b>     |                    |                    |                    |                  |                 |                  |                    |                    |
| BT Chemicals SDN BHD                 | 25,480             | 1,34,490           | -                  | -                | -               | -                | 25,480             | 1,34,490           |
| FCL Landmarc Private Limited         | -                  | 4,950              | -                  | -                | -               | -                | -                  | 4,950              |
| Fineotex Specialities FZE            | -                  | 1,00,000           | -                  | -                | -               | -                | -                  | 1,00,000           |
| Manya Steel Private Limited          | 900                | 600                | -                  | -                | -               | -                | 900                | 600                |
| <b>Total</b>                         | <b>26,380</b>      | <b>2,40,040</b>    | <b>-</b>           | <b>-</b>         | <b>-</b>        | <b>-</b>         | <b>26,380</b>      | <b>2,40,040</b>    |
| <b>LOANS RECEIVED BACK</b>           |                    |                    |                    |                  |                 |                  |                    |                    |
| FCL Landmarc Private Limited         | -                  | 1,00,000           | -                  | -                | -               | -                | -                  | 1,00,000           |
| <b>Total</b>                         | <b>-</b>           | <b>1,00,000</b>    | <b>-</b>           | <b>-</b>         | <b>-</b>        | <b>-</b>         | <b>-</b>           | <b>1,00,000</b>    |
| <b>ADVANCES GIVEN</b>                |                    |                    |                    |                  |                 |                  |                    |                    |
| Manya Steel Private Limited          | 10,60,200          | -                  | -                  | -                | -               | -                | 10,60,200          | -                  |
| <b>Total</b>                         | <b>10,60,200</b>   | <b>-</b>           | <b>-</b>           | <b>-</b>         | <b>-</b>        | <b>-</b>         | <b>10,60,200</b>   | <b>-</b>           |
| <b>ADVANCE GIVEN TO SUBSIDIARIES</b> |                    |                    |                    |                  |                 |                  |                    |                    |
| BT Chemicals SDN BHD                 | 80,46,794          | 47,97,681          | -                  | -                | -               | -                | 80,46,794          | 47,97,681          |
| <b>Total</b>                         | <b>80,46,794</b>   | <b>47,97,681</b>   | <b>-</b>           | <b>-</b>         | <b>-</b>        | <b>-</b>         | <b>80,46,794</b>   | <b>47,97,681</b>   |

### ii. Outstanding balances as on reporting date

| Particulars                             | Subsidiary Companies, Associates and Joint Venture |                    | Key Management Personnel |                 | Entities in which Key Management Personnel or its relatives are interested / Relative of Key Management Personnel |                 | Total              |                    |
|-----------------------------------------|----------------------------------------------------|--------------------|--------------------------|-----------------|-------------------------------------------------------------------------------------------------------------------|-----------------|--------------------|--------------------|
|                                         | 31st March 2018                                    | 31st March 2017    | 31st March 2018          | 31st March 2017 | 31st March 2018                                                                                                   | 31st March 2017 | 31st March 2018    | 31st March 2017    |
| <b>OUTSTANDING BALANCES INVESTMENTS</b> |                                                    |                    |                          |                 |                                                                                                                   |                 |                    |                    |
| Fineotex Malaysia Limited               | 8,38,68,940                                        | 8,38,68,940        | -                        | -               | -                                                                                                                 | -               | 8,38,68,940        | 8,38,68,940        |
| Manya Steel Private Limited             | 72,94,311                                          | 72,94,311          | -                        | -               | -                                                                                                                 | -               | 72,94,311          | 72,94,311          |
| Fineotex Specialities FZE               | 26,58,194                                          | 26,58,194          | -                        | -               | -                                                                                                                 | -               | 26,58,194          | 26,58,194          |
| <b>Total</b>                            | <b>9,38,21,445</b>                                 | <b>9,38,21,445</b> | <b>-</b>                 | <b>-</b>        | <b>-</b>                                                                                                          | <b>-</b>        | <b>9,38,21,445</b> | <b>9,38,21,445</b> |

|                                |                    |                    |                 |                 |                    |                    |          |                    |                    |
|--------------------------------|--------------------|--------------------|-----------------|-----------------|--------------------|--------------------|----------|--------------------|--------------------|
| <b>RECEIVABLES</b>             |                    |                    |                 |                 |                    |                    |          |                    |                    |
| BT Chemicals SDN BHD           | 11,58,000          | -                  | -               | -               | -                  | -                  | -        | 11,58,000          | -                  |
| Manya Steel Private Limited    | 60,200             | 40,000             | -               | -               | -                  | -                  | -        | 60,200             | 40,000             |
| <b>Total</b>                   | <b>12,18,200</b>   | <b>40,000</b>      | <b>-</b>        | <b>-</b>        | <b>-</b>           | <b>-</b>           | <b>-</b> | <b>12,18,200</b>   | <b>40,000</b>      |
| <b>TRADE ADVANCES</b>          |                    |                    |                 |                 |                    |                    |          |                    |                    |
| BT Chemicals SDN BHD           | 80,46,794          | 47,97,681          | -               | -               | -                  | -                  | -        | 80,46,794          | 47,97,681          |
| <b>Total</b>                   | <b>80,46,794</b>   | <b>47,97,681</b>   | <b>-</b>        | <b>-</b>        | <b>-</b>           | <b>-</b>           | <b>-</b> | <b>80,46,794</b>   | <b>47,97,681</b>   |
| <b>SECURITY DEPOSIT GIVEN</b>  |                    |                    |                 |                 |                    |                    |          |                    |                    |
| Manya Steel Private Limited    | 1,10,00,000        | 1,00,00,000        | -               | -               | -                  | -                  | -        | 1,10,00,000        | 1,00,00,000        |
| Kanaklata Tibrewala            | -                  | -                  | -               | -               | 1,95,00,000        | 1,95,00,000        | -        | 1,95,00,000        | 1,95,00,000        |
| <b>Total</b>                   | <b>1,10,00,000</b> | <b>1,00,00,000</b> | <b>-</b>        | <b>-</b>        | <b>1,95,00,000</b> | <b>1,95,00,000</b> | <b>-</b> | <b>3,05,00,000</b> | <b>2,95,00,000</b> |
| <b>PAYABLES</b>                |                    |                    |                 |                 |                    |                    |          |                    |                    |
| Proton Biochem Private Limited | -                  | -                  | -               | -               | 56,94,806          | 37,39,471          | -        | 56,94,806          | 37,39,471          |
| Surendra Tibrewala - Rent      | -                  | -                  | 66,150          | 66,150          | -                  | -                  | -        | 66,150             | 66,150             |
| Kanaklata Tibrewala - Rent     | -                  | -                  | -               | -               | 62,100             | 62,100             | -        | 62,100             | 62,100             |
| <b>Total</b>                   | <b>-</b>           | <b>-</b>           | <b>66,150</b>   | <b>66,150</b>   | <b>57,56,906</b>   | <b>38,01,571</b>   | <b>-</b> | <b>58,23,056</b>   | <b>38,67,721</b>   |
| <b>REMUNERATION PAYABLE</b>    |                    |                    |                 |                 |                    |                    |          |                    |                    |
| Surendra Tibrewala             | -                  | -                  | 2,00,680        | 1,97,325        | -                  | -                  | -        | 2,00,680           | 1,97,325           |
| Sanjay Tibrewala               | -                  | -                  | 2,00,680        | 1,97,325        | -                  | -                  | -        | 2,00,680           | 1,97,325           |
| <b>Total</b>                   | <b>-</b>           | <b>-</b>           | <b>4,01,360</b> | <b>3,94,650</b> | <b>-</b>           | <b>-</b>           | <b>-</b> | <b>4,01,360</b>    | <b>3,94,650</b>    |

## Note:

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

## 45 SEGMENT REPORTING

As the company has only one primary business activity, Segment Reporting is not applicable as per Ind AS 108 - Operating Segments

- 46** Loans given, Investments made and Corporate Guarantees given u/s 186(4) of the Companies Act, 2013 are disclosed under the respective notes. Interest and Commission are recovered where incurred.
- 47** Balances of Trade Receivables, Trade Payables, Advances and Deposits received / given, from / to customers are subject to confirmation and subsequent reconciliation
- 48** Figures in brackets indicate previous year's figures. Previous year's figures have been regrouped, rearranged and reclassified wherever necessary to conform with this year's classification.

As per our report of even date attached

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

**Champak K. Dedhia**  
Partner  
Membership No.: 101769

**Mumbai, 30th May 2018**

**For and on behalf of the Board**

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

**Sanjay Tibrewala**  
Executive Director & CFO  
DIN : 00218525

**Mumbai, 30th May 2018**

**Alok Dhanuka**  
Chairman - Audit Committee  
DIN : 06491610

**Pooja Kothari**  
Company Secretary  
M.No. ACS: 53895

## ANNEXURE 2

## FORM 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                                                      | Manya Steels Private Ltd | BT Chemicals SDN. BHD | BT Biotex SDN. BHD | Rovatex SDN BHD   | Fineotex Specialities FZE | Fineotex Malaysia Limited |
| 2  | Reporting year / period ended                                           | 31-Mar-18                | 31-Mar-18             | 31-Mar-18          | 31-Mar-18         | 31-Mar-18                 | 31-Mar-18                 |
| 3  | Date of becoming subsidiary                                             | 11-Nov-13                | 28-Jun-11             | 28-Jun-11          | 28-Jun-11         | 25-Jan-15                 | 28-Jun-11                 |
| 4  | Reporting Currency                                                      | Rupees                   | Malysian Ringets      | Malysian Ringets   | Malysian Ringets  | USD                       | USD                       |
| 5  | Exchange rate as on the last date of the relevant Financial Year in Rs. | 1                        | 16.86                 | 16.86              | 16.86             | 65.14                     | 65.14                     |
|    |                                                                         |                          |                       |                    | Amounts in Rupees |                           |                           |
|    |                                                                         | Audited                  | Unaudited             | Unaudited          | Unaudited         | Unaudited                 | Unaudited                 |
| 6  | Share Capital                                                           | 1,00,000                 | 1,48,95,810           | 8,92,260           | 90,007            | 26,59,145                 | 12,31,28,801              |
| 7  | Reserves & Surplus                                                      | 1,50,711                 | 12,14,56,102          | 5,65,45,490        | 24,14,537         | 1,37,01,222               | 2,83,69,903               |
| 8  | Total Assets                                                            | 1,13,30,497              | 18,15,13,091          | 6,36,45,370        | 28,42,023         | 1,63,60,367               | 17,68,53,622              |
| 9  | Total Liabilities                                                       | 1,10,79,786              | 4,51,61,179           | 62,07,621          | 3,37,478          | -                         | 2,53,54,918               |
| 10 | Investments                                                             | -                        | -                     | -                  | -                 | -                         | 12,79,97,511              |
| 11 | Turnover                                                                | 8,88,316                 | 50,38,92,864          | 27,69,33,171       | 1,10,06,697       | 29,82,500                 | 6,98,30,080               |
| 12 | Profit before Taxation                                                  | 2,14,824                 | 3,85,55,077           | 1,36,76,883        | 2,32,230          | 18,85,998                 | 3,17,90,104               |
| 13 | Provision for Taxation                                                  | 46,247                   | 1,01,04,822           | 19,96,595          | 1,00,739          | -                         | (6,698)                   |
| 14 | Profit after Taxation                                                   | 1,68,577                 | 2,84,50,255           | 1,16,80,288        | 1,31,491          | 18,85,998                 | 3,17,96,802               |
| 15 | Proposed Dividend                                                       | -                        | -                     | -                  | -                 | -                         | -                         |
| 16 | % of shareholding                                                       | 100.00                   | 67.16                 | 67.62              | 70.00             | 100.00                    | 100.00                    |

BT Chemicals Sdn Bhd, BT Biotex Sdn Bhd, and Rovatx Sdn Bhd are subsidiaries of Fineotex Malaysia Limited

## Part "B" : Associates &amp; Joint Ventures Nil

As per our report of even date attached

For and on behalf of the Board

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

Surendrakumar Tibrewala  
Chairman & Managing Director  
DIN : 00218394

Alok Dhanuka  
Chairman - Audit Committee  
DIN : 06491610

Champak K. Dedhia  
Partner  
Membership No.: 101769

Sanjay Tibrewala  
Executive Director & CFO  
DIN : 00218525

Pooja Kothari  
Company Secretary  
M.No. ACS: 53895

Mumbai, 30th May 2018

Mumbai, 30th May 2018

## Independent Auditors' Report on Consolidated Financial Statements

### To the Members of Fineotex Chemical Limited

#### Report on the Audit of Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of FINEOTEX CHEMICAL LIMITED ("the Holding Company") and its subsidiaries (collectively referred to as "the Group") which comprise the Consolidated Balance Sheet as at 31st March 2018, Consolidated Statement of Profit and Loss, including Statement of Other Comprehensive Income, Consolidated Cash Flow Statement, the consolidated Statement of Changes in Equity for the year ended on that date and a summary of Significant Accounting Policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

#### Management's Responsibility for the Consolidated Ind AS Financial Statements

The Management and Board of Directors of the Holding Company are responsible for the preparation of the consolidated Ind AS financial statements in terms of the requirements in Section 134(5) of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in Equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Companies (Indian Accounting Standard) Rules, 2015 as amended. The Management and Board of Directors of the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the consolidated Ind AS financial statements based on our audit. While conducting the 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 have 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 consolidated Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS 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 31st March 2018, and their consolidated profit, including other comprehensive income, and their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

#### Other Matters

- a) We have not audited the financial statements and financial information of six subsidiaries, whose financial statements have been considered for the purpose of consolidated Ind AS financial statements, which constitute total assets of Rs.4139.00 Lakhs as at 31st March, 2018, total revenue of Rs. 8269.94 Lakhs and net cash outflow amounting to Rs. 515.88 Lakhs for the year ended 31st March, 2018 as considered in the consolidated Ind AS financial statement. The consolidated Ind AS Financial Statements contains the unaudited financial statements of five subsidiaries incorporated outside India and are as provided to us by the management. The Ind AS financial statements and other financial information of one of the subsidiary incorporated in India has been audited by other auditor whose report has been furnished to us, and our opinion on the consolidated Ind AS 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 financial statements and on the report of such other auditors, as the case may be.

Our opinion on the consolidated Ind AS 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 by other auditors and the financial statements as certified by the management.

**Report on Other Legal and Regulatory Requirements**

1. As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, 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 purposes of our audit of the aforesaid consolidated Ind AS financial statements.
  - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books.
  - (c) The consolidated balance sheet, the consolidated statement of profit and loss, including other comprehensive income, the consolidated cash flow statement and the consolidated statement of changes in equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
  - (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standard) Rules, 2015, as amended.
  - (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March 2018 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary company incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on 31st March 2018 from being appointed as a Director of that company in terms of sub-section 2 of Section 164 of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in “Annexure A”; and
  - (g) 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 Ind AS financial statements disclose the impact of pending litigations on the consolidated Ind AS financial position of the Group. Refer Note 37 to the consolidated Ind AS financial statements;
    - ii. The Group has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts 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: 30<sup>th</sup> May, 2018**

## ANNEXURE - A TO THE AUDITORS' REPORT

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Fineotex Chemical Limited (hereinafter referred to as "the Holding Company") and its subsidiary company which are companies incorporated in India, as of 31st March 2018, in conjunction with our audit of the consolidated Ind AS financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary company incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company and its subsidiary company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors referred to in the 'Other Matters' paragraph is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's and its subsidiary company incorporated in India's internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting with reference to the consolidated Ind AS financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to the consolidated Ind AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary company incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2018, based on the internal control over financial reporting criteria established by the Holding Company and its subsidiary company incorporated in India considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.



**Other Matter**

Our aforesaid report under section 143(3) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to the subsidiary company incorporated in India is based on the corresponding reports of the auditor of such company.

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

**Place: Mumbai**  
**Date: 30<sup>th</sup> May, 2018**

**Champak K. Dedhia**  
**Partner**  
**Membership No: 101769**

## CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2018

(In Rs.)

| Particulars                                        | Note No. | As at March 31, 2018  | As at March 31, 2017  | As at April 01, 2016  |
|----------------------------------------------------|----------|-----------------------|-----------------------|-----------------------|
| <b>ASSETS</b>                                      |          |                       |                       |                       |
| <b>Non - Current Assets</b>                        |          |                       |                       |                       |
| Property, Plant & Equipment                        | 3        | 19,21,94,118          | 17,26,10,293          | 13,11,56,235          |
| Capital Work - In - Progress                       | 3        | 12,24,500             | -                     | -                     |
| Investment Property                                | 3        | 3,78,56,600           | 3,78,56,600           | 3,78,56,600           |
| Goodwill on Consolidation                          |          | 6,13,85,192           | 6,13,85,192           | 6,13,85,192           |
| Financial Assets                                   |          |                       |                       |                       |
| Investments                                        | 4        | 53,19,11,674          | 47,01,29,194          | 36,73,22,681          |
| Others                                             | 5        | 1,97,30,939           | 2,04,12,274           | 1,94,84,970           |
| Deferred Tax Assets (Net)                          | 6        | 16,30,919             | 36,92,062             | 34,96,581             |
| Non - Current Tax Assets                           | 7        | 40,03,953             | 85,08,984             | 16,09,438             |
| Other Non - Current Assets                         | 8        | 3,92,43,762           | 3,89,99,155           | 3,76,28,802           |
| <b>Total Non - Current Assets</b>                  |          | <b>88,91,81,657</b>   | <b>81,35,93,754</b>   | <b>65,99,40,499</b>   |
| <b>Current Assets</b>                              |          |                       |                       |                       |
| Inventories                                        | 9        | 21,09,55,276          | 13,13,89,741          | 11,56,85,947          |
| Financial Assets                                   |          |                       |                       |                       |
| Investments                                        | 10       | 1,55,69,284           | -                     | -                     |
| Trade Receivables                                  | 11       | 27,91,92,583          | 29,24,75,764          | 25,29,94,995          |
| Cash & Cash Equivalents                            | 12       | 6,46,28,877           | 7,66,63,775           | 8,53,98,805           |
| Bank Balance other than above                      | 13       | 1,54,61,204           | 5,44,96,327           | 91,58,346             |
| Other Financial Assets                             | 14       | 11,38,344             | 6,74,904              | 5,33,580              |
| Other Current Assets                               | 15       | 6,28,22,844           | 3,10,08,597           | 3,56,74,911           |
|                                                    |          | <b>64,97,68,411</b>   | <b>58,67,09,108</b>   | <b>49,94,46,584</b>   |
| Asset classified as Held for Sale                  | 16       | 7,20,69,200           | -                     | -                     |
| <b>Total Current Assets</b>                        |          | <b>72,18,37,611</b>   | <b>58,67,09,108</b>   | <b>49,94,46,584</b>   |
| <b>TOTAL ASSETS</b>                                |          | <b>1,61,10,19,268</b> | <b>1,40,03,02,863</b> | <b>1,15,93,87,083</b> |
| <b>EQUITY AND LIABILITIES</b>                      |          |                       |                       |                       |
| <b>EQUITY</b>                                      |          |                       |                       |                       |
| Equity Share Capital                               | 17       | 22,26,00,000          | 22,26,00,000          | 22,45,96,220          |
| Other Equity                                       | 18       | 1,13,45,54,948        | 90,22,23,321          | 70,12,87,062          |
| <b>Equity attributable to owners of the parent</b> |          | <b>1,35,71,54,948</b> | <b>1,12,48,23,321</b> | <b>92,58,83,282</b>   |
| <b>Non-controlling interest</b>                    |          | <b>6,18,59,041</b>    | <b>7,19,12,396</b>    | <b>4,82,00,811</b>    |
| <b>TOTAL EQUITY</b>                                |          | <b>1,41,90,13,989</b> | <b>1,19,67,35,717</b> | <b>97,40,84,093</b>   |
| <b>LIABILITIES</b>                                 |          |                       |                       |                       |
| <b>Non - Current Liabilities</b>                   |          |                       |                       |                       |
| Financial Liabilities                              |          |                       |                       |                       |
| Borrowings                                         | 19       | 21,66,795             | -                     | -                     |
| Other Financial Liabilities                        | 20       | 38,00,918             | 22,84,695             | 16,84,695             |
| Provisions                                         | 21       | 4,25,022              | 6,91,500              | 3,39,097              |
| <b>Total Non - Current Liabilities</b>             |          | <b>63,92,735</b>      | <b>29,76,195</b>      | <b>20,23,792</b>      |
| <b>Total Non - Current Liabilities</b>             |          | <b>63,92,735</b>      | <b>32,01,782</b>      | <b>20,23,792</b>      |
| <b>Current Liabilities</b>                         |          |                       |                       |                       |
| Financial Liabilities                              |          |                       |                       |                       |
| Borrowings                                         | 22       | 4,42,26,200           | 1,07,19,787           | 3,05,48,983           |
| Trade Payables                                     | 23       | 10,86,26,950          | 15,47,64,433          | 13,07,07,936          |
| Other Financial Liabilities                        | 24       | 46,06,093             | 46,76,486             | 20,49,058             |
| Other Current Liabilities                          | 25       | 2,58,89,108           | 2,97,34,167           | 36,92,605             |
| Provisions                                         | 26       | 9,72,466              | 6,47,271              | 6,05,145              |
| Current Tax Liabilities (Net)                      | 27       | 12,91,728             | 48,807                | 1,56,75,472           |
| <b>Total Current Liabilities</b>                   |          | <b>18,56,12,544</b>   | <b>20,05,90,951</b>   | <b>18,32,79,198</b>   |
| <b>TOTAL LIABILITIES</b>                           |          | <b>19,20,05,279</b>   | <b>20,35,67,146</b>   | <b>18,53,02,990</b>   |
| <b>TOTAL EQUITY AND LIABILITIES</b>                |          | <b>1,61,10,19,267</b> | <b>1,40,03,02,863</b> | <b>1,15,93,87,083</b> |
| CORPORATE INFORMATION                              | 1        |                       |                       |                       |
| SIGNIFICANT ACCOUNTING POLICIES                    | 2        |                       |                       |                       |
| NOTES ON ACCOUNTS                                  | 3-50     |                       |                       |                       |

As per our report of even date attached

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

Champak K. Dedhia  
Partner  
Membership No.: 101769

Mumbai, 30th May 2018

For and on behalf of the Board

Surendrakumar Tibrewala  
Chairman & Managing Director  
DIN : 00218394

Sanjay Tibrewala  
Executive Director & CFO  
DIN : 00218525

Mumbai, 30th May 2018

Alok Dhanuka  
Chairman - Audit Committee  
DIN : 06491610

Pooja Kothari  
Company Secretary  
M.No. ACS: 53895

# FINEOTEX CHEMICAL LIMITED

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018

(In Rs.)

| Particulars                                                     | Note. No. | Year ended March<br>31, 2018 | Year ended March<br>31, 2017 |
|-----------------------------------------------------------------|-----------|------------------------------|------------------------------|
| <b>Income</b>                                                   |           |                              |                              |
| Revenue from Operations                                         | 28        | 1,42,92,68,357               | 1,34,39,38,283               |
| Other Income                                                    | 29        | 5,17,13,771                  | 9,74,91,127                  |
| <b>Total Income</b>                                             |           | <b>1,48,09,82,128</b>        | <b>1,44,14,29,410</b>        |
| <b>Expenses</b>                                                 |           |                              |                              |
| Cost of Material Consumed                                       | 30        | 77,81,87,433                 | 59,57,30,082                 |
| Excise Duty on Sale of Goods                                    |           | 1,81,17,599                  | 7,36,52,428                  |
| Purchase of Stock In Trade                                      | 31        | 10,34,63,327                 | 16,20,63,791                 |
| Changes in Inventories of Finished Goods / Stock in Trade       | 32        | (2,83,40,267)                | (1,22,45,259)                |
| Employee Benefit Expenses                                       | 33        | 6,18,12,635                  | 4,64,39,360                  |
| Finance Cost                                                    | 34        | 56,93,154                    | 39,08,170                    |
| Depreciation and Amortization                                   | 3         | 65,17,355                    | 62,97,625                    |
| Other Expenses                                                  | 35        | 19,63,23,229                 | 18,34,79,808                 |
| <b>Total Expenses</b>                                           |           | <b>1,14,17,74,466</b>        | <b>1,05,93,26,004</b>        |
| <b>Profit Before Tax</b>                                        |           | <b>33,92,07,661</b>          | <b>38,21,03,406</b>          |
| <b>Tax Expenses</b>                                             |           |                              |                              |
| Current Tax                                                     | 6         | 9,68,78,745                  | 9,15,25,050                  |
| Deferred Tax                                                    | 6         | 20,30,401                    | (36,240)                     |
| (Excess) / Short Provision of Earlier Years                     | 6         | 6,34,222                     | (63,219)                     |
| <b>Profit After Tax</b>                                         |           | <b>23,96,64,293</b>          | <b>29,06,77,815</b>          |
| <b>Other Comprehensive Income</b>                               |           |                              |                              |
| <b>Items that will not be reclassified to Profit &amp; Loss</b> |           |                              |                              |
| Remeasurement of Defined Benefit Obligation / Asset             |           | 1,05,568                     | (4,60,132)                   |
| Income Tax related to above                                     |           | (30,741)                     | 159,242                      |
| <b>Total Other Comprehensive Income for the year</b>            |           | <b>74,827</b>                | <b>(3,00,890)</b>            |
| <b>Total Comprehensive Income for the year</b>                  |           | <b>23,97,39,120</b>          | <b>29,03,76,925</b>          |
| <b>Profit Attributable to:</b>                                  |           |                              |                              |
| Owners of the Company                                           |           | 22,69,55,673                 | 25,80,42,654                 |
| Non Controlling Interest                                        |           | 1,27,08,619                  | 3,26,35,161                  |
|                                                                 |           | <b>23,96,64,293</b>          | <b>29,06,77,815</b>          |
| <b>Other Comprehensive Income Attributable to:</b>              |           |                              |                              |
| Owners of the Company                                           |           | 74,827                       | (3,00,890)                   |
| Non Controlling Interest                                        |           | -                            | -                            |
|                                                                 |           | <b>74,827</b>                | <b>(3,00,890)</b>            |
| <b>Total Other Comprehensive Income Attributable to:</b>        |           |                              |                              |
| Owners of the Company                                           |           | 22,70,30,500                 | 25,77,41,764                 |
| Non Controlling Interest                                        |           | 1,27,08,619                  | 3,26,35,161                  |
|                                                                 |           | <b>23,97,39,120</b>          | <b>29,03,76,925</b>          |
| <b>Earnings Per Share - Basic &amp; Diluted</b>                 | <b>39</b> | <b>2.04</b>                  | <b>2.32</b>                  |
| CORPORATE INFORMATION                                           | 1         |                              |                              |
| SIGNIFICANT ACCOUNTING POLICIES                                 | 2         |                              |                              |
| NOTES ON ACCOUNTS                                               | 3-50      |                              |                              |

As per our report of even date attached

For and on behalf of the Board

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

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

**Alok Dhanuka**  
Chairman - Audit Committee  
DIN : 06491610

**Champak K. Dedhia**  
Partner  
Membership No.: 101769

**Sanjay Tibrewala**  
Executive Director & CFO  
DIN : 00218525

**Pooja Kothari**  
Company Secretary  
M.No. ACS: 53895

**Mumbai, 30th May 2018**

**Mumbai, 30th May 2018**

**CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2018**

(In Rs.)

| <b>Particulars</b>                                                    | <b>For the year ended<br/>March 31, 2018</b> | <b>For the year ended<br/>March 31, 2017</b> |
|-----------------------------------------------------------------------|----------------------------------------------|----------------------------------------------|
| <b><u>A. CASH FLOW FROM OPERATING ACTIVITIES</u></b>                  |                                              |                                              |
| <b>Net Profit / (Loss) Before Tax</b>                                 | <b>33,92,07,661</b>                          | <b>38,21,03,406</b>                          |
| <b>Add / (Less):- Adjustments for Non-Cash / Non-Operating Items:</b> |                                              |                                              |
| Depreciation & Amortization                                           | 65,17,355                                    | 62,97,625                                    |
| Finance Cost                                                          | 56,93,154                                    | 39,08,170                                    |
| Interest Income                                                       | (47,17,054)                                  | (4653549.06)                                 |
| Dividend Income                                                       | (5,45,180)                                   | (383986.5)                                   |
| Net gains / (losses) on fair value changes                            | (4,40,39,063)                                | (8,18,57,068)                                |
| (Profit) / Loss on Sale of Assets                                     | 10,87,422                                    | -                                            |
| (Profit) / Loss on sale of shares of WOS                              |                                              | 84,725                                       |
| Bad Debts Written off                                                 |                                              | 99,951                                       |
|                                                                       | <u>(3,60,03,364)</u>                         | <u>(7,65,04,133)</u>                         |
| <b>Operating Profit Before Changes in Working Capital</b>             | <b>30,32,04,297</b>                          | <b>30,55,99,273</b>                          |
| <b>Adjustment for Changes in Working Capital</b>                      |                                              |                                              |
| (Increase) / Decrease in Trade Receivables                            | 1,32,83,182                                  | (3,94,80,769)                                |
| (Increase) / Decrease in Inventories                                  | (7,95,65,534)                                | (1,57,03,794)                                |
| (Increase) / Decrease in Other Current Financial Assets               | (4,63,440)                                   | (1,41,324)                                   |
| (Increase) / Decrease in Other Current Assets                         | (3,18,14,247)                                | 46,66,313                                    |
| (Increase) / Decrease in Other Non - Current Financial Assets         | 6,81,335                                     | (9,27,304)                                   |
| (Increase) / Decrease in Other Non - Current Assets                   | (2,44,607)                                   | (13,70,353)                                  |
| Increase / (Decrease) in Trade Payables                               | (4,61,37,483)                                | 2,40,56,497                                  |
| Increase / (Decrease) in Other Current Financial Liabilities          | (70,394)                                     | 26,27,429                                    |
| Increase / (Decrease) in Other Current Liabilities                    | (38,45,059)                                  | 2,60,41,562                                  |
| Increase / (Decrease) in Provisions                                   | 1,64,285                                     | (65,603)                                     |
|                                                                       | <u>(14,80,11,962)</u>                        | <u>(2,97,346)</u>                            |
| <b>Cash Generated from Operations</b>                                 | <b>15,51,92,335</b>                          | <b>30,53,01,928</b>                          |
| Less: Taxes Paid (Net of refund received)                             | (9,17,65,015)                                | (11,40,76,780)                               |
| <b>NET CASH FLOW FROM OPERATING ACTIVITY (A)</b>                      | <b>6,34,27,320</b>                           | <b>19,12,25,148</b>                          |
| <b><u>B. CASH FLOW FROM INVESTING ACTIVITIES</u></b>                  |                                              |                                              |
| Purchase of Property, Plant & Equipment & Intangible Assets           | (2,46,81,631)                                | (4,97,63,884)                                |
| Foreign Currency Translation Reserve on PPE                           | (37,31,472)                                  | 19,98,722                                    |
| Investments during the year                                           | (46,82,86,382)                               | (28,70,97,459)                               |
| Increase in Investment in Subsidiary                                  | (2,01,25,253)                                | -                                            |
| Sale / Redemption of Investments                                      | 43,49,73,681                                 | 26,61,48,108                                 |
| Sale of Subsidiary                                                    | -                                            | 1,00,000                                     |
| Investments in Property                                               | (7,20,69,200)                                | -                                            |
| Interest Received                                                     | 47,17,054                                    | 46,53,549                                    |
| Dividend Received                                                     | 5,45,180                                     | 3,83,987                                     |
| Movement in Other Bank balances                                       | 3,90,35,123                                  | (4,53,37,981)                                |
| <b>NET CASH FLOW FROM INVESTING ACTIVITY (B)</b>                      | <b>(10,96,22,900)</b>                        | <b>(10,89,14,958)</b>                        |

## FINEOTEX CHEMICAL LIMITED

| Particulars                                                                                                  | For the year ended<br>March 31, 2018 | For the year ended<br>March 31, 2017 |
|--------------------------------------------------------------------------------------------------------------|--------------------------------------|--------------------------------------|
| <b><u>C. CASH FLOW FROM FINANCING ACTIVITY</u></b>                                                           |                                      |                                      |
| Receipt of Long Term Borrowings                                                                              | 21,66,795                            | -                                    |
| Increase / (Decrease) in Short Term Borrowings                                                               | 3,35,06,412                          | (1,98,29,196)                        |
| Deposits and Margin Money                                                                                    | 15,16,223                            | 6,00,000                             |
| Receipt of Equity Share Capital (incl. Share Premium)                                                        | -                                    | 69,98,952                            |
| Finance Cost                                                                                                 | (56,93,154)                          | (39,08,170)                          |
| Corporate Dividend paid (incl. Dividend Distribution Tax)                                                    | (3,42,15,533)                        | (1,30,51,246)                        |
| Buyback of Equity Shares                                                                                     | -                                    | (2,92,64,848)                        |
| <b>NET CASH FLOW FROM FINANCING ACTIVITY (C)</b>                                                             | <b>(27,19,257)</b>                   | <b>(5,84,54,507)</b>                 |
| <b><u>D. EFFECT OF EXCHANGE DIFFERENCES ON TRANSLATION OF FOREIGN CURRENCY CASH AND CASH EQUIVALENTS</u></b> | <b>3,68,79,939</b>                   | <b>(3,25,90,713)</b>                 |
| <b>NET CASH FLOW FOR THE YEAR (A + B + C+D)</b>                                                              | <b>(1,20,34,898)</b>                 | <b>(87,35,031)</b>                   |
| Add: Opening Balance of Cash & Cash Equivalents                                                              | 7,66,63,775                          | 8,53,98,805                          |
| <b>CLOSING BALANCE OF CASH &amp; CASH EQUIVALENTS</b>                                                        | <b>6,46,28,877</b>                   | <b>7,66,63,774</b>                   |
| <b>RECONCILIATION OF CASH AND CASH EQUIVALENT</b>                                                            |                                      |                                      |
| <b>TOTAL CASH AND BANK BALANCE AS PER BALANCE SHEET</b>                                                      |                                      |                                      |
| <b>CASH AND CASH EQUIVALENT COMPRISES AS UNDER:</b>                                                          |                                      |                                      |
| Balance with banks in current accounts                                                                       | 6,33,05,851                          | 7,57,33,903                          |
| Cash on Hand                                                                                                 | 13,23,025                            | 9,29,872                             |
| <b>CASH AND CASH EQUIVALENT AT THE END OF THE YEAR</b>                                                       | <b>6,46,28,877</b>                   | <b>7,66,63,775</b>                   |

As per our report of even date attached

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

**Champak K. Dedhia**  
 Partner  
 Membership No.: 101769

**Mumbai, 30th May 2018**

**For and on behalf of the Board**

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

**Sanjay Tibrewala**  
 Executive Director & CFO  
 DIN : 00218525

**Mumbai, 30th May 2018**

**Alok Dhanuka**  
 Chairman - Audit Committee  
 DIN : 06491610

**Pooja Kothari**  
 Company Secretary  
 M.No. ACS: 53895

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2018

### A. Equity Share Capital

| Particulars                                      | As at 31st March, 2018 |              | As at 31st March, 2017 |              | As at 1st April, 2016 |              |
|--------------------------------------------------|------------------------|--------------|------------------------|--------------|-----------------------|--------------|
|                                                  | No. of Shares          | Amount       | No. of Shares          | Amount       | No. of Shares         | Amount       |
| Balance as the beginning of the reporting period | 11,13,00,000           | 22,26,00,000 | 11,22,98,110           | 22,45,96,220 | 11,22,98,110          | 22,45,96,220 |
| Add: Changes in Equity Capital during the year   |                        | -            | (9,98,110)             | (19,96,220)  |                       | -            |
| Balance at the end of the reporting period       | 11,13,00,000           | 22,26,00,000 | 11,13,00,000           | 22,26,00,000 | 11,22,98,110          | 22,45,96,220 |

### B. Other Equity (Note 18)

| Particulars                                              | Capital Redemption Reserve | Securities Premium | Capital Reserve | Foreign Currency Translation Reserve | Retained Earnings | Non Controlling Interest | Total          |
|----------------------------------------------------------|----------------------------|--------------------|-----------------|--------------------------------------|-------------------|--------------------------|----------------|
| Balance as on April 01, 2016                             | -                          | 12,20,20,880       | 10,85,354       |                                      | 57,81,80,828      | 4,82,00,811              | 74,94,87,873   |
| Profit for the period                                    | -                          | -                  | -               | -                                    | 25,80,42,654      | 3,26,35,161              | 29,06,77,815   |
| Other comprehensive income                               |                            |                    |                 |                                      |                   |                          |                |
| - Remeasurements gains / (loss) on defined benefit plans | -                          | -                  | -               | -                                    | (3,00,890)        | -                        | (3,00,890)     |
| Dividends on Shares paid during the year                 | -                          | -                  | -               | -                                    | (1,11,30,000)     | (19,21,246)              | (1,30,51,246)  |
| Dividend Distribution Tax paid during the year           | -                          | -                  | -               | -                                    | -                 | -                        | -              |
| Loss on Dilution of stake                                |                            |                    |                 |                                      | (1,67,011)        |                          | (1,67,011)     |
| Loss on disposal of subsidiary                           |                            |                    |                 |                                      | (38,249)          |                          | (38,249)       |
| Transfer upon buyback of shares                          | 19,96,220                  | (19,96,220)        | -               | -                                    | -                 | -                        | -              |
| Amount Utilised for Buy Back of Shares                   | -                          | (2,72,68,628)      | -               | -                                    | -                 | -                        | (2,72,68,628)  |
| Premium received on issue of Shares                      |                            | 60,88,811          |                 |                                      |                   |                          | 60,88,811      |
| Currency Translation Reserve                             | -                          | -                  | -               | (2,42,90,428)                        | -                 | (70,02,330)              | (3,12,92,758)  |
| As at March 31, 2017                                     | 19,96,220                  | 9,88,44,843        | 10,85,354       | (2,42,90,428)                        | 82,45,87,332      | 7,19,12,396              | 97,41,35,717   |
| Profit for the period                                    | -                          | -                  | -               | -                                    | 22,69,55,673      | 1,27,08,619              | 23,96,64,293   |
| Other comprehensive income                               |                            |                    |                 |                                      |                   |                          |                |
| - Remeasurements gains / (loss) on defined benefit plans | -                          | -                  | -               | -                                    | 74,827            | -                        | 74,827         |
| Dividends on Shares paid during the year                 | -                          | -                  | -               | -                                    | (2,22,60,000)     | (1,19,55,533)            | (3,42,15,533)  |
| Dividend Distribution Tax paid during the year           | -                          | -                  | -               | -                                    | -                 | -                        | -              |
| Purchase of Shares from Non Controlling Interest         |                            |                    |                 |                                      |                   | (2,01,25,253)            | (2,01,25,253)  |
| Currency Translation Reserve                             | -                          | -                  | -               | 2,75,61,126                          | -                 | 93,18,812                | 3,68,79,938    |
| As at March 31, 2018                                     | 19,96,220                  | 9,88,44,843        | 10,85,354       | 32,70,698                            | 1,02,93,57,832    | 6,18,59,041              | 1,19,64,13,988 |

### Nature and Purpose of the Reserves

#### Capital Redemption Reserve

Capital redemption reserve is created due to redemption of preference share capital in earlier years as per the requirement of the Companies Act.

#### Securities Premium

Security premium account is created when shares are issue at premium. A company may utilise the security premium reserve account as per the requirements of Companies Act.

#### Capital Reserve

Capital reserve is created on account of forfeiture of share capital in earlier years.

#### Currency Translation Reserve

Exchange difference arising on translation of the foreign operation are recognised in currency translation reserve.

### C. Dividends Paid / Proposed during the year

| Particulars                             | Year ended March 31, 2018 | Year ended March 31, 2017 |
|-----------------------------------------|---------------------------|---------------------------|
| Corporate Dividend Paid During the year |                           |                           |
| Dividend Paid                           | 2,22,60,000               | 1,11,30,000               |
| Dividend Per Fully Paid Up Share        | 0.20                      | 0.10                      |



## **SIGNIFICANT ACCOUNTING POLICIES**

### **1 BACKGROUND**

Fineotex Chemical Limited is a public limited by shares domiciled in India, incorporated under the provisions of Companies Act, 1956. Its shares are listed on National Stock Exchange of India Limited and BSE Limited. Its registered office is situated at 42,43 Manorama Chambers, S.V. Road Bandra (West) Mumbai - 400050 India.

The Company is engaged in the business of manufacturing of Textile chemicals, auxiliaries and specialty chemicals.

Fineotex Chemical Limited along with its Subsidiaries is collectively referred to as “the Group”

### **2 STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES**

This note provides a list of the Significant Accounting Policies adopted in the preparation of these Financial Statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### **2.1 BASIS FOR PREPARATION OF ACCOUNTS**

##### **a) Statement of compliance with Ind AS**

The Standalone Financial Statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. The Financial statements for the year ended 31st March 2017 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act.

These Standalone Financial Statements for the year ended 31st March 2018 are the first financial statements of the Company under Ind AS. The date of transition to Ind AS is 1st April, 2016. Accordingly, the Company has followed the provisions of Ind AS 101, ‘First Time Adoption of Indian Accounting Standards’, in preparing its opening Ind AS Balance Sheet as of the date of transition, i.e. 1 April 2016. Certain of the Company’s Ind AS accounting policies used in the Opening Balance sheet differed from its previous GAAP policies applied as at 31 March 2016, and accordingly adjustments were made to restate the opening balances as per Ind AS. The resulting adjustments arose from events and transactions before the date of transition to Ind AS. Therefore, as required by Ind AS 101, those adjustments were recognized directly through retained earnings as at 1 April 2016.

Refer Note 34 for an explanation of how the transition from Indian GAAP(IGAAP) to Ind AS has affected the Company’s financial position, financial performance and Cash Flows.

##### **b) Current versus Non-Current classification**

All assets and liabilities have been classified as Current or Non Current as per the Company’s normal operation cycle i.e. twelve months and other criteria set out in the Schedule III of the Act.

##### **c) Historical Cost Convention**

The financial statements are prepared on accrual basis of accounting under historical cost convention in accordance with Generally Accepted Accounting Principles in India and the relevant provisions of the Companies Act, 2013 including Indian Accounting Standards notified there under, except for the following:

- Certain financial assets and liabilities (including derivative instrument) measured at fair value
- Defined benefit plans - plan assets measured at fair value

##### **d) Principles of Consolidation**

The Consolidated financial statement of the Group represents consolidation of financial statements with Subsidiary companies. The proportion of ownership interest in each Subsidiary is as follows:

| Name of the subsidiaries     | Country of Domicile | Proportion of Ownership Interest |                      |
|------------------------------|---------------------|----------------------------------|----------------------|
|                              |                     | As at March 31, 2018             | As at March 31, 2017 |
| Fineotex Malaysia Limited    | Malaysia            | 100.00%                          | 100.00%              |
| BT Chemicals SDN BHD         | Malaysia            | 67.16%                           | 57.14%               |
| BT Biotex SDN BHD            | Malaysia            | 67.62%                           | 57.14%               |
| BT Exon SDN BHD              | Malaysia            | 70.00%                           | 57.14%               |
| Fineotex Specialties FZE     | UAE                 | 100.00%                          | 100.00%              |
| Manya Steels Private Limited | India               | 100.00%                          | 100.00%              |

## Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group combines the Financial Statements of the parent and its Subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of Subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group. Non controlling interest in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

## Changes in Ownership Interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognized within equity

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified in the Statement of Profit and Loss.

## 2.2 USE OF ESTIMATES

In preparation of the financial statements, the Company makes judgments, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Significant judgments and estimates relating to the carrying values of assets and liabilities include useful lives of property, plant and equipment and intangible assets, impairment of property, plant and equipment, intangible assets and investments, impairment of trade receivables, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

## 2.3 REVENUE RECOGNITION

### a) Sale of Goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods as well as its collection. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, related discounts and volume rebates. It includes excise duty and subsidy and excludes Value Added Tax / Sales Tax/GST.

### b) Export Benefits

- i) Incomes in respect of Duty Drawback in respect of exports made during the year are accounted on accrual basis.
- ii) Focus Market License, Focus Product License and Merchandise Exports from India Scheme (MEIS) income is recognised on accrual basis when considering the related expenses to the same profit or losses on transfer of licenses are accounted in year of the sales. Duty free imports of material under Advance License matched with the export made against the said licenses.

### c) Dividend

Dividend income is recognised when the right to receive the same is established, which is generally when shareholders approve the dividend.

### d) Insurance Claims

Insurance claims are accounted for on the basis of claims admitted/expected to be admitted and to the extent that there is no uncertainty in receiving the claims.

## **2.4 FOREIGN CURRENCY TRANSACTIONS**

### **a) Functional and Presentation Currency**

The financial statements are presented in Indian Rupee (INR), which is company's functional and presentation currency.

### **b) Initial Recognition**

Transactions in foreign currencies are recorded at the exchange rate prevailing on the dates of the transactions. Exchange difference arising on foreign exchange transaction settled during the year are recognized in the Statement of profit and loss of the year.

### **c) Measurement of foreign currency items at the Balance sheet date**

Monetary assets and liabilities denominated in foreign currencies are re-translated into functional currency at the exchange rate prevailing at the end of the reporting period. Non monetary assets and liabilities that are measured based on a historical cost in a foreign currency are not re-translated. Exchange differences arising out of these transaction are changed to the profit and loss.

## **2.5 PROPERTY, PLANT AND EQUIPMENTS**

### **a) Property, plant and equipment (PPE)**

#### **i) Recognition and measurement**

Freehold land is carried at cost. All other items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenses directly attributable to the acquisition of the assets. The cost of an item of a PPE comprises its purchase price including import duty, and other non-refundable taxes or levies and any directly attributable cost of bringing the assets to its working condition of its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

#### **ii) Subsequent expenditure**

Expenditure incurred on substantial expansion up to the date of commencement of commercial production are capitalized. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate only when it is probable that future economic benefit associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

### **b) Capital Work-In-Progress And Pre-Operative Expenses During Construction Period**

Capital work-in progress includes expenditure directly related to construction and incidental thereto. The same is transferred or allocated to respective Property, Plant and Equipment on their completion / commencement of commercial production.

### **c) Intangible assets**

Intangible assets are held on the balance sheet at cost less accumulated amortization and impairment loss if any.

## **2.6 IMPAIRMENT OF NON- FINANCIAL ASSETS**

The Company's non-financial assets other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is an indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of time value of money and the risks specific to the CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment losses recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amount of the other assets of the CGU on a pro rata basis.

An impairment loss in respect of assets for which impairment loss has been recognized in prior periods, the Company reviews at reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

## 2.7 DEPRECIATION AND AMORTISATION

Depreciation is calculated to systematically allocate the cost of Property, Plant and Equipment and Intangible Asset over the estimated useful life. Depreciation is computed using Straight Line Method (SLM) over the useful lives of the assets as specified in Schedule II to the Companies Act, 2013.

Useful lives of the items of Property, Plant and Equipment are as follows:

| Asset                                                                                                                 | Estimated Useful Life |
|-----------------------------------------------------------------------------------------------------------------------|-----------------------|
| Building                                                                                                              | 30 Years              |
| Plant & Machinery                                                                                                     | 20 Years              |
| Leasehold Improvements (Lower useful life as compared to useful life given in Schedule II to the Companies Act, 2013) | 20 Years              |
| Furniture and Fixtures                                                                                                | 10 Years              |
| Vehicles                                                                                                              | 8 Years               |
| Other equipment                                                                                                       | 5 Years               |

The assets and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. Depreciation and amortization on property, plant and equipment added/disposed off during the year has been provided on pro-rata basis with reference to the date of addition/disposal.

## 2.8 NON-DERIVATIVE FINANCIAL INSTRUMENTS

### I. Financial Assets

#### a) Classification of financial assets

The Company classifies financial assets as subsequently measures at amortised cost, fair value through other comprehensive income or fair value through profit & loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

##### i) Debt instrument at amortised cost:

A 'debt Instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objectives is to hold assets for collecting contractual cash flow and
- Contractual terms of the asset give rise on specified dates to cash flow that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or cost that are an integral part of the EIR. The EIR. Amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. The category generally applies to trade and other receivable.

##### ii) Debt instrument at fair value through other comprehensive income (FVOCI):

Assets that are held for collection of contractual cash flow and selling the financial assets, where the assets' cash flow represents solely payments of principal and interest are measuring at FVOCI, movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue or foreign exchange gains and losses which are recognised in profit and loss. When the financial assets is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the EIR method. The company does not have any instruments classified as fair value through other comprehensive income (FVOCI).

##### iii) Debt instrument measured at fair through profit and loss (FVTPL):

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt instrument that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/ (losses) in the period in which it arises. Interest income from these financial assets is included in other income.

##### iv) Equity investments:

Investment in associates are accounted using equity method.

All other equity investments which are in scope of Ind-AS 109 are measured at fair value. Equity instrument which are held for

trading are classified as at FVTPL. For all other equity investments, the Company decide to classify the same either as at fair value through other comprehensive income (FVOCI) or FVTPL. The company makes such election on an instrument-by- instrument basis. The classification is made on initial recognition and is irrevocable. The company has designated the equity investments at FVTPL

For equity investments classified as FVOCI, all fair value changes on the instruments, excluding dividend, are recognized in other comprehensive income (OCI). There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of such investment

Equity investments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of profit and loss.

Costs of certain unquoted equity instruments has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range.

**b) Initial recognition and measurement**

All financial assets are recognised initially at fair value and for those instruments that are not subsequently measured at FVTPL, plus/ minus transaction cost that are attributable to the acquisition of the financial assets.

Trade receivable are carried at original invoice price as the sales arrangements do not contain any significant financial component. Purchase or sales of financial assets that required delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the company commits to purchase or sell the assets.

**c) Derecognition of financial assets**

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) primarily derecognised (i.e. removed from the company's balance sheet) when :

- The rights to receive cash flows from the asset have expired, or
- The Company has neither transferred nor retained substantially all the risks and rewards all the assets, but has transferred control of the assets.

When the company has transferred its rights to receive cash flow from an asset or has entered into a pass-through arrangement, it evaluates whether it has transferred substantially all the risks and rewards of ownership. In such cases, the financial asset is derecognised. When it has neither transferred nor retained substantially all of the risks and rewards of the assets, nor transferred control of the assets, the Company continues to recognise the transferred asset to the extent of the company's continuing involvement. In the case, the company recognises and associated liability. The transferred asset and the associated liability are measured on a basis that reflect the rights and obligations that the company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and maximum amount of consideration that the company could be required to repay.

**d) Impairment of financial assets**

In accordance with Ind-AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised COST e.g., loan, debt security, deposits, and bank balance.
- Trade Receivables

The company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component.

The application simplified approach does not require the company to track change in risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivable. The provision matrix based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, historically observed default rate updated and change in the forward looking estimates are analysed.

**II. Financial Liabilities and equity instruments**

Debt and equity instruments issued by an entity are classified as either financial liability or as equity in accordance with substance of the contractual arrangements and the definition of a financial liability and an equity instrument.

**a) Equity instruments:**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by an entity are recognised at the proceeds received, net of direct issue costs.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by an entity are recognised at the proceeds received, net of direct issue costs.

**b) Financial liabilities :- Classification**

Financial liabilities are classified as either 'at FVTPL' or 'other financial liabilities' which consist of derivative financial instruments, wherein the gain/losses arising from remeasurement of these instruments are recognized in the statements of profit and loss. Other financial liability (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

**c) Initial recognition and measurement:**

All financial liabilities are recognised initially at fair value and for those instruments that are not subsequently measured at FVTPL, plus/minus transaction cost that are attributable to issue of these instruments.

**d) Derecognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of the new liability. The difference in the respective carrying amounts is recognised in the statement of Profit and Loss.

## 2.9 INVENTORIES

Inventories are stated at the lower of cost and net realizable value.

- Cost of Raw Material is determined on a First In First Out (FIFO) basis.
- Stores and Consumables are valued at cost (net of CENVAT) or net realizable value whichever is lower.
- Work in Progress is valued at cost or net realizable value whichever is less. Cost comprises direct materials and appropriate portion of direct labour costs, manufacturing overheads and depreciation.
- Finished goods are valued at cost or net realizable value whichever is lower. Cost comprises direct materials and where applicable, direct labour costs, those overheads that have been incurred in bringing the inventories to their present location
- Scrap is valued at estimated realisable value.

## 2.10 NON-CURRENT ASSETS HELD FOR SALE

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such asset and its sale is highly probable. The Management must be committed to the sale, which should be expected to qualify for recognition as completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

## 2.11 BORROWING COSTS

Borrowing Costs that are interest and other costs that the company incurs in connection with the borrowings of funds and is measured with reference to the effective interest rate applicable to the respective borrowing. Borrowing costs include interest cost measured at EIR and exchange difference arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets, wherever applicable, till the assets are ready for their intended use. Such capitalisation is done only when it is probable that the asset will result in future economic benefits and the costs can be measured reliably. Capitalisation of borrowing cost is suspended and charged to statement when active development is interrupted. Capitalisation of borrowing costs commences when all the following conditions are satisfied:

- i. Expenditure for the acquisition, construction or production of a qualifying asset is being incurred;
- ii. Borrowing costs are being incurred; and
- iii. Activities that are necessary to prepare the asset for its intended use are in progress.

A qualifying asset is one which necessarily takes substantial period to get ready for intended use. All other borrowing costs are charged to revenue account.



## 2.12 EMPLOYEE BENEFITS

### Short term employee benefit obligations

Liabilities for wages, salaries, compensated absences including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related services are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are to be settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

### Post-employment obligations

The Company operates the following post-employment schemes:

- A. Defined benefit plans such as Gratuity; and
- B. Defined contribution plan such as Provident Fund

### Gratuity Obligations

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligations is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expenses in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in present value of the defined benefit obligation resulting from plan amendment or curtailments are recognised immediately in profit or loss as past service cost.

### Defined Contribution Plans

The Company pays provident fund contributions to publicly administered funds as per the local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expenses when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payment is available.

## 2.13 EXCISE DUTY

Excise duty (including Education Cess) on Finished Goods are shown separately in Manufacturing and Other Expenses and included in the valuation of Finished Goods.

## 2.14 CENVAT

CENVAT Credit of Raw Materials and Other Consumables is accounted at the time of purchase and the same is being adjusted to the cost of Raw Materials and Other Consumables.

## 2.15 ACCOUNTING FOR TAXES ON INCOME

### Income Taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in Deferred Tax Assets and Liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period i.e. as per the provisions of the Income Tax Act, 1961, as amended from time to time. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on the rates and tax laws enacted or substantively enacted, at the reporting date in the country where the Company operates and generates taxable income. Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Current tax assets and liabilities are offset only if, the Company :

- i) has legally enforceable right to set off the recognised amounts; and
- ii) Intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.”

## **Deferred Taxes**

Deferred tax is recognised in respect of temporary differences between the carrying amounts of the assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purpose

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences only if it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefits will be realised; such reductions are reversed when the probability of future taxable profits improves. Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantially enacted at the reporting date.

Deferred Tax Assets and Liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and Deferred Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Any tax credit including MAT credit available is recognised as Deferred Tax to the extent that it is probable that future taxable profit will be available against which the unused tax credits can be utilised. The said asset is created by way of credit to the Statement of Profit and Loss and shown under the head deferred tax asset

The carrying amount of Deferred Tax Assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the Deferred Tax Asset to be utilised. Unrecognised Deferred Tax Assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are offset only if, the Company :

- i) has legally enforceable right to set off the recognized amounts; and
- ii) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

## **a) Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

## **b) Contingent Liability**

Contingent liabilities are not provided for and if material, are disclosed by way of notes to accounts. Contingent Liability is disclosed in the case of:

- i. A present obligation arising from the past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- ii. A present obligation arising from the past events, when no reliable estimate is possible;
- iii. A possible obligation arising from the past events, unless the probability of outflow of resources is remote.

provision due to the passage of time is recognised as interest expense.

Contingent Liability is disclosed in the case of:

- i. A present obligation arising from the past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- ii. A present obligation arising from the past events, when no reliable estimate is possible;
- iii. A possible obligation arising from the past events, unless the probability of outflow of resources is remote.

## **2.16 LEASES**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

### **a) Company as a Lessee**

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the Statement of Profit and Loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

### **b) Company as a Lessor**

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease.

Leases are classified as Finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

## **2.17 EARNING PER SHARE**

### **a) Basic Earnings Per Share**

Basic Earnings Per Share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the company's earnings per share is the net profit for the period after deducting preference dividends, if any, and any attributable distribution tax thereto for the period.

### **b) Diluted Earnings Per Share**

Diluted Earnings Per Share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

## **2.18 CASH AND CASH EQUIVALENTS**

Cash and Cash Equivalents comprise cash and deposits with banks. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions and other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

## 2.19 STATEMENT OF CASH FLOWS

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing Cash Flows. The cash flows from operating, investing and financing activities of the Company are segregated.

### **Amendment to Ind AS 7:**

The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosure requirement. The Company is evaluating the requirements of the amendment and the effect on the financial statements is being evaluated.

## 2.20 DIVIDEND

The Company recognises a liability for dividends to equity holders of the Company when the dividend is authorised and the dividend is no longer at the discretion of the Company. As per the corporate laws in India, a dividend is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

## 2.21 ROUNDING OFF

All amounts disclosed in the financial statements and notes have been rounded off to the nearest rupees, unless otherwise stated.

## 2.22 EXCEPTIONAL ITEMS

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

## 2.23 OPERATING CYCLE

All assets and liabilities have been classified as current or non-current as per each Company's normal operating cycle and other criteria set out in the Schedule III to the Act

## 2.24 SEGMENT REPORTING

As the Company has only one primary business activity, Segment reporting is not applicable.

## 2.25 STANDARDS ISSUED BUT NOT YET EFFECTIVE

Ind AS 115 was issued on 28 March 2018 and establishes a five-step model to account for revenue arising from contracts with customers. Under Ind AS 115, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

The new revenue standard will supersede all current revenue recognition requirements under Ind AS. Either a full retrospective application or a modified retrospective application is required for annual periods beginning on or after 1 April 2018. The Company plans to adopt the new standard on the required effective date using the partial retrospective method.

**NOTE 3: PROPERTY, PLANT & EQUIPMENTS AND INVESTMENT PROPERTY**

| DESCRIPTION                         | GROSS BLOCK (AT COST) |                       |                                                  |                          |                      | DEPRECIATION / AMORTIZATION |                  |                             |                      | NET BLOCK            |                      |
|-------------------------------------|-----------------------|-----------------------|--------------------------------------------------|--------------------------|----------------------|-----------------------------|------------------|-----------------------------|----------------------|----------------------|----------------------|
|                                     | As At April 01, 2017  | Additions / Transfers | Effects of Foreign Currency Exchange Differences | Deductions / Adjustments | As At March 31, 2018 | As At April 01, 2017        | For The Year     | On Deductions / Adjustments | As At March 31, 2018 | As At March 31, 2018 | As At April 01, 2017 |
| <b>(A) TANGIBLE ASSETS</b>          |                       |                       |                                                  |                          |                      |                             |                  |                             |                      |                      |                      |
| Land - Freehold                     | 3,85,25,526           |                       |                                                  |                          | 3,85,25,526          | -                           |                  |                             | -                    | 3,85,25,526.00       | 3,85,25,526          |
| Land - Leasehold                    | 2,51,74,800           |                       |                                                  | 2,98,90,973              | 5,50,65,773          | -                           |                  |                             | -                    | 5,50,65,773.00       | 2,51,74,800          |
| Factory Buildings                   | 4,26,81,677           | 9,92,980              |                                                  | (2,98,90,973)            | 1,37,83,684          | 8,25,220                    | 4,89,029         | 8,24,640                    | 4,89,609             | 1,32,94,075.30       | 4,18,56,457          |
| Office Premises                     | 3,36,81,370           |                       |                                                  |                          | 3,36,81,370          | 15,28,705                   | 17,56,280        |                             | 32,84,985            | 3,03,96,385.08       | 3,21,52,665          |
| Renovation on Leasehold Premises    | 33,95,939             |                       | 5,90,198                                         |                          | 39,86,137            | 3,13,468                    | 3,12,566         |                             | 6,26,034             | 33,60,103.00         | 30,82,471            |
| Plant & Machinery                   | 2,46,01,039           | 1,52,07,513           | 17,15,340                                        |                          | 4,15,23,893          | 22,24,673                   | 27,04,095        |                             | 49,28,768            | 3,65,95,124.41       | 2,23,76,366          |
| Furniture & Fixtures                | 23,66,461             | 1,23,000              | 69,664                                           |                          | 25,59,125            | 3,75,240                    | 3,55,492         |                             | 7,30,732             | 18,28,393.00         | 19,91,221            |
| Vehicles                            | 78,17,803             | 67,60,126             | 12,46,722                                        | 10,78,022                | 1,47,46,629          | 9,71,477                    | 13,83,026        |                             | 23,54,503            | 1,23,92,125.99       | 68,46,326            |
| Computers                           | 6,63,303              | 3,64,111              | 1,09,547                                         |                          | 11,36,961            | 58,842                      | 3,41,507         |                             | 4,00,349             | 7,36,612.02          | 6,04,461             |
| <b>Total - Tangible Assets</b>      | <b>17,89,07,918</b>   | <b>2,34,47,730</b>    | <b>37,31,472</b>                                 | <b>10,78,022</b>         | <b>20,50,09,098</b>  | <b>62,97,624</b>            | <b>73,41,996</b> | <b>8,24,640</b>             | <b>1,28,14,981</b>   | <b>19,21,94,118</b>  | <b>17,26,10,293</b>  |
| <b>(B) CAPITAL WORK IN PROGRESS</b> | -                     | 12,24,500             |                                                  |                          | 12,24,500            | -                           | -                | -                           | -                    | 12,24,500            | -                    |
| <b>(C) INVESTMENT PROPERTY</b>      | 3,78,56,600           | -                     |                                                  | -                        | 3,78,56,600          | -                           | -                | -                           | -                    | 3,78,56,600          | 3,78,56,600          |
| <b>TOTAL(A)+(B)+(C)</b>             | <b>21,67,64,518</b>   | <b>2,46,72,230</b>    | <b>37,31,472</b>                                 | <b>10,78,022</b>         | <b>24,40,90,198</b>  | <b>62,97,624</b>            | <b>73,41,996</b> | <b>8,24,640</b>             | <b>1,28,14,981</b>   | <b>23,12,75,218</b>  | <b>21,04,66,893</b>  |

**NOTE 3: PROPERTY, PLANT & EQUIPMENTS AND INVESTMENT PROPERTY**

| DESCRIPTION                         | GROSS BLOCK (AT COST) |                       |                                                  |                          |                      | DEPRECIATION / AMORTIZATION |                  |                             |                      | NET BLOCK            |                      |
|-------------------------------------|-----------------------|-----------------------|--------------------------------------------------|--------------------------|----------------------|-----------------------------|------------------|-----------------------------|----------------------|----------------------|----------------------|
|                                     | As At April 01, 2016  | Additions / Transfers | Effects of Foreign Currency Exchange Differences | Deductions / Adjustments | As At March 31, 2017 | As At April 01, 2016        | For The Year     | On Deductions / Adjustments | As At March 31, 2017 | As At March 31, 2017 | As At April 01, 2016 |
| <b>(A) TANGIBLE ASSETS</b>          |                       |                       |                                                  |                          |                      |                             |                  |                             |                      |                      |                      |
| Land - Freehold                     | 3,85,25,526           | -                     | -                                                |                          | 3,85,25,526          | -                           | -                |                             | -                    | 3,85,25,526.00       | 3,85,25,526          |
| Land - Leasehold                    | 2,51,74,800           | -                     | -                                                |                          | 2,51,74,800          | -                           | -                |                             | -                    | 2,51,74,800.00       | 2,51,74,800          |
| Factory Buildings                   | 2,03,01,497           | 2,23,80,180           | -                                                |                          | 4,26,81,677          | -                           | 8,25,220         |                             | 8,25,220             | 4,18,56,457.30       | 2,03,01,497          |
| Office Premises                     | 1,50,32,627           | 1,86,48,743           | -                                                |                          | 3,36,81,370          | -                           | 15,28,705        |                             | 15,28,705            | 3,21,52,665.08       | 1,50,32,627          |
| Renovation on Leasehold Premises    | 37,11,680             | -                     | (3,15,741)                                       |                          | 33,95,939            | -                           | 3,13,468         |                             | 3,13,468             | 30,82,471.00         | 37,11,680            |
| Plant & Machinery                   | 2,30,81,540           | 25,00,578             | (9,67,600)                                       | 13,479                   | 2,46,01,039          | -                           | 22,24,673        |                             | 22,24,673            | 2,23,76,366.00       | 2,30,81,540          |
| Furniture & Fixture                 | 12,39,406             | 11,62,989             | (35,934)                                         |                          | 23,66,461            | -                           | 3,75,240         |                             | 3,75,240             | 19,91,221.00         | 12,39,406            |
| Vehicles                            | 39,96,595             | 45,00,655             | (6,79,447)                                       |                          | 78,17,803            | -                           | 9,71,477         |                             | 9,71,477             | 68,46,326.00         | 39,96,595            |
| Computers                           | 92,564                | 5,70,739              | -                                                |                          | 6,63,303             | -                           | 58,842           |                             | 58,842               | 6,04,461.00          | 92,564               |
| <b>Total - Tangible Assets</b>      | <b>13,11,56,235</b>   | <b>4,97,63,884</b>    | <b>(19,98,722)</b>                               | <b>13,479</b>            | <b>17,89,07,918</b>  | -                           | <b>62,97,624</b> | -                           | <b>62,97,624</b>     | <b>17,26,10,293</b>  | <b>13,11,56,235</b>  |
| <b>(B) CAPITAL WORK IN PROGRESS</b> | -                     |                       |                                                  |                          | -                    | -                           | -                | -                           | -                    | -                    | -                    |
| <b>(C) INVESTMENT PROPERTY</b>      | 3,78,56,600           | -                     |                                                  | -                        | 3,78,56,600          | -                           | -                |                             | -                    | 3,78,56,600          | 3,78,56,600          |
| <b>TOTAL(A)+(B)+(C)</b>             | <b>16,90,12,835</b>   | <b>4,97,63,884</b>    | <b>(19,98,722)</b>                               | <b>13,479</b>            | <b>21,67,64,518</b>  | -                           | <b>62,97,624</b> | -                           | <b>62,97,624</b>     | <b>21,04,66,893</b>  | <b>16,90,12,835</b>  |

- The management has technically reviewed the estimated useful life of Leasehold Improvement as 20 years which is different from those prescribed under Part C of Schedule II to the Companies Act 2013.
- Motor Vehicles amounting to Rs. 82,57,417/- as at 31st March 2018 (Previous Year as at 31st March 2017 Rs. 76,23,426/- and as at 1st April 2016 Rs. 35,24,573/-) are in the name of the directors of the company.
- Motor Vehicle amounting to Rs. 53,89,498/- (Previous Year as at 31st March 2017 Rs. Nil and as at 1st April 2016 Rs. Nil) has been provided as security against the term loan taken from Bank by the Company. Refer Note No. 18 & 23.
- The Company has elected to measure all its property, plant and equipment at the previous GAAP carrying amount i.e. 31st March, 2016 as its deemed cost (Gross Block Value) on the date of transition to Ind AS i.e. 1st April, 2016.
- During the year ended 31st March 2018, Land amounting to Rs. 2,98,90,873/- has been regrouped from Factory Buildings to Land Leasehold and the corresponding depreciation claimed in earlier years has been reversed and an effect for the same has been reflected in the adjustment column above.
- The fair market value of Investment property as determined in accordance with Level III input provided by Management is approximately Rs. 5,50,00,000/-

## NOTE 4 : FINANCIAL ASSETS - INVESTMENTS (NON - CURRENT)

| Particulars                                                                                      | As at March 31, 2018 |                     | As at March 31, 2017 |                     | As at April 01, 2016 |                     |
|--------------------------------------------------------------------------------------------------|----------------------|---------------------|----------------------|---------------------|----------------------|---------------------|
|                                                                                                  | No. of Unit          | Amount              | No. of Unit          | Amount              | No. of Unit          | Amount              |
| A. Investment in Equity Instruments (At Fair value through Profit & Loss)                        | 12,40,162            | 9,16,38,498         | 19,55,186            | 6,68,39,869         | 16,81,203            | 7,00,10,050         |
| B. Investment in Mutual Funds (At Fair value through Profit & Loss) (Unquoted and fully paid up) | 1,10,76,716          | 44,02,73,177        | 91,45,270            | 40,32,89,325        | 86,36,444            | 29,73,12,631        |
| <b>TOTAL</b>                                                                                     | <b>1,23,16,878</b>   | <b>53,19,11,674</b> | <b>1,11,00,456</b>   | <b>47,01,29,194</b> | <b>1,03,17,647</b>   | <b>36,73,22,681</b> |
| Aggregate Amount of Quoted Investment & Market Value thereof                                     |                      | 9,16,38,498         |                      | 6,68,39,869         |                      | 7,00,10,050         |
| Aggregate amount of Unquoted Investments                                                         |                      | 44,02,73,177        |                      | 40,32,89,325        |                      | 29,73,12,631        |
| Aggregate amount of impairment in value of Investments                                           |                      | -                   |                      | -                   |                      | -                   |

### Note :

Investment in Mutual Fund amounting to Rs. 10,33,72,024/- as at 31st March 2018 (Previous Year Rs. 5,92,28,915/- and as at 1st April, 2016 Rs. 5,92,28,915/-) are under lien against bank overdraft facility availed by the Company.



BI -- Investment in Equity Instruments (Quoted)

| Particulars                                | Face Value | AS ON 31ST MARCH 2018 |            | AS ON 31ST MARCH 2017 |            | AS ON 1ST APRIL 2016 |              | Particulars                                    | Face Value | AS ON 31ST MARCH 2018 |           | AS ON 31ST MARCH 2017 |           | AS ON 1ST APRIL 2016 |              |
|--------------------------------------------|------------|-----------------------|------------|-----------------------|------------|----------------------|--------------|------------------------------------------------|------------|-----------------------|-----------|-----------------------|-----------|----------------------|--------------|
|                                            |            | NO OF UNITS           | AMOUNT RS. | NO OF UNITS           | AMOUNT RS. | NO OF UNITS          | AMOUNT RS.   |                                                |            |                       |           |                       |           |                      |              |
| 20 Microns Limited                         | 5          | 18,000                | 8,79,300   | -                     | -          | -                    | -            | HDFC Limited                                   | 2          | -                     | -         | -                     | -         | 1,990.00             | 25,15,161.00 |
| Aarvi Encon Limited                        | 10         | 10,000                | 7,34,000   | -                     | -          | -                    | -            | Health Care Global Enterprises Limited         | 10         | -                     | -         | -                     | -         | 975.00               | 1,74,573.75  |
| Aditya Birla Capital Limited               | 10         | 9,500                 | 13,85,575  | -                     | -          | -                    | -            | Hero Motocorp Limited                          | 10         | -                     | -         | -                     | -         | 525.00               | 15,45,285.00 |
| Ajanta Pharma Limited                      | 10         | -                     | -          | -                     | -          | 625.00               | 8,81,562.50  | Hi-Tech Pipes Limited                          | 10         | 3,000                 | 10,79,850 | -                     | -         | -                    | -            |
| Allied Digital Services Limited            | 5          | -                     | -          | -                     | -          | 9,250.00             | 3,71,387.50  | Himechal Futuristic Communication Limited      | 1          | 1,78,000              | 46,10,200 | -                     | -         | -                    | -            |
| Amtek Auto Limited                         | 2          | -                     | -          | -                     | -          | 40,000.00            | 12,14,000.00 | Hindalco Industries Limited                    | 1          | -                     | -         | -                     | -         | 2,000.00             | 1,75,800.00  |
| Art Nirman Limited                         | 10         | 42,000                | 11,65,500  | 54,000                | 14,85,000  | -                    | -            | Hotel Leela Venture Limited                    | 2          | 63,500                | 10,89,025 | -                     | -         | -                    | -            |
| Arow Greentech Limited                     | 10         | -                     | -          | -                     | -          | 650.00               | 3,58,930.00  | ICIICI Bank Limited                            | 1          | 200                   | 55,680    | 3,000                 | 8,31,300  | 4,650.00             | 10,99,957.50 |
| Asiapura Intimates Fashion Limited         | 10         | 1,185                 | 5,33,546   | -                     | -          | -                    | -            | ILFS Transportation Networks Limited           | 10         | -                     | -         | -                     | -         | 5,000.00             | 3,59,500.00  |
| Asiatic Leyland Limited                    | 1          | -                     | -          | 5,000                 | 4,22,750   | -                    | -            | Indo Count Industries Limited                  | 2          | 4,000                 | 3,39,400  | -                     | -         | -                    | -            |
| Asian Paints Limited                       | 1          | 4,500                 | 50,43,150  | 5,900                 | 63,20,080  | 4,500.00             | 39,09,150.00 | Infosys Limited                                | 10         | 74                    | 83,946    | 500                   | 5,10,400  | 400.00               | 4,87,180.00  |
| ACC Limited                                | 10         | -                     | -          | -                     | -          | 820.00               | 11,31,846.00 | ITC Limited                                    | 1          | 8,000                 | 20,47,200 | -                     | -         | 2,100.00             | 6,88,905.00  |
| Aurangabad Distillery Limited              | 5          | -                     | -          | 16,000                | 9,44,000   | -                    | -            | J Kumar Infapropert Limited                    | 5          | 1,000                 | 2,68,800  | -                     | -         | -                    | -            |
| Aurobindo Pharma Limited                   | 1          | -                     | -          | -                     | -          | 2,200.00             | 16,39,000.00 | JK Lakshmi Cement Limited                      | 5          | 1,000                 | 4,62,950  | -                     | -         | -                    | -            |
| Bajaj Auto Limited                         | 10         | -                     | -          | -                     | -          | 675.00               | 16,24,117.50 | Jama Auto Industries Limited                   | 10         | -                     | -         | -                     | -         | 8,000.00             | 11,11,200.00 |
| Bal Krishna Industries Limited             | 2          | -                     | -          | -                     | -          | 630.00               | 3,96,585.00  | Japnakash Associates Limited                   | 2          | 35,000                | 6,63,250  | -                     | -         | -                    | -            |
| Balssore Alloys Limited                    | 5          | -                     | -          | 85,000                | 57,84,250  | -                    | -            | JTL Infra Limited                              | 10         | 6,602                 | 10,50,378 | -                     | -         | -                    | -            |
| Best Steel Logistics Limited               | 2          | 10,086                | 13,20,257  | -                     | -          | -                    | -            | Jyothy Laboratories Limited                    | 1          | 2,700                 | 10,55,160 | -                     | -         | -                    | -            |
| Bharat Heavy Electricals Limited           | 2          | 16,000                | 13,02,400  | -                     | -          | -                    | -            | Kandhemu Limited                               | 10         | 4,000                 | 9,68,800  | -                     | -         | -                    | -            |
| Bharat Electronics Limited                 | 1          | 4,000                 | 5,68,200   | -                     | -          | -                    | -            | The Kanur Vyssa Bank Limited                   | 2          | 4,000                 | 4,03,400  | -                     | -         | -                    | -            |
| Boda Chemicals Limited                     | 2          | -                     | -          | 7,500                 | 12,01,875  | -                    | -            | Kingfra Science and Technologies India Limited | 10         | 700                   | 6,16,035  | -                     | -         | -                    | -            |
| BSE Limited                                | 2          | 1,000                 | 7,56,200   | -                     | -          | -                    | -            | Koak Mahindra Bank Limited                     | 10         | -                     | -         | 600                   | 5,23,260  | 2,900.00             | 19,74,900.00 |
| Canara Bank Limited                        | 10         | 1,000                 | 2,64,250   | -                     | -          | -                    | -            | Krishna Prochem Limited                        | 10         | -                     | -         | 12,000                | 4,21,800  | -                    | -            |
| Century Textile Industries Limited         | 10         | -                     | -          | -                     | -          | 800.00               | 4,22,960.00  | Libas Designs Limited                          | 10         | 12,000                | 13,44,000 | -                     | -         | -                    | -            |
| Cipla Limited                              | 5          | 2,250                 | 12,22,313  | 2,250                 | 13,32,675  | 2,250.00             | 11,52,450.00 | Larsen & Toubro Limited                        | 2          | -                     | -         | -                     | -         | 700.00               | 8,51,340.00  |
| City Union Bank Limited                    | 1          | -                     | -          | -                     | -          | 2,000.00             | 1,89,600.00  | Lupin Limited                                  | 2          | 950                   | 6,99,580  | -                     | -         | 350.00               | 5,18,087.50  |
| Coal India Limited                         | 10         | 5,500                 | 15,59,250  | 5,500                 | 16,10,400  | -                    | -            | Mahindra Lifespace Developers Limited          | 10         | 1,750                 | 7,74,113  | 1,500                 | 5,80,575  | -                    | -            |
| Container Corporation Limited              | 10         | -                     | -          | 1,750                 | 22,24,338  | -                    | -            | Mahindra Holidays & Resorts India Limited      | 10         | 1,500                 | 4,38,450  | -                     | -         | -                    | -            |
| Cochin Shipyard Limited                    | 10         | 1,750                 | 8,80,863   | -                     | -          | -                    | -            | Manav Infra Project Limited                    | 10         | 12,000                | 1,51,800  | -                     | -         | -                    | -            |
| Cummins India Limited                      | 2          | 500                   | 3,50,575   | -                     | -          | -                    | -            | MCX India Limited                              | 10         | 750                   | 5,01,788  | -                     | -         | -                    | -            |
| Dabur India Limited                        | 1          | -                     | -          | 5,500                 | 15,24,325  | -                    | -            | MRF Limited                                    | 10         | -                     | -         | -                     | -         | 12.00                | 4,60,422.00  |
| Dhanuka Realty Limited                     | 10         | 24,000                | 3,74,400   | 18,000                | 6,84,000   | -                    | -            | Multi Commodity Exchange Of India Limited      | 10         | -                     | -         | -                     | -         | 1,300.00             | 10,85,760.00 |
| Dyvi's Laboratories Limited                | 1          | -                     | -          | 750                   | 4,68,113   | 600.00               | 5,91,030.00  | Nekasat Limited                                | 2          | -                     | -         | 10,000                | 5,85,000  | -                    | -            |
| Dollar Industries Limited                  | 2          | 5,000                 | 19,45,750  | -                     | -          | 30.00                | 5,74,195.50  | Neuland Laboratories Limited                   | 10         | 325                   | 2,29,791  | -                     | -         | -                    | -            |
| Eicher Motors Limited                      | 10         | -                     | -          | -                     | -          | -                    | -            | Niit Limited                                   | 2          | -                     | -         | 15,000                | 12,61,500 | -                    | -            |
| Emami Limited                              | 1          | 1,000                 | 10,68,000  | -                     | -          | -                    | -            | Niit Technologies Limited                      | 10         | -                     | -         | 1,250                 | 5,45,500  | -                    | -            |
| Engineers India Limited                    | 5          | 3,000                 | 4,74,300   | -                     | -          | 780.00               | 22,26,900.00 | Nitin Fire Protection Industries Limited       | 2          | -                     | -         | 46,500                | 10,48,575 | 11,500.00            | 3,84,100.00  |
| Force Motors Limited                       | 10         | -                     | -          | -                     | -          | -                    | -            | NMDC Limited                                   | 1          | 4,000                 | 4,74,600  | -                     | -         | -                    | -            |
| Fortis Healthcare Limited                  | 10         | 3,500                 | 4,31,900   | -                     | -          | -                    | -            | Oil & Natural Gas Corporation Limited          | 2          | -                     | -         | -                     | -         | 2,600.00             | 5,58,350.00  |
| Fortune Financial Services (India) Limited | 10         | 7,678                 | 16,37,334  | 9,747                 | 30,14,747  | 11,890.00            | 15,71,858.00 | Pansari Developers Limited                     | 10         | 36,000                | 7,11,000  | 48,000                | 9,62,400  | -                    | -            |
| Garner Construction Limited                | 10         | 2,657                 | 57,790     | -                     | -          | -                    | -            | Padumjee Paper Product Limited                 | 1          | 3,500                 | 11,20,350 | -                     | -         | -                    | -            |
| Glaxosmith Pharmaceuticals Limited         | 10         | 300                   | 6,25,620   | -                     | -          | -                    | -            | P.I. Industries Limited                        | 2          | -                     | -         | -                     | -         | 1,000.00             | 5,67,400.00  |
| Global Education Limited                   | 10         | 10,000                | 17,00,000  | -                     | -          | 78,000               | 20,28,000    | Pidlite Industries Limited                     | 1          | -                     | -         | -                     | -         | 1,300.00             | 7,69,210.00  |
| Globe International Carriers Limited       | 10         | -                     | -          | -                     | -          | -                    | -            | Power Finance Corporation Limited              | 10         | 16,000                | 13,74,400 | -                     | -         | -                    | -            |
| Gmr Infrastructure Limited                 | 10         | 50,000                | 8,50,000   | -                     | -          | -                    | -            | Praj Industries Limited                        | 2          | 19,000                | 15,27,600 | 15,000                | 12,00,000 | -                    | -            |
| Gokaldas Exports Limited                   | 5          | 11,500                | 10,01,650  | -                     | -          | -                    | -            | Puravankara Projects Limited                   | 5          | 5,000                 | 6,94,250  | -                     | -         | -                    | -            |
| Ganesh International Limited               | 10         | 16,200                | 37,91,610  | -                     | -          | -                    | -            | Rama Steel Tubes Limited                       | 5          | 7,530                 | 13,29,045 | -                     | -         | -                    | -            |
| Ganesh Ecosphere Limited                   | 10         | 3,211                 | 10,86,763  | -                     | -          | -                    | -            | Rain Industries Limited                        | 2          | 1,700                 | 6,35,970  | -                     | -         | -                    | -            |
| Gujarat Gas Limited                        | 10         | 600                   | 4,98,120   | -                     | -          | -                    | -            | R & B Demins Limited                           | 10         | 45,000                | 23,40,000 | -                     | -         | -                    | -            |
| Gujarat Narmada Valley Fertilizer Limited  | 10         | 1,200                 | 4,36,740   | -                     | -          | -                    | -            |                                                |            |                       |           |                       |           |                      |              |
| HDFC Bank Limited                          | 2          | -                     | -          | -                     | -          | 2,550.00             | 32,22,945.00 |                                                |            |                       |           |                       |           |                      |              |

| LIST OF UNQUOTED INVESTMENT - MUTUAL FUND   |            |                       |                    |                       |                    |                       |                    |                       |            |
|---------------------------------------------|------------|-----------------------|--------------------|-----------------------|--------------------|-----------------------|--------------------|-----------------------|------------|
| Particulars                                 | Face Value | AS ON 31ST MARCH 2018 |                    | AS ON 31ST MARCH 2017 |                    | AS ON 31ST MARCH 2018 |                    | AS ON 31ST MARCH 2017 |            |
|                                             |            | NO OF UNITS           | AMOUNT RS.         | NO OF UNITS           | AMOUNT RS.         | NO OF UNITS           | AMOUNT RS.         | NO OF UNITS           | AMOUNT RS. |
| Raghav Productivity Enhancers Limited       | 10         | 3,000                 | 3,25,500           | -                     | -                  | -                     | -                  | -                     | -          |
| RBL Bank Limited                            | 10         | 3,000                 | 14,30,700          | -                     | -                  | -                     | -                  | -                     | -          |
| S R Industries Limited                      | 10         | 10,000                | 2,60,000           | -                     | -                  | -                     | -                  | -                     | -          |
| Sadhav Engineering Limited                  | 1          | -                     | -                  | 5,000                 | 15,34,750          | -                     | -                  | -                     | -          |
| Sakar Healthcare Limited                    | 10         | 15,000                | 8,92,500           | 51,000                | 29,07,000          | -                     | -                  | -                     | -          |
| Salasar Techno Engineering Limited          | 10         | 2,750                 | 9,25,788           | -                     | -                  | -                     | -                  | -                     | -          |
| Salasar Techno Engineering Limited          | 10         | 7,714                 | 25,96,918          | -                     | -                  | -                     | -                  | -                     | -          |
| Servotech Power Systems Limited             | 10         | 12,000                | 4,56,600           | -                     | -                  | -                     | -                  | -                     | -          |
| Shailbhadra Finance Limited                 | 10         | -                     | -                  | 82,000                | 60,68,000          | -                     | -                  | -                     | -          |
| Shivam Autotech Limited                     | 2          | -                     | -                  | -                     | -                  | 4,000.00              | 1,94,600.00        | -                     | -          |
| Sintex Industries Limited                   | 1          | 4,500                 | 80,775             | 4,500                 | 4,76,100           | 8,500.00              | 6,55,350.00        | -                     | -          |
| Sintex Plastics technology Limited          | 1          | 9,500                 | 5,47,200           | -                     | -                  | -                     | -                  | -                     | -          |
| Siyaram Silk Mills Limited                  | 10         | -                     | -                  | -                     | -                  | 474.00                | 4,66,771.50        | -                     | -          |
| Spicejet Limited                            | 10         | 3,500                 | 4,38,025           | -                     | -                  | -                     | -                  | -                     | -          |
| State Bank of India Limited                 | 1          | 1,000                 | 2,50,100           | -                     | -                  | -                     | -                  | -                     | -          |
| Sun Pharmaceuticals Industries Limited      | 1          | 9,100                 | 45,08,136          | 8,100                 | 55,70,369          | 8,100.00              | 66,37,545.00       | -                     | -          |
| Sun Pharma Advance Research Company Limited | 1          | -                     | -                  | 2,129                 | 6,74,254           | 3,000.00              | 8,63,850.00        | -                     | -          |
| Suzlon Energy Limited                       | 2          | 37,500                | 4,02,750           | 37,500                | 7,16,250           | 77,500.00             | 10,96,625.00       | -                     | -          |
| Surevin Bpo Services Limited                | 10         | 45,000                | 34,20,000          | -                     | -                  | -                     | -                  | -                     | -          |
| Swaraj Engine Limited                       | 10         | -                     | -                  | -                     | -                  | 500.00                | 4,25,750.00        | -                     | -          |
| Tara Jewels Limited                         | 10         | -                     | -                  | -                     | -                  | 10,000.00             | 3,98,000.00        | -                     | -          |
| Tata Iron and Steel Limited                 | 10         | -                     | -                  | -                     | -                  | 600.00                | 1,91,700.00        | -                     | -          |
| Tvs Motor Company Limited                   | 1          | -                     | -                  | -                     | -                  | 2,200.00              | 7,09,830.00        | -                     | -          |
| Tatwalkars Better Value Fitness Limited     | 10         | 2,000                 | 3,46,600           | -                     | -                  | -                     | -                  | -                     | -          |
| Tara Chand Logistics Solutions Limited      | 10         | 1,00,000              | 49,50,000          | -                     | -                  | -                     | -                  | -                     | -          |
| Tata Motors Limited                         | 1          | -                     | -                  | 1,000                 | 4,65,950           | 2,985.00              | 11,53,105.50       | -                     | -          |
| Tiagarh Wagon Limited                       | 2          | -                     | -                  | 18,500                | 21,52,475          | -                     | -                  | -                     | -          |
| Torrent Pharmaceuticals Limited             | 10         | -                     | -                  | -                     | -                  | 3,450.00              | 46,21,965.00       | -                     | -          |
| Tvs Sreebhakra Limited                      | 10         | 300                   | 9,64,650           | 300                   | 10,47,030          | -                     | -                  | -                     | -          |
| Ultratech Cement Limited                    | 10         | 150                   | 5,92,178           | -                     | -                  | -                     | -                  | -                     | -          |
| United Phosphorus Limited                   | 2          | 1,500                 | 10,92,075          | 3,000                 | 21,77,700          | 1,000.00              | 4,77,600.00        | -                     | -          |
| United Spirits Limited                      | 10         | -                     | -                  | -                     | -                  | 150.00                | 3,74,925.00        | -                     | -          |
| Upsurge Investment Finance Limited          | 10         | 55,000                | 24,36,500          | 1,50,000              | 22,12,500          | 1,50,000.00           | 36,37,500.00       | -                     | -          |
| Urja Global Limited                         | 1          | -                     | -                  | 9,65,910              | 14,10,229          | 9,65,910.00           | 13,23,296.70       | -                     | -          |
| Va Tech Wabag Limited                       | 2          | 1,750                 | 8,67,738           | -                     | -                  | -                     | -                  | -                     | -          |
| Vardhman Acrylics Limited                   | 1          | -                     | -                  | -                     | -                  | 50,000.00             | 16,35,000.00       | -                     | -          |
| Vidhi Dyestuffs Manufacturing Limited       | 1          | -                     | -                  | 18,000                | 10,26,000          | 18,000.00             | 11,72,700.00       | -                     | -          |
| Vinati Organics Limited                     | 2          | -                     | -                  | -                     | -                  | 5,282.00              | 20,48,887.80       | -                     | -          |
| Virtual Global Education Limited            | 1          | 1,60,000              | 1,37,600           | 1,60,000              | 8,86,400           | 1,60,000.00           | 11,42,400.00       | -                     | -          |
| Womens Next Loungeries Limited              | 10         | 10,000                | 6,30,000           | -                     | -                  | -                     | -                  | -                     | -          |
| <b>Total</b>                                |            | <b>12,40,162</b>      | <b>9,16,38,498</b> | <b>19,55,186</b>      | <b>6,68,39,869</b> | <b>16,81,203</b>      | <b>7,00,10,050</b> |                       |            |

| Particulars                                               | Face Value | AS ON 31ST MARCH 2018 | AS ON 31ST MARCH 2017 | AS ON 1ST APRIL 2016 |
|-----------------------------------------------------------|------------|-----------------------|-----------------------|----------------------|
| ICICI Prudential Flexible Income Direct Plan              | 10         | 22,659.23             | 75,88.431             | 16,093.19            |
| ICICI Prudential Balanced Advantage Fund                  | 10         | 8,47,385.81           | 2,98,19,507           | -                    |
| ICICI Prudential Regular Saving Fund                      | 10         | 12,92,400.03          | 2,51,52,302           | -                    |
| Kotak Income Opportunities Fund L & T Infrastructure Fund | 10         | 10,47,822.34          | 2,00,39,917           | 10,47,822.34         |
| Motilal Oswal Most Focused Mid Cap 30 Fund                | 10         | 10,47,822.34          | 1,88,02,229           | 1,70,92,497.07       |
| Reliance Mid & Small Cap Fund                             | 10         | 3,07,767.60           | 52,75,137             | -                    |
| Reliance Regular Sving Fund                               | 10         | -                     | -                     | 1,22,869.44          |
| SBI Bluechip Fund                                         | 10         | -                     | -                     | 23,43,955.81         |
| SBI Corporate Bond Fund                                   | 10         | -                     | -                     | -                    |
| SBI Magnum Balanced Fund                                  | 10         | 20,429.13             | 26,31,884             | -                    |
| SBI Magnum Global Fund                                    | 10         | -                     | -                     | 74,971.62            |
| SBI Magnum Midcap Fund                                    | 10         | -                     | -                     | 94,97,285.76         |
| SBI Magnum Multipier Fund                                 | 10         | 1,94,673.56           | 1,61,86,464           | -                    |
| SBI Pharma Fund                                           | 10         | 4,43,261.48           | 1,94,673.56           | -                    |
| SBI Regular Saving Fund                                   | 10         | 2,12,71,054           | 1,49,45,731           | -                    |
| Sundaram Select Focus                                     | 10         | 4,43,261.48           | 4,43,261.48           | -                    |
| Sundaram Select Midcap                                    | 10         | 97,986.70             | 1,85,37,106           | -                    |
| Sundaram Smile Fund                                       | 10         | 2,08,65,718           | 40,087.58             | -                    |
| UTI Bond Fund                                             | 10         | 68,343.39             | 75,07,462             | -                    |
| UTI Income Opportunities Fund                             | 10         | 84,97,824             | 68,343.39             | -                    |
|                                                           | 10         | -                     | 98,42,712             | 16,581.16            |
|                                                           | 10         | -                     | -                     | 22,17,282.86         |
|                                                           | 10         | -                     | -                     | 90,985.26            |
|                                                           | 10         | -                     | -                     | 22,71,337.88         |
|                                                           | 10         | -                     | -                     | -                    |
|                                                           | 10         | -                     | -                     | 1,07,362.50          |
|                                                           | 10         | -                     | -                     | 1,26,20,848.73       |
|                                                           | 10         | -                     | -                     | 92,484.05            |
|                                                           | 10         | -                     | -                     | 3,03,06,634.42       |
|                                                           | 10         | -                     | -                     | 63,970.10            |
|                                                           | 10         | -                     | -                     | 40,79,660.89         |
|                                                           | 10         | 1,09,128.01           | 1,09,128.01           | 54,49,515            |
|                                                           | 10         | 56,78,640             | 54,49,515             | 1,09,128.01          |
|                                                           | 10         | 9,36,178.21           | 9,36,178.21           | 48,03,810.31         |
|                                                           | 10         | 1,48,35,710           | 1,39,16,195           | 1,26,34,754.74       |
| <b>Total</b>                                              |            | <b>1,10,76,715.62</b> | <b>45,58,42,460</b>   | <b>91,45,269.78</b>  |
|                                                           |            |                       | <b>40,32,89,325</b>   | <b>86,36,444</b>     |
|                                                           |            |                       |                       | <b>29,73,12,631</b>  |

## NOTE 5: FINANCIAL ASSETS - OTHERS (NON-CURRENT)

| Particulars                             | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|-----------------------------------------|-------------------------|-------------------------|-------------------------|
| Security and Other Deposits             | 1,84,79,039             | 2,02,45,974             | 1,94,84,970             |
| Fixed Deposits maturing after 12 months | 12,51,900               | 1,66,300                | -                       |
| <b>TOTAL</b>                            | <b>1,97,30,939</b>      | <b>2,04,12,274</b>      | <b>1,94,84,970</b>      |

### Note :

- Security and Other deposits of Rs. 1,82,13,425/- (Previous Year as at 31st March 2017 Rs.1,95,00,000/- and as at 1st April 2016 Rs. 1,77,83,466/-) is due from relative of key management personnel.
- Fixed Deposit of Rs. 12,51,900/- (Previous Year as at 31st March 2017 Rs.1,66,300/- and as at 1st April 2016 Rs. NIL) that are restricted for use pertains to lien against bank guarantee with Indian Bank.

## NOTE 6: INCOME TAX

### A. COMPONENTS OF INCOME TAX EXPENSE

| Particulars                                                        | As at March<br>31, 2018 | As at March<br>31, 2017 |
|--------------------------------------------------------------------|-------------------------|-------------------------|
| <b>I. Tax expense recognised in statement of profit &amp; loss</b> |                         |                         |
| <b>Current Tax</b>                                                 |                         |                         |
| Current year                                                       | 9,68,78,745             | 9,15,25,050             |
| (Excess) / Short Provision of Earlier Years                        | 6,34,222                | -63,219                 |
| <b>Sub-Total</b>                                                   | <b>9,75,12,967</b>      | <b>9,14,61,831</b>      |
| <b>Deferred tax charge/ (credit)</b>                               |                         |                         |
| Origination and reversal of temporary difference                   | 20,30,401               | -36,240                 |
| <b>Sub-Total</b>                                                   | <b>20,30,401</b>        | <b>-36,240</b>          |
| <b>Total</b>                                                       | <b>9,95,43,368</b>      | <b>9,14,25,591</b>      |
| <b>II. Tax on other comprehensive income</b>                       |                         |                         |
| <b>Items that will not be reclassified to Profit and Loss</b>      |                         |                         |
| Remeasurement of the Defined Benefit Plans                         | (30,741)                | 1,59,242                |
| <b>Total</b>                                                       | <b>(30,741)</b>         | <b>1,59,242</b>         |

### B. RECONCILIATION OF EFFECTIVE TAX RATES

| Particulars                                                                           | As at March<br>31, 2018 | As at March<br>31, 2017 |
|---------------------------------------------------------------------------------------|-------------------------|-------------------------|
| <b>Profit/(loss) before tax</b>                                                       | 33,92,07,661            | 38,21,03,406            |
| <b>Enacted Income Tax Rate in India</b>                                               | 34.608%                 | 34.608%                 |
| Income Tax expense calculated at enacted corporate tax rate                           | 11,73,92,987            | 13,22,38,347            |
| Effect of income that is exempt from tax                                              | (12,10,543)             | (10,27,135)             |
| Effect of expenses that are not deductible in determining taxable profit              | 14,13,213               | 13,12,458               |
| Expenditure allowable at lower rate                                                   | 7,03,408                | 4,04,914                |
| Effect of income which is taxed at special rates                                      | (1,72,99,207)           | (2,98,40,844)           |
| Effect of difference between India and foreign tax rates and non taxable subsidiaries | (21,40,343)             | (1,13,05,022)           |
| Effect of difference in current tax rate and deferred tax rate                        | 1,58,676                | 2,19,088                |
| Excess Provision created for the current year                                         | 1,84,593                | 1,02,516                |
| Excess Provision created for the previous year                                        | 6,34,222                | (36,240)                |
| Others                                                                                | (2,93,637)              | (6,16,325)              |
| <b>Total</b>                                                                          | <b>9,95,43,368</b>      | <b>9,14,51,757</b>      |
| <b>Effective tax rate for the year</b>                                                | <b>29.35%</b>           | <b>23.93%</b>           |

## FINEOTEX CHEMICAL LIMITED

### C. MOVEMENT IN DEFERRED TAX ASSETS/(LIABILITIES)

| Particulars                               | Net deferred tax asset / (liabilities) as on 1st April, 2017 | Recognised in profit and loss | Recognised in other comprehensive income | Net deferred tax asset / (liabilities) as on 31st March, 2018 |
|-------------------------------------------|--------------------------------------------------------------|-------------------------------|------------------------------------------|---------------------------------------------------------------|
| <b>Deferred tax assets/ (liabilities)</b> |                                                              |                               |                                          |                                                               |
| Property, plant and equipment             | (64,51,325)                                                  | 4,19,765                      | -                                        | (60,31,560)                                                   |
| Investments                               | (32,93,204)                                                  | 7,77,381                      | -                                        | (25,15,823)                                                   |
| Investment Property                       | 13,10,141                                                    | 1,59,705                      | -                                        | 14,69,846                                                     |
| Inventories                               | 18,25,931                                                    | (16,18,518)                   | -                                        | 2,07,413                                                      |
| Employee benefits                         | 4,63,321                                                     | (1,49,398)                    | (30,741)                                 | 2,83,182                                                      |
| Other Current Assets                      | 98,37,198                                                    | (16,19,337)                   | -                                        | 82,17,861                                                     |
| <b>Deferred tax assets/ (liabilities)</b> | <b>36,92,062</b>                                             | <b>(20,30,402)</b>            | <b>(30,741)</b>                          | <b>16,30,919</b>                                              |

### MOVEMENT IN DEFERRED TAX ASSETS/(LIABILITIES)

| Particulars                               | Net deferred tax asset / (liabilities) as on 1st April, 2016 | Recognised in profit and loss | Recognised in other comprehensive income | Net deferred tax asset / (liabilities) as on 31st March, 2017 |
|-------------------------------------------|--------------------------------------------------------------|-------------------------------|------------------------------------------|---------------------------------------------------------------|
| <b>Deferred tax assets/ (liabilities)</b> |                                                              |                               |                                          |                                                               |
| Property, plant and equipment             | (52,79,121)                                                  | (11,72,204)                   | -                                        | (64,51,325)                                                   |
| Investments                               | (24,60,672)                                                  | (8,32,532)                    | -                                        | (32,93,204)                                                   |
| Investment Property                       | 7,64,249                                                     | 5,45,892                      | -                                        | 13,10,141                                                     |
| Inventories and other related items       | 2,69,283                                                     | 15,56,648                     | -                                        | 18,25,931                                                     |
| Employee benefits                         | 3,26,784                                                     | (22,705)                      | 1,59,242                                 | 4,63,321                                                      |
| Other Current Assets                      | 98,76,058                                                    | (38,860)                      | -                                        | 98,37,198                                                     |
| <b>Deferred tax assets/ (liabilities)</b> | <b>34,96,581</b>                                             | <b>36,239</b>                 | <b>1,59,242</b>                          | <b>36,92,062</b>                                              |

### D. DEFERRED TAX ASSETS

| Particulars                                    | As at March 31, 2018 | As at March 31, 2017 | As at April 01, 2016 |
|------------------------------------------------|----------------------|----------------------|----------------------|
| <b>Deferred Tax Assets</b>                     |                      |                      |                      |
| Inventories and other related items            | 2,07,413             | 18,25,931            | 2,69,283             |
| Employee Benefits                              | 2,83,182             | 4,63,321             | 3,26,784             |
| Investment Property                            | 14,69,846            | 13,10,141            | 7,64,249             |
| Other Current Assets                           | 82,17,861            | 98,37,198            | 98,76,058            |
| <b>Total</b>                                   | <b>1,01,78,302</b>   | <b>1,34,36,591</b>   | <b>1,12,36,374</b>   |
| <b>Deferred Tax Liabilities</b>                |                      |                      |                      |
| Property, Plant and Equipment                  | 60,31,560            | 64,51,325            | 52,79,121            |
| Investments                                    | 25,15,823            | 32,93,204            | 24,60,672            |
| <b>Total</b>                                   | <b>85,47,383</b>     | <b>97,44,529</b>     | <b>77,39,793</b>     |
| <b>NET DEFERRED TAX ASSETS / (LIABILITIES)</b> | <b>16,30,919</b>     | <b>36,92,062</b>     | <b>34,96,581</b>     |

### NOTE 7: NON - CURRENT TAX ASSETS

| Particulars                                      | As at March 31, 2018 | As at March 31, 2017 | As at April 01, 2016 |
|--------------------------------------------------|----------------------|----------------------|----------------------|
| Advance payment of Income Tax (Net of Provision) | 40,39,158            | 85,08,984            | 16,09,438            |
| <b>TOTAL</b>                                     | <b>40,39,158</b>     | <b>85,08,984</b>     | <b>16,09,438</b>     |

## NOTE 8: OTHER NON-CURRENT ASSETS

| Particulars                     | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|---------------------------------|-------------------------|-------------------------|-------------------------|
| Capital Advances                | 3,79,60,000             | 3,69,60,000             | 3,69,60,000             |
| Balances with Govt. Authorities | 12,83,762               | 20,39,155               | 6,68,802                |
| <b>TOTAL</b>                    | <b>3,92,43,762</b>      | <b>3,89,99,155</b>      | <b>3,76,28,802</b>      |

## NOTE 9: INVENTORIES

| Particulars                                     | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|-------------------------------------------------|-------------------------|-------------------------|-------------------------|
| <b>At Lower of Cost or Net Realisable Value</b> |                         |                         |                         |
| Raw Materials                                   | 14,57,19,510            | 8,30,44,746             | 7,16,58,261             |
| Work in Process                                 | 2,01,64,444             | 1,02,08,657             | 1,54,08,252             |
| Finished Goods                                  | 3,51,38,655             | 2,90,22,294             | 2,48,22,154             |
| Finished Goods (in Transit)                     | 63,32,867               | 65,90,893               | 9,72,006                |
| Others (Packing Material)                       | 35,99,800               | 25,23,151               | 28,25,275               |
| <b>TOTAL</b>                                    | <b>21,09,55,276</b>     | <b>13,13,89,741</b>     | <b>11,56,85,947</b>     |

### Note:

For Method of Valuation of Inventories refer Note No. 2.9

## NOTE 10: FINANCIAL ASSETS - INVESTMENTS (CURRENT)

| Particulars                                                                                                        | As at March 31, 2018 |                    | As at March 31, 2017 |          | As at April 01, 2016 |          |
|--------------------------------------------------------------------------------------------------------------------|----------------------|--------------------|----------------------|----------|----------------------|----------|
|                                                                                                                    | No. of Units         | Amount             | No. of Units         | Amount   | No. of Units         | Amount   |
| <b>Investment in Liquid Mutual Funds (At Fair value through Profit &amp; Loss)</b><br>(Unquoted and fully paid up) | 6,44,934             | 1,55,69,284        | -                    | -        | -                    | -        |
| <b>TOTAL</b>                                                                                                       | <b>6,44,934</b>      | <b>1,55,69,284</b> | <b>-</b>             | <b>-</b> | <b>-</b>             | <b>-</b> |
| <b>Aggregate Amount of Quoted Investment &amp; Market Value thereof</b>                                            | -                    | -                  | -                    | -        | -                    | -        |
| <b>Aggregate amount of Unquoted Investments</b>                                                                    | -                    | 1,55,69,284        | -                    | -        | -                    | -        |
| <b>Aggregate amount of impairment in value of Investments</b>                                                      | -                    | -                  | -                    | -        | -                    | -        |

## NOTE 11: FINANCIAL ASSETS - TRADE RECEIVABLES

| Particulars                 | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|-----------------------------|-------------------------|-------------------------|-------------------------|
| <b>Trade Receivables</b>    |                         |                         |                         |
| Unsecured - Considered Good | 27,91,92,583            | 29,24,75,764            | 25,29,94,995            |
| <b>TOTAL</b>                | <b>27,91,92,583</b>     | <b>29,24,75,764</b>     | <b>25,29,94,995</b>     |

### Note:

- There are no outstanding dues from directors or other officers of the Company.
- Refer Note - 42 for information about Credit Risk and Market Risk of Trade Receivables.

## NOTE 12: FINANCIAL ASSETS - CASH & CASH EQUIVALENTS

| Particulars                             | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|-----------------------------------------|-------------------------|-------------------------|-------------------------|
| Balances with Banks in Current Accounts | 6,22,37,472             | 5,90,18,097             | 6,97,58,496             |
| Unpresented Cheques                     | -                       | -                       | 6,41,149                |
| Cash on Hand                            | 13,23,025               | 9,29,872                | 24,50,706               |
| Fixed Deposits maturing within 3 months | 10,68,379               | 1,67,15,806             | 1,25,48,455             |
| <b>TOTAL</b>                            | <b>6,46,28,877</b>      | <b>7,66,63,775</b>      | <b>8,53,98,805</b>      |



## FINEOTEX CHEMICAL LIMITED

### NOTE 13: FINANCIAL ASSETS - BANK BALANCES OTHER THAN CASH & CASH EQUIVALENTS

| Particulars                                    | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|------------------------------------------------|-------------------------|-------------------------|-------------------------|
| Unpaid Dividend Account                        | 1,16,442                | 1,27,686                | 36,423                  |
| Fixed Deposits maturing between 3 to 12 months | 1,53,44,762             | 5,43,68,641             | 91,21,923               |
| <b>TOTAL</b>                                   | <b>1,54,61,204</b>      | <b>5,44,96,327</b>      | <b>91,58,346</b>        |

**Note :**

- The Current Account balance includes unpaid dividend of Rs. 1,16,442/- as at 31st March 2018 (Previous Year as at 31st March 2017 Rs. 1,27,686/- and as at 1st April 2016 Rs. 36,423/-) which have been kept in separate earmarked accounts and no transactions except for stated purpose are done through such accounts.
- Fixed Deposit of Rs. 69,17,097/- (Previous Year as at 31st March 2017 Rs.74,87,272/- and as at 1st April 2016 Rs. 91,21,923/-) that are restricted for use pertains to lien against bank borrowings and bank guarantee with Indian Bank.

### NOTE 14: FINANCIAL ASSETS - OTHERS (CURRENT)

| Particulars         | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|---------------------|-------------------------|-------------------------|-------------------------|
| Interest Receivable | 2,72,246                | 3,18,481                | 5,18,580                |
| Other Deposits      | 14,904                  | 4,813                   | 15,000                  |
| Others              | 8,51,194                | 3,51,610                | -                       |
| <b>TOTAL</b>        | <b>11,38,344</b>        | <b>6,74,904</b>         | <b>5,33,580</b>         |

### NOTE 15: OTHER CURRENT ASSETS

| Particulars                                 | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|---------------------------------------------|-------------------------|-------------------------|-------------------------|
| <b>Advances Other than capital advances</b> |                         |                         |                         |
| Advance to Employees                        | 2,94,000                | 3,15,500                | 1,40,500                |
| Advances to Suppliers / Expenses            | 1,14,17,488             | 77,04,449               | 32,63,138               |
| Other Loans and Advances                    | 1,32,30,300             | 1,29,238                | 1,36,10,522             |
| <b>Others</b>                               |                         |                         |                         |
| Export Incentive Receivable                 | 57,47,921               | 33,64,467               | 7,51,315                |
| Prepaid Expenses                            | 1,86,49,098             | 23,93,472               | 27,13,388               |
| Balances with Excise, VAT & GST Authorities | 1,15,34,381             | 1,54,15,646             | 1,51,96,048             |
| Others                                      | 19,49,656               | 16,85,825               | -                       |
| <b>TOTAL</b>                                | <b>6,28,22,844</b>      | <b>3,10,08,597</b>      | <b>3,56,74,911</b>      |

### NOTE 16: ASSETS CLASSIFIED AS HELD FOR SALE

| Particulars        | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|--------------------|-------------------------|-------------------------|-------------------------|
| Immovable Property | 7,20,69,200             | -                       | -                       |
| <b>TOTAL</b>       | <b>7,20,69,200</b>      | <b>-</b>                | <b>-</b>                |

**Note :**

- The Management intends to sell the immovable property acquired during the year ended 31st March 2018. An active program to locate the buyer and to complete the sale has already been initiated, the sale is expected to be completed in the next 12 months. Accordingly, the above assets have been classified as assets held for sale as on 31st March 2018.
- Further the fair value of these asset is higher than its carrying value as on 31st March 2018 and hence no impairment loss has been recognised.

## NOTE 17: EQUITY SHARE CAPITAL

| Particulars                                                                                                                                        | As at March 31, 2018 | As at March 31, 2017 | As at April 01, 2016 |
|----------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|----------------------|----------------------|
| <b>Authorised</b>                                                                                                                                  |                      |                      |                      |
| 11,50,00,000 (Previous year as at 31st March 2017 11,50,00,000 and as at 1st April, 2016 11,50,00,000) Equity Shares of Rs. 2/- each               | 23,00,00,000         | 23,00,00,000         | 23,00,00,000         |
| <b>TOTAL AUTHORIZED SHARE CAPITAL</b>                                                                                                              | <b>23,00,00,000</b>  | <b>23,00,00,000</b>  | <b>23,00,00,000</b>  |
| <b>Issued, Subscribed &amp; Paid Up</b>                                                                                                            |                      |                      |                      |
| 11,13,00,000 (Previous year as at 31st March 2017 11,13,00,000 and as at 1st April, 2016 11,22,98,110) Equity Shares of Rs. 2/- each fully paid up | 22,26,00,000         | 22,26,00,000         | 22,45,96,220         |
| <b>TOTAL ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL</b>                                                                                          | <b>22,26,00,000</b>  | <b>22,26,00,000</b>  | <b>22,45,96,220</b>  |

### a) Reconciliation of the number of shares outstanding :

| Particulars                                         | As at March 31, 2018 |                     | As at March 31, 2017 |                     | As at April 01, 2016 |                     |
|-----------------------------------------------------|----------------------|---------------------|----------------------|---------------------|----------------------|---------------------|
|                                                     | No. of Shares        | Amount              | No. of Shares        | Amount              | No. of Shares        | Amount              |
| Shares at the beginning                             | 11,13,00,000         | 22,26,00,000        | 11,22,98,110         | 22,45,96,220        | 2,24,59,622          | 4,49,19,244         |
| Add: Additions on account of sub division of shares | -                    | -                   | -                    | -                   | 8,98,38,488          | 17,96,76,976        |
| Less: Shares bought back during the year            | -                    | -                   | (9,98,110)           | (19,96,220)         | -                    | -                   |
| <b>Shares at the end</b>                            | <b>11,13,00,000</b>  | <b>22,26,00,000</b> | <b>11,13,00,000</b>  | <b>22,26,00,000</b> | <b>11,22,98,110</b>  | <b>22,45,96,220</b> |

### b) Rights, Preferences and restrictions attached to shares

The company has one class of equity shares having a face value Rs. 2/- per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders will be entitled to receive any of the remaining asset of the company in proportion to the number of equity shares held by the shareholders, after distribution of all the preferential amounts. However no such preferential amount exist currently.

### c) Shareholders holding more than 5% shares each :

| Name of the Shareholder     | As at March 31, 2018 |        | As at March 31, 2017 |        | As at April 01, 2016 |        |
|-----------------------------|----------------------|--------|----------------------|--------|----------------------|--------|
|                             | No. of Shares        | %      | No. of Shares        | %      | No. of Shares        | %      |
| Mr. Surendrakumar Tibrewala | 7,00,01,330          | 62.89% | 7,00,01,330          | 62.89% | 6,91,55,830          | 61.58% |

### d) Other details of Equity Shares for a period of five years immediately preceding March 31, 2018

- Pursuant to approval of the Board of Directors of Company vide resolution dated 14th November, 2016 the Company has bought back 9,98,110 equity shares of Rs.2/- each from the open market at an average price of Rs. 29.69/- . The Company has paid a total amount of Rs. 2,92,64,848/- for the said buyback of shares.
- Pursuant to shareholders' approval dated 28th May,2015, the Equity Shares of Rs.10/- each of the Company were sub-divided into 5 Equity Shares of Rs.2/- per share w.e.f. 12th June,2015.
- The Company had 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 capitalisation of Securities Premium. Bonus equity shares were issued in proportion of 1:1 i.e. (one) equity share of Rs. 10/- each fully paid up for every one share held.

## NOTE 19: FINANCIAL LIABILITIES (LONG TERM BORROWINGS)

| Particulars      | As at March 31, 2018 | As at March 31, 2017 | As at April 01, 2016 |
|------------------|----------------------|----------------------|----------------------|
| <b>SECURED :</b> |                      |                      |                      |
| Term Loan        |                      |                      |                      |
| Bank             | 21,66,795            | -                    | -                    |
| <b>TOTAL</b>     | <b>21,66,795</b>     | <b>-</b>             | <b>-</b>             |

### Notes :

Loan from Axis Bank is @8.40% p.a. and secured against hypothecation of Motor Vehicles. These loans are repayable in 37 equal monthly installment of Rs. 1,06,956/- commencing from 01st Feb, 2018.

## FINEOTEX CHEMICAL LIMITED

### NOTE 20: FINANCIAL LIABILITIES - OTHERS (NON-CURRENT)

| Particulars                              | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|------------------------------------------|-------------------------|-------------------------|-------------------------|
| Security Deposit Received from Customers | 38,00,918               | 22,84,695               | 16,84,695               |
| <b>TOTAL</b>                             | <b>38,00,918</b>        | <b>22,84,695</b>        | <b>16,84,695</b>        |

### NOTE 21: PROVISIONS (NON-CURRENT)

| Particulars                            | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|----------------------------------------|-------------------------|-------------------------|-------------------------|
| <b>Provision for Employee Benefits</b> |                         |                         |                         |
| Gratuity Payable                       | 4,25,022                | 6,91,500                | 3,39,097                |
| <b>TOTAL</b>                           | <b>4,25,022</b>         | <b>6,91,500</b>         | <b>3,39,097</b>         |

### NOTE 22: FINANCIAL LIABILITIES - SHORT TERM BORROWINGS

| Particulars                                                | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|------------------------------------------------------------|-------------------------|-------------------------|-------------------------|
| <b>SECURED :</b>                                           |                         |                         |                         |
| Loans repayable on demand<br>From Banks (Refer note below) | 4,42,26,200             | 1,07,19,787             | 3,05,48,983             |
| <b>TOTAL</b>                                               | <b>4,42,26,200</b>      | <b>1,07,19,787</b>      | <b>3,05,48,983</b>      |

**Note:**

The above bank overdraft facility is secured against Fixed Deposits and pledge/lien on securities held by the Company.

### NOTE 23: FINANCIAL LIABILITIES - TRADE PAYABLES

| Particulars                                                   | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|---------------------------------------------------------------|-------------------------|-------------------------|-------------------------|
| Due to Micro, Small and Medium Enterprises (Refer Note Below) | -                       | -                       | -                       |
| Due to Others                                                 | 10,86,26,950            | 15,47,64,433            | 13,07,07,936            |
| <b>TOTAL</b>                                                  | <b>10,86,26,950</b>     | <b>15,47,64,433</b>     | <b>13,07,07,936</b>     |

**Note:**

Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2017-18, to the extent the Company has received intimation from the "Suppliers" regarding their status under the Act.

| Particulars                                                                                                                                                                                                                                 | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-------------------------|-------------------------|
| (i) Principal and interest amount remaining unpaid                                                                                                                                                                                          | -                       | -                       | -                       |
| (ii) Interest due thereon remaining unpaid                                                                                                                                                                                                  | -                       | -                       | -                       |
| (iii) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day                              | -                       | -                       | -                       |
| (iv) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006 | -                       | -                       | -                       |
| (v) Interest accrued and remaining unpaid                                                                                                                                                                                                   | -                       | -                       | -                       |
| (vi) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises                                                                            | -                       | -                       | -                       |
| <b>Total</b>                                                                                                                                                                                                                                | <b>-</b>                | <b>-</b>                | <b>-</b>                |

### NOTE 24: FINANCIAL LIABILITIES - OTHERS (CURRENT)

| Particulars                                           | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|-------------------------------------------------------|-------------------------|-------------------------|-------------------------|
| Current Maturities of Long Term Debts (Refer Note 19) | 10,52,889               | -                       | -                       |
| Interest on Trade Deposit                             | 4,79,700                | 3,55,010                | 4,85,068                |
| Unclaimed Dividend*                                   | 1,16,442                | 1,27,686                | 44,793                  |
| Other Payables                                        | 29,57,061               | 41,93,790               | 15,19,197               |
| <b>TOTAL</b>                                          | <b>46,06,093</b>        | <b>46,76,486</b>        | <b>20,49,058</b>        |

**Note:**

There is no amount due and outstanding to be credited to Investor Education and Protection Fund

## NOTE 25: OTHER CURRENT LIABILITIES

| Particulars           | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|-----------------------|-------------------------|-------------------------|-------------------------|
| Advance from Customer | -                       | 41,02,454               | 15,73,550               |
| Statutory Payments    | 14,51,544               | 11,28,676               | 11,31,203               |
| Other Payables        | 1,20,52,036             | 1,32,09,937             | 9,87,852                |
| Accrual               | 30,93,764               | 1,12,93,100             | -                       |
| <b>TOTAL</b>          | <b>1,65,97,343</b>      | <b>2,97,34,167</b>      | <b>36,92,605</b>        |

## NOTE 26: PROVISIONS (CURRENT)

| Particulars                            | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|----------------------------------------|-------------------------|-------------------------|-------------------------|
| <b>Provision for Employee Benefits</b> |                         |                         |                         |
| Provision for Leave Encashment         | 2,86,351                | 2,30,996                | 2,26,875                |
| Provision for Bonus                    | 6,86,115                | 4,16,275                | 3,78,270                |
| <b>TOTAL</b>                           | <b>9,72,466</b>         | <b>6,47,271</b>         | <b>6,05,145</b>         |

## NOTE 27: CURRENT TAX LIABILITIES (NET)

| Particulars         | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|---------------------|-------------------------|-------------------------|-------------------------|
| Current Tax Payable | 12,56,523               | 48,807                  | 1,56,75,472             |
|                     | <b>12,56,523</b>        | <b>48,807</b>           | <b>1,56,75,472</b>      |

## NOTE 28: REVENUE FROM OPERATIONS

| Particulars                              | Year ended<br>March 31, 2018 | Year ended<br>March 31, 2017 |
|------------------------------------------|------------------------------|------------------------------|
| Sale of Products (inclusive excise duty) | 1,41,72,32,935               | 1,33,02,10,665               |
| <b>Other Operating Income:</b>           |                              |                              |
| Technical Fees                           | 29,52,031                    | -                            |
| Export Incentives & Entitlements         | 78,33,395                    | 1,22,66,790                  |
| Revenue from Domestic activities         | 12,49,997                    | 14,60,828                    |
| <b>TOTAL</b>                             | <b>1,42,92,68,357</b>        | <b>1,34,39,38,283</b>        |

## NOTE 29: OTHER INCOME

| Particulars                                                 | Year ended<br>March 31, 2018 | Year ended<br>March 31, 2017 |
|-------------------------------------------------------------|------------------------------|------------------------------|
| Interest Income                                             | 47,17,054                    | 46,53,549                    |
| Dividend Income                                             | 5,45,180                     | 3,83,987                     |
| Rent Income                                                 | 19,59,673                    | 7,80,000                     |
| Foreign Exchange Fluctuation                                | -                            | 3,00,517                     |
| <b>Other Non - Operating Income:</b>                        |                              |                              |
| Commission                                                  | 1,33,404                     | 1,50,601                     |
| Net gains on sale / measurement of financial asset at FVTPL | 4,40,39,063                  | 8,18,57,068                  |
| Miscellaneous Income                                        | 3,19,398                     | 93,65,406                    |
| <b>TOTAL</b>                                                | <b>5,17,13,771</b>           | <b>9,74,91,127</b>           |

## NOTE 30: COST OF MATERIALS CONSUMED

| Particulars               | Year ended<br>March 31, 2018 | Year ended<br>March 31, 2017 |
|---------------------------|------------------------------|------------------------------|
| Raw Material Consumed     | 71,80,02,841                 | 53,78,82,918                 |
| Packing Material Consumed | 6,01,84,592                  | 5,78,47,164                  |
| <b>TOTAL</b>              | <b>77,81,87,433</b>          | <b>59,57,30,082</b>          |

## FINEOTEX CHEMICAL LIMITED

### NOTE 31: PURCHASE OF STOCK IN TRADE

| Particulars                | Year ended<br>March 31, 2018 | Year ended<br>March 31, 2017 |
|----------------------------|------------------------------|------------------------------|
| Purchase of Stock in Trade | 10,34,63,327                 | 16,20,63,791                 |
| <b>TOTAL</b>               | <b>10,34,63,327</b>          | <b>16,20,63,791</b>          |

### NOTE 32: CHANGES IN INVENTORIES OF FINISHED GOODS AND STOCK IN TRADE

| Particulars                      | Year ended<br>March 31, 2018 | Year ended<br>March 31, 2017 |
|----------------------------------|------------------------------|------------------------------|
| <b>Opening Stocks :</b>          |                              |                              |
| Finished Goods                   | 3,08,36,075                  | 2,30,58,981                  |
| Finished Goods (in Transit)      | 65,90,893                    | 9,72,006                     |
| Work in Progress                 | 4,28,04,152                  | 4,52,45,941                  |
| <b>Less : Closing Stocks :</b>   |                              |                              |
| Finished Goods                   | 3,24,50,811                  | 3,14,63,703                  |
| Finished Goods (in Transit)      | 63,32,867                    | 65,90,893                    |
| Work in Progress                 | 6,97,87,709                  | 4,34,67,591                  |
| <b>NET CHANGE IN INVENTORIES</b> | <b>(2,83,40,267 )</b>        | <b>(1,22,45,259)</b>         |

### NOTE 33: EMPLOYEE BENEFIT EXPENSES

| Particulars                               | Year ended<br>March 31, 2018 | Year ended<br>March 31, 2017 |
|-------------------------------------------|------------------------------|------------------------------|
| Salaries, Wages and Bonus                 | 5,78,53,713                  | 4,34,98,157                  |
| Contribution to Provident and Other Funds | 25,15,448                    | 18,08,344                    |
| Gratuity (Refer Note No 43)               | 4,99,051                     | 2,07,150                     |
| Staff Welfare Expenses                    | 9,44,423                     | 9,25,709                     |
| <b>TOTAL</b>                              | <b>6,18,12,635</b>           | <b>4,64,39,360</b>           |

### NOTE 34: FINANCE COST

| Particulars                                             | Year ended<br>March 31, 2018 | Year ended<br>March 31, 2017 |
|---------------------------------------------------------|------------------------------|------------------------------|
| Interest Expenses                                       |                              |                              |
| On Borrowing                                            | 23,36,712                    | 17,91,821                    |
| Others (Including Interest on delay / deferred payment) | 18,126                       | 2,200                        |
| Bank and Other Financial Charges                        | 33,38,316                    | 21,14,149                    |
| <b>TOTAL</b>                                            | <b>56,93,154</b>             | <b>39,08,170</b>             |

### NOTE 35: OTHER EXPENSES

| Particulars                           | Year ended<br>March 31, 2018 | As at<br>March 31, 2017 |
|---------------------------------------|------------------------------|-------------------------|
| Consumption of Stores and Spares      | 26,63,986                    | 21,24,657               |
| Toll Conversion Charges               | 2,36,11,371                  | 2,43,98,824             |
| Power, Fuel and Utilities             | 42,98,009                    | 43,78,629               |
| Lease Rent / Hire Charges             | 1,11,44,990                  | 1,08,26,261             |
| Outward Freight Charges               | 2,09,10,753                  | 2,12,59,990             |
| Technical Fees                        | 1,61,50,408                  | 2,58,28,144             |
| <b>Repairs &amp; Maintenance on :</b> |                              |                         |
| Building                              | 18,48,304                    | 3,63,251                |
| Plant and Machinery                   | 19,03,190                    | 14,53,443               |
| Other Repairs                         | 4,94,753                     | 4,86,364                |
| Insurance                             | 10,01,318                    | 7,51,039                |
| Rates and Taxes                       | 28,505                       | 8,36,273                |
| Legal and Professional Fees           | 52,68,265                    | 69,88,110               |

|                                                     |                     |                     |
|-----------------------------------------------------|---------------------|---------------------|
| <b>Payment to Auditors :</b>                        |                     |                     |
| Audit Fees                                          | 7,99,934            | 10,57,257           |
| Transfer Pricing Audit Fees                         | 20,000              | 18,500              |
| Taxation and Other Advisory Matters                 | 2,92,613            | 1,29,866            |
| Certification Charges and Others                    | 4,000               | 21,500              |
| Other Services                                      | 2,20,071            | 1,80,000            |
| Travelling and Conveyance                           | 1,22,86,335         | 1,11,33,174         |
| Commission                                          | 4,51,11,808         | 3,51,34,220         |
| Advertisement, Publicity & Sales Promotion          | 97,10,069           | 66,44,315           |
| Bad debts                                           | -                   | 99,951              |
| Foreign Exchange Fluctuation (Net)                  | 98,21,297           | 31,47,084           |
| Loss on Sale of Fixed Assets (Net)                  | 10,87,422           | 13,478              |
| Loss on sale of shares in subsidiary                | -                   | 84,725              |
| Expenditure towards Corporate Social Responsibility | 38,00,000           | 22,00,000           |
| Donations                                           | 2,79,538            | 2,02,093            |
| Miscellaneous Expenses                              | 2,35,66,290         | 2,37,18,661         |
| <b>TOTAL</b>                                        | <b>19,63,23,229</b> | <b>18,34,79,808</b> |

## NOTE 36(i): FIRST TIME ADOPTION OF INDIAN ACCOUNTING STANDARDS (IND AS)

“These are the Company’s first financial statements prepared in accordance with Ind AS

The accounting policies set out in note 2 have been applied in preparing the financial statements for the year ended 31st March 2018, the comparative information presented in these financial statements for the year ended 31 March, 2017 and in the preparation of an opening Ind AS Balance Sheet at 1 April, 2016 (the Company’s date of transition).

In preparing its opening Ind AS Balance Sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the Company’s financial position, financial performance and Cash Flows is set out in the following tables and notes”

### Exemptions applied

Ind AS 101 “First-time adoption of Indian Accounting Standards” allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

#### Optional Exemption

##### 1 Deemed Cost for Property, Plant and equipments and intangible assets :

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per previous GAAP and use that as its deemed cost as at the date of transition. Accordingly, the Company has elected to measure continue with the carrying values under previous GAAP for carrying value”

#### Mandatory Exemption

##### 1 Estimates

The group estimates in accordance with Ind AS’s at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were an error.

On an assessment of the estimates made under Indian GAAP the Group has concluded that there was no necessity to revise the estimates under Ind AS except where estimates were required by Ind AS and not required by Indian GAAP or the basis of measurement were different

##### 2 Classification and measurement of financial assets

The Company has classified the financial assets in accordance with Ind AS 109 on the basis of facts and circumstances that exist at the date of transition to Ind AS.

The remaining mandatory exceptions either do not apply or are not relevant to the Group



## FINEOTEX CHEMICAL LIMITED

### NOTE 36(ii): RECONCILIATION OF EQUITY AS AT APRIL 01, 2016 AND MARCH 31, 2017

| Particulars                       | Note No | As at March 31, 2017  |                    |                       | As at April 01, 2016  |                    |                       |
|-----------------------------------|---------|-----------------------|--------------------|-----------------------|-----------------------|--------------------|-----------------------|
|                                   |         | Indian GAAP           | Adjustments        | Ind AS                | Indian GAAP           | Adjustments        | Ind AS                |
| <b>ASSETS</b>                     |         |                       |                    |                       |                       |                    |                       |
| Non - Current Assets              |         |                       |                    |                       |                       |                    |                       |
| Property, Plant & Equipment       |         | 17,26,10,293          | -                  | 17,26,10,293          | 13,11,56,235          | -                  | 13,11,56,235          |
| Investment Property               |         | 3,78,56,600           | -                  | 3,78,56,600           | 3,78,56,600           | -                  | 3,78,56,600           |
| Goodwill on Consolidation         |         | 6,13,85,192           | -                  | 6,13,85,192           | 6,13,85,192           | -                  | 6,13,85,192           |
| Financial Assets                  |         |                       |                    |                       |                       |                    |                       |
| Investments                       | 1       | 40,00,14,672          | 7,01,14,523        | 47,01,29,194          | 35,19,52,501          | 1,53,70,180        | 36,73,22,681          |
| Others                            | 2       | 2,04,12,274           | -                  | 2,04,12,274           | 2,20,24,560           | (25,39,590)        | 1,94,84,970           |
| Deferred Tax Assets               | 3       | 37,30,585             | (38,523)           | 36,92,062             | 48,06,366             | (13,09,785)        | 34,96,581             |
| Non - Current Tax Assets          |         | 85,08,984             | -                  | 85,08,984             | 16,09,438             | -                  | 16,09,438             |
| Other Non - Current Assets        |         | 3,89,99,155           | -                  | 3,89,99,155           | 3,76,28,802           | -                  | 3,76,28,802           |
| <b>Total Non - Current Assets</b> |         | <b>74,35,17,755</b>   | <b>7,00,76,000</b> | <b>81,35,93,754</b>   | <b>64,84,19,694</b>   | <b>1,15,20,805</b> | <b>65,99,40,499</b>   |
| <b>Current Assets</b>             |         |                       |                    |                       |                       |                    |                       |
| Inventories                       | 4       | 12,47,98,848          | 65,90,893          | 13,13,89,741          | 11,47,13,942          | 9,72,006           | 11,56,85,947          |
| Financial Assets                  |         |                       |                    |                       |                       |                    |                       |
| Trade Receivables                 | 4       | 30,43,42,694          | (1,18,66,930)      | 29,24,75,764          | 25,47,45,095          | (17,50,100)        | 25,29,94,995          |
| Cash & Cash Equivalents           |         | 7,66,63,775           | -                  | 7,66,63,775           | 8,53,98,805           | -                  | 8,53,98,805           |
| Bank Balance other than above     |         | 5,44,96,327           | -                  | 5,44,96,327           | 91,58,346             | -                  | 91,58,346             |
| Others                            |         | 6,74,904              | -                  | 6,74,904              | 5,33,580              | -                  | 5,33,580              |
| Other Current Assets              | 2       | 3,10,08,597           | -                  | 3,10,08,597           | 3,32,47,097           | 24,27,813          | 3,56,74,911           |
| <b>Total Current Assets</b>       |         | <b>59,19,85,145</b>   | <b>(52,76,037)</b> | <b>58,67,09,108</b>   | <b>49,77,96,866</b>   | <b>16,49,719</b>   | <b>49,94,46,584</b>   |
| <b>TOTAL ASSETS</b>               |         | <b>1,33,55,02,900</b> | <b>6,47,99,963</b> | <b>1,40,03,02,863</b> | <b>1,14,62,16,560</b> | <b>1,31,70,524</b> | <b>1,15,93,87,083</b> |

| Particulars                                        | Note No | As at March 31, 2017  |                    |                       | As at April 01, 2016 |                    |                     |
|----------------------------------------------------|---------|-----------------------|--------------------|-----------------------|----------------------|--------------------|---------------------|
|                                                    |         | Indian GAAP           | Adjustments        | Ind AS                | Indian GAAP          | Adjustments        | Ind AS              |
| <b>EQUITY AND LIABILITIES</b>                      |         |                       |                    |                       |                      |                    |                     |
| <b>EQUITY</b>                                      |         |                       |                    |                       |                      |                    |                     |
| Equity Share Capital                               |         | 22,26,00,000          | -                  | 22,26,00,000          | 22,45,96,220         | -                  | 22,45,96,220        |
| Other Equity                                       | 10      | 83,77,66,076          | 6,44,57,246        | 90,22,23,321          | 68,82,99,658         | 1,29,87,404        | 70,12,87,062        |
| <b>Equity attributable to owners of the parent</b> |         | <b>1,06,03,66,076</b> | <b>6,44,57,246</b> | <b>1,12,48,23,321</b> | <b>91,28,95,878</b>  | <b>1,29,87,404</b> | <b>92,58,83,282</b> |
| <b>Non-controlling interest</b>                    |         | <b>7,19,12,396</b>    | <b>-</b>           | <b>7,19,12,396</b>    | <b>4,82,00,811</b>   | <b>-</b>           | <b>4,82,00,811</b>  |
| <b>Total Equity</b>                                |         | <b>1,13,22,78,471</b> | <b>6,44,57,246</b> | <b>1,19,67,35,717</b> | <b>96,10,96,689</b>  | <b>1,29,87,404</b> | <b>97,40,84,093</b> |
| <b>LIABILITIES</b>                                 |         |                       |                    |                       |                      |                    |                     |
| <b>Non - Current Liabilities</b>                   |         |                       |                    |                       |                      |                    |                     |
| Financial Liabilities                              |         |                       |                    |                       |                      |                    |                     |
| Other Financial Liabilities                        |         | 22,84,695             | -                  | 22,84,695             | 16,84,695            | -                  | 16,84,695           |
| Provisions                                         | 5       | 3,48,783              | 3,42,717           | 6,91,500              | 1,55,977             | 1,83,120           | 3,39,097            |
| Deferred Tax Liabilities (Net)                     |         | 26,33,478             | 3,42,717           | 29,76,195             | 18,40,672            | 1,83,120           | 20,23,792           |
| <b>Total Non - Current Liabilities</b>             |         | <b>28,59,065</b>      | <b>3,42,717</b>    | <b>32,01,782</b>      | <b>18,40,672</b>     | <b>1,83,120</b>    | <b>20,23,792</b>    |
| <b>Current Liabilities</b>                         |         |                       |                    |                       |                      |                    |                     |
| Financial Liabilities                              |         |                       |                    |                       |                      |                    |                     |
| Borrowings                                         |         | 1,07,19,787           | -                  | 1,07,19,787           | 3,05,48,983          | -                  | 3,05,48,983         |
| Trade Payables                                     |         | 15,47,64,433          | -                  | 15,47,64,433          | 13,07,07,936         | -                  | 13,07,07,936        |

|                                     |                       |                    |                       |                       |                    |                       |
|-------------------------------------|-----------------------|--------------------|-----------------------|-----------------------|--------------------|-----------------------|
| Other Financial Liabilities         | 46,76,486             | -                  | 46,76,486             | 20,49,058             | -                  | 20,49,058             |
| Other Current Liabilities           | 2,97,34,167           | -                  | 2,97,34,167           | 36,92,605             | -                  | 36,92,605             |
| Provisions                          | 6,47,271              | -                  | 6,47,271              | 6,05,145              | -                  | 6,05,145              |
| Current Tax Liabilities (Net)       | 48,807                | -                  | 48,807                | 1,56,75,472           | -                  | 1,56,75,472           |
| <b>Total Current Liabilities</b>    | <b>20,05,90,951</b>   | <b>-</b>           | <b>20,05,90,951</b>   | <b>18,32,79,198</b>   | <b>-</b>           | <b>18,32,79,198</b>   |
| <b>Total Liabilities</b>            | <b>20,32,24,429</b>   | <b>3,42,717</b>    | <b>20,35,67,146</b>   | <b>18,51,19,870</b>   | <b>1,83,120</b>    | <b>18,53,02,990</b>   |
| <b>TOTAL EQUITY AND LIABILITIES</b> | <b>1,33,55,02,900</b> | <b>6,47,99,963</b> | <b>1,40,03,02,863</b> | <b>1,14,62,16,559</b> | <b>1,31,70,524</b> | <b>1,15,93,87,083</b> |

## NOTE 36(iii): RECONCILIATION OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2017

| Particulars                                                                                       | Note No | For the year ended March 31, 2017 |                     |                       |
|---------------------------------------------------------------------------------------------------|---------|-----------------------------------|---------------------|-----------------------|
|                                                                                                   |         | Indian GAAP                       | Adjustments         | Ind AS                |
| <b>Income</b>                                                                                     |         |                                   |                     |                       |
| Revenue from Operations                                                                           | 4 & 6   | 1,28,04,02,685                    | 6,35,35,598         | 1,34,39,38,283        |
| Other Income                                                                                      | 1 & 2   | 4,10,05,151                       | 5,64,85,977         | 9,74,91,127           |
| <b>Total Income</b>                                                                               |         | <b>1,32,14,07,835</b>             | <b>12,00,21,575</b> | <b>1,44,14,29,410</b> |
| <b>Expenses</b>                                                                                   |         |                                   |                     |                       |
| Cost of Material Consumed                                                                         |         | 59,57,30,082                      | -                   | 59,57,30,082          |
| Excise Duty on Sale of Goods                                                                      | 6       | -                                 | 7,36,52,428         | 7,36,52,428           |
| Purchase of Stock In Trade                                                                        |         | 16,20,63,791                      | -                   | 16,20,63,791          |
| Changes in Inventories of Finished Goods / Stock in Trade                                         | 4       | (66,26,371)                       | (56,18,887)         | (1,22,45,259)         |
| Employee Benefit Expenses                                                                         | 5       | 4,67,39,895                       | (3,00,535)          | 4,64,39,360           |
| Finance Cost                                                                                      |         | 39,08,170                         | -                   | 39,08,170             |
| Depreciation and Amortization                                                                     |         | 62,97,625                         | -                   | 62,97,625             |
| Other Expenses                                                                                    | 2       | 18,17,75,364                      | 17,04,444           | 18,34,79,808          |
| <b>Total Expenses</b>                                                                             |         | <b>98,98,88,555</b>               | <b>6,94,37,450</b>  | <b>1,05,93,26,004</b> |
| <b>Profit Before Tax and Exceptional Item</b>                                                     |         | <b>33,15,19,281</b>               | <b>5,05,84,125</b>  | <b>38,21,03,406</b>   |
| <b>Exceptional Item</b>                                                                           |         | -                                 | -                   | -                     |
| <b>Profit Before Tax</b>                                                                          |         | <b>33,15,19,281</b>               | <b>5,05,84,125</b>  | <b>38,21,03,406</b>   |
| <b>Tax Expenses</b>                                                                               |         |                                   |                     |                       |
| Current Tax                                                                                       |         | 9,15,25,050                       |                     | 9,15,25,050           |
| Deferred Tax                                                                                      | 3       | 10,75,780                         | (11,12,020)         | (36,240)              |
| (Excess) / Short Provision of Earlier Years                                                       |         | (63,219)                          |                     | (63,219)              |
| <b>Profit After Tax</b>                                                                           |         | <b>23,89,81,670</b>               | <b>5,16,96,145</b>  | <b>29,06,77,815</b>   |
| <b>Other Comprehensive Income not to be reclassified to Profit &amp; Loss in subsequent years</b> |         |                                   |                     |                       |
| Re-measurement of Gains / (Losses) on Defined Benefit Plans                                       | 5       | -                                 | (4,60,132)          | (4,60,132)            |
| Income Tax relating to aforesaid items                                                            | 3       | -                                 | 1,59,242            | 1,59,242              |
| <b>Total Other Comprehensive Income for the year</b>                                              |         | <b>-</b>                          | <b>(3,00,890)</b>   | <b>(3,00,890)</b>     |
| <b>Total Comprehensive Income for the year</b>                                                    |         | <b>23,89,81,670</b>               | <b>5,13,95,255</b>  | <b>29,03,76,925</b>   |

## FOOT NOTE 36 (iv): NOTES TO RECONCILIATION OF EQUITY AS AT APRIL 01, 2016 AND MARCH 31, 2017 AND PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2017

### 1 Fair valuation of investments

In the financial statements prepared under Previous GAAP, Non-current Investments of the Company were measured at cost less provision for diminution (other than temporary). Under Ind AS, the Company has recognised such investments as follows:

- Equity Shares of subsidiary companies - At Cost
- Equity and Debt oriented mutual funds - At fair value through profit and loss (FVTPL)
- Quoted Equity Shares - At FVTPL through an irrevocable election

Ind AS requires the above investments to be recognised at fair value (except investments in equity shares of subsidiary and associate companies).

On the date of transition to Ind AS, the difference between the fair value of Non-Current Investments as per Ind AS and their corresponding carrying amount as per financial statements prepared under Previous GAAP, has resulted in an increase in the carrying amount of these investments by Rs. 1,53,70,180/- which has been recognised directly in retained earnings (Equity).

As at 31st March, 2017, the difference between the fair value of Non-Current Investments as per Ind AS and their corresponding carrying amount as per financial statements prepared under Previous GAAP, has resulted in an increase in the carrying amount of these investments by Rs. 7,01,14,523/-. On such fair valuation, net gain amounting to Rs. 8,18,57,068/- has been recognised in other income in the Statement of Profit and Loss.

## **2 Security Deposits**

Under previous GAAP, the company accounted for deposits at transaction value. Under Ind AS, the deposits with inherent significant financing element are initially recorded at fair value with difference between transaction value and fair value being treated as prepaid expenses. The deposits are subsequently measured at amortised cost and prepaid rent is amortised over contract period on a straight line basis. This has resulted to an decrease in equity on the transition date by with a corresponding increase in the profit before tax for the year ended March 31, 2017

## **3 Deferred Tax**

Indian GAAP requires Deferred Tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind-AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind-AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under Indian GAAP. Deferred tax adjustments are recognised in correlation to the underlying transaction either in retained earnings or through other comprehensive income.

## **4 Deferral of Sales**

Under Ind AS, revenue is recognised on transfer of significant risk and rewards to the customer with the seller retaining no continuing managerial involvement in the goods. This requires careful consideration of the sales delivery terms. On account of this, the sales made on CIF basis, which were recorded on bill of lading date under IGAAP, have been deferred with the corresponding inventory and sales deferral account being recognised. This has resulted in increase in inventory by Rs. 9,72,006/- and Rs. 65,90,893/- as on 1st April 2016 and 31st March 2017 respectively. The value of trade receivables decreased by Rs. 17,50,100/- and Rs. 1,18,66,930/- as on 1st April 2016 and 31st March 2017 respectively.

## **5 Actuarial gain and loss**

Under previous GAAP company measured the defined benefit obligations internally. On adoption of Ind AS the company has obtained actuarial valuation for its defined benefit obligation. The difference between defined benefit obligation as per actuarial valuation under Ind AS 19 and as measured under previous GAAP is recognised under retained earnings on transition to Ind AS. Consequently, provisions for employee benefit has been increased by Rs. 1,83,120/- and Rs. 3,42,717/- with a corresponding reduction in retained earnings on the 1st April 2016 and 31st March 2017 respectively. Further under previous GAAP the company actuarial gains and losses in the statement of profit and loss in the period in which they occur. Under Ind AS, the company recognised all measurement gains and losses arising from defined benefit plans in Other Comprehensive Income in the period in which they occur.

## **6 Excise Duty**

Under Indian GAAP, Sale of Goods was presented as net of excise duty. However, under Ind AS, Sale of Goods includes excise duty. Excise duty on Sale of Goods is separately presented on the face of statement of Profit and Loss.

## **7 Other Comprehensive income**

Under Indian GAAP, the Company has not presented Other Comprehensive Income (OCI) separately. Hence, it has reconciled Indian GAAP Profit or Loss to Ind AS Profit or Loss. Further, Indian GAAP Profit and Loss account is reconciled to total Comprehensive Income as per Ind AS.

## **8 Cumulative translation differences on foreign operations**

The Group has elected the option to reset the cumulative translation differences on foreign operations that exists as of the transition date to zero.

## 9 Other adjustments

Assets and Liabilities as well as items of Income and Expenses have been regrouped / re-classified wherever necessary to align with the provisions of Ind AS.

## 10 Reconciliation of Equity

The impact of the above Ind AS adjustment on the Equity is as below

| Particulars                                           | Note | As at<br>March 31, 2017 | As at<br>April 01, 2016 |
|-------------------------------------------------------|------|-------------------------|-------------------------|
| <b>Indian GAAP Equity</b>                             |      | <b>73,33,85,263</b>     | <b>61,23,07,932</b>     |
| Fair valuation of Investments as per IND AS 109       | 1    | 7,01,14,523             | 1,53,70,180             |
| Fair Valuation of Security Deposits as per Ind AS 109 | 2    | -                       | (1,11,777)              |
| Deferral of Sales                                     | 4    | (52,76,037)             | (7,78,094)              |
| Actuarial gain and loss impact                        | 5    | (3,42,717)              | (1,83,120)              |
| Tax Adjustments on above                              | 3    | (38,523)                | (13,09,785)             |
| <b>Net Impact on Retained Earnings</b>                |      | <b>6,44,57,246</b>      | <b>1,29,87,404</b>      |
| <b>Ind AS Equity</b>                                  |      | <b>79,78,42,508</b>     | <b>62,52,95,336</b>     |

## NOTE 37: CONTINGENT LIABILITIES AND COMMITMENTS

### 1 Letter of Credit, Bank Guarantee and Bill Discounting

| Particulars    | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|----------------|-------------------------|-------------------------|-------------------------|
| Bank Guarantee | 10,67,300               | 11,52,888               | 17,14,202               |
| <b>Total</b>   | <b>10,67,300</b>        | <b>11,52,888</b>        | <b>17,14,202</b>        |

### 2 Disputed Liabilities on account of Sales Tax, Entry Tax, Excise Duty and Service Tax as at March 31, 2018

| Statute      | Financial Year to which<br>matter pertains | Forum where matter is<br>pending | As at<br>March 31,<br>2018 | As at<br>March 31,<br>2017 | As at<br>April 01, 2016 |
|--------------|--------------------------------------------|----------------------------------|----------------------------|----------------------------|-------------------------|
| Income Tax   | 2010-11                                    | Assessing Officer                | 15,51,560                  | 15,51,560                  | -                       |
| Income Tax   | 2011-12                                    | ITAT                             | -                          | 2,03,820                   | 2,14,820                |
| Income Tax   | 2008-09                                    | Assessing Officer                | -                          | 1,65,210                   | -                       |
| <b>Total</b> |                                            |                                  | <b>15,51,560.00</b>        | <b>19,20,590.00</b>        | <b>2,14,820.00</b>      |

### 3 Comittments

| Particulars                                                                    | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|--------------------------------------------------------------------------------|-------------------------|-------------------------|-------------------------|
| Estimated Amount of Capital Commitments remaining to be executed on account of | -                       | 1,58,40,000             | 1,59,85,547             |
| Less: Advances Paid                                                            | -                       | -                       | -                       |
| <b>Net Capital Commitments</b>                                                 | <b>-</b>                | <b>1,58,40,000</b>      | <b>1,59,85,547</b>      |

#### Notes :-

- It is not practicable for the Group to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on receipt of judgments/decisions pending with various forums/authorities
- The Group does not expect any reimbursements in respect of the above contingent liabilities
- The Group's pending litigations comprise of proceedings pending with Income Tax department. The Management has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Management does not expect the outcome of these proceedings to have a materially adverse effect on its financial results.

## FINEOTEX CHEMICAL LIMITED

### NOTE 38: CORPORATE SOCIAL RESPONSIBILITY

| Particulars                                                                      | Year ended<br>March 31, 2018 | Year ended<br>March 31, 2017 |
|----------------------------------------------------------------------------------|------------------------------|------------------------------|
| <b>Amount required to be spent as per Section 135 of the Companies Act, 2013</b> | 37,04,321                    | 27,37,020                    |
| <b>Amount Spent during the year</b>                                              |                              |                              |
| Construction / Acquisition of any Asset                                          | -                            | -                            |
| On purposes other than above                                                     | 38,00,000                    | 22,00,000                    |
| <b>Total amount spent</b>                                                        | <b>38,00,000</b>             | <b>22,00,000</b>             |

### NOTE 39: EARNINGS PER SHARE

| Particulars                                                          | Year ended<br>March 31, 2018 | Year ended<br>March 31, 2017 |
|----------------------------------------------------------------------|------------------------------|------------------------------|
| Profit attributable to the owners of the company                     | 22,69,55,673                 | 25,80,42,654                 |
| Weighted Average No. of Equity Shares for of Face Value Rs. 2/- each | 11,13,00,000                 | 11,13,00,000                 |
| <b>Earnings Per Share - Basic &amp; Diluted</b>                      | <b>2.04</b>                  | <b>2.32</b>                  |

### NOTE 40: CAPITAL MANAGEMENT

The Company's objective for Capital Management is to maximize shareholder value and support the growth of the Company and to optimize capital structure to reduce the cost of capital. The Company determines the capital requirement based on long term and strategic investment and capital expenditure plans. The funding requirements are met through a mix of equity and operating cash flows generated. The relevant quantitative information on the aforesaid parameters are disclosed in these financial statements.

The company monitors capital on the basis of the following gearing ratio :

| Particulars                                  | Year ended<br>March 31, 2018 | Year ended<br>March 31, 2017 |
|----------------------------------------------|------------------------------|------------------------------|
| Total interest bearing financial liabilities | 5,01,93,913                  | 1,30,04,482                  |
| Less : Cash and Cash Equivalents             | 6,46,28,877                  | 7,66,63,775                  |
| <b>Adjusted Net Debt</b>                     | <b>(1,44,34,964)</b>         | <b>(6,36,59,293)</b>         |
| Total Equity                                 | 1,41,90,13,989               | 1,19,67,35,717               |
| <b>Adjusted Equity</b>                       | <b>1,41,90,13,989</b>        | <b>1,19,67,35,717</b>        |
| <b>Net Debts to Equity Ratio</b>             | <b>(0.010)</b>               | <b>(0.053)</b>               |

### NOTE 41: FINANCIAL INSTRUMENTS - CLASSIFICATION AND FAIR VALUE MEASUREMENT

#### (a) Financial Assets and Liabilities

The carrying value of financial instruments by categories as at March 31, 2018 is as follows:

| Particulars                                 | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|---------------------------------------------|-------------------------|-------------------------|-------------------------|
| <b>Financial Assets</b>                     |                         |                         |                         |
| <b>Fair Value through Profit &amp; Loss</b> |                         |                         |                         |
| Investments (Other than in Subsidiary)      | 54,74,80,958            | 47,01,29,194            | 36,73,22,681            |
| <b>Amortised Cost</b>                       |                         |                         |                         |
| Trade Receivables                           | 27,91,92,583            | 29,24,75,764            | 25,29,94,995            |
| Cash & Cash Equivalents                     | 6,46,28,877             | 7,66,63,775             | 8,53,98,805             |
| Other Bank Balances                         | 1,54,61,204             | 5,44,96,327             | 91,58,346               |
| Other Financial Assets                      | 2,08,69,283             | 2,10,87,178             | 2,00,18,550             |
| <b>Total</b>                                | <b>92,76,32,904</b>     | <b>91,48,52,238</b>     | <b>73,48,93,378</b>     |
| <b>Financial Liabilities</b>                |                         |                         |                         |
| <b>Amortised Cost</b>                       |                         |                         |                         |
| Borrowings                                  | 4,63,92,995             | 1,07,19,787             | 3,05,48,983             |
| Trade Payable                               | 10,86,26,950            | 15,47,64,433            | 13,07,07,936            |
| Other Financial Liabilities                 | 84,07,011               | 69,61,181               | 37,33,753               |
| <b>Total</b>                                | <b>16,34,26,955</b>     | <b>17,24,45,401</b>     | <b>16,49,90,671</b>     |

Fair valuation of financial assets and liabilities with short term maturities is considered as approximate to respective carrying amount due to the short term maturities of these instruments.

## (b) Fair Value Hierarchy

**Level 1** - Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

**Level 2** - Inputs are other than quoted prices included in Level 1 that are observable for the assets or liabilities, either directly or indirectly.

**Level 3** - Inputs are not based on observable market data (unobservable inputs).

The Financial Instruments included in Level 2 of fair value hierarchy have been valued using quotes available for similar assets and liabilities in the active market.

For Assets and Liabilities which are measured at Fair Values as at the Balance Sheet date, the classification of fair value calculations by category is summarized below:

| Particulars                         | As at March<br>31, 2018 | As at March<br>31, 2017 | As at April<br>01, 2016 |
|-------------------------------------|-------------------------|-------------------------|-------------------------|
| <b>Financial Assets</b>             |                         |                         |                         |
| <b>Level 1</b>                      |                         |                         |                         |
| Investments in quoted equity shares | 9,16,38,498             | 6,68,39,869             | 7,00,10,050             |
| Investments in mutual fund units    | 45,58,42,460            | 40,32,89,325            | 29,73,12,631            |
| <b>Level 2</b>                      |                         |                         |                         |
| Security Deposit Given              | 1,82,13,425             | 1,95,00,000             | 1,77,83,466             |
| <b>Total</b>                        | <b>56,56,94,383</b>     | <b>48,96,29,194</b>     | <b>38,51,06,147</b>     |
| <b>Financial Liabilities</b>        |                         |                         |                         |
| <b>Level 2</b>                      |                         |                         |                         |
| Security Deposit Accepted           | 2,66,223                | -                       | -                       |
| <b>Total</b>                        | <b>2,66,223</b>         | <b>-</b>                | <b>-</b>                |

### Measurement of Fair Values :

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- The fair values of investment in shares is the share price quoted on recognised stock exchange as on the reporting date of balance sheet
- The fair values of investment in mutual fund is the N.A.V as on the reporting date of balance sheet
- The fair values of interest free security deposit given / accepted is estimated by discounting cash flows using rates currently available for instruments with similar terms, credit risks and remaining maturities. Management regularly assesses a range of reasonably possible alternatives for those significant observable inputs and determines their impact on the total fair value

### NOTE 42: FINANCIAL RISK MANAGEMENT

The Group's activities expose it to market risk. In order to minimize any adverse effects on the financial performance of the Company

This note explains the sources of risk which the Group is exposed to and how the Group manages the risk and the impact of hedge accounting in the financial statements.

| Risk                                | Exposure arising from                                                 | Measurement          | Management                                                          |
|-------------------------------------|-----------------------------------------------------------------------|----------------------|---------------------------------------------------------------------|
| Credit risk                         | Trade Receivables and other financial assets                          | Ageing analysis      | Diversification of bank deposits, credit limit and letter of credit |
| Market risk - foreign currency risk | Recognised financial assets and liabilities not denominated in Rupees | Very limited Exposer | Company manages through natural Hedge                               |
| Market risk - Security prices risk  | Investment in Shares and mutual funds                                 | Sensitivity analysis | Portfolio diversification                                           |

The Group's risk management is carried out by policies approved by the board of directors. The board provides written principles for overall risk management, as well as policies covering specific areas. There is no change in objectives, policies and process for managing the risk and methods used to measure the risk as compared to previous year.



**(a) Market Risk:-**

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings. The objective of market risk management is to avoid excessive exposure in our foreign currency revenues and costs

**(a)(i) Market Risk - Interest Rate Risk**

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates primarily to the Group's borrowings, both short term and long term obligations with fixed and floating interest rates. However the Group's exposure to floating rate borrowings are very limited to its size of operation.

The Group is also exposed to interest rate risk on its financial assets that include fixed deposits (which are part of cash and cash equivalents) since all these are generally for short durations, there is no significant interest rate risks pertaining to these deposits

**Exposure to interest rate risk**

| Particulars                        | As at March 31, 2018 | As at March 31, 2017 |
|------------------------------------|----------------------|----------------------|
| <b>Fixed-rate instruments</b>      |                      |                      |
| Financial Liabilities - Borrowings | 70,20,602            | 22,84,695            |
| <b>Total</b>                       | <b>70,20,602</b>     | <b>22,84,695</b>     |

**Sensitivity analysis to interest rate risk**

The Group doesn't account for any fixed rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

**(a)(ii) Market Risk - Price Risk( Securities)**

Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price.

**Exposure to Price Risk**

Other price risk arises from financial assets such as investments in equity instruments and mutual funds disclosed below. The Group does make deposit with the banks as margin money against the borrowing facility provided by the banks. Deposit is made in fixed rate instrument. In view of this it is not susceptible to market price risk, arising from changes in interest rates or market yields which may impact the return and value of the investments.

| Particulars                         | As at March 31, 2018 | As at March 31, 2017 |
|-------------------------------------|----------------------|----------------------|
| Investments in Quoted Equity Shares | 9,16,38,498          | 6,68,39,869          |
| Investments in Mutual Funds         | 44,02,73,177         | 40,32,89,325         |
| <b>Total</b>                        | <b>53,19,11,674</b>  | <b>47,01,29,194</b>  |

**Sensitivity analysis to Market Risk - Price Risk (Securities)**

The Group is mainly exposed to price risk arising mainly from investments in equity instruments and mutual funds recognised at FVTPL. A sensitivity analysis demonstrating the impact of change in market prices of these instruments from the prices existing as at the reporting date is given below. A sensitivity of 10% represents management's assessment of reasonably possible change in equity prices

| Particulars   | As at March 31, 2018 |                      | As at March 31, 2017 |                    |
|---------------|----------------------|----------------------|----------------------|--------------------|
|               | 10% Increase         | 10% Decrease         | 10% Increase         | 10% Decrease       |
| Equity Shares | 91,63,850            | (91,63,850)          | 6,68,399             | (6,68,399)         |
| Mutual Funds  | 4,40,27,318          | (4,40,27,318)        | 40,32,893            | (40,32,893)        |
| <b>Total</b>  | <b>5,31,91,167</b>   | <b>(5,31,91,167)</b> | <b>47,01,292</b>     | <b>(47,01,292)</b> |

**(a)(iii) Market Risk - Currency Risk**

The Group is having import and exports as well. Accordingly the group is exposed to currency risk on account of its trade payables and trade receivables in foreign currency. The functional currency of the group is Indian Rupees. The group follows a natural hedge driven currency risk mitigation policy to the extent possible. The exposed Foreign currency is not substantial to the operation of group.

## Exposure to Currency risk

The summary quantitative data about the Group's exposure to currency risk are reported to management of the company are as follows:

| Particulars                  | Foreign Currency | As at March 31, 2018 | As at March 31, 2017 | As at April 01, 2016 |
|------------------------------|------------------|----------------------|----------------------|----------------------|
| <b>Financial Assets</b>      |                  |                      |                      |                      |
| Trade and other receivables  | USD              | 19,87,946            | 9,17,424             | 11,31,820            |
|                              | SGD              | -                    | -                    | 20,955               |
| <b>Financial Liabilities</b> |                  |                      |                      |                      |
| Trade and other payables     | USD              | 5,08,387             | -                    | 30,438               |
|                              | EURO             | 2,670                |                      |                      |

## Sensitivity analysis to currency risk

| Foreign Currency | As at March 31, 2018 |                    | As at March 31, 2017 |                    |
|------------------|----------------------|--------------------|----------------------|--------------------|
|                  | 3% increase          | 3% Decrease        | 3% increase          | 3% Decrease        |
| USD              | 28,87,097            | (28,87,097)        | 17,84,535            | (17,84,535)        |
| EURO             | (6,458)              | 6,458              | -                    | -                  |
| <b>Total</b>     | <b>28,80,639</b>     | <b>(28,80,639)</b> | <b>17,84,535</b>     | <b>(17,84,535)</b> |

## (b) Credit Risk

Credit Risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers.

The carrying amount of Financial Assets represents the maximum credit exposure.

## Trade Receivables

The Group has established a credit policy under which each new customer is analysed individually for creditworthiness before the payment and delivery terms and conditions are offered. The Group's review includes external ratings, if they are available, financial statements, industry information, business intelligence and in some cases bank references.

Trade Receivables of the Group are typically unsecured, except to the extent of the security deposits received from the customers or financial guarantees provided by the market organizers in the business. Credit Risk is managed through credit approvals and periodic monitoring of the creditworthiness of customers to which the Group grants credit terms in the normal course of business. The Group performs ongoing credit evaluations of its customers' financial condition and monitors the creditworthiness of its customers to which it grants credit terms in the normal course of business. The Group has no concentration of Credit Risk as the customer base is geographically distributed in India.

## Expected credit loss for trade receivable:

The allowance for impairment of Trade receivables is created to the extent and as and when required, based upon the expected collectability of accounts receivables. On account of adoption of Ind AS 109, the Group uses lifetime Expected Credit Loss (ECL) model for assessing the impairment loss. For this purpose, the Group uses a provision matrix to compute the expected credit loss amount for trade receivables. Loss rates are based on actual credit loss experience and past trends. The provision matrix takes into account external and internal credit risk factors and historical experience / current facts available in relation to defaults and delays in collection thereof. Accordingly based on the provision matrix there is no expected credit loss to the Group and accordingly there is no provision for doubtful debts

## Other Financial Assets

The Group maintains exposure in Cash and Cash equivalents and Bank deposits with banks, Equity Shares and Investments in Mutual Funds. The Group has diversified portfolio of investment with various number of counterparties which has goods credit ratings, goods reputation and hence the risk is reduced. Individual risk limits set for each counterparty based on financial position, credit rating and past experience. Credit limits and concentration of exposures are actively monitored by the Group

## Expected credit loss on financial assets other than trade receivable:

With regards to all financial assets with contractual cash flows other than trade receivable, management believes these to be high quality assets with negligible credit risk. The management believes that the parties from whom these financial assets are recoverable, have strong capacity to meet the obligations and where the risk of default is negligible and accordingly no provision for expected credit loss has been provided on such financial assets. Break up of financial assets other than trade receivables have been disclosed on balance sheet

The Group's maximum exposure to credit risk as at 31st March, 2018, 2017 and 1st April, 2016 is the carrying value of each class of financial assets.

**(c) Liquidity Risk**

Liquidity Risk is the risk that the Group will face in meeting its obligation associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach in managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. Any short term surplus cash generated, over and above the amount required for working capital management and other operational requirements is retained as Cash and Cash Equivalents (to the extent required).

**Exposure to Liquidity Risk**

The responsibility of liquidity risk management rest with board of directors which are appropriate risk management framework for short , medium and long term liquidity measures with adequate cash flows and banking facilities.

The following table shows the maturity analysis of the Group's Financial Liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance Sheet Date

| Particulars                      | As at March 31, 2018 |                     | As at March 31, 2017 |                     | As at April 01, 2016 |                     |
|----------------------------------|----------------------|---------------------|----------------------|---------------------|----------------------|---------------------|
|                                  | Less than 12 months  | More than 12 months | Less than 12 months  | More than 12 months | Less than 12 months  | More than 12 months |
| Long Term Borrowings             | 10,52,889            | 21,66,795           | -                    | -                   | -                    | -                   |
| Working Capital Loans from Banks | 4,42,26,200          | -                   | 1,07,19,787          | -                   | 3,05,48,983          | -                   |
| Trade Payables                   | 10,86,26,950         | -                   | 15,47,64,433         | -                   | 13,07,07,936         | -                   |
| Other Financial Liabilities      | 46,06,093            | 38,00,918           | 46,76,486            | 22,84,695           | 20,49,058            | 16,84,695           |
| <b>Total</b>                     | <b>15,85,12,131</b>  | <b>59,67,713</b>    | <b>17,01,60,706</b>  | <b>22,84,695</b>    | <b>16,33,05,976</b>  | <b>16,84,695</b>    |

**(d) Collateral**

The Group has pledged its Non-Current as well as Current Assets to a consortium of lenders as collateral towards borrowings by the Group. Refer Note No. 19 and Refer Note No. 22 for the detailed terms and conditions of the collaterals pledged.

**NOTE 43: EMPLOYEE BENEFITS**

**(a) Retirement Benefits**

As per Ind AS 19 the Group has recognized "Employees Benefits" ,in the financial statements in respect of Employee Benefits Schemes as per Actuarial Valuation as on 31st March 2018

**(A) Defined benefit plans**

**i Retiring Gratuity**

**I Components of Employer Expenses**

| Particulars                                                              | 31st March 2018 | 31st March 2017 |
|--------------------------------------------------------------------------|-----------------|-----------------|
| Current Service Cost                                                     | 3,80,362        | 2,08,079        |
| Past Service Cost vested                                                 | 81,248          | -               |
| Interest Cost                                                            | 1,19,317        | 78,899          |
| Expected Return on Plan Assets                                           | (1,25,776 )     | (79,828 )       |
| Actuarial (Gain)/Loss                                                    | (1,05,568)      | 4,60,132        |
| <b>Total Expenses/(Gain) recognized in the Profit &amp; Loss Account</b> | <b>3,49,583</b> | <b>6,67,282</b> |

**II Net Asset/ (Liability) recognized in Balance Sheet**

| Particulars                                               | 31st March 2018 | 31st March 2017 | 1st April 2016  |
|-----------------------------------------------------------|-----------------|-----------------|-----------------|
| Present value of Funded Obligation                        | 21,39,472       | 16,64,113       | 10,55,465       |
| Fair Value of Plan Assets                                 | 17,14,450       | 9,72,613        | 7,16,368        |
| <b>Assets/(Liability) recognized in the Balance Sheet</b> | <b>4,25,022</b> | <b>6,91,500</b> | <b>3,39,097</b> |

**III Change in Defined Benefit Obligations (DBO)**

| Particulars                                           | 31st March 2018  | 31st March 2017  | 1st April 2016   |
|-------------------------------------------------------|------------------|------------------|------------------|
| Opening Balance of Present Value of Obligation        | 16,64,113        | 10,55,465        | 7,95,912         |
| Interest Cost                                         | 1,19,317         | 78,899           | 53,415           |
| Current Service Cost                                  | 3,80,362         | 2,08,079         | 1,76,706         |
| Past Service Cost - Vested Benefits                   | 81,248           | -                | -                |
| Actuarial (Gain)/Loss                                 | (1,05,568)       | 4,60,132         | 2,85,874         |
| Benefit Paid                                          | -                | (1,38,462)       | (2,56,442)       |
| <b>Closing Balance of Present Value of Obligation</b> | <b>21,39,472</b> | <b>16,64,113</b> | <b>10,55,465</b> |

## IV Changes in the Fair Value of Plan Assets

| Particulars                                    | 31st March 2018  | 31st March 2017 | 1st April 2016  |
|------------------------------------------------|------------------|-----------------|-----------------|
| Opening Balance of Present Value of Obligation | 9,72,613         | 7,16,368        | 8,31,645        |
| Expected Return on Plan Assets                 | 33,954           | 15,462          | 17,288          |
| Interest Income                                | 91,822           | 64,366          | 58,874          |
| Contribution by Employer                       | 6,16,061         | 3,14,879        | 65,003          |
| Benefit Paid                                   | -                | (1,38,462)      | (2,56,442)      |
| Fair Value of Plan Assets as at 31st March     | <b>17,14,450</b> | <b>9,72,613</b> | <b>7,16,368</b> |

## V Acturaial Assumption

| Particulars                               | 31st March 2018 | 31st March 2017 | 1st April 2016 |
|-------------------------------------------|-----------------|-----------------|----------------|
| Discount Rate (Per Annum)                 | 7.30%           | 7.17%           | 8.00%          |
| Annual Increase in Salary Costs Per Annum | 4.00%           | 4.00%           | 4.00%          |
| Attrition Rate                            | 5.00%           | 5.00%           | 5.00%          |

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

## VI Major Categories of plan assets as a percentage of total plan assets

| Particulars                       | 31st March 2018 | 31st March 2017 | 1st April 2016 |
|-----------------------------------|-----------------|-----------------|----------------|
| Government of India Securities    | -               | -               | -              |
| High Quality Corporate Bonds      | -               | -               | -              |
| Equity Shares of listed companies | -               | -               | -              |
| Property                          | -               | -               | -              |
| Insurance Company                 | 100.00%         | 100.00%         | 100.00%        |

## VII Movement in net liability recognized in Balance Sheet

| Particulars                      | 31st March 2018 | 31st March 2017 | 1st April 2016  |
|----------------------------------|-----------------|-----------------|-----------------|
| Net Opening Liability            | 6,91,500        | 3,39,097        | -35,733         |
| P & L Charges                    | 4,89,105        | 2,22,612        | 1,71,247        |
| Contribution paid                | (6,16,061)      | (3,14,879)      | (65,003)        |
| Other Comprehensive Income (OCI) | (1,39,522)      | 4,44,670        | 2,68,586        |
| <b>Closing Net Liability</b>     | <b>4,25,022</b> | <b>6,91,500</b> | <b>3,39,097</b> |

## VIII Gratuity - Sensitivity Analysis

| Particulars                      | 31st March 2018 |           | 31st March 2017 |           |
|----------------------------------|-----------------|-----------|-----------------|-----------|
|                                  | Increase        | Decrease  | Increase        | Decrease  |
| Salary Growth Rate (1% movement) | 23,37,986       | 19,61,841 | 18,06,644       | 15,39,575 |
| Discount Rate (1% movement)      | 19,50,134       | 23,65,370 | 15,16,783       | 18,39,899 |

## (B) Defined Contribution Plans

Amount recognised as expenses on account of "Contribution / Provision to and for Provident and other Funds" of Statement of Profit and Loss - Rs. 25,15,448/- (Previous year Rs.18,08,344/-)

## NOTE 44: LEASES

The Group has entered into Operating Leases on Immovable Properties.

**Future minimum rentals payable under non-cancellable operating leases as at are, as follows:**

| Sr. No. | Particulars                                                                                                | As at<br>March 31, 2018 | As at<br>March 31, 2017 |
|---------|------------------------------------------------------------------------------------------------------------|-------------------------|-------------------------|
| (a)     | In respect of operating lease on Immovable properties payments recognized in Statement of Profit and Loss. | 17,10,000               | 28,65,000               |
| (b)     | <b>Future minimum lease payments under operating leases</b>                                                |                         |                         |
|         | For a period not later than one year                                                                       | 17,10,000               | -                       |
|         | For the period later than one year and not later than five years                                           | -                       | -                       |

## FINEOTEX CHEMICAL LIMITED

### Assets Given on Lease

| Sr. No. | Particulars                                                                                                                         | As at<br>March 31, 2018 | As at<br>March 31, 2017 |
|---------|-------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-------------------------|
| (a)     | In respect of Immovable properties given under operating lease, lease rent received and recognized in Statement of Profit and Loss. | 13,05,300               | 7,80,000.00             |
| (b)     | Future minimum lease payments under operating leases                                                                                |                         |                         |
|         | For a period not later than one year                                                                                                | 18,28,050               | -                       |
|         | For the period later than one year and not later than five years                                                                    | 5,85,650                | -                       |

### NOTE 45: RELATED PARTY

List of related parties and Relationship

#### A Enterprise in which Key Managerial Personnel and their relatives have significant Influence :

- 1 Proton Biochem Private Limited
- 2 Sanjay Exports

#### B Key Managerial Personnel :

##### a. Executive Directors :

- 1 Surendra Tibrewala
- 2 Sanjay Tibrewala
- 3 Sonai Kedha Sankar
- 4 Raman Perumal

##### b. Non - Executive Directors : Non Independent

- 1 Ritu Gupta

##### c. Non - Executive Directors : Independent

- 1 Navin Mittal
- 2 Manmohan Mehta
- 3 Alok Dhanuka

##### d. Relatives of Key Managerial Personnel :

- 1 Kanaklata Tibrewala

#### C Transaction with Related Parties

##### i. Transaction during the year

| Particulars                    | Key Management Personnel |                    | Entities in which Key Management Personnel or its relatives are interested / Relative of Key Management Personnel |                    | Total              |                    |
|--------------------------------|--------------------------|--------------------|-------------------------------------------------------------------------------------------------------------------|--------------------|--------------------|--------------------|
|                                | 31st March<br>2018       | 31st March<br>2017 | 31st March<br>2018                                                                                                | 31st March<br>2017 | 31st March<br>2018 | 31st March<br>2017 |
| <b>RECEIVING OF SERVICES</b>   |                          |                    |                                                                                                                   |                    |                    |                    |
| Proton Biochem Private Limited | -                        | -                  | 1,69,81,773                                                                                                       | 2,09,41,373        | 1,69,81,773        | 2,09,41,373        |
| <b>Total</b>                   | -                        | -                  | <b>1,69,81,773</b>                                                                                                | <b>2,09,41,373</b> | <b>1,69,81,773</b> | <b>2,09,41,373</b> |
| <b>PURCHASE OF MOTOR CAR</b>   |                          |                    |                                                                                                                   |                    |                    |                    |
| Sanjay Exports                 | -                        | -                  | -                                                                                                                 | 40,98,852          | -                  | 40,98,852          |
| <b>Total</b>                   | -                        | -                  | -                                                                                                                 | <b>40,98,852</b>   | -                  | <b>40,98,852</b>   |
| <b>RENT INCOME</b>             |                          |                    |                                                                                                                   |                    |                    |                    |
| Proton Biochem Private Limited | -                        | -                  | 7,80,000                                                                                                          | 7,80,000           | 7,80,000           | 7,80,000           |
| <b>Total</b>                   | -                        | -                  | <b>7,80,000</b>                                                                                                   | <b>7,80,000</b>    | <b>7,80,000</b>    | <b>7,80,000</b>    |
| <b>RENT EXPENSE</b>            |                          |                    |                                                                                                                   |                    |                    |                    |
| Surendra Tibrewala             | 8,82,000                 | 8,82,000           | -                                                                                                                 | -                  | 8,82,000           | 8,82,000           |
| Kanaklata Tibrewala            | -                        | -                  | 8,28,000                                                                                                          | 8,28,000           | 8,28,000           | 8,28,000           |
| <b>Total</b>                   | <b>8,82,000</b>          | <b>8,82,000</b>    | <b>8,28,000</b>                                                                                                   | <b>8,28,000</b>    | <b>17,10,000</b>   | <b>17,10,000</b>   |

|                                  |                    |                  |          |          |                    |                  |
|----------------------------------|--------------------|------------------|----------|----------|--------------------|------------------|
| <b>REMUNERATION TO DIRECTORS</b> |                    |                  |          |          |                    |                  |
| Surendra Tibrewala               | 53,40,000          | 35,40,000        | -        | -        | 53,40,000          | 35,40,000        |
| Sanjay Tibrewala                 | 53,40,000          | 35,40,000        | -        | -        | 53,40,000          | 35,40,000        |
| Sonai Kedha Sankar               | 26,87,554          | 26,64,722        | -        | -        | 26,87,554          | 26,64,722        |
| <b>Total</b>                     | <b>1,33,67,554</b> | <b>97,44,722</b> | <b>-</b> | <b>-</b> | <b>1,33,67,554</b> | <b>97,44,722</b> |
| <b>REIMBURSEMENT OF EXPENSES</b> |                    |                  |          |          |                    |                  |
| Raman Perumal                    | -                  | 88,944           | -        | -        | -                  | 88,944           |
| <b>Total</b>                     | <b>-</b>           | <b>88,944</b>    | <b>-</b> | <b>-</b> | <b>-</b>           | <b>88,944</b>    |

## ii. Outstanding balances as on reporting date

| Particulars                                        | Key Management Personnel |                 | Entities in which Key Management Personnel or its relatives are interested / Relative of Key Management Personnel |                    | Total              |                    |
|----------------------------------------------------|--------------------------|-----------------|-------------------------------------------------------------------------------------------------------------------|--------------------|--------------------|--------------------|
|                                                    | 31st March 2018          | 31st March 2017 | 31st March 2018                                                                                                   | 31st March 2017    | 31st March 2018    | 31st March 2017    |
| <b>OUTSTANDING BALANCES SECURITY DEPOSIT GIVEN</b> |                          |                 |                                                                                                                   |                    |                    |                    |
| Kanaklata Tibrewala                                | -                        | -               | 1,95,00,000                                                                                                       | 1,95,00,000        | 1,95,00,000        | 1,95,00,000        |
| <b>Total</b>                                       | <b>-</b>                 | <b>-</b>        | <b>1,95,00,000</b>                                                                                                | <b>1,95,00,000</b> | <b>1,95,00,000</b> | <b>1,95,00,000</b> |
| <b>ADVANCE REMUNERATION PAID</b>                   |                          |                 |                                                                                                                   |                    |                    |                    |
| Sonai Kedha Sankar                                 | -                        | 3,51,600        | -                                                                                                                 | -                  | -                  | 3,51,600           |
| <b>Total</b>                                       | <b>-</b>                 | <b>3,51,600</b> | <b>-</b>                                                                                                          | <b>-</b>           | <b>-</b>           | <b>3,51,600</b>    |
| <b>PAYABLES</b>                                    |                          |                 |                                                                                                                   |                    |                    |                    |
| Proton Biochem Private Limited                     | -                        | -               | 56,94,806                                                                                                         | 37,39,471          | 56,94,806          | 37,39,471          |
| Surendra Tibrewala - Rent                          | 66,150                   | 66,150          | -                                                                                                                 | -                  | 66,150             | 66,150             |
| Kanaklata Tibrewala - Rent                         | -                        | -               | 62,100                                                                                                            | 62,100             | 62,100             | 62,100             |
| <b>Total</b>                                       | <b>66,150</b>            | <b>66,150</b>   | <b>57,56,906</b>                                                                                                  | <b>38,01,571</b>   | <b>58,23,056</b>   | <b>38,67,721</b>   |
| <b>Remuneration Payable</b>                        |                          |                 |                                                                                                                   |                    |                    |                    |
| Surendra Tibrewala                                 | 2,00,680                 | 1,97,325        | -                                                                                                                 | -                  | 2,00,680           | 1,97,325           |
| Sanjay Tibrewala                                   | 2,00,680                 | 1,97,325        | -                                                                                                                 | -                  | 2,00,680           | 1,97,325           |
| <b>Total</b>                                       | <b>4,01,360</b>          | <b>3,94,650</b> | <b>-</b>                                                                                                          | <b>-</b>           | <b>4,01,360</b>    | <b>3,94,650</b>    |

### Note:

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

## NOTE 46: ADDITIONAL INFORMATION AS REQUIRED BY PARAGRAPH 2 OF THE GENERAL INSTRUCTIONS FOR THE PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS UNDER DIVISION II OF SCHEDULE III TO THE COMPANIES ACT, 2013.

| Name of the entity in the Group     | Net Assets i.e., total assets minus total liabilities |                | Share in Profit or loss              |              | Share in other comprehensive Income             |            | Share in total comprehensive income |              |
|-------------------------------------|-------------------------------------------------------|----------------|--------------------------------------|--------------|-------------------------------------------------|------------|-------------------------------------|--------------|
|                                     | As % of Consolidated net assets                       | Amount         | As % of Consolidated Profit and Loss | Amount       | As % of Consolidated Other Comprehensive Income | Amount     | As % of total comprehensive income  | Amount       |
| <b>Parent</b>                       |                                                       |                |                                      |              |                                                 |            |                                     |              |
| <b>Fineotex Chemical Limited</b>    |                                                       |                |                                      |              |                                                 |            |                                     |              |
| 31-Mar-18                           | 89.24%                                                | 1,21,10,71,899 | 93.77%                               | 21,28,14,562 | 100.00%                                         | 74,827     | 93.77%                              | 21,28,89,389 |
| 31-Mar-17                           | 90.72%                                                | 1,02,04,42,508 | 81.87%                               | 21,12,46,694 | 100.00%                                         | (3,00,890) | 81.84%                              | 21,09,45,804 |
| <b>Subsidiaries</b>                 |                                                       |                |                                      |              |                                                 |            |                                     |              |
| <b>Indian</b>                       |                                                       |                |                                      |              |                                                 |            |                                     |              |
| <b>Manya Steel Private Limited</b>  |                                                       |                |                                      |              |                                                 |            |                                     |              |
| 31-Mar-18                           | 0.02%                                                 | 2,50,711       | 0.07%                                | 1,68,577     | -                                               | -          | 0.07%                               | 1,68,577     |
| 31-Mar-17                           | 0.01%                                                 | 1,15,109       | 0.01%                                | 28,685       | -                                               | -          | 0.01%                               | 28,685       |
| <b>FCL Landmarc Private Limited</b> |                                                       |                |                                      |              |                                                 |            |                                     |              |
| 31-Mar-17                           | -                                                     | -              | 0.00%                                | (1,422)      | -                                               | -          | 0.00%                               | (1,422)      |



## FINEOTEX CHEMICAL LIMITED

|                                                                |          |                |          |               |         |            |          |               |
|----------------------------------------------------------------|----------|----------------|----------|---------------|---------|------------|----------|---------------|
| <b>Foreign</b>                                                 |          |                |          |               |         |            |          |               |
| <b>Fineotex Specialties FZE</b>                                |          |                |          |               |         |            |          |               |
| 31-Mar-18                                                      | 1.22%    | 1,66,20,239    | 0.82%    | 18,67,431     | -       | -          | 0.82%    | 18,67,431     |
| 31-Mar-17                                                      | 1.31%    | 1,47,52,808    | 2.99%    | 77,06,533     | -       | -          | 2.99%    | 77,06,533     |
| <b>Fineotex Malaysia Limited</b>                               |          |                |          |               |         |            |          |               |
| 31-Mar-18                                                      | 9.39%    | 12,74,61,788   | 14.92%   | 3,38,55,908   | -       | -          | 14.91%   | 3,38,55,908   |
| 31-Mar-17                                                      | 10.74%   | 12,08,45,223   | 3.57%    | 92,08,740     | -       | -          | 3.57%    | 92,08,740     |
| <b>BT Chemicals SDN BHD</b>                                    |          |                |          |               |         |            |          |               |
| 31-Mar-18                                                      | 10.86%   | 14,74,06,558   | 11.43%   | 2,59,32,348   | -       | -          | 11.42%   | 2,59,32,348   |
| 31-Mar-17                                                      | 8.43%    | 9,48,10,701    | 23.57%   | 6,08,24,804   | -       | -          | 23.60%   | 6,08,24,804   |
| <b>BT Biotex SDN BHD</b>                                       |          |                |          |               |         |            |          |               |
| 31-Mar-18                                                      | 4.23%    | 5,74,27,391    | 4.75%    | 1,07,83,849   | -       | -          | 4.75%    | 1,07,83,849   |
| 31-Mar-17                                                      | 2.56%    | 2,88,47,439    | 7.25%    | 1,87,20,700   | -       | -          | 7.26%    | 1,87,20,700   |
| <b>BT Exon SDN BHD</b>                                         |          |                |          |               |         |            |          |               |
| 31-Mar-18                                                      | 0.23%    | 30,68,052      | 0.27%    | 6,10,995      | -       | -          | 0.27%    | 6,10,995      |
| 31-Mar-17                                                      | 0.11%    | 1245149.658    | 0.11%    | 2,81,378      | -       | -          | 0.11%    | 2,81,378      |
| <b>Non-Controlling interests in all subsidiaries</b>           |          |                |          |               |         |            |          |               |
| 31-Mar-18                                                      | (4.56%)  | (6,18,59,041)  | (5.60%)  | (1,27,08,619) | -       | -          | (5.60%)  | (1,27,08,619) |
| 31-Mar-17                                                      | (6.39%)  | (7,19,12,396)  | (12.65%) | (3,26,35,161) | -       | -          | (12.66%) | (3,26,35,161) |
| <b>Intercompany Elimination &amp; Consolidation Adjustment</b> |          |                |          |               |         |            |          |               |
| 31-Mar-18                                                      | (10.63%) | (14,42,92,649) | (20.43%) | (4,63,69,377) | -       | -          | (20.42%) | (4,63,69,377) |
| 31-Mar-17                                                      | (7.49%)  | (8,42,76,749)  | (6.72%)  | (1,73,38,297) | -       | -          | (6.73%)  | (1,73,38,297) |
| <b>Total</b>                                                   |          |                |          |               |         |            |          |               |
| 31-Mar-18                                                      | 100.00%  | 1,35,71,54,948 | 100.00%  | 22,69,55,673  | 100.00% | 74,827     | 100.00%  | 22,70,30,500  |
| 31-Mar-17                                                      | 100.00%  | 1,12,48,23,321 | 100.00%  | 25,80,42,654  | 100.00% | (3,00,890) | 100.00%  | 25,77,41,764  |

### 47 SEGMENT REPORTING

As the company has only one primary business activity, Segment Reporting is not applicable as per Ind AS 108 - Operating Segments

- 48** Loans given, Investments made and Corporate Guarantees given u/s 186(4) of the Companies Act, 2013 are disclosed under the respective notes. Interest and Commission are recovered where incurred.
- 49** Balances of Trade Receivables, Trade Payables, Advances and Deposits received / given, from / to customers are subject to confirmation and subsequent reconciliation
- 50** Figures in brackets indicate previous year's figures. Previous year's figures have been regrouped, rearranged and reclassified wherever necessary to conform with this year's classification.

As per our report of even date attached

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

**Champak K. Dedhia**  
 Partner  
 Membership No.: 101769

**Mumbai, 30th May 2018**

**For and on behalf of the Board**

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

**Alok Dhanuka**  
 Chairman - Audit Committee  
 DIN : 06491610

**Sanjay Tibrewala**  
 Executive Director & CFO  
 DIN : 00218525

**Pooja Kothari**  
 Company Secretary  
 M.No. ACS: 53895

**Mumbai, 30th May 2018**

[illegible]

# FINEOTEX CHEMICAL LIMITED

CIN : L24100MH2004PLC144295

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

**Telephone:** + 91-22-26559174-77, **Fax:** 26559178, **Email:** info@fineotex.com, **Website:** www.fineotex.com

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## 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]

### ANNUAL GENERAL MEETING - 28<sup>TH</sup> SEPTEMBER, 2018 AT 4.30 PM

Name(s) of the Member(s) :

Registered Address :

E-mail ID :

Folio No./Client ID :

DP/ID :

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 \_\_\_\_\_, or failing him

as my/our proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the 15th Annual General Meeting of the Company, to be held on Friday, the 28th day September, 2018 at 4:30 p.m. at Rajpuria Hall/Bagh, 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. | Resolutions                                                                                                                                                           | Type of Resolutions | No. of Shares | (FOR)                         | (AGAINST)                   |
|----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|---------------|-------------------------------|-----------------------------|
|          |                                                                                                                                                                       |                     |               | I/We assent to the Resolution | I/We dissent the Resolution |
|          | <b>Ordinary Business</b>                                                                                                                                              |                     |               |                               |                             |
| 1        | Adoption of Audited Financial Statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon. | Ordinary            |               |                               |                             |
| 2        | Confirmation of interim dividend declared.                                                                                                                            | Ordinary            |               |                               |                             |
|          | <b>Special Business</b>                                                                                                                                               |                     |               |                               |                             |
| 3        | Raising of Funds through Issue of Securities.                                                                                                                         | Special             |               |                               |                             |
| 4        | Alteration of Object Clause of the Memorandum of Association of the Company.                                                                                          | Special             |               |                               |                             |
| 5        | Appointment of Mrs. Aarti Jhunhunwala as an Executive Director of the Company.                                                                                        | Special             |               |                               |                             |
| 6        | Contracts with related Parties                                                                                                                                        | Special             |               |                               |                             |

Signed, this \_\_\_\_\_ day of \_\_\_\_\_, 2018

Signature of Member(s) : \_\_\_\_\_

Signature of the Proxy holder(s) : \_\_\_\_\_

**Affix  
Revenue  
Stamp**

**Notes :**

- 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 5.30 p.m. on 26th September, 2018.**
- A proxy need not be a Member of the Company.
- In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorized by it and an authenticated copy of such authorization should be attached to the proxy form.
- A person can act as proxy on behalf of such number 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. Further, 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 proxy for any other person or Member.
- Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
- In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

# FINEOTEX CHEMICAL LIMITED

CIN : L24100MH2004PLC144295

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

**Telephone:** + 91-22-26559174-77, **Fax:** 26559178, **Email:** info@fineotex.com, **Website:** www.fineotex.com

## ATTENDANCE SLIP

(Please hand over at the entrance of the Meeting hall)

**15th Annual General Meeting 28th September, 2018**

**Folio No. / DP ID No. / Client ID No. :** \_\_\_\_\_

**Name :** \_\_\_\_\_

**Address :** \_\_\_\_\_

\_\_\_\_\_

**No. of Shares :** \_\_\_\_\_

I hereby record my presence at the 15th ANNUAL GENERAL MEETING of the Company held at Rajpuria hall/Bagh, Navinbhai Thakkar Marg, Vile Parle (East), Mumbai 400057 on Friday, the 28th day of September, 2018 at 4:30 p.m.

\_\_\_\_\_  
First / Sole Holder / Proxy

\_\_\_\_\_  
Second Holder / Proxy

\_\_\_\_\_  
Third Holder / Proxy

\_\_\_\_\_  
Note : Your entry to the Meeting will be regulated by this attendance slip.