

August 23, 2025

To,

The General Manager, Listing Department, Bombay Stock Exchange 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
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Subject: Annual Report for the Financial Year 2024-25 pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Annual Report of 22nd Annual General Meeting (“22nd AGM”) for the financial year 2024-25. The 22nd AGM is scheduled to be held on **Friday, September 19, 2025, at 05.00 P.M. (IST)** through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”).

The Annual Report for the financial year 2024-25 including the Notice of the 22nd AGM is made available on the website of the company i.e. <https://fineotex.com/investor-relation/>

Kindly take the above information on your record and disseminate to the members.

Thanking you,

Yours faithfully,
For FINEOTEX CHEMICAL LIMITED

Sunny Parmar
Company Secretary & Compliance Officer



Encl: As above



FINEOTEX[®]
A Speciality Chemical Producing
Public Listed Company

Expanding together for a

Sustainable Future

22nd ANNUAL REPORT

2024 - 2025



Board of Directors



SurendraKumar Tibrewala
Chairman and Managing Director



Sanjay Tibrewala
Executive Director & CFO



Aarti Jhunhunwala
Executive Director



Dr. Sunil Waghmare
Independent Director



Dr. Amit Prabhakar Pratap
Independent Director



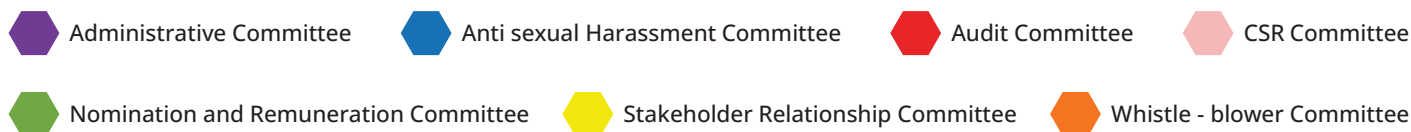
Alok Dhanuka
Independent Director



CS Bindu Shah
Independent Director



Navin Mittal
Independent Director



Contact Us

REGISTERED OFFICE

42/43, Manorama Chambers, S.V. Road, Bandra (W), Mumbai - 400050. **Tel:** +91 - 22 - 2655 9174-77
Fax: +91-22-26559178 | **E-mail:** investor.relations@fineotex.com | **Website:** www.fineotex.com |
CIN: L24100MH2004PLC144295

CORPORATE OFFICE

Level 4, Ariisto House, Opp. Hubtown Solaris, Andheri East, Mumbai - 400069, INDIA.

Plant Location

Malaysia: No.9, Jalan BA/3, Kawasan Perusahaan Bukit Angkat, 43000 Kajang, Selangor, Malaysia

Ambernath: B 24, Additional, Ambernath Industrial Area, Ambernath - 421506.

Ambernath: 21/1, Chikhholi, M.I.D.C, K-B Road, Ambernath-West

Navi Mumbai: A 699 & 700, 684 & 685, 687,669 TTC Industrial Area, MIDC, Mahape, New Mumbai - 400705.

E-mail: investor.relations@fineotex.com | **Website:** www.fineotex.com

Registrar & Share Transfer Agent

BIGSHARE SERVICES PRIVATE LTD.

(For shares and dividend related queries)

E-2/3, Ansa Industrial Estate, Saki Vihar, Road, Saki Naka, Andheri (E), Mumbai — 400 072.

Tel: +91 022 6263 8204 | **E-mail:** investor@bigshareonline.com | **Website:** www.bigshareonline.com

Bankers

- | | |
|-----------------------|---|
| • Indian Bank | • Federal Bank |
| • Kotak Mahindra Bank | • Punjab National Bank |
| • ICICI Bank | (Formally known as Oriental Bank of Commerce) |

Statutory Auditors, Cost Auditors & Secretarial Auditors

STATUTORY AUDITORS

- ASL & Co
Chartered Accountants

COST AUDITORS

- V. J. Talati & Co.
Cost Accountants

SECRETARIAL AUDITORS

- HSPN & Associates LLP
Company Secretaries

Company Secretary

- Sunny Parmar



Celebrating our
High-Trust High-Performance Culture™!

Chairman's Speech



Dear Shareholders,

Looking back to the last fiscal year, with a steadfast commitment to innovation, we have made significant strides towards continuous growth. It is with great pleasure that I introduce Fineotex's Annual Report for the fiscal year 2024-25.

About Fineotex:

Fineotex Chemical Limited has emerged as a dynamic innovation led specialty chemical company with a steadily diversifying portfolio across high growth sectors. Originally focused on textile chemicals, the company has successfully expanded into adjacent verticals such as cleaning and hygiene, oil and gas, water treatment, and performance chemicals. These segments are gaining traction due to stricter environmental norms, growing global hygiene awareness, and the revival of oilfield activity. Fineotex's fungible manufacturing infrastructure allows agile production across categories, with an annual capacity of 104000 MT.

Innovation remains central to Fineotex's growth strategy. Its subsidiary Biotex Malaysia plays a pivotal role in product development, delivering high performance and customized solutions across applications. In the second half of FY25 alone, the company launched 45 new products, including AquaStrike Premium, a biotech based mosquito control agent that underscores its commitment to sustainability and water conservation. With a product portfolio now exceeding 470 specialty chemicals, Fineotex continues to introduce differentiated offerings, including silicone functional finishes such as hydrophilic, epoxy, and color enhancing formulations.

The company's operational philosophy is deeply rooted in sustainability and quality, evident through initiatives like renewable energy adoption at its Ambernath unit, ZDHC certification, NABL and FDA accreditations, GreenPro and EcoVadis badges, as well as US EPA and Dun and Bradstreet ESG recognition. Its fourth consecutive Great Place to Work certification reflects its progressive and collaborative work culture.

Performance:

For the financial year 2024-25, Fineotex Chemical Limited delivered a strong performance, with income from operations reaching ₹53,333 lakh. Profit before tax stood at ₹14,124 lakh, while profit after tax came in at ₹10,921 lakh, reflecting the company's continued growth momentum and operational strength. Earnings per share for the year was ₹9.53, based on a face value of ₹2 per share, underscoring the company's ability to generate consistent value for its shareholders.

Our cash and cash equivalents stood at **₹35,200 lakh** as on March 31, 2025. This is after significant cash deployment towards capital expenditure for the upcoming manufacturing facility, the new state-of-the-art corporate office in Andheri, and other strategic investments to strengthen future growth.

During the year, we generated positive operating cash flows of ₹6,933 lakh, with a healthy CFO to EBITDA ratio of 54.5%, further demonstrating our robust operational efficiency and prudent working capital management. This reflects Fineotex's commitment to maintaining financial discipline and operational efficiency across its business.

In today's fast changing business environment, we remain deeply committed to innovation, customer satisfaction, and operational excellence as core pillars of our strategy. Backed by a strong financial foundation, we are well positioned to drive continued growth and deliver long term, sustainable value to all our stakeholders.

Industry Overview:

India's specialty chemicals sector is currently valued at USD 64.5 billion, contributing around 22 percent of the country's total chemicals output. The market is projected to grow to between USD 92 and 114 billion by 2032-33, driven by strong demand from end-use industries such as agrochemicals, pharmaceuticals, personal care, construction, and water treatment. Agrochemical exports are witnessing double-digit growth, while the API industry, valued at nearly USD 18 billion in 2024, is expected to reach USD 22-23 billion by 2030.

India's importance in global supply chains is increasing, fueled by the global shift toward a "China plus one" strategy. This has led to greater interest in India for contract manufacturing, joint ventures, and greenfield investments.

The textile specialty chemical market is expanding steadily, supported by higher textile production, growing demand for technical textiles, and eco-friendly finishes. The textile finishing chemical segment is expected to reach USD 3.59 billion by 2030, growing at a CAGR of 3.63%.

India's cleaning and hygiene chemical market is also growing rapidly, projected to reach USD 16.44 billion by 2030 at a CAGR of 8.8%, driven by increasing hygiene awareness, urbanization, and stricter standards in healthcare, hospitality, and food processing sectors.

In the oil and gas segment, rising energy demand and exploration activities have boosted chemical demand, with petroleum product exports reaching USD 44.41 billion in FY24. India now ranks among the top global exporters of drilling chemicals.

Policy support is reinforcing this growth through initiatives such as the Production-Linked Incentive (PLI) scheme and the PCPIR policy. Industrial clusters in Dahej, Paradip, and Cuddalore are attracting massive investments, ranging from ₹70,000 crore to ₹1 lakh crore each. Furthermore, India aims to secure over USD 87 billion in new petrochemical investments over the next decade to boost downstream integration and value addition.

Business Strategy & Way Forward:

At Fineotex Chemical, our business strategy is centered on innovation, diversification, and sustainability to drive long-term growth and create value for all stakeholders.

We are focused on developing new and advanced products through continuous investment in research and development, enabling us to meet the evolving needs of our customers across diverse industries. Through its subsidiary Biotex Malaysia, Fineotex launched 45 new products in H2FY25 alone, including AquaStrike Premium, a biotech-based mosquito control agent. The company now has over 470 specialty chemical products, including advanced silicone finishes for various industrial applications.

To further expand our global footprint, we are strategically venturing into the oil and gas segment, aiming to establish a strong presence in international markets through the export of high-quality specialty chemicals.

Sustainability remains at the core of our approach. We continue to promote environmentally responsible solutions, including the introduction of our pioneering "AquaStrike Premium" – Non Toxic & Eco-Friendly Mosquito Killer and Water Preservation Additive - a one-of-its-kind product that underscores our commitment to innovation and public health.

In addition, we are adding new capacity to meet rising demand, exploring inorganic growth opportunities to strengthen our market position, and working to increase

wallet share from existing clients through deeper partnerships and value-added solutions.

Research and Development:

At Fineotex Chemical, research and development form the foundation of our growth strategy. Operating in a highly specialized and technical industry, we recognize that innovation is not optional, it is essential. Our R&D efforts are led by our subsidiary, Biotex Malaysia, which plays a critical role in designing high-performance, customized solutions for a wide range of industries.

Beyond product innovation, Fineotex invests in building technical capabilities through collaborations with global institutions such as EuroDye, HealthGuard, and SASMIRA. These alliances enhance our ability to co-create advanced chemical solutions, strengthen our product pipeline, and deepen our technical service offerings.

Sustainability:

Sustainability is not a separate initiative at Fineotex—it is embedded into our business model. As the chemical industry undergoes a significant transformation towards greener, more responsible practices, Fineotex has taken a proactive approach to align its operations with global environmental goals. Our sustainability framework spans renewable energy, waste management, water treatment, and compliance, ensuring that we grow responsibly while minimizing our ecological footprint.

A key initiative has been the adoption of solar energy through the installation of rooftop solar panels at our Ambernath facility. This move has helped reduce our dependency on conventional energy sources and reflects our commitment to energy efficiency. We continuously monitor energy usage and optimize processes to reduce both emissions and operational costs.

Our sustainability journey also includes ethical sourcing, safe chemical management, and workforce well-being. We are proud recipients of certifications such as ZDHC, Green-Pro, EcoVadis Commitment Badge, and US EPA approval, which validate our consistent efforts to meet global ESG standards. With each step, Fineotex reaffirms its belief that true growth comes from balancing performance with purpose-delivering value to stakeholders while preserving the planet for future generations.

In conclusion, I extend my sincere gratitude to our valued customers, shareholders, and business and technology partners for their continued trust and support. As we move forward, we remain committed to delivering sustainable value to our shareholders, strengthening relationships with all our stakeholders, and upholding our legacy of trust and integrity.

Surendrakumar Tibrewala

Chairman & Managing Director

Certifications

FCL

Where Dependability Counts...
**MANUFACTURER OF SPECIALTY
PERFORMANCE CHEMICALS & SOLUTION**

ISO 9001 : 2015

ISO 14001 : 2015

ISO 14045 & ISO 22000

ISO 45001 : 2018

WHO - GMP

SA 8000

HACCP

Green Building

Gots Version 7.0

FDA For HPC

Public Listed Company

Exports To 69 Countries

Star Export House

Bluesign (Biotex, Malaysia)

Plants In India & Malaysia

Eco Passport

ZDHC Contributor

Great Place To Work

EURODYE - CTC
(Collaboration For India)

Ranked Amongst India's
Top 1000 Companies By NSE

Health Guard
(Global Marketing Channel Partner)



Expanded our Horizons at



INDIAN FACILITIES LOCATED AT AMBERNATH, MUMBAI.
B-24, Anand Nagar, Additional M.I.D.C, Ambernath, Maharashtra.
The current production capacity is 61,000 MT p.a.



INDIAN FACILITIES LOCATED AT AMBERNATH, MUMBAI.
21/1, Chikhholi, M.I.D.C, K-B Road, Ambernath-West



INDIAN FACILITIES LOCATED AT MAHAPE, NAVI MUMBAI.
Trans Thane Creek industrial Area, Mahape, Navi Mumbai, Maharashtra.
The current production capacity is 36,500 MT p.a.



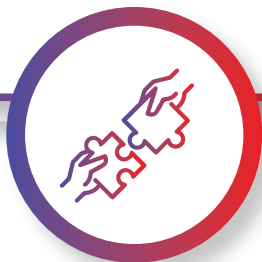
BT BIOTEX SDN BHD BIOTEX MALAYSIA CHEMICALS
No.9, Jalan BA/3, Kawasan Perusahaan Bukit Angkat, 43000 Kajang, Selangor, Malaysia
The Current Production Capacity Is 6,500 MT p.a.



Our Evolution

2004

- Accredited with ISO 9001:2008
- Incorporation of Fineotex Chemical Private Limited (FCPL)



2007

- Conversion of FCPL into Fineotex Chemical Limited (FCL)



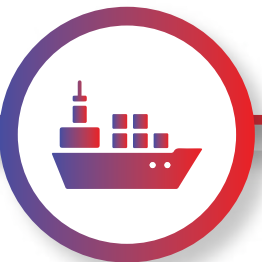
2011

- Listed on BSE
- Incorporated wholly owned subsidiary in Malaysia
- Acquired majority stake in Biotex Group



2019

- Biotex partnered with Bluesign
- Manufacturing capacity increased to 43,000 MTS annually and both facilities GMP certified



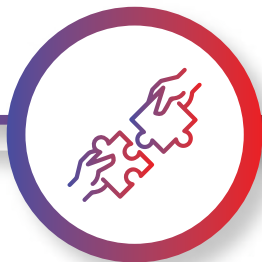
2020

- Buyback of 11 Lacs shares up to a maximum price of Rs.40
- Deploying Rs.270 million for the new facility at Ambernath Maharashtra



2021

- Collaboration with Eurodye-CTC
- Collaboration with HealthGuard
- Partnership with Sasmira
- Ambernath facility commenced production in Nov 2021



2014

- Bonus declared on 1 : 1 basis
- Accredited with ISO 4001:2004 & OHSAS 8001:2007 Certification



2015

- Listed on NSE
- Received Star Export House recognition



2017

- Fineotex Chemical Limited announced first buyback
- Awarded as IPF fastest growing chemical manufacturing Company at BSE Limited on Dec' 17



2022

- Hurun India - Industry Achivement Award (Textile Chemistry)
- Awarded Dun & Bardstreet Business Enterprises of Tomorrow
- Manufacturing capacity increased to 104,000 MTS annually and both facilities GMP certified
- Our Fineotex Family now exceeds the milestone No. of **1Lkh** shareholders
- NIFTY Mid Cap Recognition



2023

- ICRA rating upgraded-Long Term Rating: A+ &-Short Term Rating: A1+
- Dun & Bradstreet ESG Badge
- Purchased Additional factory land premises of 7 acres at Additional Ambernath MIDC
- Successfully commissioned Solar Power Plant at Ambernath Facility
- Received accreditation by NABL



2024

- Hurun India - India's Most Respected Entrepreneurs Award
- Hurun India - Outstanding contribution to India's Manufacturing Economy Award
- Great Place to Work certified
- Fineotex recognised by the Prestigious EcoVadis Commitment Badge!



ESG

Considering Environmental Sustainability & Social Governance as our Responsibility

Chairman's ESG Message: "At Fineotex, sustainability is not a parallel agenda – it is the way we do business. Our progress in renewable energy adoption, resource efficiency, and community impact reflects our belief that growth and responsibility go hand in hand. From reducing our energy intensity by 40% to expanding our workforce diversity and supporting meaningful CSR projects, we are embedding ESG principles across our operations. As we move toward our ESG 2025+ vision, we remain steadfast in our commitment to creating long-term value for all stakeholders while preserving the planet for future generations."

Environment (E)



Transitioning to Clean and Efficient Operations

Reduction in Energy Intensity: We are proud to report that our energy intensity has reduced significantly, reflecting the combined impact of smart investments and operational discipline.

Over the past three financial years, Fineotex Chemical has achieved a significant reduction in energy intensity, reinforcing our commitment to sustainable growth.

Energy intensity dropped from 4.29 in FY 2023-24 to 4.08 in FY 2024-25, reflecting a 5% improvement in energy efficiency.

This was driven by commissioning of solar panels at our Ambarnath facility, process optimization, and ongoing energy conservation initiatives.

The Solar energy utilization increased from 50,569 kWh in FY 2023-24 to 92,856 kWh in FY 2024-25, now accounting for a growing share of our total consumption.

Non-renewable energy remained stable, as process efficiency gains offset production growth.



Decline in Carbon Emissions: We have reduced the air carbon concentration from 0.9 $\mu\text{g}/\text{m}^3$ in 2023-24 to 0.55 $\mu\text{g}/\text{m}^3$, underscoring our commitment to compliant and safe operations. Our Scope 1, 2 and 3 emissions remain negligible, reflecting our commitment to cleaner manufacturing and our progress toward grid independence. This has further strengthened our readiness to report emissions in alignment with SBTi standards. These measures have not only lowered our carbon footprint but also enhanced operational efficiency, aligning our business practices with global ESG standards and stakeholder expectations.

Water Efficiency and Responsible Management: Water is a critical resource and responsible water management is central to our sustainability agenda. At Fineotex Chemical, responsible water management is central to our sustainability agenda. We have dedicatedly improved on the process to reduce water consumption. Total water consumption decreased from 56,159 KL in FY 2023-24 to 42,502 KL in FY 2024-25, which reflects our commitment towards Environment. Also with Zero Liquid Discharge (ZLD) Operations, water is recycled, reused and conserved.

Despite this growth, water intensity reduced from 134.05 KL to 96.77 KL per crore ₹ of turnover, highlighting significant efficiency gains.

Through ZLD practices, treated water reuse, and process optimization, we have minimized freshwater dependency while maintaining compliance with CETP discharge standards.

Strengthened Global Certifications:
Our ESG journey has been validated by prestigious certifications

Building on our existing accreditations like ISO 9001, ISO 14001, ISO 45001, SA 8000, GOTS, ZDHC, Bluesign, and WHO-GMP, We achieved NABL accreditation and the Dun & Bradstreet ESG Badge in FY 2024-25.

In FY 2024-25, we added the EcoVadis Commitment Badge and US EPA approval, followed by GreenPro certification and our 4th consecutive Great Place to Work recognition in FY 2025-26.

These achievements reflect our commitment to quality, sustainability, and workplace excellence, aligning Fineotex with global ESG standards and strengthening stakeholder trust.

Social (S)

Empowering People and Communities, Directives and Talent

At Fineotex, we know that diversity drives innovation.

Female representation in our workforce has steadily increased from 24.39% in FY 2023-24 to over 27.68% in FY 2024-25, reflecting our commitment to inclusive hiring.

On the Board, 2 out of 7 directors (28.57%) are women, including one Independent Director, exceeding regulatory requirements.



We continue to foster a safe, equitable, and growth-oriented workplace through policies on equal opportunity, prevention of harassment, and skill development programs for women employees.

Employee Development and Well-being

People are at the heart of our success.

100% of employees and workers receive annual training, covering health and safety (ISO 45001), HIRA (Hazard Identification and Risk Assessment), and skill upgradation.

We have granted 110 employees ESOPs (66,761 options), reinforcing our culture of ownership and value sharing.

The company continues to achieve robust retention levels among its permanent workforce, with attrition rates remaining low outperforming industry standards.

Worker attrition has also been minimal (1-2%), highlighting long-term stability in our operations. Our Great Place to Work certification for four consecutive years reflects our commitment to creating a high-trust, high-performance culture.

Workplace Safety

Safety is non negotiable at Fineotex: Zero workplace accidents is a testament to our ISO 45001-certified safety systems, regular HIRA training, and robust health and safety audits.

Strengthening Communities through CSR: We continue to create meaningful social impact through our CSR programs:

CSR spending increased to ₹44.088 lakh in FY 2024-25, supporting projects in education, healthcare, hunger alleviation, sanitation, and community welfare.

Our initiatives include supporting education for underprivileged children, providing healthcare access, and offering financial and material aid to marginalized communities.

Governance (G)



Transparency and Accountability

Strong governance is the foundation of our ESG agenda.

Strong Diverse Board: 7 members, including 4 Independent Directors and 2 women (28.57%).

Sustainable Policies: Environment, Social and Governance (ESG) Policy, Human Rights Policy, Corporate Social Responsibility, and Anti-Bribery and Anti-Corruption Policy

Adherence to Governance: We are proud to report zero penalties, punishments, or offences under any governance frameworks from FY 2024-25.

Commitment to quality: 55/100 (52nd percentile), reflecting our growing alignment with global ESG practices.

In closing, to our shareholders and stakeholders, we say this: **Fineotex is future ready.** Our ESG journey is rooted in accountability, progress, and purpose. As we continue to grow, sustainability will remain the core driver of our business and our contribution to the world we share.



ESG at Every Step of the Way

We place sustainability high on our agenda as it is an integral part of our business strategy



100%

Employees are covered with health and accident insurance



28%

Female employees in FY25



4,98,200 units

Low energy consumption intensity for FY25 – 4.08 as compared to 4.29 in FY24



100% employees

Were given safety and skill up-gradation training



Rs 44.09 Lakhs

Spent on CSR activities in FY25



Zero

Penalties, punishment or compounding of offences in FY25



No accidents

Reported in FY25



319.70 Lakhs

Spend on R&D for developing sustainable products in FY25



4 out of 7 board members

Are Independent and Non- Executive Members



42,502 kl

Low water consumption intensity for FY25 – 96.77 as compared to 134.05 in FY24



Zero

Consumer complaints on restrictive trade practices and unfair trade practices in FY25



Low carbon emission

0.55 µg/m3 in FY25



Low Waste Intensity

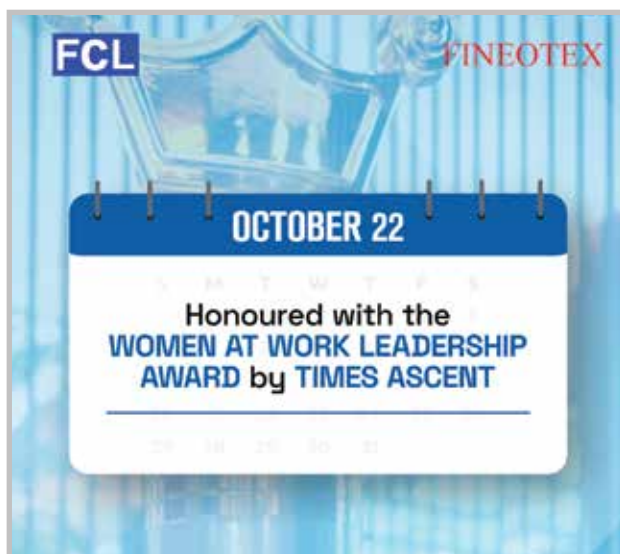
0.41 in FY25



Solar Power Plant

Successfully running at Ambarnath Plant

AWARDS





EVENTS



ACHIEVEMENTS

FCL FINEOTEX

We are thrilled to announce our
UPGRADED CREDIT RATINGS BY ICRA:

Instrument	Upgraded (w.e.f November 2024)
Long Term Fund Based	ICRA A+ (Positive)
Long Term/Short Term	ICRA A+ (Positive)/ICRA A1+



FCL FINEOTEX

**FURTHER ADDITIONAL PURCHASE OF
FACTORY/PLANT PREMISES**

We proudly announce the brownfield expansion
by acquiring 7 acres of factory land.



FCL FINEOTEX



Mr. Sanjay Tibrewala
Executive Director, Fineotex Chemical Limited,
has been appointed as a Co-opted Member of the
Managing Committee of CHEMEXCIL for 2024-26

He will play a key role in advising and supporting the
Council's initiatives to address industry challenges
and drive export growth.

FCL FINEOTEX

Our ED, **Mr. Sanjay Tibrewala**, felicitated by
Shri Sanjay Savkare (Textile Minister) &
Ms. Roopa Rashi Mahapatra (Textile Commissioner)
on the ground of his alma mater
SASMIRA's Institute of Design & Textiles
for the Life-Cycle Assessment Summit (LCAS) - 2025




New beginnings, endless possibilities!

A proud moment for the Fineotex family as we mark a significant milestone with the inauguration of our new office at Andheri East!

FINEOTEX OVERVIEW

Single Stop sustainable technical solution provider across industries



Among the leading producers of **tailor made** specialty performance chemicals offering **technical services & sustainable solutions**



Single Stop for textile, FMCG, Cleaning & Hygiene



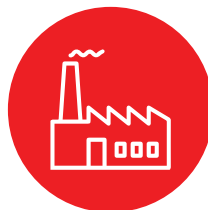
Sustainable solution by **substituting** polluting agents while remaining **cost effective**



Proven management more than **4.5 decades** of experience



Attractive industry dynamics with strong **technical barriers to entry** and high levels of development and **product customization**



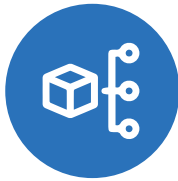
3 Manufacturing Plants with a total capacity of **1,04,000 MTPA** - **State-of-Art** Ambernath (61,000 MTPA), Mahape (36,500 MTPA), and Malaysia (6,500 MTPA). **4th plant** (15,000 MTPA) expected to commence in Q2 FY26



Research & Development - JV with Biotex of Malaysia, and **collaboration** with EuroDye of Belgium, Healthguard of Australia, and Sasmira of India



NABL accredited
Third consecutive year
Fineotex Chemical Laboratory



470+
Product Categories



FDA Approved Plant/s
Plants are approved by FDA pharma



2nd ICRA Rating Upgrade
Long Term Rating: A+ (Positive)
Short Term Rating: A1+ (Positive)



~70
Countries Present



**Bluesign®, ZDHC,
Star Export House**
Accreditations



1,500+ SKUs
Across all product categories



Leader
4 Line of Businesses



Solar Power Plant
Successfully running
at Ambernath Plant



100+
Dealers in Indian and
International Market



Zero
Consumer complaints

DIVERSIFYING ITS BUSINESS PORTFOLIO

Textile Specialty Chemicals

- Entire range of **sustainable specialty textile chemicals**
- **Specialty chemicals producer** with a focus on textiles chemicals
- **Offering tailor-made solutions** to customers
- Attractive industry dynamics with **technical barriers to entry** and high levels of **development and product customization**
- Biotex Malaysia spearheads the **R&D solutions, application research and product development**

FMCG, Cleaning & Hygiene

- Successfully **diversified** into the **cleaning and hygiene business**.
- Leveraged its **existing technical expertise and knowledge** in production and distribution **to gain a competitive advantage**
- Products such as floor cleaners, hand-washes, sanitizers, dishwashers, and toilet bowl cleaners are manufactured

Water Treatment

- Manufactures wide range of polymers preventing scale deposits allowing higher flow rates and efficiency for water treatment

Oil & Gas

- **Produces** chemicals which play an important role in improving the efficiency, safety, and environmental sustainability of oil and gas production
- Aids in reducing maintenance costs and increasing the lifespan of equipment.
- **Chemicals Produced** - Demulsifiers, Corrosion inhibitors, Biocides, Surfactants.



Opportunities: Textile Chemical Industry

Expanding Textile & Apparel Industry

The rise of fast fashion, home textiles, and technical textiles, fueling the need for advanced textile chemicals like dyes, coatings, and softeners

Growing Technical & Functional Textile

Rising adoption of anti-microbial, water-repellent, and UV-resistant textiles in healthcare and defense sectors

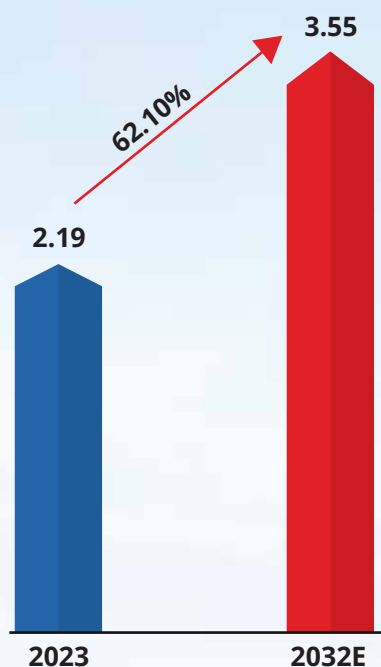
Rising Demand for Sustainability

Organic and sustainable fabrics, increasing the need for environmentally friendly dyes, bio-based finishes, and low-VOC chemicals.

Water & Energy Efficiency

Growth in wastewater treatment, water-saving, sustainable dyeing processes and low-effluent chemicals, driving the market for environmentally friendly auxiliaries.

Indian Textile Chemical Market Size (USD Bn)



Opportunities: FMCG, Cleaning & Hygiene Sector

Rising Hygiene Awareness

- Increased awareness post-COVID-19, has boosted demand for disinfectants, sanitizers, and surface cleaners

Expanding Healthcare & Pharma Sector

- Expansion of hospitals, clinics, and diagnostic centers, increasing demand for disinfectants and sterilizers

Eco-Friendly Cleaning Solutions

- Increase in demand for biodegradable, non-toxic, and green cleaning chemicals

Urbanization & Changing Lifestyle

- Increased urbanization, growth in nuclear families and working professionals shifted consumer preferences towards convenience-based cleaning solutions like multipurpose cleaners and automatic dishwashing liquids.



Opportunities: Water Treatment Industry

Rising Industrialization & Urbanization

- Growth in sectors such as power, chemicals, textiles, and pharmaceuticals increases the demand for water treatment solutions.
- Increasing water pollution and growing population, driving advanced municipal water treatment systems

Stringent Environmental Regulations

- Effluent treatment laws limiting different parameters such as COD, TDS, TSS, and BOD in industrial wastewater.
- Zero Liquid Discharge (ZLD) policies encourage the use of coagulants and flocculants

Water Scarcity & Desalination

- Severe water scarcity, driving investments in desalination plants
- Desalination requires antiscalants and metal chelating agents to improve efficiency and reduce maintenance costs.

Expansion of Power & Energy Sector

- Thermal Power sector, relies on scale inhibitors and antiscalants to maintain boiler efficiency
- Growth in renewable energy (hydropower, bioenergy, solar)

Eco-Friendly & Technological Advancements

- Adoption of eco-friendly and biodegradable polymers is growing
- Advances in nanotechnology and smart polymers



Opportunities: Oil & Gas Industry

Expanding of Domestic Production

- ONGC, Oil India, and private players like Reliance and Cairn India are expanding their upstream activities
- We are actively working in the GCC market, while continuing our strong and established presence in Africa & Europe.
- Enhanced oil recovery techniques requires demulsifiers, corrosion inhibitors, and paraffin dispersants.

Environmental & Safety Regulations

- Eco-friendly and high-performance drilling fluids to minimize environmental impact.
- Non-toxic and water-based drilling fluids (WBM) are gaining traction

Technological Advancements

- Hydraulic fracturing (fracking) for extraction leads to higher demand for fracturing fluids and proppants

Deepwater & Unconventional Drilling

- Increasing offshore & deepwater exploration requires high-performance drilling and cementing fluids.
- Rising Shale Gas and CBM exploration drives demand for fracturing and stimulation chemicals.

Infrastructure & Pipeline Projects

- Expansion of refineries and natural gas pipeline networks boosting demand for cementing and production chemicals.
- New oil & gas wells require advanced cementing fluids



Way Ahead



New Capacity Addition

- Acquired 7 Acre land at Ambernath
- Capacity addition of 15,000 MTPA, project expected to commence in Q2 FY26



Growth Opportunities: Oil & Gas and Water Treatment Sector

- Eco-friendly solutions and sustainable growth
- Rising industrialization and urbanization
- Water scarcity, desalination and expansion of refineries & natural gas pipeline



Inorganic Growth Opportunities

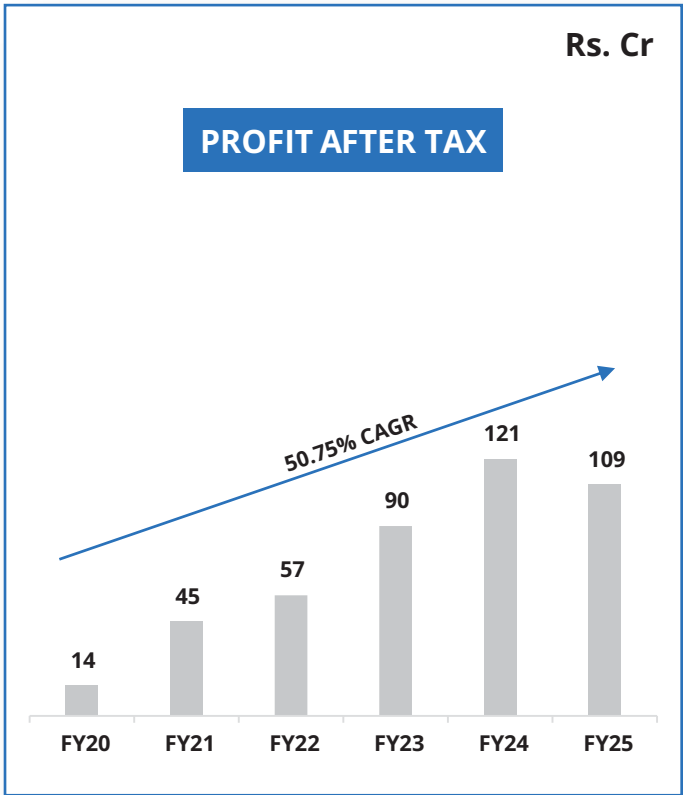
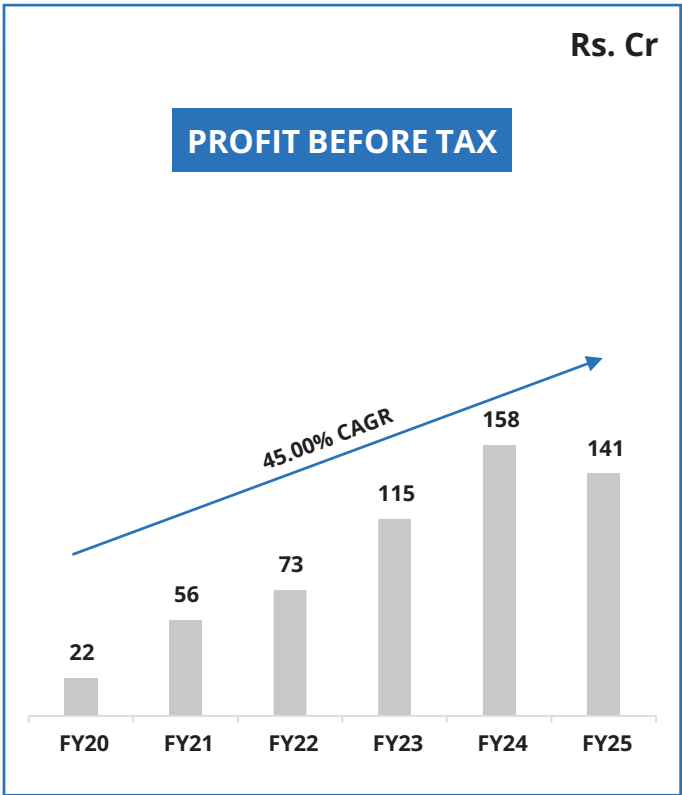
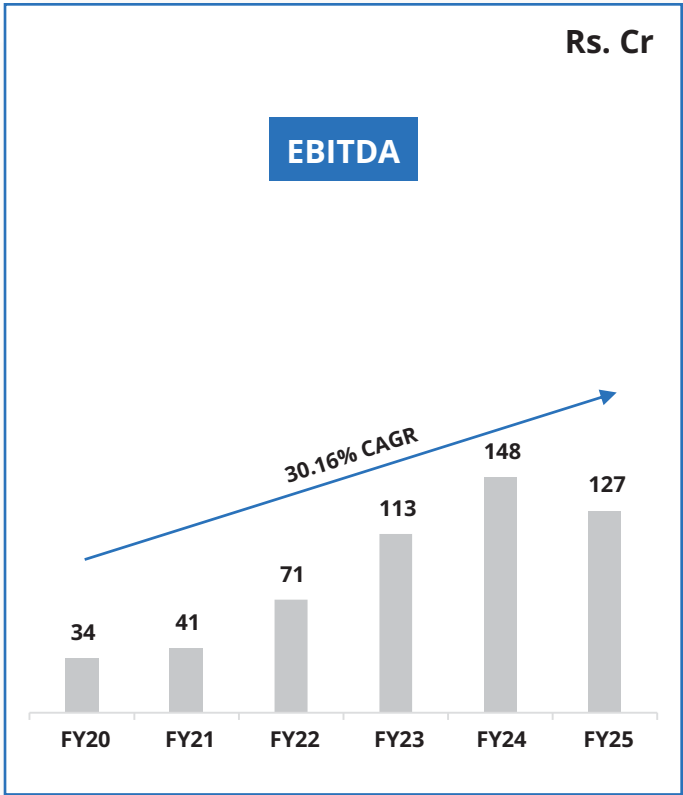
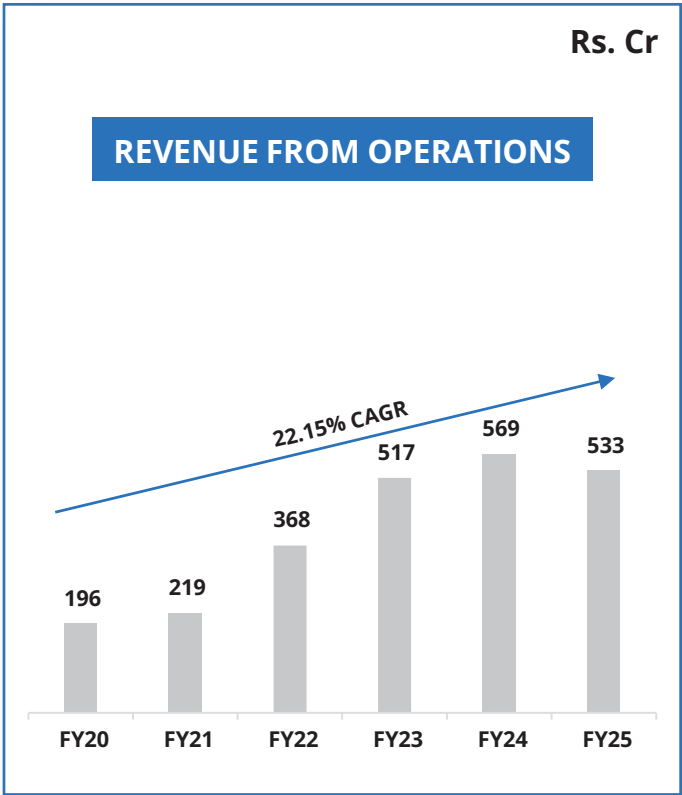
- Focusing on inorganic growth opportunities



Other Strategies

- Increasing wallet share from existing customers
- Increase share of sustainable products in detergent market

Historical Performance Trend: Financial



Certificates & Accreditations



Great Place To Work



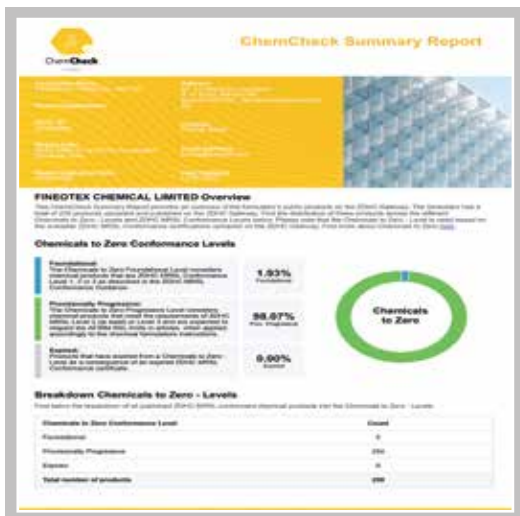
Green Pro Certificate



BlueSign Certificate



NABL Certification



ZDHC Certification



EcoVadis Commitment Badge

ANNUAL REPORT

2024 - 2025

Notice	01
Director’s Report.....	21
Management Discussion & Analysis Report	31
Corporate Governance Report	54
Business Responsibility & Sustainability Report	82
Independent Auditors’s Report on Standalone Financial Statements	111
Standalone Financial Statements.....	118
Independent Auditor’s Report on Consolidated Financial Statements.....	172
Consolidated Financial Statement	178



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Second Annual General Meeting (“AGM/ 22ND AGM”) of the members of **FINEOTEX CHEMICAL LIMITED** (“the Company”) will be held on **Friday, September 19, 2025 at 05.00 PM (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the audited Standalone and audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Statutory Auditor thereon**

“**RESOLVED THAT** the audited Standalone and audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025, together with the Reports of the Board of Directors and the Statutory Auditor thereon, be and are hereby received, considered and adopted.”

- To confirm the payment of Interim Dividend on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year ended March 31, 2025**

“**RESOLVED THAT** the members hereby confirm the payment of interim dividend at the rate of Rs. 0.40/- (Forty Paise only) per equity share of Rs. 2/- (Rupees Two only) declared by the Board of Directors of the Company at its meeting held on February 12, 2025 for the financial year 2024-25.

RESOLVED FURTHER THAT as recommended by the Board of Directors, a final dividend at the rate of Rs. 0.40/- (Forty Paise) per equity share of Rs. 2/- each be and is hereby declared out of profits of the financial year 2024-25 to the equity shareholders of the Company whose names appear in the Register of Members of the Company as on September 13, 2025”.

- To re-appoint Mrs. Aarti Mitesh Jhunjunwala (DIN: 07759722) as director, who retires by rotation and being eligible offered herself for re-appointment**

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 and rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions, if any, of the Companies Act, 2013, Mrs. Aarti Mitesh Jhunjunwala (DIN: 07759722) who is liable to retire by rotation at the 22nd Annual General Meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

- To ratify the remuneration of cost auditor**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act,

2013 read with Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the remuneration of Rs. 45,000/- per annum (Rupees Forty-Five Thousand only) plus applicable taxes and reimbursement of actual travel and out of pocket expenses to M/s. V. J. Talati & Co., Cost Accountants (Firm Registration No. R/00213), Cost Auditor appointed by the Board of Directors based on the recommendation of the Audit Committee, to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2026.

RESOLVED FURTHER THAT any director of the Company and the Company Secretary be and is hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

- To approve the appointment of M/s. HSPN & Associates LLP as the Secretarial Auditor of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for the appointment of M/s. HSPN & Associates LLP (Peer Review No. 6035/2024), Practicing Company Secretaries, Mumbai, as the Secretarial Auditor of the Company, for a term of 5 (five) consecutive years, from FY 2025-26 till FY 2029-30, on such terms and conditions, including remuneration, as may be determined by the Board of Directors of the Company (including its Committee thereof) in consultation with the Secretarial Auditor, from time to time;

RESOLVED FURTHER THAT any director of the Company and the Company Secretary be and is hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

- To Approve the re-appointment of Mr. Sanjay Tibrewala (DIN: 00218525) as Whole Time Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (the “Act”) and Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof, subject to due compliance with applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and in accordance with relevant

provisions of the Articles of Association and Nomination and Remuneration Policy of the Company and subject to such other approvals as may be necessary, based on the recommendation of the Nomination and Remuneration Committee and the approval of Audit Committee (for the related party transaction aspect of remuneration) and Board of Directors (“Board”) of the Company and subject to such other approvals and compliances as per the applicable Statutes, as may be necessary, approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Sanjay Tibrewala (DIN: 00218525) as the Whole Time Director (designated as Executive Director & CFO) of the Company for a period of 5 (five) years commencing from October 01, 2025 till September 30, 2030, on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting, with authority to the Board (which term shall include any Committee of the Board) to alter and vary the terms and conditions of the said reappointment and remuneration in such manner as may be agreed to between the Board of Directors and Mr. Sanjay Tibrewala, subject to the same not exceeding the limits specified under Schedule V to the Act or any statutory modification(s) or reenactment(s) thereof;

RESOLVED FURTHER THAT the remuneration payable to Mr. Sanjay Tibrewala, if any, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other rules as may be prescribed from time to time;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the term of office of Mr. Sanjay Tibrewala as the Whole Time Director, the Company will pay to Mr. Sanjay Tibrewala in respect of such financial year(s) in which such inadequacy or loss arises or a period of three years, whichever is lower, the remuneration as set out in the Explanatory Statement as minimum remuneration or such higher limit as may be approved by the Board, subject to the limits as specified under Schedule V to the Act, or any statutory modification(s) or re-enactment(s) thereof;

RESOLVED FURTHER THAT the Board of Directors or any committee thereof constituted to exercise its powers (including the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds and things and take all steps as may be deemed necessary, proper or expedient to give effect of this resolution.”

7. To Approve the re-appointment of Mr. Surendrakumar Tibrewala (DIN: 00218394) as Managing Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (the “Act”) and Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof, subject to due compliance with applicable

provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and in accordance with relevant provisions of the Articles of Association and Nomination and Remuneration Policy of the Company and subject to such other approvals as may be necessary, based on the recommendation of the Nomination and Remuneration Committee and the approval of Audit Committee (for the related party transaction aspect of remuneration) and Board of Directors (“Board”) of the Company and subject to such other approvals and compliances as per the applicable Statutes, as may be necessary, approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Surendrakumar Tibrewala (DIN: 00218394) as the Managing Director (designated as Chairman cum Managing Director) of the Company for a period of 5 (five) years commencing from October 01, 2025 till September 30, 2030, on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting, with authority to the Board (which term shall include any Committee of the Board) to alter and vary the terms and conditions of the said reappointment and remuneration in such manner as may be agreed to between the Board of Directors and Mr. Surendrakumar Tibrewala, subject to the same not exceeding the limits specified under Schedule V to the Act or any statutory modification(s) or reenactment(s) thereof;

RESOLVED FURTHER THAT pursuant to the provisions of Section 196 of the Companies Act, 2013 and all other applicable provisions, if any, and rules made thereunder, approval of the Members be and is hereby accorded for the continuation of Mr. Surendrakumar Tibrewala as a Chairman cum Managing Director of the Company beyond the age of 70 years till the expiry of his tenure i.e. till September 30, 2030;

RESOLVED FURTHER THAT the remuneration payable to Mr. Surendrakumar Tibrewala, if any, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other rules as may be prescribed from time to time;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the term of office of Mr. Surendrakumar Tibrewala as the Whole Time Director, the Company will pay to Mr. Surendrakumar Tibrewala in respect of such financial year(s) in which such inadequacy or loss arises or a period of three years, whichever is lower, the remuneration as set out in the Explanatory Statement as minimum remuneration or such higher limit as may be approved by the Board, subject to the limits as specified under Schedule V to the Act, or any statutory modification(s) or re-enactment(s) thereof;

RESOLVED FURTHER THAT the Board of Directors or any committee thereof constituted to exercise its powers (including the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds and things and take all steps as may be deemed necessary, proper or expedient to give effect of this resolution.”

8. To Approve the re-appointment of Mrs. Bindu Darshan Shah (DIN: 07131459) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with Schedule IV thereto, the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and Regulation 17 and 25(2A) and any other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. Bindu Darshan Shah (DIN: 07131459), who holds office as an Independent Director up to 13th July, 2025, be and is hereby re-appointed as an Independent Director of the company for a second term of 5 (five) consecutive years with effect from 14th July, 2025 to 13th July, 2030 (both days inclusive) not liable to retire by rotation;

“RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

9. To Approve the re-appointment of Dr. Sunil Waghmare (DIN: 08906042) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with Schedule IV thereto, the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and Regulation 17 and 25(2A) and any other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Dr. Sunil Waghmare (DIN: 08906042), who holds office as an Independent Director up to 30th October, 2025, be and is hereby re-appointed as an Independent Director of the company for a second term of 5 (five) consecutive years with effect from 31st October, 2025 to 30th October, 2030 (both days inclusive) not liable to retire by rotation;

“RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may

be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

10. To Approve the appointment of Mr. Chetan Navinchandra Shah (DIN: 08038633) as a Non-Executive Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time and/or any other applicable laws (including statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of the Director, Mr. Chetan Navinchandra Shah (DIN: 08038633), who was appointed as an Additional Non-Executive Independent Director of the Company with effect from August 12, 2025, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and being eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of the Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, for a term of five (5) consecutive years commencing from August 12, 2025 to August 11, 2030 (both days inclusive), not be liable to retire by rotation;

“RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

By Order of the Board
For Fineotex Chemical Limited

Sd/-
Surendrakumar Tibrewala
Chairman & Managing Director
DIN: 00218394

Place: Mumbai
Date: August 12, 2025

ANNEXURE TO THE NOTICE

1. The Ministry of Corporate Affairs, Government of India ("MCA") has vide its circular dated 08th April 2020, 13th April 2020, 05th May 2020 and various subsequent Circulars latest being circular dated September 19, 2024 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM" or "Meeting through Video Conferencing facility/ Other Audio Visual Means ("VC/OAVM")), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), SEBI Circular no. SEBI/ HO/ CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 ('SEBI Circular') and MCA Circulars, the 22nd AGM of the Company is being held through VC/OAVM. The deemed venue of this AGM shall be corporate office of the Company.
2. In accordance with the MCA Circulars, since the AGM is being conducted through virtual mode without the physical presence of Members, the Proxy Form, Attendance Slip, and Route Map have not been annexed to this Notice.
3. Shareholders, including those holding 2% or more of the share capital, along with Promoters, Institutional Investors, Directors, Key Managerial Personnel, and Auditors, are cordially encouraged to attend and participate in the Annual General Meeting
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under **Item Nos. 4 to 10** of the Notice, is annexed hereto. Further, the relevant details with respect to **Item No. 6 to 10** pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. Members attending the meeting through VC/OAVM shall be counted for the purpose of determining the quorum under Section 103 of the Act.
7. Institutional/Corporate members intending to authorize representatives to attend the 22nd AGM via VC/OAVM and vote electronically are requested to email a certified scanned copy (PDF/JPG) of the Board resolution/authorization, as per Section 113 of the Act, to the Scrutinizer at hs@hspnassociates.in, with a copy to investor.relations@fineotex.com, from their registered email address.
8. The remote e-voting Dates:
The date for determining the Members who are entitled to vote on the resolutions set forth in this Notice:

Cut-off Date	Saturday, September 13, 2025
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Period during which Members, as on the cut-off date, may cast their voted on electronic voting system from any location:

Remote E-voting Period	Start Date and Time: September 16, 2025 from 09.00 a.m. (IST) End Date and Time: September 18, 2025 upto 05.00 p.m. (IST)
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9. In accordance with the MCA Circulars and Circular No. SEBI/ HO/CFD/CFDPoD- 2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Shareholders whose email addresses are registered with the Company/ Depositories as on August 15, 2025. Further, a letter providing a web link and QR code for accessing the Notice of the AGM and Annual Report for the FY 2024-25 have been sent to those shareholders who have not registered their email address.
10. Shareholders may note that the Notice of AGM and Annual Report for FY 2024-25 will also be available on the website of the Company i.e. www.fineotex.com, and the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively on the website of NSDL <https://www.evoting.nsdl.com>. Any member desirous of obtaining the hard copy of the Annual Report for the financial year 2024-25, may send request to the Company's email address at investor.relations@fineotex.com mentioning the Folio No. /DP ID and Client ID.
11. **Updating of Record, KYC and Other Queries:**
 - i. SEBI vide its Circulars dated 3rd November, 2021 and 14th December, 2021, has mandated furnishing of PAN, KYC details and Nomination / opt out of Nomination, by holders of physical securities. Folios wherein any one of the abovementioned details are not registered by 1st October, 2023 shall be frozen. The concerned Members are therefore urged to furnish PAN, KYC and Nomination/ opt out of Nomination by submitting the prescribed forms duly filled

and signed by sending a physical copy of the prescribed forms to M/s Bigshare Services Pvt. Ltd. The link for downloading forms is https://www.bigshareonline.com/resources-sebi_circular.aspx#parentHorizontalTab3|ChildVerticalTab_34

- ii. As per SEBI General Circular No. SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated 16th March, 2023, physical shareholders can now update/register their contact details, including email IDs, by submitting Form ISR-1 along with supporting documents to M/s Bigshare Services Pvt. Ltd.
 - iii. SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, listed companies are mandated to issue securities only in dematerialized form for service requests such as issuance of duplicate certificates, claims from unclaimed suspense accounts, renewal/exchange, endorsement, sub-division/splitting, consolidation, transmission, and transposition of securities.
 - iv. Further, SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated 18th May, 2022, has simplified and standardized the procedure and document formats for transmission of securities. Shareholders are requested to submit service requests using Form ISR-4 or ISR-5 (for transmission), available on the Company's website.
 - v. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
12. The Company has fixed Saturday, September 13, 2025 as the **"Record Date"** for determining entitlement of Members to final dividend for the financial year ended March 31, 2025, if approved at the AGM.
 13. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or before **September 30, 2025** as under:
 - (i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of end of day on Saturday, September 13, 2025;
 - (ii) To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Saturday, September 13, 2025.
 14. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://fineotex.com/investor-relation>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to FCL in case the shares are held in physical form.
 15. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
 16. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before Saturday, September 13, 2025 through email on investor.relations@fineotex.com. The same will be replied by the Company suitably.
 17. The Register of Directors & Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and all the documents referred to in the Notice and explanatory statement will be available for inspection by the Members during the AGM.
 18. Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.
 19. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their valid PAN with the DPs (if shares held in dematerialized

form) and the Company/FCL (if shares are held in physical form).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to investor.relations@fineotex.com by 11:59 p.m. IST Saturday, September 13, 2025. Shareholders are requested to note that in case their PAN is not registered, or having invalid PAN or Specified Person as defined under section 206AB of the Income-tax Act ("the Act"), the tax will be deducted at a higher rate prescribed under section 206AA or 206AB of the Act, as applicable.

Non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents (PDF/JPG Format) by e-mail to investor.relations@fineotex.com. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on Saturday, September 06, 2025.

20. Payment of Dividend through electronic means:

- (a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH). Members holding shares in physical form and desirous of availing this facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9-digit MICR and 11-digit IFS Code), along with their Folio Number and original cancelled cheque leaf bearing the name of the first-named shareholder as account holder, to the Company's Registrar and Share Transfer Agent - Bigshare Services Pvt. Ltd.
- (b) Members holding shares in electronic form are requested to provide the said details to their respective Depository Participants.
- (c) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars 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 respective Depository Participant of the Members.

21. To strengthen investor grievance redressal, SEBI has introduced a Standard Operating Procedure (Circular dated 30th May, 2022) allowing shareholders to use the Stock Exchange Arbitration Mechanism for disputes with the Company or its RTA.

Additionally, SEBI launched the Online Dispute Resolution (ODR) Portal (Circular dated 31st July, 2023; updated 20th December, 2023), enabling parties to initiate dispute resolution after approaching the Company and using the SCORES platform. The Company has complied with these circulars. For details, visit <https://fineotex.com/investor-relation/>. Access the SMART ODR Portal at <https://smartodr.in/login>.

22. The Board has appointed Mr. Hemant Shetye as the Scrutinizer to oversee the remote e-voting process as well as the e-voting conducted during the meeting, ensuring it is carried out in a fair and transparent manner. Upon the conclusion of e-voting at the 22nd AGM, the Scrutinizer shall first download the votes cast during the meeting and then unblock the votes cast through the remote e-voting system. A consolidated Scrutinizer's Report shall thereafter be prepared.
23. The results, along with the Scrutinizer's Report, shall be uploaded on the Company's website at www.fineotex.com and on the NSDL website at www.evoting.nsdl.com immediately after the declaration. Simultaneously, the Company shall submit the results to the National Stock Exchange of India Limited and BSE Limited, where its shares are listed.
24. Non-resident Indian shareholders are requested to inform the following to the Company or M/s Bigshare Services Pvt. Ltd or concerned DP, as the case may be:
 - a. Change in the residential status on return to India for permanent settlement;
 - b. Particulars of the NRE Account with a Bank in India, if not furnished earlier
25. For any queries or grievances related to the AGM, including e-voting issues, please contact:

Mr. Sunny Parmar

Company Secretary and Compliance Officer

Contact Information:

- Corporate Office: Level 4, Ariisto House, Opp. Hubtown Solaris, Andheri East, Mumbai - 400069

- Email: investor.relations@fineotex.com

- Phone: (+91-22) 6807 9999

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.fineotex.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, September 16, 2025 at 09:00 A.M. and ends on Thursday, September 18, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, September 13, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, September 13, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
 - Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
 - A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to hs@hspnassociates.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Sagar S. Gudhate, Senior Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ Folio number, PAN, mobile number at investor_relations@fineotex.com from Saturday, September 06, 2025, 09:00 A.M. (IST) to Saturday, September 13, 2025, 05:00 P.M. (IST). Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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 Special business, to be transacted at the 22nd Annual General meeting to be held on Friday, September 19, 2025, mentioned under Item Nos. 4 to 10 of the accompanying Notice dated August 12, 2025.

Item No. 4

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records for applicable products of the Company. Based on the recommendation of the Audit Committee at its meeting held on 20th May, 2025, the Board considered and approved the appointment of M/s. V.J. Talati & Co., Cost Accountants (Firm Registration No. R/00213) as the Cost Auditor for the financial year 2025-26 at a remuneration of Rs. 45,000/- (Forty-Five Thousand Only) per annum plus applicable taxes and reimbursement of out-of-pocket expenses.

Further the Company has received their eligibility and consent to act as cost auditor.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are, in any way, concerned with or interested in, financially or otherwise, in the said resolution.

The Board recommends the resolution at Item No. 4 to be passed as an Ordinary Resolution.

Item No. 5

Pursuant to the provisions of Section 204 of the Companies Act, 2013 ('the Act'), and relevant rules thereunder, every listed company is required to annex with its Board's Report, a secretarial audit report, given by a Company Secretary in practice. In terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), a listed entity is required to appoint or reappoint a Secretarial Auditor with the approval of its shareholders in the Annual General Meeting.

The Board of Directors, at its meeting held on August 12, 2025, pursuant to Regulation 24A of the Listing Regulations and based on the recommendation of the Audit Committee and considering various factors such as independence, industry experience, team size, expertise, technical skills and audit quality reports, etc., has recommended appointment of M/s. HSPN & Associates LLP, Company Secretaries, a peer reviewed firm (Peer Review No. 6035/2024), as the Secretarial Auditors of the Company, to conduct the secretarial audit of the Company pursuant to Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other certification work, for a term of five consecutive years starting from the financial year 2025-26 to the financial year 2029-30.

M/s. HSPN & Associates LLP formerly known as H. Shetye Associates is a firm of Company Secretaries established in the year 1989 and lead by Mr. Hemant S. Shetye. The firm has a wide and extensive corporate experience of over 26 years evolving and growing by each passing year. HSPN & Associates LLP is a corporate law service firm with special expertise in corporate laws. The firm has acknowledged an expertise in all areas of company secretarial practice and company law with a broad

client base of exceptional depth and quality.

The fee proposed to be paid to M/s. HSPN & Associates LLP for the secretarial audit for the financial year 2025-26 is upto Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand Only) excluding applicable taxes and out of pocket expenses. The proposed fee is inclusive of costs for other permitted services which could be availed by the Company from HSPN & Associates LLP. The fees for the remaining tenure would be fixed by the Board of Directors based on recommendation of the Audit Committee, in consultation with the Secretarial Auditor, from time to time.

The Company has received from M/s. HSPN & Associates LLP the consent and eligibility to act as the Secretarial Auditor of the Company as per the provisions of the Companies Act, 2013 and the applicable provisions of the Listing Regulations.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are, in any way, concerned with or interested in, financially or otherwise, in the said resolution.

The Board recommends the resolution at Item No. 5 to be passed as an Ordinary Resolution.

Item No. 6 & 7

Mr. Surendrakumar Tibrewala and Mr. Sanjay Tibrewala are the Directors of the Company since incorporation. As per the Articles of Association of the Company they are not liable to retire by rotation. After the Company became public, they have been Whole time Directors of the Company and have been paid remuneration as per the applicable provisions of The Companies Acts (1956 and 2013), SEBI regulations and other statutory regulations.

The Members of the Company at the 19th Annual General Meeting ("AGM") of the Company held on 05 August, 2022, passed special resolution and approved the appointment and terms of remuneration of Mr. Surendrakumar Tibrewala, Chairman Cum Managing Director and Mr. Sanjay Tibrewala, Whole-time Director for a period of 3 (Three) years with effect from 01st October, 2022 to 30th September 2025.

Based on the recommendation of the Nomination and Remuneration Committee at its meeting held on July 12, 2025 and approval of the Audit Committee and the Board of Directors at their respective meetings held on July 12, 2025, approved the re-appointment of Mr. Surendrakumar Tibrewala (DIN: 00218394) as Chairman cum Managing Director and Mr. Sanjay Tibrewala as Whole-time Director for a period of 5 (Five) years with effect from 01st October 2025 to 30th September, 2030, subject to approval of the Members.

The Company is listed with much higher and diversified activities and turnover. This has increased the responsibilities of the Directors due to increasing activities and expansion of the Company. It is proposed to increase the remuneration in line with the present market conditions to commensurate with the present job profile within the limits prescribed under the Schedule V of the Companies Act, 2013.

Mr. Surendrakumar Tibrewala is a Commerce graduate from R. A. Poddar College of Commerce and Economics from Mumbai University and a Law graduate from Government Law College by qualification. He started his career at the age of 20 in the Specialty Chemical Industry and has more than 4 decades of experience into manufacturing Specialty Chemicals and Enzymes for various industries namely Textiles & Garments, Construction, Water Treatment, Leather, Paper,

Paint, Adhesives etc. As the Chairman and Managing Director, he is actively involved in developing long term strategies for the Company.

Mr. Sanjay Tibrewala has graduated from Narsee Monjee College of Commerce and Economics from the University of Mumbai in 2001. During his post-graduation, he went for further technical education to specialize in Textile Processing and Chemistry field from the Synthetic & Art Silk Mills' Research Association (SASMIRA) University, Mumbai. With a rich educational background and more than two decades of industry experience, he is recognized as one of the youngest entrepreneurs in the textile chemical field. Mr. Sanjay Tibrewala serves as the Executive Director and CFO of Fineotex Chemical Limited, one of the most vibrant and fastest-growing specialty performance chemical companies in India. His strategic approach and focused execution have yielded commendable results, positioning Fineotex as a leading player in the specialty chemical industry.

Having regard to the qualifications, experience and knowledge, the Board is of the view that the re-appointment of Mr. Surendrakumar Tibrewala as Chairman cum Managing Director and Mr. Sanjay Tibrewala as Whole-time Director will be beneficial to the functioning and future growth opportunities of the Company and the remuneration payable to them commensurate with their abilities and experience.

In terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In view of the above, approval of the members is sought for re-appointment of Mr. Surendrakumar Tibrewala as Chairman cum Managing Director and Mr. Sanjay Tibrewala as a Whole-time Director of the Company. The Company has received the requisite consents, declarations, etc. from them in relation to their re-appointment.

The information pursuant to Schedule V of the Act, as amended, is given in Annexure-I forming part of this Notice.

The Company has received the requisite following declarations from Mr. Surendrakumar Tibrewala and Mr. Sanjay Tibrewala that:

- They are not disqualified from being re-appointed as Director in terms of Section 164 of the Act;
- They are not debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority.
- They satisfy all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013

Mr. Surendrakumar Tibrewala will attain the age of seventy years on June 10, 2026. The Company has grown multifold under his leadership and it would be in the interest of the Company that he continues to lead the Company even after he attains the age of seventy years. Accordingly, approval of the Members is sought for passing the resolution proposed at Item No. 7 as a Special Resolution in terms of Section 196(3) of the Act.

The Company has not committed any default in payment of dues to any

bank or public financial institution or any other secured creditors. The Company has not issued any Non-Convertible Debentures.

The principal terms and conditions of re-appointment and remuneration of Mr. Surendrakumar Tibrewala and Mr. Sanjay Tibrewala are as under:

The salary and the aggregate value of all perquisites and allowances (like gas, electricity, water, furnishings, cars, travel concession for self and family, club fees, use of Company car, telecommunication facilities at residence, medical insurance and any other perquisites and allowances in accordance with the rules of the Company), not exceeding Rs. 4,50,00,000/- (Rupees Four Crores Fifty Lakhs only) each per annum plus participation in a commission pool of up to 2% of the net profits of the Company, which will be distributable among all the executive directors on performance basis.

However, in addition to the above perquisites the aforesaid two Directors are entitled to the following which shall not be included in the aforesaid perquisite limit:

- Reimbursement of Expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trips and provision of car(s) and communication expenses at residence for Company's business purpose.
- Medical expenses for self and family in India or abroad/ Medical Insurance coverage premium incurred for self and his family.

Explanation:

For the purposes of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Act, 1961 wherever applicable. Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act, 1961, Gratuity payable as per the rules of the Company and encashment of leave at the end of his tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Surendrakumar Tibrewala and Mr. Sanjay Tibrewala under Section 190 of the Act.

Where in any financial year(s) during the tenure of aforesaid two Directors i.e Mr. Surendrakumar Tibrewala and Mr. Sanjay Tibrewala, the Company has no profits or its profits are inadequate, the Company shall pay to the aforesaid two Directors in respect of such financial year(s) in which such inadequacy or loss arises or for a period of three years, (whichever is lower), the remuneration as set out above as minimum remuneration, in accordance with the provisions of Section 197 and/or Schedule V to the Act or under the provisions of SEBI Listing Regulations or under any other law for the time being in force, if any.

In terms of Regulation 17(6)(e) of SEBI Listing Regulations, approval of the members by way of special resolution is required where the overall remuneration payable to an Executive Director exceeds ₹ 5 crore or 2.50% of the net profit of the company (whichever is higher), where such director is promoter or member of promoter group. This approval shall also be deemed to be approval under Regulation 17(6)(e) of SEBI Listing Regulations.

Mrs. Aarti Mitesh Jhunjhunwala, being daughter of Mr. Surendrakumar Tibrewala and, sister of Mr. Sanjay Tibrewala and their respective relatives are deemed to be directly or indirectly concerned or interested in the Resolution No. 6 & 7 and not entitled to vote on the resolution. Mr. Surendrakumar Tibrewala and Mr. Sanjay Tibrewala, being the appointee and their respective relatives are deemed to be directly or indirectly concerned or interested in the Resolution No. 6 & 7 and are not entitled to vote on the resolution. Further, no voting done by any members of the Company, if such member is a related party, shall be counted for the purpose of passing of the resolution.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the above resolution.

The Board of Directors, therefore, recommend resolution at Item No. 6 and 7 to be passed as a Special Resolution by the Members.

Item No. 8

The Members of the Company, by a Special Resolution passed at their meeting held on 29th September, 2020, approved the appointment of Mrs. Bindu Darshan Shah (DIN: 07131459) as an Independent Director of the Company for a period of 5 consecutive years from 14th July, 2020 to 13th July, 2025. Accordingly, her term as an Independent Director ended on 13th July, 2025.

The Nomination and Remuneration Committee ('NRC') of the Board of Directors at its meeting held on July 12, 2025, on the basis of his performance, has recommended the re-appointment of Mrs. Shah as an Independent Director of the Company for a second term of 5 (five) consecutive years, not liable to retire by rotation. In view of the same, the Board of Directors has recommended the re-appointment of Mrs. Shah as an Independent Director, not liable to retire by rotation, for a second term of 5 consecutive years from 14th July, 2025, to 13th July, 2030.

As per Sections 149, 150 and 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members and as per the Listing Regulations, an Independent Director can be re-appointed with the approval of the Members by way of a special resolution. Accordingly, approval of the Members is being sought for the re-appointment of Mrs. Shah as an Independent Director of the Company for a second term of 5 consecutive years from 14th July, 2025, to 13th July, 2030.

Mrs. Bindu Darshan Shah, aged 50 years, a commerce graduate and qualified Company Secretary from Institute of Company Secretary of India. She is a Company Secretary in practice from several years. She is an accomplished and dedicated professional who excels in the field of company secretarial practice. With extensive knowledge and expertise in corporate laws and governance, she has become a trusted advisor to numerous companies. She has also worked with an International Bank and also has fine experience in Banking and Finance sectors as well.

The performance evaluation reflected her active participation in the Board meetings, valuable insights, and adherence to the highest standards of integrity and corporate governance. In view of her consistent performance and the value that she adds, the Board considers her continued association to be in the best interest of the Company. Basis the performance evaluation of Mrs. Shah and considering the

contributions made by her during her tenure, her continuance as an Independent Director would be beneficial to the Company.

The Company has received a declaration from Mrs. Shah confirming that she meets the criteria for independence under Section 149(6) of the Companies Act, 2013 ('Act') and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'). Mrs. Shah has conveyed her consent to act as an Independent Director of the Company for a second term. The Company has also received other necessary disclosures and declarations from Mrs. Shah including the declaration that she is not debarred from holding the office of Director pursuant to any order passed by SEBI or any other authority. Mrs. Shah has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto, and forms a part of the Notice.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are, in any way, concerned with or interested in, financially or otherwise, in the said resolution.

The Board recommends the resolution at Item No. 8 to be passed as a Special Resolution.

Item No. 9

The Members of the Company, by a Special Resolution passed at their meeting held on 16th July, 2021, approved the appointment of Dr. Sunil Waghmare (DIN: 08906042) as an Independent Director of the Company for a period of 5 consecutive years from 31st October, 2020 to 30th October, 2025. Accordingly, his term as an Independent Director will be ending on 30th October, 2025.

The Nomination and Remuneration Committee ('NRC') of the Board of Directors at its meeting held on July 12, 2025, on the basis of his performance, has recommended the re-appointment of Dr. Waghmare as an Independent Director of the Company for a second term of 5 (five) consecutive years, not liable to retire by rotation. In view of the same, the Board of Directors has recommended the re-appointment of Dr. Waghmare as an Independent Director, not liable to retire by rotation, for a second term of 5 consecutive years from 31st October, 2025 to 30th October, 2030.

As per Sections 149, 150 and 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members and as per the Listing Regulations, an Independent Director can be re-appointed with the approval of the Members by way of a special resolution. Accordingly, approval of the Members is being sought for the re-appointment of Dr. Waghmare as an Independent Director of the Company for a second term of 5 consecutive years from 31st October, 2025 to 30th October, 2030.

Dr. Sunil Vasant Waghmare is an accomplished professional with a Ph.D from University of Pune. He has profound knowledge of QA/QC, analytical development, safety, legal, and quality compliances and his also a member of various societies connected with Chemistry. Dr. Waghmare is also Post-Doctoral Researcher at various institution

& universities of repute. His experience and knowledge have been of great value to the Company.

The performance evaluation reflected his active participation in the Board meetings, valuable insights, and adherence to the highest standards of integrity and corporate governance. In view of his consistent performance and the value that he adds, the Board considers his continued association to be in the best interest of the Company. Basis the performance evaluation of Mr. Waghmare and considering the contributions made by him during his tenure, his continuance as an Independent Director would be beneficial to the Company.

The Company has received a declaration from Mr. Waghmare confirming that he meets the criteria for independence under Section 149(6) of the Companies Act, 2013 ('Act') and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'). Mr. Waghmare has conveyed his consent to act as an Independent Director of the Company for a second term. The Company has also received other necessary disclosures and declarations from Mr. Waghmare including the declaration that he is not debarred from holding the office of Director pursuant to any order passed by SEBI or any other authority. Mr. Waghmare has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto, and forms a part of the Notice.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are, in any way, concerned with or interested in, financially or otherwise, in the said resolution.

The Board recommends the resolution at Item No. 9 to be passed as a Special Resolution.

Item No. 10

The Board of Directors vide Resolution dated August 12, 2025, on recommendation of the Nomination and Remuneration Committee, appointed Mr. Chetan Navinchandra Shah (DIN: 08038633) as an Additional Director in the capacity of Non-Executive Independent Director, not liable to retire by rotation effective August 12, 2025, on the Board of the Company.

As per Section 161 of the Companies Act, 2013 (the "Act"), an additional director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier.

Further, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), listed entity shall ensure that the approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three (3) months from the date of appointment, whichever is earlier. In view of the same, the requisite approval from Members for appointment of Mr. Chetan Navinchandra Shah, is being sought within the statutory timeline.

The Company has received a declaration from Mr. Chetan Navinchandra Shah to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, he has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

He has confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164(2) of the Act. He also confirmed that he is not debarred from holding the office of Director by virtue of any order from SEBI or any such authority and have given his consent to act as a Director of the Company. The Company has received a notice in writing from a Shareholder under Section 160(1) of the Act, proposing his candidature as Non-Executive Independent Director of the Company.

Mr. Chetan Navinchandra Shah is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, is independent of the management of the Company.

The brief profile and other details of Mr. Chetan Navinchandra Shah, seeking appointment through this Notice of AGM, as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are annexed hereto, and forms a part of the Notice.

Mr. Chetan Navinchandra Shah shall be entitled to receive sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 and other relevant provisions of the Act.

Shareholders are requested to grant their approval by way of a Special Resolution for appointment of Mr. Chetan Navinchandra Shah as Non-Executive Independent Director of the Company, to hold office for a term of five consecutive years commencing from August 12, 2025 to August 11, 2030 (both days inclusive), not liable to retire by rotation.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are, in any way, concerned with or interested in, financially or otherwise, in the said resolution.

The Board recommends the resolution at Item No. 10 to be passed as a Special Resolution.

By Order of the Board
For Fineotex Chemical Limited

Sd/-
Surendrakumar Tibrewala
Chairman & Managing Director
DIN: 00218394

Place: Mumbai
Date: August 12, 2025

Annexure- I

STATEMENT PURSUANT TO PROVISIONS OF SCHEDULE V OF THE ACT WITH RESPECT TO ITEM NO. 6 & 7 OF THE NOTICE AND THE SEBI LISTING REGULATIONS, AS THE CASE MAY BE:

I. General Information:

1. **Nature of industry:** Manufacturing and Sale of Chemicals and Chemical Products.
2. **Date of commencement of commercial production:** The Company was incorporated in 2004 and has already commenced commercial production since long.
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** N.A
4. **Financial performance based on given indicators:** (Rs. in Lakhs)

For the Financial Year	2024-25	2023-24
Revenues	43,922.21	41,892.82
Net Profit/ (Loss) before Tax	12,541.53	14,054.59
Net Profit/ (Loss) after Tax	9,722.67	11,062.66
Earnings Per Share (Rs)	8.56	9.99

5. **Foreign investments or collaborations, if any:** During the financial year 2024-25, the Company has made the foreign investment in subsidiary company by way of increasing the paid-up share capital of the wholly owned subsidiary company of Rs. 824 Lakhs.

II. Information about the Directors seeking appointment

SN.	Particulars	Mr. Surendrakumar Tibrewala	Mr. Sanjay Tibrewala
1	Background details	Mr. Surendrakumar Tibrewala, Chairman cum Managing Director and Promoter of the Company, is a visionary leader whose exceptional leadership has propelled the company to global prominence. He is a commerce and Law graduate. He has been looking after the overall affairs and operations. He started his career at the age of 20 in the Specialty Chemical Industry and has more than 4 decades of experience into manufacturing Specialty Chemicals and Enzymes for various industries namely Textiles & Garments, Construction, Water Treatment, Leather, Paper, Paint, Adhesives etc. As the Chairman and Managing Director, he is actively involved in developing long term strategies for the Company.	Mr. Sanjay Tibrewala, Whole-time Director & CFO and Promoter of the Company. Mr. Sanjay Tibrewala has graduated from Narsee Monjee College of Commerce and Economics from the University of Mumbai in 2001. During his post-graduation, he went for further technical education to specialize in Textile Processing and Chemistry field from the Synthetic & Art Silk Mills' Research Association (SASMIRA) University, Mumbai. With a rich educational background and more than two decades of industry experience, he is recognized as one of the youngest entrepreneurs in the textile chemical field. He is a driving force for all, under his stewardship the Company underwent remarkable multi-fold expansion of capacities across all business verticals.
2	Past Remuneration	Rs. 119.40 lakhs annually plus perquisites	Rs. 119.40 lakhs annually plus perquisites
3	Recognition or awards	• Hurun India – Outstanding contribution to India's Manufacturing Economy Award • Hurun India - India's Most Respected Entrepreneurs Award	
4	Job Profile and his sustainability	Please see (1) above	Please see (1) above
5	Remuneration proposed	Upto Rs. 450 Lakhs per annum including perquisites	Upto Rs. 450 Lakhs per annum including perquisites

SN.	Particulars	Mr. Surendrakumar Tibrewala	Mr. Sanjay Tibrewala
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin):	Taking into consideration the size of the Company and the individual profile of Mr. Surendrakumar Tibrewala and the industry benchmarks, the revised limits of maximum remuneration proposed commensurate with the remuneration packages paid to similar senior level positions in other Companies in the industry.	Taking into consideration the size of the Company and the individual profile of Mr. Sanjay Tibrewala and the industry benchmarks, the revised limits of maximum remuneration proposed commensurate with the remuneration packages paid to similar senior level positions in other Companies in the industry.
7	Pecuniary relationship directly or indirectly with the Company	He is a beneficial owner of the company apart from receiving remuneration as stated above, he does not have any other pecuniary relationship with the Company. He is the Promoter of the Company and holds 6,08,85,786 equity shares.	Apart from receiving remuneration as stated above, he does not have any other pecuniary relationship with the Company. He is the Promoter of the Company and holds 34,54,990 equity shares.
8	Relationship with other Directors & KMP	Father of Mr. Sanjay Tibrewala and Mrs. Aarti Jhunhunwala	Son of Mr. Surendrakumar Tibrewala and brother of Mrs. Aarti Jhunhunwala

III Other Information

- i. **Reasons of loss or inadequate profits:** The related information will be provided in the Board's Report prepared for the relevant year in which inadequate profit/loss arises.
 - ii. **Steps taken during the year for improvement:** The related information will be provided in the Board's Report prepared for the relevant year in which inadequate profit/loss arises.
 - iii. **Expected increase in productivity and profits in measurable terms:** The related information will be provided in the Board's Report prepared for the relevant year in which inadequate profit/loss arises.
- IV. **Disclosures:** The details required to be given under this head are disclosed in the Corporate Governance Report of the Company in the Annual Report for the financial year 2024-2025.

Annexure-II

Details of Directors seeking appointment /reappointment at the 22nd Annual General Meeting pursuant to Secretarial Standards on General Meetings (SS-II) and Regulation 36(3) of LODR

S.N.	Particulars	Re-appointment of Mrs. Aarti Jhunjhunwala as Director	Re-appointment of Mr. Surendra Kumar Tibrewala as Director	Re-appointment of Mr. Sanjay Tibrewala as Director	Re-appointment of Bindu Darshan as an Independent Director	Re-appointment of Sunil Waghmare as an Independent Director	Appointment of Mr. Chetan Navinchandra Shah as an Independent Director
1	Name of the Director	Mrs. Aarti Jhunjhunwala	Mr. Surendra Kumar Tibrewala	Mr. Sanjay Tibrewala	Mrs Bindu Darshan Shah	Dr. Sunil Waghmare	Mr. Chetan Navinchandra Shah
2	Director Identification Number	07759722	00218394	00218525	07131459	08906042	08038633
3	Date of Birth/ Age	24/01/1983 (41 years)	10/06/1956 (69 years)	22/05/1981 (44 years)	07/06/1975 (50 years)	06/07/1959 (66 years)	30/01/1963 (62 years)
4	Date of First Appointment	14/08/2018	30/01/2004	30/01/2004	14/07/2020	31/10/2020	12/08/2025
5	Expertise in General Specified Area	Rich and Varied experience in International Business	Manufacturing Specialty Chemicals and Enzymes	Textile Processing and Chemistry field	Practising Company Secretary	Chemistry, Mass spectrometry and chromatography, Chemical testing	Expertise in Financial Services
6	Qualifications	Masters in Accounts and Taxation	Commerce graduate Law graduate	Commerce graduate	B. Com (Hons), Dip in Business Management, Company Secretary	S.S.C.E, B.Sc., M.Sc, Ph.d, Post-Doctoral researcher, Empanelled Lead Assessor	MBA (Marketing of Financial Services) & B.Com
7	Experience	More than 15 years.	More than 40 years.	More than 20 years.	More than 20 years	More than 35 years	More than 30 years
8	Terms and Conditions for appointment	As per the Service Agreement entered by and between the Company and the said Director	As per the Service Agreement entered by and between the Company and the said Director	As per the Service Agreement entered by and between the Company and the said Director	NA	NA	NA
9	Remuneration last drawn during financial year 2024-25 (Rs in lakhs)	Rs. 91,14,193/-	Rs.1,19,40,000/-	Rs.1,19,40,000/-	NIL	NIL	NIL
10	Shareholding in the Company	85,050 equity shares	6,08,85,786 equity shares	34,54,990 equity shares	NIL	NIL	NIL
11	Relationship with Directors	Daughter of Mr. Surendrakumar Tibrewala and Sister of Mr. Sanjay Tibrewala	Father of Mr. Sanjay Tibrewala and Mrs. Aarti Jhunjhunwala	Son of Mr. Surendrakumar Tibrewala and brother of Mrs. Aarti Jhunjhunwala	NIL	NIL	NIL
12	Total No of Board meeting attended during the year 2024-2025	5/5	3/5	5/5	5/5	5/5	NA

S.N.	Particulars	Re-appointment of Mrs. Aarti Jhunjhunwala as Director	Re-appointment of Mr. Surendra Kumar Tibrewala as Director	Re-appointment of Mr. Sanjay Tibrewala as Director	Re-appointment of Bindu Darshan as an Independent Director	Re-appointment of Sunil Waghmare as an Independent Director	Appointment of Mr. Chetan Navinchandra Shah as an Independent Director
13	Directorship in other Public Limited Company as on March 31, 2025	NIL	NIL	NIL	2	NIL	1
14	Chairmanship/ Membership of Committees of the Board of Directors of the Company	Chairperson of Women Welfare Committee Member of : 1. Whistleblowing Committee 2. Administrative Committee 3. Fund Raising Committee	Chairperson of: 1. Corporate Social Responsibility Committee 2. Administrative Committee 3. Risk Management Committee 4. Fund Raising Committee Member of: 1. Women Welfare Committee 2. Whistleblowing Committee	Member of: 1. Audit Committee 2. Stakeholder Relationship Committee 3. Corporate Social Responsibility Committee 4. Administrative Committee 5. Risk Management Committee 6. Fund Raising Committee	Chairperson of: 1. Audit Committee 2. Nomination and Remuneration Committee Member of: 1. Stakeholder Relationship Committee 2. Corporate Social Responsibility Committee 3. Risk Management Committee	Chairperson of: 1. Stakeholder Relationship Committee 2. Whistleblowing Committee Member of: 1. Audit Committee 2. Nomination and Remuneration Committee	NIL
15	Chairmanship/ Membership of Committees of other Indian Public Limited Companies	NIL	NIL	NIL	1. JBF Industries Limited Member of: Nomination and Remuneration Committee 2. Kamadgiri Fashion Ltd Member of: 1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholder Relationship Committee	NIL	1. Focus Lighting and Fixtures Limited Chairperson of: 1. Nomination and Remuneration Committee Member of: 1. Audit Committee 2. Stakeholder Relationship Committee

DIRECTORS' REPORT

Dear Members,

Your Board of Directors ("the Board") take pleasure in presenting the Board's Report as a part of the 22nd Annual Report of Fineotex Chemical Limited ("the Company" or "FCL"), together with the Audited Financial Statements (Standalone and Consolidated) and the Auditors' Report thereon for the financial year ended 31st March 2025.

1. FINANCIAL HIGHLIGHTS

The Company's financial performance for the financial year ended 31 March 2025 are summarized below:

(Rs. in Lakhs)

	Standalone		Consolidated	
	Year ended 31-03-2025	Year ended 31-03-2024	Year ended 31-03-2025	Year ended 31-03-2024
Total Income	46,670.72	45,135.19	55,763.95	58,550.78
Less: Expenditure	34,129.19	31,080.60	41,639.63	42,794.08
Profits before Tax	12,541.53	14,054.59	14,124.32	15,756.70
Less: Income Tax Expense	2,818.86	2,991.93	3,203.50	3,654.23
Profit after Tax	9,722.67	11,062.66	10,920.82	12,102.47
Other Comprehensive Income (net of tax)	(1.94)	(23.62)	(1.94)	(23.62)
Total Comprehensive Income	9,720.73	11,039.04	10,918.88	12,078.85

Attributable to

a. Owners of the Company	9,720.73	11,039.04	10,818.84	11,957.22
b. Non Controlling Interest	Nil	Nil	100.04	121.63

i) Financial Performance – Standalone:

The Company topline increased by 4.84% over previous year to Rs. 43,922.21 lakhs over the previous year on standalone basis. The Profit after Tax for the current year showed a leap of 9,722.67 Lakhs. This was on account of your Company's customer focus with change of product mix to foresee and meet their needs. Improved realisations and increase in volumes have also contributed to this better performance during the year.

ii) Financial Performance – Consolidated

On consolidated basis the topline has remains stagnant to Rs. 53,333.28 lakhs for the year ended 31st March, 2025. The Profit after Tax for the financial year 2024-25 remains Rs. 10,920.82 Lakhs.

2. DIVIDEND

The Board has recommended a final dividend of Rs. 0.40 per equity share having face value of Rs. 2 each for the financial year ended 31st March 2025 (Dividend for financial year 2023-24 Rs. 0.40 per equity share of Rs. 2 each) at a total payout of Rs. 458.30 Lakhs out of its current profits, subject to the approval

of Members at the ensuing Annual General Meeting (hereinafter referred to as 'AGM') of the Company. If the final dividend is approved by the members, then the same will be paid within 30 days from the date of approval as per the relevant provisions of the Companies Act, 2013 (hereinafter referred to as 'Act').

The dividend would be paid to all the equity shareholders, whose names would appear in the Register of Members / list of Beneficial Owners on the Record Date to be determined for the purpose of dividend.

During the year, the company has declared and paid an interim dividend of Rs. 0.40/- per equity share having face value of Rs. 2/- each for the financial year 2024-25 at a total payout of Rs. 458.30 Lakhs out of the profits of the company.

In compliance with the requirements of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has, formulated a Dividend Distribution Policy, which is available on the website of the Company at <https://fineotex.com/wp-content/uploads/2021/08/Dividend-Distribution-Policy.pdf>

Pursuant to the provisions of the Income-tax Act, 1961, the dividend paid or distributed by a Company shall be taxable in the hands of the shareholders. Accordingly, in compliance with the said provisions, your Company shall make the payment of the dividend after the necessary deduction of tax at source at the prescribed rates, wherever applicable. For the prescribed rates for various categories, the shareholders are requested to refer to the Income Tax Act, 1961 and amendments thereof.

3. RESERVES AND SURPLUS

During the financial year 2024-25, the Company has not transferred any amount to the General Reserve. For details regarding the transfer to other reserves please refer to Note No. 18 of the financial statements for the year which are self-explanatory.

4. OPERATIONAL PERFORMANCE

We ended the financial year 2024-25 on a stable footing, with steady performance in the textile chemicals segment and strong growth in newly diversified businesses. During the quarter, the textile chemicals segment remained stable, with sustained demand across key geographies. We also developed 15 new products, reinforcing our focus on innovation and our ability to respond swiftly to evolving customer requirements. While the FMCG, Cleaning & Hygiene segment witnessed a temporary softness in volumes, the underlying demand fundamentals remain intact, and we anticipate a pickup in the coming quarters.

Our new business line – Water Treatment and Oil & Gas — delivered strong performance, with a substantial increase in both volumes and value contribution backed by a robust and growing order pipeline. Further, we are undertaking focused capital expenditure, promotional and brand-building initiatives. These investments are aimed at enhancing production capabilities, strengthening market presence, and accelerating customer acquisition in these fast-growing business segments. These business lines are expected to play an increasingly significant role in our revenue mix in the coming years.

A major milestone during the year was the government approval of AquaStrike Premium, our biotechnology-based mosquito control solution developed using Azadirachtin. This plant-based, sustainable innovation opens up growth opportunities in public health and institutional hygiene, both in India and emerging markets.

To support our growth aspirations, we are pleased to report that our greenfield expansion is progressing as planned and will add 15,000 MTPA of capacity, increasing our total installed capacity to 1,20,000 MTPA expected to commence operations in Q2 FY26.

Awards & Recognition:

- The Company has received the awarded with the **ESG Registered Badge by Dun & Bradstreet (D&B)** a prominent global provider of business decisioning data and analytics
- The management is thrilled to inform that Company has been certified as **“Great Place to Work”** for the 4th consecutive time.
- During the year the **Credit Rating** of the company has been **upgraded by the ICRA** i.e. long-term rating ICRA A+ Positive (pronounced ICRA A+ Positive) and short-term rating ICRA A1+ (pronounced ICRA A One Plus).
- Hurun India – **Outstanding contribution to India’s Manufacturing Economy Award**
- Hurun India - **India’s Most Respected Entrepreneurs Award**

5. PREFERENTIAL ISSUE

a) Preferential Issue – Issue Size 280 Crores

Pursuant to the approval of the Board at its meeting held on 16th February, 2024 and approval of the Members of Company obtained via Special Resolution at their Extraordinary General Meeting (‘EGM’) held on 09th March, 2024, the company on May 22, 2024 had allotted 9,70,000 Equity Shares of ₹ 2/- each, at a price of Rs. 346/- (Rupees Three Hundred and Forty-Six only) per equity share to the certain other identified persons by way of preferential issue and upon receipt of 25% of the issue price per warrant (i.e. ₹ 86.5 per warrant) as upfront payment (‘Warrant Subscription Price’), the Company had allotted 26,26,600 convertible warrants, on preferential basis to the Promoters of the Company and certain identified persons, at a price of Rs. 346 each payable in cash (‘Warrant Issue Price’).

Each warrant, so allotted, is convertible into one fully paid-up equity share of the Company having face value of ₹ 2 each in accordance with the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, on payment of the balance consideration of ₹ 259.50 per warrant (‘Warrant Exercise Price’), being 75% of the issue price per warrant from the Allottees pursuant to exercise of conversion option against each such warrant, within 18 months from the date of allotment of warrants.

b) Preferential Issue – Issue Size 218 Crores

During the year, the Board of Directors company at its meeting held on 01st June, 2024 and the Members of Company at their Extraordinary General Meeting (‘EGM’) held on 27th June, 2024, has inter-alia approved the following;

- Issuance of 28,15,049 (Twenty-Eight Lakhs Fifteen Thousand and Forty-Nine) Share Warrants each convertible into 1 (one) fully paid-up equity share of the Company, having a face value of Rs. 2/- within a period of 18 months (eighteen months) in accordance with the applicable laws (‘Warrants’) at a price of Rs. 387.40/- (Rupees Three Hundred Eighty-Seven and Forty Paise only) each payable in cash (‘Warrant Issue Price’), aggregating upto Rs. 1,09,05,49,983 (One Hundred and Nine Crores Five Lakhs Forty-Nine Thousand Nine Hundred and Eighty-Three Only) to certain identified persons by way of preferential issue, subject to the approval of the other regulatory or statutory approvals as may be required.
- Issuance of 28,15,049 (Twenty-Eight Lakhs Fifteen Thousand and Forty-Nine) Equity Shares of the Face Value of Rs. 2/- each, at a price of Rs. 387.40/- (Rupees Three Hundred Eighty-Seven and Forty Paise only) per equity share, each payable in cash (‘Share Issue Price’), aggregating upto Rs. 1,09,05,49,983 (One Hundred and Nine Crores Five Lakhs Forty-Nine Thousand Nine Hundred and Eighty-Three Only) to the certain other identified persons by way of preferential issue, subject to the approval of the other regulatory or statutory approvals as may be required.

Pursuant to the approval of the Board at its meeting held on 01st June, 2024 and approval of the Members of Company obtained via Special Resolution at their Extraordinary General Meeting (‘EGM’) held on 27th June, 2024, the company on July 19, 2024 had allotted 28,15,049 Equity Shares of ₹ 2/- each, at a price of Rs. 387.40/- (Rupees Three Hundred Eighty-Seven and Forty Paise only) per equity share to the certain other identified persons by way of preferential issue and upon receipt of 25% of the issue price per warrant (i.e. ₹ 96.85 per warrant) as upfront payment (‘Warrant Subscription Price’), the Company had allotted 28,15,049 convertible warrants, on preferential basis to the certain other identified persons, at a price of ₹ 387.40 each payable in cash (‘Warrant Issue Price’).

Each warrant, so allotted, is convertible into one fully paid-up equity share of the Company having face value of ₹ 2 each in accordance with the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, on payment of the balance consideration of ₹ 290.55 per warrant (‘Warrant Exercise Price’), being 75% of the issue price per warrant from the Allottees pursuant to exercise of conversion option against each such warrant, within 18 months from the date of allotment of warrants.

6. SHARE CAPITAL

The paid-up share capital of the Company at the beginning of the financial year was ₹ 2215.30 Lakhs consisting of 11,07,64,989 equity shares of ₹ 2 each.

During the financial year 2024-25, the Company has allotted:

1. 9,70,000 equity shares of Rs. 2 each of the company on May 22, 2025 to certain identified persons on Preferential basis.
2. 28,15,049 equity shares of ₹ 2 each of the company on July 19, 2025 to certain identified persons on Preferential basis.
3. 25,052 equity shares of ₹ 2 each of the Company on November 13, 2024 to the eligible employees on exercise of options pursuant to Fineotex Chemical Limited-Employee Stock Option Scheme 2020 ("FCL-ESOP 2020").

As a result of the above allotment the paid-up capital of the Company as at the end of the financial year increased to ₹ 2291.50 lakhs consisting of 11,45,75,090 equity shares of ₹ 2 each.

Further, company has also allotted the 26,26,600 and 28,15,049 convertible warrants on May 22, 2024 and July 19, 2024 respectively. However, as at the end of the financial year and as on the date of this report warrants are not exercised for conversion therefore there's no change in the share capital of the company due to allotments of the said convertible warrants.

7. EMPLOYEES SHARE OPTION SCHEME 2020

At the 17th Annual General Meeting of the Company held on 29th September, 2020, the members have approved Employees Stock Option Scheme ("FCL-ESOP-2020") for granting options to eligible employees of your Company.

During the year, the eligible employees has opted to exercise their options and 25,052 equity shares of ₹ 2/- each were allotted to them. Considering the extinguishment of options, the total number of options outstanding as on March 31, 2025 are 5,245.

A certificate from the Secretarial Auditor of the Company, confirming that the aforesaid scheme has been implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be open for inspection at the 22nd Annual General Meeting of the Company.

8. SUBSIDIARIES

The details and performance of the subsidiary companies is provided below:

SN.	Name of the Subsidiary Companies	Type
	Indian Subsidiary	
1	FSPL Specialities Private Limited	Wholly Owned Subsidiary
2	Manya Manufacturing India Private Limited	Wholly Owned Subsidiary

SN.	Name of the Subsidiary Companies	Type
3	Finoclean Specialities Private Limited	Wholly Owned Subsidiary
	Foreign Subsidiary	
4	Fineotex Malaysia Limited (In Malaysia)	Wholly Owned Subsidiary
5	BT Biotex SDN BHD (In Malaysia)	Step down Subsidiary
6	BT Chemicals SDN BHD (In Malaysia)	
7	Rovatex SDN BHD (In Malaysia)	
8	BT Biotex Limited (In UAE)	Wholly Owned Subsidiary
9	Fineotex Biotex Healthguard FZE (In UAE)	

a. Foreign Subsidiaries:

Fineotex Malaysia Limited (FML), a Limited Company, was incorporated in a free trade zone in Labaun, Malaysia in 2011. FML in turn has controlling interest in three 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. BT Chemicals SDN BHD qualifies as a material subsidiary as per the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The BT Chemicals SDN BHD has declared the dividend to its holding company during the financial year 2024-25.

FML incorporated a wholly owned subsidiary -BT Biotex Limited, UAE with an initial investment of US\$ 10,000. The Company is exploring the expansion and diversification of activities in Middle East.

Fineotex Specialities FZE was incorporated in the region of UAE on 25th January 2015 and operates in a free zone in UAE. It has been renamed as Fineotex Biotex Healthguard FZE after the strategic alliance with HealthGuard. During the year, the company has increased the Paid-up share capital of Fineotex Biotex Healthguard FZE.

b. Indian Subsidiaries:

The Company had incorporated a wholly owned subsidiary named Fineotex Specialities Private Limited ("FSPL") on 05th September, 2020 with an investment of Rs. 100 lakhs to the Equity Share Capital. It had commenced operations November 2021 and is contributing handsomely to both the topline and bottom-line of the Company since then. Fineotex Specialities Private Limited also qualifies as a material subsidiary from the financial 2023-24 as

per Regulation 16(1)(c) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. FSPL had declared an Interim dividend for 2024-25 of Rs. 27.5/- Per equity shares of Rs. 10/- each amounting to Rs. 275 Lakhs.

In December 2023, the Company has incorporated a wholly owned subsidiary named “Finoclean Specialities Private Limited” with an initial investment of Rs. 100 Lakhs to the Equity Share Capital.

Manya Manufacturing India Private Limited is the Indian subsidiary. It was acquired for a diversification.

The brief details about the subsidiaries described in the Corporate Governance Report which forms an integral part of this report.

Further, pursuant to the provisions of Section 129(3) of the Companies Act, 2013, a statement containing the salient features of the financial statements of subsidiary companies in Form AOC-1 is attached to the financial part of this Annual Report.

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 22nd Annual General Meeting.

9. CREDIT RATING

The borrowings of the Company are very minimal. The Company obtains Credit Rating of its various credit facilities and instruments from ICRA Limited (“ICRA”). During the year, ICRA has upgraded their ratings on the bank facilities of the Company. The Long-term ratings have been upgraded from ICRA A+ Stable (pronounced ICRA A Plus Stable) to ICRA A+ Positive (pronounced ICRA A plus Positive) and short-term ratings remains the same i.e. ICRA A1+ (pronounced ICRA A one plus) after careful consideration by the Rating Committee at ICRA.

10. FINANCE AND CAPITAL EXPENDITURE

Your company is a debt free company. The Company financial position strengthened during the year as there’s profitability. The borrowings are taken for short term requirements so that the investment portfolio is not abruptly disturbed. The Company has made substantial investment of Rs. 4439.74 Lakhs in fixed assets during the current year to ensure adequate manufacturing capacity.

11. MAJOR CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION AFTER THE YEAR END AND TILL THE DATE OF THIS REPORT

There were no material changes and commitments that occurred after the close of the year till the date of this Report, which affected the financial position of the Company.

During the year under review, there was no change in the nature of the business of the Company.

12. INTERNAL FINANCIAL CONTROLS SYSTEM AND THEIR ADEQUACY

Your Company has laid down adequate internal financial controls and checks which are effective and operational. These systems are designed in a manner which provides assurance with regard to maintenance of strict accounting control, optimum efficiency in operations and utilization of resources as well as financial reporting, protection of Company’s tangible and intangible assets and compliance with policies, applicable laws, rules and regulations.

The Audit Committee regularly interacts with the Internal Auditors, the Statutory Auditors and Senior Executives of the Company responsible for financial management and other affairs. The Audit Committee evaluates the internal control systems and checks & balances for continuous updation and improvements therein. The Audit Committee also regularly reviews and monitors the budgetary control system of the Company as well as the system for cost control, financial controls, accounting controls, physical verification, etc. The Audit Committee regularly observes that proper internal financial controls are in place including with reference to financial statements. During the year, such controls were reviewed, and no reportable material weakness was observed.

13. CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company for the year ended 31st March 2025, have been prepared in accordance with the Indian Accounting Standards (IND AS) 110 - “Consolidated Financial Statements” as notified by Ministry of Corporate Affairs and as per the general instructions for preparation of Consolidated Financial Statements given in Schedule III and other applicable provisions of the Act, and in compliance with the SEBI Listing Regulations. The financial statements of the subsidiaries and the related detailed information will be made available to the shareholders of the Company seeking such information.

The Audited Consolidated Financial Statements along with the Auditors’ Report thereon forms part of this Annual Report.

14. PUBLIC DEPOSITS, LOANS AND ADVANCES

During the financial year 2024-25, the Company has not accepted any deposits from public within the meaning of Section 73 and Section 74 of the Act, therefore the disclosure pursuant to Rule 8 (5)(v) & (vi) of Companies (Accounts) Rules, 2014, is not applicable to the Company.

15. 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 – 1”.

16. 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 in “**Annexure – 2**” forming part of this Report.

17. NOMINATION AND REMUNERATION POLICY

Pursuant to the provisions of Section 178 of the Act, and in terms of Regulation 19 read with Part D of Schedule-II of the SEBI Listing Regulations, the Company has a Nomination and Remuneration Policy for its Directors, Key Managerial Personnel and Senior Management which also provides for the diversity of the Board and provides the mechanism for performance evaluation of the Directors and the said Policy was amended from time to time. It includes criteria for determining qualifications, positive attributes and Independence of a Director. The Nomination and Remuneration Policy is set out in **Annexure - ‘3’** to the Director’s Report. It is also available on the Company’s website and can be accessed through the following link <https://fineotex.com/wp-content/uploads/2025/07/Nomination-and-Remuneration-Policy.pdf>.

18. BOARD DIVERSITY

The Company recognizes and embraces the benefits of having a diverse Board that possesses a balance of skills, experience, expertise and diversity of perspectives, appropriate to the requirements of the businesses of the Company. The Board has adopted the Board Diversity Policy which sets out the approach to diversity and forms a part of the Nomination and Remuneration Policy of the company. The policy is available at the website of the Company at <https://fineotex.com/wp-content/uploads/2025/07/Nomination-and-Remuneration-Policy.pdf>.

19. PARTICULARS OF REMUNERATION OF MANAGERIAL PERSONNEL AND EMPLOYEES AND RELATED DISCLOSURE

Disclosures pertaining to remuneration and other details as required under Section 197(12), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are given in “**Annexure – 4**” enclosed hereto and forms part of this Report. The statement containing particulars of employees pursuant to Section 197 of the Act, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not being sent to the Members along with this Annual Report in accordance with the provisions of Section 136 of the Act. Copies of the said statement are available at the registered office of the Company during the designated working hours from 21 days before the AGM till the date of the AGM. Any member interested in receiving the said statement may write to the Company Secretary, stating their Folio No./DPID & Client ID.

20. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Your Company has given loans and guarantees and made investments in compliance with the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014. The particulars of such loans and guarantees given, and investments made are provided in the Standalone Financial Statements of the Company forming part of this Annual Report.

21. RELATED PARTY TRANSACTIONS / CONTRACTS

The Company has adopted the related party transactions policy. The Audit Committee reviews this policy periodically and also reviews and approves all related party transactions, to ensure that the same are in line with the provisions of applicable law and the Related Party Transactions Policy.

The Audit Committee approves the related party transactions and limit for the financial year by Omnibus Approval. The related party transactions that were entered into by the Company during the financial year 2024-25, were on an arm’s length basis. Further, no material related party transactions were entered into by the Company during the financial year 2024-25. The disclosure under Section 134(3)(h) read with Section 188 (2) of the Act in form AOC-2 is given in “**Annexure – 5**” forming part of this Report.

The details of the transaction with related parties during financial year 2024-25 are provided in the accompanying financial statements.

Details of related party transactions entered into by the Company, in terms of IND AS-24 have been disclosed in the notes to the financial statements.

The Policy on related party transactions as approved by the Board in terms of Regulation 23 of the SEBI Listing Regulations is posted on the website of the Company and can be accessed through the following link: <https://fineotex.com/wp-content/uploads/2023/05/RPT-Policy.pdf>

22. CORPORATE SOCIAL RESPONSIBILITY

During the financial year 2024-25, the Company was required to spend ₹ 150.42 Lakhs, the minimum amount to be spent on CSR activity. The Company spent ₹ 1.76 Lakhs in excess towards CSR in FY 2023-24 which has been set off during FY 2024-25. Therefore, the Company is required to spend in FY 2024-25 after set-off excess CSR is ₹ 148.66 Lakhs.

Out of net CSR obligation of ₹ 148.66 Lakhs for the financial year 2024-25, the Company spent ₹ 44.09 Lakhs during the financial year 2024-25. The company has ₹ 104.57 Lakhs as an unspent amount for the year ended 31st March 2025.

Acknowledging the responsibility towards the society, your Board, in compliance with the provisions of Section 135(1) of the Act and Rules made thereunder has formulated the CSR Committee and CSR Policy. Further, the CSR policy has been placed on the website of the Company and can be accessed through the following link: https://fineotex.com/wp-content/uploads/2025/05/FCL-CSR-Policy_final.pdf.

The Annual Report on CSR activities in terms of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed herewith and marked as “Annexure – 6” forming part of this Report.

23. DIRECTORS AND KEY MANAGERIAL PERSONNEL

a) Composition

The Board of the Company contains an optimum combination of Executive and Non-Executive Directors. As on March 31, 2025, it comprises of 7 (Seven) Directors, viz. 4 (Four) Non-Executive Independent Directors including a Woman Director and 3 (three) Executive Directors. The position of the Chairman of the Board and the Managing Director are held by the Executive Director. The profile of all the Directors can be accessed on the Company’s website at www.fineotex.com.

None of the Directors of the Company have incurred any disqualification under Section 164(1) & 164(2) of the Act. During the year under review, the Board has accepted the recommendations of the Audit Committee.

The details of the Board composition and composition of Committees are provided separately in the Corporate Governance Report.

b) Changes in Board Composition and Key Managerial Personnel

Mr. Alok Dhanuka (DIN: 06491610) has ceased to be an Independent Director of the Company upon completion of his second and final term as an Independent Director and consequently ceased to be a Director of the Company w.e.f. the close of business hours on 20th September 2024. The Board places on record its deep appreciation for the contributions of Mr. Alok Dhanuka during his tenure as an Independent Director of the Company.

During the year under review, the Board of the Company (based on the recommendation of the Nomination & Remuneration Committee) has appointed Dr. Amit Prabhakar Pratap (DIN: 08023735) as Independent Director of the Company for a term of 5 (Five) consecutive years w.e.f. 09th August 2024. The Shareholders of the Company approved the said appointment with an overwhelming majority at the 21st AGM of the Company.

During the financial year 2024-25, Mrs. Aarti Mitesh Jhunjhunwala (DIN: 07759722) was re-appointed as Whole Time Director of the Company, liable to retire by rotation, for a period of five (5) consecutive years with effect from 14th August 2024 to 13th August 2029 by means of passing Ordinary Resolutions of the members at the 21st AGM of the Company held on 10th September, 2024.

There were no changes in the Key Managerial Personnel of your Company during the financial year 2024-25.

c) Director retiring by rotation

Pursuant to the provisions of the Companies Act, 2013 the Members of the Company at the 21st AGM held on 10th September 2024, re-appointed Mrs. Aarti Mitesh Jhunjhunwala (DIN: 07759722) Director of the Company, who was liable to retire by rotation.

In accordance with the provisions of the Act, Mrs. Aarti Mitesh Jhunjhunwala (DIN: 07759722), Executive Director retires from the Board by rotation and being eligible and offers himself for re-appointment. The Board recommends the said re-appointment at the 22nd AGM.

Further, the brief resume and other details relating to the Director seeking appointment or re-appointment, as stipulated under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard 2, are provided in the Notice convening the ensuing AGM.

None of the Directors of your Company is disqualified under the provisions of Section 164(2) of the Act. A certificate dated August 12, 2025 received from, Mr. Hemant Shetye, Designated Partner of M/s. HSPN & Associates, Company Secretary in Practice (CP No: 1483) certifying that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by Securities and Exchange Board of India (“SEBI”)/Ministry of Corporate Affairs or any such statutory authority is annexed to the Corporate Governance Report.

24. DECLARATION OF INDEPENDENT DIRECTORS

During the financial year 2024-25, all the Independent Directors of the Company has given declarations regarding their Independence to the Board as stipulated in Section 149(6) & 149(7) of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) and 25(8) of the SEBI Listing Regulations.

In the opinion of the Board, all the Independent Directors fulfil the conditions specified in the Act with regard to integrity, expertise and experience (including the proficiency) of an Independent Director and are independent of the management.

25. FAMILIARIZATION PROGRAMME FOR THE INDEPENDENT DIRECTORS

The Company has conducted Familiarization Programme for Independent Directors to enable them to understand their roles, rights and responsibilities and proactively keeps them informed of the activities of the Company, its management and operations and provides an overall industry perspective as well as issues being faced by the industry. Company’s policy on the familiarization program for the independent directors as well as details of familiarization programme imparted during the year is available on the Company’s website at <https://fineotex.com/wp-content/uploads/2025/02/FCL-Familiarization-Programme-2024-25.pdf>.

26. PERFORMANCE EVALUATION

Pursuant to the provisions of the Act and the SEBI Listing Regulations, the Independent Directors at their meeting have evaluated the performance of Non-Independent Directors after considering the views of the Executive and Non-Executive Directors, Board as a whole and assessed the quality, quantity, and timeliness of flow of information between the Company's Management and the Board.

The board, upon the recommendation of the Nomination and Remuneration Committee and as per the criteria and manner provided for the annual evaluation of each member of the Board and its Committees, the board has evaluated the performance of the entire Board, its Committees, and individual directors. During the financial year 2024-25, all the members of the Board and its Committees met the criteria of performance evaluation as set out by the Nomination and Remuneration Committee.

The evaluation process focused on various aspects of the Board and Committees' functioning such as composition of the Board and its Committees, experience and competencies, performance of specific duties, obligations and governance issues.

27. AUDITORS AND AUDITORS' REPORT

(i) Statutory Auditors:

M/s. ASL & Co., Chartered Accountants (FRN: 101921W), the Statutory Auditors of the Company were re-appointed at the 21st AGM held on 10th September 2024 for the second term of 5 (Five) consecutive years from the conclusion of the 21st AGM till the conclusion of the 26th AGM to be held for the financial year 2028-29.

The Report given by M/s ASL & Co, Chartered Accountants on the financial statements of the Company for the financial year 2024-25 is part of the Annual Report and there is no qualification, reservation, adverse remark, or disclaimer given by the Auditors in their Reports. The Auditors of the Company have not reported any fraud in terms of the second proviso to Section 143(12) of the Act.

(ii) Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s HSPN & Associates LLP, Practicing Company Secretaries (ICSI Unique Code L2021MH011400), were appointed as Secretarial Auditor to conduct Secretarial Audit for the financial year 2024-25. The Secretarial Audit Report, pursuant to Section 204(1) of the Act for the financial year ended 31st March 2025, is annexed to this Report as "Annexure - 7" and forms part of this Report. There is no qualification, reservation, adverse remark, or disclaimer given by the Secretarial Auditor in their Reports.

The Company has undertaken an Annual Secretarial Compliance Audit for the financial year 2024-25 pursuant to Regulation 24A (2) of the SEBI Listing Regulations. The

Annual Secretarial Compliance Report for the financial year ended 31 March 2025 has been submitted to the Stock Exchanges and the said report may be accessed on the Company's website at the link <https://fineotex.com/secretarial-compliance-report/>.

Pursuant to the provisions of Section 204 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI Listing Regulations, the Board of Directors at its meeting held on August 12, 2025 upon the recommendation of the Audit Committee, appointed M/s HSPN & Associates LLP, Company Secretaries in Practice (ICSI Unique Code L2021MH011400) as Secretarial Auditor for a term of five consecutive years commencing from financial year 2025-26, subject to the approval of the shareholders at the forthcoming AGM of the Company. The Company has received the necessary consent from M/s HSPN & Associates LLP to act as the Secretarial Auditor of the Company along with the certificate confirming that his appointment would be within the applicable limits.

During the year, the Company has complied with the applicable corporate governance requirements as prescribed under the SEBI Listing Regulations with respect to its subsidiaries. Therefore, the Secretarial Audit of the Material Subsidiary viz. FSPL Specialities Private Limited ("FSPL"), was carried out by M/s. HSPN & Associates, Company Secretaries, Mumbai in terms of Regulation 24A of the Listing Regulations and a copy of the said report is annexed to this Board Report as along with the Annexure - 7. The Secretarial Audit Report of FSPL does not contain any qualification, reservation, adverse remark or disclaimer.

(iii) Cost Auditors:

During the Period under review, pursuant to Section 148 of the Act read with the Rules framed thereunder, the Board has re-appointed M/s. V J Talati & Co, Cost Accountants, to conduct an audit of the cost records of the Company for the financial year 2024-25.

M/s V J Talati & Co, the Cost Auditor of the Company submitted the Cost Audit Report for the year 2024-25 within the time limit prescribed under the Act and Rules made thereunder.

Pursuant to Section 148 of the Act, read with the rules framed thereunder, the Board at its meeting held on 20th May, 2025 upon the recommendation of the Audit Committee, re-appointed M/s. V J Talati & Co. as the Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year 2025-26. The Company has received the necessary consent from M/s. V J Talati & Co to act as the Cost Auditor of the Company for the financial year 2025-26 along with the certificate confirming that his appointment would be within the applicable limits.

Further, pursuant to Section 148 of the Act, read with the rules framed thereunder, the remuneration payable to Cost

Auditor for the financial year 2025-26 is required to be ratified by the Members of the Company at the forthcoming AGM. Accordingly, an ordinary resolution seeking approval of members for ratification of payment of remuneration payable to the Cost Auditor is included in the Notice convening the ensuing AGM of the Company.

28. BOARD MEETINGS

The Board met 5 (Five) times during the financial year 2024-25. The dates of meetings of the Board and its Committees and attendance of each of the Directors thereat are provided separately in the Corporate Governance Report.

The maximum gap between two Board meetings held during the year was not more than 120 days.

29. MAINTENANCE OF COST RECORDS

The Company is duly maintaining the cost accounts and records as specified by the Central Government in compliance with Section 148 of the Act.

30. RISK ASSESSMENT AND MANAGEMENT

The Company has a policy on Risk Assessment and Management to identify various kinds of risks in the business of the Company. The Board review the Policy from time to time and take adequate steps to minimize the risk in business. There are no such risks, which, in the opinion of the Board, threaten the existence of your Company. The policy is available at the website of the Company at <https://fineotex.com/wp-content/uploads/2023/04/Policy-for-Risk-Management.pdf>.

The Risk Management Committee met twice in a year i.e. on 20th June, 2024 and 10th January, 2025.

31. AUDIT COMMITTEE

The primary objective of the Audit Committee is to monitor and provide effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting.

The Committee comprises of Mrs. Bindu Darshan Shah (Chairperson), Dr. Sunil Waghmare, Dr. Amit Pratap and Mr. Sanjay Tibrewala. The Committee met 4 (Four) times during the year under review, the details of which are given in the Corporate Governance Report of this Annual Report.

During the year under review, there were no instances when the recommendations of the Audit Committee were not accepted by the Board.

32. WHISTLE BLOWER POLICY / VIGIL MECHANISM

The Company has formulated a vigil mechanism / Whistle Blower Policy for the 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 <https://fineotex.com/wp-content/uploads/2021/08/otherFCL-WhistleblowerPolicy.pdf>.

33. HUMAN RESOURCES

The focus on human capital continued to be a cornerstone of the Company's strategic endeavours. Recognizing the pivotal role of our workforce as the driving force behind our diverse business ventures, the Company endeavoured to cultivate an environment conducive to their growth, development, and overall well-being.

The Company has a strength of permanent employees and contract workers as on 31st March, 2025. From the total permanent employees, over 18.57% are Women.

Fineotex's robust performance and goals management system is crafted to ensure our employee's performance is assessed and appraised annually based on agreed upon goals aligned with the Company's overall business targets.

The Human Resource function of the company is tightly integrated and takes care of recruitment, training, performance management, compensation and the overall well-being of all our employees. Fineotex's strong belief in employee empowerment and thus the efforts are focused on creating an employee-friendly environment. The testimony to this is our recent certification of 'Great Place to Work'.

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

An Internal Committee has been constituted in line with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary & trainees) are covered under the policy.

During the financial year 2024-25, the Committee submitted its Annual Report as prescribed in the said Act and there was no complaint as regards sexual harassment received by the Committee during the year.

35. DIRECTORS' RESPONSIBILITY STATEMENT

Based on internal financial controls, work performed by Statutory Auditors, Secretarial Auditors and Cost Auditors with the concurrence of the Audit Committee, pursuant to Section 134(3) (c) read with Section 135(5) of the Companies Act, 2013 and as per Schedule II Part C (A)(4)(a) of the SEBI Listing Regulations, the Board states the following:

- (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) The Directors have selected suitable accounting policies and applied them consistently and made judgments 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) The Directors 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) The Directors have prepared the Annual Accounts on a going concern basis;
- (v) The Directors have laid down proper internal controls were in place and that the financial controls were adequate and were operating effectively and the systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively; and
- (vi) The Directors have devised systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

36. ANNUAL RETURN

Pursuant to sub-section 3(a) of section 134 and sub-section (3) of Section 92 of the Companies Act, 2013, the Annual Return as on 31st March, 2025 is available on the website of the Company at the link <https://fineotex.com/investor-relation/>.

The annual return uploaded on the website is a draft in nature and the final annual return shall be uploaded on the website of the Company once the same is filed with the Ministry of Corporate Affairs after the AGM.

37. CORPORATE GOVERNANCE

We are committed to achieve the highest standards of ethics, transparency, corporate governance and continue to comply with the code of conduct framed for the Board and senior management under SEBI Listing Regulations and have maintained high standards of corporate governance based on the principle of effective implementation of internal control measures, adherence to the law and regulations and accountability at all levels of the organization.

The Company strives to 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 – 8”.

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.

38. BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

The Business Responsibility and Sustainability Reporting (BRSR) of the Company for the financial year ended 31st March 2025 as required pursuant to the Regulation 34(2)(f) of the SEBI Listing Regulations is annexed herewith as “Annexure - 9” forming part of this Report and the same is also available on the Company’s website at www.fineotex.com.

39. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY’S OPERATION IN FUTURE

There are no significant/material orders passed by the Regulators/ Courts/Tribunals which would impact the going concern status of the Company and its future operations. During the year under review, no Corporate Insolvency Resolution application was made, or proceeding was initiated, by/against the Company under the provisions of the Insolvency and Bankruptcy Code, 2016 (as amended). Further, no application/proceeding by/against the Company under the provisions of the Insolvency and Bankruptcy Code 2016 (as amended) is pending as on 31st March 2025.

40. TRANSFER OF UNCLAIMED DIVIDEND AND UNCLAIMED SHARES TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to applicable provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”), all unpaid or unclaimed dividends that are required to be transferred by the Company to the Investor Education and Protection Fund (“IEPF” or “Fund”) established by the Central Government, after completion of seven years from the date of the declaration of dividend are transferred to IEPF. Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more are also transferred to the demat account of the IEPF Authority.

The Company had sent individual notices and advertised in the newspapers seeking action from the shareholders who have not claimed their dividends for seven consecutive years or more. Thereafter, the Company transferred such unpaid or unclaimed dividends and corresponding shares to IEPF.

During the financial year 2024-25, pursuant to provision of Section 124 of the Act, the Company has transferred a sum of ₹ 38,844.30/- to the IEPF, the amount of dividend which was unclaimed/ unpaid for a period of seven years, declared for the financial year 2016-17. Further, during the financial year 2024-25, the Company has transferred 711 shares in respect of which dividend has not been paid or claimed for seven consecutive years or more pursuant to Section 124 of the Act to the IEPF.

Shareholders/claimants whose shares or unclaimed dividend, have been transferred to the IEPF may claim those dividends and shares from the IEPF Authority by complying with prescribed procedure and filing the e-Form IEPF-5 online with MCA portal.

Further the shares in respect of which dividend has not been paid or claimed for seven consecutive years will also be transferred to IEPF. Shareholders are requested to ensure that they claim the unpaid dividends referred to above before the dividend and shares are transferred to the IEPF pursuant to the provision of Section 124 of the Act.

41. LISTING ON STOCK EXCHANGES

As on 31st March, 2025 the 11,45,75,090 equity shares of Rs. 2/- each of the company are listed on the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). The Company has paid the annual listing fees to the stock exchange/s.

42. DEMATERIALISATION OF SHARES

There were 11,45,75,056 equity shares of the Company held by the shareholders in dematerialized form as on 31st March 2025, representing 99.99% of the total paid-up share capital of the Company consisting of 11,45,75,090 equity shares of Rs. 2 each. The Company's equity shares are compulsorily required to be traded in dematerialized form, therefore, Members are advised to speed up converting the physical shareholding into dematerialized form through their DP(s). Only 34 equity shares of Rs. 2 each of the company are held in physical form.

43. COMPLIANCE OF SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

44. E-VOTING FACILITY AT AGM

In terms of Regulation 44 of SEBI Listing Regulations and in compliance with the provisions of Section 108 of the Act read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014 (as amended), the items of business specified in the Notice convening the 22nd AGM of the Company shall be transacted through electronic voting system only and for this purpose the Company is providing e-Voting facility to its' Members whose names will appear in the register of members as on the cut-off date (fixed for the purpose), for exercising their right to vote by electronic means through the e-voting platform to be provided by National Securities Depository Ltd ("NSDL"). The detailed process and guidelines for e-Voting have been provided in the notice convening the meeting.

45. GREEN INITIATIVE

As a responsible corporate citizen, the Company supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the Annual Report etc. to Members at their e-mail address registered with the Depository Participants ("DPs") and RTAs. To support the 'Green Initiative', Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent ("RTAs")/ Depositories for receiving all communications, including Annual Report, Notices, Circulars, etc., from the Company electronically.

Pursuant to the MCA Circular No. 09/2024 dated 19th September 2024 and SEBI Circular dated 03rd October 2024, the Annual Report of the Company for the financial year ending 31st March 2025 including therein the Audited Financial Statements for the financial year 2024-25, will be sent only by email to the Members.

❖ ACKNOWLEDGEMENT

Your directors wish to place on record their sincere appreciation for the continued support and cooperation extended to the Company by its bankers, customers, vendors, suppliers, dealers, investors, business associates, all the stakeholders, shareholders, various departments of the State and the Central Government and Investors.

**For and on behalf of the Board of Directors of
Fineotex Chemical Limited**

Sd/-
Surendrakumar Tibrewala
(Chairman & Managing Director)
DIN: 00218394

Sd/-
Sanjay Tibrewala
(Executive Director)
DIN: 00218525

Place : Mumbai
Dated: August 12, 2025

“Annexure - 1”

MANAGEMENT DISCUSSION AND ANALYSIS

Indian Economy:

The Indian economy continues to show strong resilience and remains well-positioned to achieve sustained growth. For FY 2025–26, real GDP growth is expected to be in the range of 6.3 to 6.8 percent, maintaining India’s status as the fastest-growing major economy in the world. This momentum is driven by a combination of steady rural consumption, increased private spending, and continued strength in public capital expenditure. The Reserve Bank of India and rating agencies such as ICRA have highlighted a positive macroeconomic outlook, attributing stability to tax relief measures, favourable agricultural output, and rising household incomes. While global uncertainty and tight financial conditions persist, India’s robust domestic fundamentals provide a solid cushion against external shocks.

Private consumption continues to be the key driver of growth, with household spending remaining strong in both urban and rural areas. The government’s decision to increase the tax rebate limit to ₹12.75 lakh has boosted disposable income for the middle class. In rural India, strong farm income, higher minimum support prices, and easing inflation have contributed to improved purchasing power. Urban demand is also seeing a gradual revival, aided by stable interest rates, lower equated monthly instalments, and a growing preference for discretionary spending. The expansion of digital infrastructure and e-commerce penetration further supports this consumption trend, particularly among younger demographics.

Public sector capital expenditure continues to be a major growth engine. The central government is expected to exceed ₹10 lakh crore in capital outlay by the end of FY 2025–26, building on the momentum of previous years. This increase in infrastructure investment is expected to crowd in private investment, strengthen core sector growth, and improve long-term productivity. Key sectors including roads, railways, ports, and energy are receiving sustained government attention. Additionally, state-level spending is expected to pick up with the release of tied grants and allocations under centrally sponsored schemes.

India’s external sector shows a mixed performance. While services exports continue to perform strongly, merchandise exports have witnessed only modest growth. In FY 2024–25, India’s total exports touched \$821 billion, largely driven by engineering goods, pharmaceuticals, and electronics. However, global trade disruptions, freight volatility, and weakening demand in Europe and China have tempered further growth. Imports, particularly of crude oil and electronics, remain elevated, which has put pressure on the trade balance. The government continues to promote export diversification and incentives through various schemes to maintain export competitiveness.

The Indian chemicals industry remains a vital part of the country’s industrial framework and is on a firm upward trajectory. The sector is projected to grow from an estimated to USD 350 to 360 billion in FY 2025–26. India ranks as the sixth-largest chemical producer globally and accounts for approximately 7 percent of the country’s

GDP. With a portfolio of over 80,000 products and a workforce of more than 2 million people, the industry contributes significantly to employment, innovation, and exports. The sector benefits from India’s cost competitiveness, expanding end-use industries, and increasing investments in infrastructure and technology.

Specialty chemicals continue to be a high-growth segment within the Indian manufacturing landscape. This segment is expected to grow from USD 64.5 billion in 2024 to USD 67 to 69 billion by the end of FY 2025–26. The growth is supported by rising demand from sectors such as agrochemicals, pharmaceuticals, personal care, and paints and coatings. Additionally, global companies seeking to diversify supply chains away from China are increasingly looking at India as a reliable partner. The rising emphasis on quality, sustainability, and product innovation is helping Indian specialty chemical manufacturers expand their global footprint.

The government also continues to support the ‘Make in India’ initiative by promoting domestic manufacturing, simplifying compliance procedures, and easing the regulatory environment. 100 percent foreign direct investment (FDI) under the automatic route, barring a few hazardous chemicals, remains a key driver of capital inflows.

In addition, the government is considering launching a dedicated PLI scheme specifically for the chemical sector, aimed at improving domestic production capacity and increasing export competitiveness. The sector is also expected to benefit from reductions in basic customs duty on select inputs and components. Continued investment in plastics parks and industrial clusters will help foster innovation, reduce import dependency, and improve supply chain integration.

Overall, the Indian chemicals industry is set to achieve another year of significant growth, driven by favourable demand dynamics, strong policy support, and emerging global opportunities. As companies continue to invest in capacity expansion, R&D, and sustainability, the sector is expected to play a pivotal role in India’s industrial and export growth agenda. The strategic alignment between government initiatives, private enterprise, and global market trends will be critical to unlocking the next phase of growth in FY 2025–26.

India’s Specialty Chemicals Boom: Drivers, Opportunities, and the Road Ahead

India’s specialty chemicals sector is scaling new heights. As of 2024, the industry is estimated to be worth around USD 64.5 billion, contributing approximately 22 percent of India’s total chemicals and petrochemicals output. The broader specialty and fine chemicals subset is valued at USD 22.3 billion and is projected to grow to over USD 35 billion by 2033, at a compound annual growth rate (CAGR) of 5.2 percent. Some estimates suggest that the overall specialty chemicals market could reach between USD 92 to 114 billion by 2032–33, with a CAGR of 6–8 percent.

This strong growth is driven by demand from end-use industries such as agrochemicals, pharmaceuticals, personal care, construction,

and water treatment. Agrochemical exports have shown double-digit growth, and the domestic market is expected to touch USD 4.7 billion, expanding at a CAGR of 8 percent over the next few years. The country's Active Pharmaceutical Ingredient (API) industry, valued at close to USD 18 billion in 2024, is forecast to grow at a CAGR of 7.7–8.1 percent, reaching USD 22–23 billion by 2030. India holds about 8 percent of the global API market, with over 500 APIs produced locally, and remains a critical hub within the approximately USD 240 billion global API space. Together, these segments reinforce strong upstream demand for specialty intermediates and high-performance chemicals.

India maintains a structural cost advantage in specialty chemical manufacturing, supported by affordable labour, reliable utility costs, and advanced process engineering capabilities. The country has built a skilled workforce of chemical engineers and technical experts who are accelerating innovation in green chemistry, biodegradable materials, and safety-compliant formulations. These strengths have enabled India to capture a 15 percent share in global colorant exports and become a leading supplier of polymer additives, textile chemicals, and surfactants.

The Indian textile specialty chemicals market is also experiencing substantial growth, driven by increasing textile production, rising demand for technical textiles, and a stronger focus on sustainable and eco-friendly products. Complementing this, the Indian textile finishing chemicals market is witnessing significant expansion, driven by growing demand for textiles and heightened awareness of sustainable manufacturing practices. The market is expected to reach USD 3.59 billion by 2030, with a CAGR of 3.63 percent. This growth will be fuelled by –

- Demand for functional finishes like repellent, release, and antimicrobial/anti-inflammatory treatments which enhance specific textile properties.
- Softening finishes, which enhances the feel and comfort of fabrics, making them more appealing to consumers.
- New and innovative chemicals that offer enhanced performance, meeting specific industry needs while focusing on eco-friendly and sustainability

Similarly, the cleaning and hygiene chemicals market in India is experiencing robust growth, driven by rising hygiene awareness, increasing urbanization, and a growing healthcare sector. The market is projected to reach USD 16,436.0 million by 2030, with a CAGR of 8.8 percent from 2025 to 2030. This expansion is further supported by the hospitality and food services sectors — hotels, restaurants, and catering services are placing greater emphasis on hygiene to meet global standards and rebuild customer trust post-pandemic. The food processing industry, which must adhere to stringent cleanliness norms, is also driving demand for food-grade cleaning chemicals. Additionally, with India becoming a global healthcare hub, hospitals, clinics, and laboratories require stringent infection control measures, further strengthening market growth.

India's oil and gas sector, encompassing drilling, extraction, and specialty chemicals, is also experiencing significant momentum, driven by increasing energy demand and intensified exploration activities. The

country's exports of petroleum products have seen substantial growth, with exports of crude oil and petroleum products reaching USD 44.41 billion in FY24. India is also a notable exporter of drilling chemicals, ranking third globally.

Policy support continues to reinforce sectoral growth. Government-led initiatives such as the Production-Linked Incentive (PLI) scheme and the Petroleum, Chemicals, and Petrochemicals Investment Region (PCPIR) policy are attracting significant investment. Clusters like Dahej, Paradip, and Cuddalore have become magnets for mega chemical projects, with each region attracting between INR 70,000 crore to 1 lakh crore in investments. Additionally, India is targeting over USD 87 billion in new petrochemical investments over the next decade to boost downstream value chains.

India's strategic importance in global supply chains continues to rise as companies adopt a "China plus one" strategy to reduce dependence on a single source. This has led to increased interest in India for contract manufacturing, joint ventures, and greenfield investments in specialty chemicals. As India expands its capacity in segments like battery chemicals, performance coatings, and advanced polymers, the country is poised to evolve from a low-cost exporter to a high-value global manufacturing hub for specialty chemical

Fineotex Chemicals Limited: Strategic Growth and Global Expansion

Fineotex Chemicals Limited has emerged as a dynamic, innovation-led specialty chemical company with a steadily diversifying portfolio across high-growth sectors. Originally focused on textile chemicals, the company has successfully expanded into adjacent verticals such as cleaning and hygiene, oil and gas, water treatment, and performance chemicals. These segments are gaining traction due to stricter environmental norms, growing global hygiene awareness, and the revival of oilfield activity. Fineotex's fungible manufacturing infrastructure, allows agile production across categories, with capacity of 1,04,000 MT annually.

Innovation is at the core of Fineotex's strategy. Its subsidiary, Biotex Malaysia, plays a pivotal role in product development, driving high-performance, and customized solutions across applications. In second half of FY25 alone, the company launched 45 new products, including AquaStrike Premium, a biotech-based mosquito control agent that highlights Fineotex's commitment to sustainability and water conservation. With a product portfolio now exceeding 470 specialty chemicals, the company continues to deliver differentiated offerings, including silicone functional finishes such as hydrophilic, epoxy, and color-enhancing formulations.

Fineotex boasts a robust global presence, exporting to over 70 countries and maintaining strong relationships with leading international textile brands. Despite temporary headwinds from regional instability in export destinations like Bangladesh, the company added 45 new textile customers in H2FY25, showing continued domestic growth. Partnerships with EuroDye CTC (Belgium), HealthGuard (Australia), and SASMIRA (India) further extend Fineotex's reach, technological capabilities, and brand strength in both legacy and emerging markets.

Sustainability and quality remain central to Fineotex's operational philosophy. The company has adopted renewable energy at its Ambernath unit, earned Zero Discharge of Hazardous Chemicals (ZDHC) certification, received accreditations from NABL and India's pharmaceutical FDA for third consecutive year. Moreover, its cleaning & Hygiene segment received the GreenPro certification and the EcoVadis Commitment Badge highlights Company's pro-activeness towards achieving sustainability. Additional certifications—such as US EPA approval and ESG recognition from Dun & Bradstreet—underscore Fineotex's adherence to global environmental and governance standards. Its fourth consecutive "Great Place to Work" recognition reflects a progressive and collaborative internal culture.

With over INR 350 crore as cash and cash equivalents, Fineotex is actively pursuing both organic and inorganic growth. The company's expansion into high-barrier, innovation-driven markets like home care, drilling specialties, and hygiene chemicals reflects its ability to leverage core competencies for diversification. Aided by strong financials, strategic partnerships, and a growing dealer network of over 110, Fineotex is well-positioned to evolve into a global leader in sustainable specialty chemical solutions.

The SWOT Analysis

Strengths

Fineotex Chemicals Limited holds a leadership position in India's specialty chemicals landscape, supported by a robust and diversified product portfolio that spans textile chemicals, polymers, enzymes, and performance chemicals. This diversification allows the company to serve multiple industries, reducing sector-specific risks. Fineotex benefits from a well-established global distribution network, exporting to over 70 countries, and maintains strong relationships with marquee international clients. The company's consistent financial performance, stable cash flows, and prudent capital allocation reflect its sound management and long-term vision. Strategic alliances with global leaders and a strong in-house R&D infrastructure through Biotex Malaysia further reinforce its innovation-led growth trajectory.

Weaknesses

The specialty chemicals industry evolves rapidly due to changing customer needs, regulatory demands, and technological advancements. Fineotex must continuously invest in R&D to stay ahead of innovation cycles and avoid product obsolescence. While partnerships and collaborations have strengthened its development capabilities, maintaining innovation velocity remains resource-intensive. In addition, the company is exposed to fluctuations in global raw material prices, particularly for solvents, surfactants, and intermediates, which may impact cost structures and operating margins. Currency volatility in export markets may also pose occasional challenges.

Opportunities

Fineotex is strategically positioned to leverage the global shift toward environmentally sustainable and high-performance specialty chemicals. Increasing regulatory compliance across industries, coupled with customer demand for green alternatives, creates a strong opportunity to scale the company's eco-friendly product lines. Expansion into high-growth verticals such as home care, hygiene, water treatment,

and oilfield chemicals offers diversified revenue streams. Continued capacity expansion at the Ambernath facility and the upcoming new plant further enable the company to capture demand from both domestic and global customers. Additionally, deeper penetration into emerging markets and the launch of biotechnology-based products present long-term growth potential.

Threats

The company operates in a global environment exposed to several macroeconomic and geopolitical risks. Fluctuations in crude prices, regulatory changes, and currency movements can disrupt both procurement and export activities. Trade barriers, shifting global tax policies, and supply chain disruptions in key regions—such as the Middle East, Europe, and Southeast Asia—can create volatility in operations. Additionally, evolving environmental norms and stricter compliance in major export destinations may require higher capital outlays. Competitive pressure from both global MNCs and domestic players further underscores the need for constant product differentiation and operational efficiency.

Outlook

India's economy is set to maintain strong growth momentum in FY 2025–26, fuelled by resilient domestic demand, elevated capital investment, and sustained private consumption. The IMF forecasts real GDP growth at 6.5 percent for both FY 2024–25 and FY 2025–26—keeping India as the fastest-growing major economy globally. Nominal GDP is projected to expand by 10.1 percent, underpinned by continuous fiscal thrust and muted inflationary pressures.

The Indian Home Care and household cleaners market continues to offer significant growth potential. In 2024, the household cleaners segment alone was valued at approximately USD 10.36 billion ($\approx$ INR 86,000 crore) and is expected to grow at a CAGR of 14.9 percent through 2033. This expansion is driven by rising urbanization, expanding disposable incomes, changing lifestyles, and greater awareness of hygiene—trends that are projected to persist over the medium term.

The Indian textile chemical industry is experiencing robust growth, driven by increasing textile production, rising domestic consumption, and expanding export markets. This growth is further fuelled by advancements in sustainable and eco-friendly textile manufacturing practices. The market is projected to reach USD 23.49 billion by 2030, with a CAGR of 6.2%.

Fineotex is well-positioned to capture this rising tide by realigning its product portfolio and enhancing manufacturing capabilities. The company's core competencies in textile and performance chemicals align directly with the evolving needs of home care and hygiene markets. With ongoing investments in its Ambernath facility and automation, Fineotex ensures operational rigor and scale—critical to servicing both domestic channels and international markets.

Overall, FY 2025–26 presents strong tailwinds for Fineotex. Backed by supportive macroeconomic trends, a rising household consumption story, and its strategic focus on capacity, quality, and product innovation, the company is poised to accelerate stakeholder value while reinforcing its leadership in specialty and fine chemicals.

Risks and Concerns

The Company has a policy on Risk Assessment and Management to identify various kinds of risks in the business of the Company. The Board review the Policy from time to time and take adequate steps to minimize the risk in business. There are no such risks, which, in the opinion of the Board, threaten the existence of your Company. The policy is available at the website of the Company at <https://fineotex.com/wp-content/uploads/2023/04/Policy-for-Risk-Management.pdf>.

Production

During the FY 2024-25, the company witnessed stabilization in both production and sales. The production volume stood at 60,692.40 MT during the year, reflecting a steady performance compared to the previous year's production of 67,565 MT. Similarly, the sales volume remained stable at 60,194.47 MT, maintaining a consistent level against the previous year's sales of 67,620 MT.

Particulars	2024-2025	2023-2024
Production MT	60,692.40	67,565
Sales MT	60,194.47	67,620
Income from Operation (Rs. In Lakhs)	53,333.28	56,897

The above mentioned Production and Sales details are pertaining to the consolidated performance of the Company.

This performance translated into healthy financial results, as evidenced by the income from operations, which amounted to Rs. 53,333.28 Lakhs. This represents a notable decrease of (6.26%) compared to the previous year's income of Rs.56897.04 Lakhs. Our state-of-the-art facility has significantly enhanced our production capabilities and enables us to cater to the increasing market demand. The strategic location of Ambarnath provides logistical advantages and allows us to efficiently serve our customers. With the operationalization of this facility, we have strengthened our ability to manufacture a wide range of products, including disinfectant/antimicrobial hygiene and cleaning products. This positions us to capitalize on the opportunities in the market and deliver high-quality solutions to our valued customers.

The remarkable performance in FY 2025 reaffirms our commitment to driving growth, capturing market opportunities, and delivering value to our stakeholders. Our continuous focus on innovation, diversification, and operational excellence positions us for sustained success in the future.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONS

The consolidated Profit After Tax (PAT) for FY 2025 stood at Rs. 10,920.82 lakhs from Rs.12,102.53 lakhs, highlighting a stabilized year. Income from Operations reached Rs. 53,333.28 lakhs, and EBITDA amounted to Rs. 15,153 lakhs, with EBITDA margins coming at 23.85%

The company accomplished exceptional results and achieved healthy growth in the Textile, Oil & Gas and Water Treatment segment. The salient indicators are as under: -

1. Standalone Operations:

Particulars	2024-2025 (Rs. In lakhs)	2023-2024 (Rs. In lakhs)
Income from Operations	43,922.21	41,892.82
Profit before Tax	12,541.53	14,054.59
Profit after Tax	9,722.67	11,062.66
EPS (FV Rs. 2/Share) (Rs)	8.56	9.99

Cash/ Fund management:

Particulars	2024-2025 (Rs. In lakhs)	2023-2024 (Rs. In lakhs)
Cash from Operating activities	5,810	6,860
Cash from Investing activities	-25,704	-1,106
Cash from Financing activities	17,335	-2,285
Net Cash Flow for the Year	-2,558	3,469

2. Consolidated

The Income from Operations constitutes as under on Individual Standalone Results as under:

Company	2024-2025 (Rs. In lakhs)	2023-2024 (Rs. In lakhs)
Fineotex Chemical Limited	43,922.21	41,892.82
FSPL Specialities Private Limited	4,139.47	7,922.69
Manya Manufacturing India Private Limited	-	-
Finoclean Specilities Private Limited	9.96	2.06
Fineotex Malaysia Limited	6,596.97	8,292.10
Fineotex Biotex HealthGuard FZE	99.10	191.31
Elimination and adjustments	-1,434.41	-1,403.95
Total Group Turnover	53,333.29	56,897.03

Operations:

Particulars	2024-2025 (Rs. In lakhs)	2023-2024 (Rs. In lakhs)
Income from Operations	53,333.28	56,897.03
Profit before Tax	14,124.32	15,756.70
Profit after Tax	10,920.82	12,102.47
EPS (FV Rs. 2/Share) (Rs)	9.53	10.82

Cash/ Fund management:

Particulars	2024-2025 (Rs. In lakhs)	2023-2024 (Rs. In lakhs)
Cash from Operating activities	6,933	9,704

Particulars	2024-2025 (Rs. In lakhs)	2023-2024 (Rs. In lakhs)
Cash from Investing activities	-27,251	-4,649
Cash from Financing activities	17,649	-2,391
Effect of Foreign Exchange differences	-45	-59
Net Cash Flow for the Year	-2,713	2,606

Financial Ratios and Analysis

Most of the parameter indicators of financial performance show the improvement in this area:

Working Capital Management

The working capital ratios are given below:

	2024-2025	2023-2024
Current Ratio	3.40	3.09
Inventory Turnover Ratio	9.66	11.18
Debtors Turnover Ratio	4.28	4.61
Creditors Turnover Ratio	6.43	5.81

The above shows an improved working capital management with faster collections matched by faster settlement of dues to suppliers.

Profitability performance

	2024-2025	2023-2024
Return on Equity	19.69%	35.25%
Net Profit Ratio	22.14%	26.41%
Return on Capital Employed	19.84%	38.56%

	2024-2025	2023-2024
Operating Profit Margin	38.24%	40.37%
Net Profit Margin	22.14%	26.41%

ROCE and ROE were 24% and 18% respectively, due to funds raised by the company.

Long Term Financing	2024-2025	2023-2024
Debt Equity Ratio	0.00	0.01
Debt Service Coverage Ratio	178.63	143.00

The Interest Coverage Ratio is 178.63 and 143.00 for the year 2024-2025 and 2023-2024 respectively.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Fineotex lays great emphasis and strict compliance on the policies related to critical functions like production, project, finance, supply chain, human resources, etc. These policies are periodically reviewed

to ensure the same are aligned to prevailing policies of the government and regulatory authorities. The internal checks and balances help the Fineotex to assure the safety and security of all the infrastructure and assets and its authorized use through control documents. Fineotex has tight Internal Control Systems which are monitored on a regular basis by the management. On the external front, the Company monitors the conformity to all environmental regulations prevailing as on date. The Audit Committee is empowered to evaluate policy adequacy and to initiate measures to strengthen them.

The internal control and risk management system are structured and implemented in accordance to the principles and criteria established in the guidance of the Audit Committee of the Board of Directors of the company. It is an integral part of the general organizational structure of the Company and involves a range of personnel who act in a coordinated manner while executing their respective responsibilities. The Board of Directors offers its guidance and strategic supervision to the Executive Directors and management, monitoring and support committees. The control and risk committee and the head of the audit department work under the supervision of the Board-appointed Statutory Auditors.

The Internal Control System is reviewed on a continuous basis in light of changed circumstances and way of conducting business due to changing systems and procedures. Based on the recommender and statutory directions of the Government, the Company had to revisit the controls repeatedly as a business necessity. As result of the amendment to the Schedule III of the Companies Act, 2013 and reporting requirements of CARO 2020 the Board has looked into the controls and brought in line to comply with the Act. The management is also in touch with stakeholders, experts and auditors. Necessary provision has been made based on such interaction.

Fineotex has laid down adequate internal financial controls and checks which are effective and operational. These systems are designed in a manner which provides assurance about maintenance of strict accounting control, optimum efficiency in operations and utilization of resources as well as financial reporting, protection of Company's tangible and intangible assets and compliance with policies, applicable laws, rules and regulations. The Audit Committee regularly interacts with the Internal Auditors, the Statutory Auditors and Senior Executives of the Company responsible for financial management and other relevant areas. The Audit Committee evaluates the internal control systems and checks and balances for continuous updating and improvements therein. The Audit Committee also regularly reviews and monitors the budgetary control system of the Company as well as the system for cost control, financial and accounting controls, physical verification and other related areas. The Audit Committee regularly ensures that proper internal financial controls are in place, including with reference to financial statements. During the year, such controls were reviewed, and no reportable material weakness was observed.

HUMAN RESOURCE

Fineotex has total 284 employees out of which 210 are permanent employees and 74 are contract worker at the year end. From the total permanent employees over 18.57% are women.

We consider the employees as our most valuable asset and help them realize their full potential through our strong HR policy. Fineotex's

robust performance and goals management system is crafted to ensure our employees' performance is assessed and appraised annually based on agreed upon goals aligned with the Company's overall business targets. The performance driven culture and Risk & Reward HR policy will help to inculcate a sense of ownership and accountability amongst our employees.

The HR function is tightly integrated and takes care of recruitment, training, performance management, compensation and the overall well-being of all our employees. Fineotex's strong belief in employee empowerment and thus the efforts are focused on creating an employee-friendly environment. The testimony to this is our recent certification of 'Great Place to Work'.

Fineotex believe in expanding by attracting, retaining, and cultivating new people. Given that the Company's main values include innovation, the business prioritizes employee empowerment and retention. To maintain the Company's relevance in the crowded market, it has implemented a number of measures to improve teamwork and skills, such as keep improving the company's talent pipeline.

SAFETY AND HEALTH

Fineotex is firmly committed to the policy of utmost safety in workplaces. The Company has all the required safety systems in place at all our facilities to ensure a high standard of safety and health of employees as well as the factory infrastructure. We have established all possible measures to remove/reduce risks to the health, safety and welfare of all the personnel at our facilities. The Company ensures all

the safety equipment are in working condition, installed at appropriate locations and along with its user manual. All the employees are also periodically trained on health and safety initiatives. Our workplace culture promotes the use of personal protection equipment and apparel, as well as strict adherence to management's health and safety directives.

We at Fineotex believe in developing our processes and products in a manner such that no harm is caused to life and nature. We believe in being ecologically conscious and providing our customers with not only the best but also the most eco-friendly products and we consider this a serious social responsibility. All the effluents created during various processes are disposed of carefully without causing any harm to the surroundings.

Workplace safety promotes the wellness of employees and employers alike. Improved safety translates to better health. Healthier employees perform tasks more efficiently and are generally happier. In a safe working environment, the incidence of accidents become zero. A safe and healthy workplace safeguards workers from injuries and illnesses. Additionally, it can lower costs associated with injuries/illnesses, reduce absenteeism and turnover, increase productivity and quality, and boost employee morale. In other words, safety is good for business. Health and Safety initiatives include: the installation of Eye Washers & Body Showers in the Factory; conducting Mock Drills; Tool Box Talks; Earth Pit Testing; Safety Induction Training; Spillage Kit Training; Mobile Hazard Due to Radiation Training; Thermal Monitoring of Electrical Appliances; and Medical Check-up Camps approved by the Directorate of Industrial Safety and Health (DISH).

“Annexure - 2”

Disclosure as per Section 134(3)(m) of the Companies Act, 2013 read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2025

A. CONSERVATION OF ENERGY:

- (a) The steps taken or impact on conservation of energy: The Company has made a continued efforts in reducing energy consumption, improving energy efficiencies and exploring alternate sources of energy to align with the Company's overall sustainable approach. The Company achieves this by adopting an approach of continuous improvement which includes mechanisms like regular monitoring systems and periodic maintenance of machineries. In continuous endeavor to conserve and save energy the company has installed the solar panel on the roof top of the factory premises located at Ambernath.
- (b) The steps taken by the company for utilising alternate sources of energy: Your Company continuously strive to monitor the energy consumption and reduce energy costs.
- (c) The capital investment on energy conservation equipment's: Your Company has installed Roof Top Solar Power Plant 100 KW in Ambernath Plant for reduction Energy Consumption and capital investment was amounting to 44.18 Lakhs made in the financial year 2023-24.

B. TECHNOLOGY ABSORPTION:

- (a) Efforts made in technology absorption:
The significant approach has made which focus on the sustainable solutions and production developments. During the year, the company has spent Rs. 319.70 Lakhs towards R&D cost. The Company has collaborated with The Synthetic & Art Silk Mills' Research Association (SASMIRA) Institute located in Worli, Mumbai to Setting up a state of art Research & Development centre. Develop a first-of-its-kind Support and Solution Centre for technical service in SASMIRA to catalyze innovation and focus on sustainable chemistry. The company has also deployed the Pilot Reactors and Distillation for product development and emission efficiency improvement, especially for performance chemicals.
- (b) The benefits derived like product improvement, cost reduction, product development or import substitution: Development of high-performance tailored made solution in specialty performance chemicals offering technical services & sustainable solutions.
- (c) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): The Company has not imported any technology during this financial year.
- (d) The expenditure incurred on Research and Development: In pursuits of R&D endeavors, the Company is continuously incurring R&D expenditure both on Capital and Revenue which has not been separately reflected but which is being shown in the books of accounts of the company. Further, the capital expenditure as well as recurring expenditure incurred from time to time during the year on laboratory items, tools, spares, handling equipment and salaries of research personnel remain merged with various heads.

C. FOREIGN EXCHANGE EARNING AND OUTGO:

Standalone activities relating to export initiatives to increase exports developments of new export markets for products

(Rs. In Lakhs)

Particulars	FY 2024-25	FY 2023-24
Total Foreign Exchange outgo in terms of actual outflow	6718.01	5944.37
Total Foreign Exchange earned in terms of actual inflow	6380.49	6021.65

**For and on behalf of the Board of Directors of
Fineotex Chemical Limited**

Sd/-
Surendrakumar Tibrewala
(Chairman & Managing Director)
DIN: 00218394

Sd/-
Sanjay Tibrewala
(Executive Director)
DIN: 00218525

Place : Mumbai
Date : August 12, 2025

“Annexure - 3”

NOMINATION AND REMUNERATION POLICY

1. Preamble

Pursuant to Section 178 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as ‘SEBI Listing Regulations’), the Board of Directors of every listed Company shall constitute the Nomination and Remuneration Committee. The Company has already constituted the Committee comprising of three non-executive Independent Directors as required under Listing Regulations.

In order to comply with the provisions of the Companies Act, 2013 and the amended Listing Agreement from time to time, the Board on 13th November 2013 changed the nomenclature of the “Remuneration Committee” as “Nomination and Remuneration Committee”

Section 178 of the Companies Act, 2013, inter-alia provides that the Committee shall formulate the criteria for determining qualifications, positive attitudes and independence of a Director and recommend to the Board a policy relating to remuneration for Directors, Key Managerial Personnel (KMP) and other employees;

The Nomination and Remuneration Policy of **Fineotex Chemical Limited** (the “Company”) is designed to attract, motivate and retain quality people in a competitive market. The Policy reflects the Company’s objectives for good corporate governance as well as sustained long-term value creation for shareholders.

The Nomination and Remuneration Policy applies to Directors, Key Managerial Personnel and other employees of the Company. This Policy does not cover temporary or contractual employees, trainees, apprentices, consultants engaged on a retainer basis or otherwise and casual labor.

2. Interpretation

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, SEBI Listing Regulations and/or any other SEBI Regulations as amended from time to time.

3. Objective

- a) To make recommendations to the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management Personnel;
- b) To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain & motivate Directors of the quality required to run the Company successfully;
- c) To evaluate the performance of the members of the Board and provide necessary reports to the Board for further evaluation and to ensure relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- d) To make recommendations to the Board on remuneration payable to the Directors, Key Managerial Personnel and Senior Management Personnel and to ensure that such remuneration involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- e) To lay down approach for Board diversity.

4. Definitions

“Applicable Law” includes any statute, law, regulation, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, notifications and clarifications or other governmental instruction and/or mandatory standards as may be applicable to the Company from time to time.

“Board” means Board of Directors of the Company. “Company” means “Fineotex Chemical Limited”

“Employee” means any person who is in the permanent employment of the Company.

“Employees’ Stock Option” means the option given to the Directors, officers or employees of the Company or of its holding company or subsidiary company or companies, if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the Company at a future date at a pre-determined price.

“Independent Director” means a director referred to in Section 149 (6) of the Companies Act, 2013 and in Regulation 16 of SEBI Listing Regulations;

“Key Managerial Personnel” (KMP) means persons referred to in Section 2(51) of Companies Act, 2013;

- i. Chief Executive Officer or the Managing Director or the Manager;

- ii. Company Secretary;
- iii. Whole-time Director;
- iv. Chief Financial Officer;
- v. Such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
- vi. Such other officer as may be prescribed.

“Nomination and Remuneration Committee” shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations.

“Policy or This Policy” means, “Nomination and Remuneration Policy.”

“Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

“Senior Management” shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.

5. Appointment and Removal

A. Appointment criteria and qualifications:

- a. The Board shall comprise of optimum number of Directors as is necessary to effectively manage the affairs of the Company. Subject to a minimum of 3 and maximum of 15, the Board shall have an appropriate combination of Executive, Non-Executive, Independent and Woman Directors.
- b. 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 to the Board his / her appointment. While evaluating a person for appointment / re-appointment, the management shall considers various factors including individual’s background, competency, skills, abilities (viz. leadership, ability to exercise sound judgement), educational and professional background, personal accomplishment, age, relevant experience and understanding of related field viz. marketing technology, finance or such other discipline relevant to present and prospective operations of the Company.
- c. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- d. Any appointment or continuation of the employment of any person as Managing Director/Whole-time Director/Manager who has attained the age of seventy years will be subject to the approval of the shareholders by passing a special resolution or such other provisions of the Companies Act, 2013 and rules made thereunder read with SEBI Listing Regulations as amended from time to time.
- e. The appointee while continuing in his / her office shall not engage in any business or commercial activity, which might detrimentally conflict with the interest of the Company.
- f. For appointment of every independent director, the Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description.
- g. For the purpose of identifying suitable candidates for appointment of an independent director, the Committee may:
 - i) use the services of an external agencies, if required;
 - ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - iii) consider the time commitments of the candidates

B. Term / Tenure

The term / tenure of the Directors shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder and Listing Regulations as amended from time to time.

- a. **Managing Director/Executive Director/Whole-time Director/Manager:** The Company shall appoint or re-appoint any person as its Managerial Person 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, 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.

C. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular intervals (preferably yearly).

D. Removal

Owing to reasons for any disqualification mentioned in the Companies Act, 2013 ('Act'), rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Directors, KMP and Senior Management subject to the provisions and compliances of the said Act, rules and regulations made thereunder.

E. Retirement

The Managing Director / Executive Director / Whole Time Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013. The Board will have the discretion to retain the Managing Director / Executive Director / Whole Time director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company subject to such approvals as may be required in this regard.

6. Provisions Relating To Remuneration

A. General

- i. The remuneration / compensation / commission etc. to Directors, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and such other approvals, as may be required by the Companies Act, 2013 or SEBI Listing Regulations.
- ii. The remuneration and commission to be paid to Directors shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
- iii. Increments to the existing remuneration / compensation structure of the Directors may be recommended by the Committee to the Board which should be within the slabs approved by the shareholders.
- iv. The Company shall procure Insurance on behalf of its Managing Director, Executive / Whole Time Directors, KMP, Senior Management and any other employees for indemnifying them against any liability. The premium paid will be expensed out by the Company.
- v. All the Directors shall be entitled to reimbursement of reasonable expenditure incurred by him/her for attending Board/Committee meetings, general meetings, court convened meetings, meetings with shareholders/creditors/management, site visits, induction and training programmes and in obtaining professional advice from independent advisors in the furtherance of his/her duties as a director.

B. Remuneration to Non-Executive and Independent Directors:

- i. **Remuneration / Commission:** The Committee may recommend the payment of remuneration/ commission in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder and SEBI Listing Regulations, as may be amended from the time being in force.

- ii. **Sitting Fees:** The Non- Executive including the Independent Directors may receive remuneration by way of fees for attending meetings of Board and its Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee(s).
- iii. **Limits on Commission:** Commission may be paid within the monetary limit approved by Shareholders, from time to time, subject to the limits computed as per the applicable provisions of the Companies Act, 2013, and SEBI Listing Regulations.
- iv. **Stock Options:** An Independent Director shall not be entitled to any stock option of the Company.
- v. **No profits or Inadequacy of profits:** In case of no profits or inadequacy of profits during a financial year, the remuneration payable to Non-Executive Directors including Independent Directors of the Company, shall be subject to the limits prescribed under the Act and the SEBI Listing Regulations.
- vi. The sitting fee shall be payable immediately after the board / board committee meeting to those directors who attend the meeting, the Commission shall be payable at the end of the financial year after approval of the annual financial statements by the Board of directors.
- vii. The Non-Executive Directors shall be entitled to receive such amount as may be approved by the Board for any other services rendered in professional capacity.

C. Executive / Whole Time Directors:

- i. Appointment/ Re-appointment, Remuneration and Terms and Conditions:

Appointment and re-appointment, if any, of Executive Directors/ Whole Time Directors including remuneration and other terms and conditions thereof shall be in accordance with the provisions of Section 196, 197 of the Companies Act, 2013 read with Schedule V appended thereto and SEBI Listing Regulations. The Committee will recommend the appointment or re- appointment, if any, of any of the Executive/ Whole time Directors to the Board and same will be approved by the shareholders by passing necessary resolution(s).

The components of remuneration package may include the following:

- Basic Pay
- Allowances
- LTA
- Any other perks and benefits.

- ii. Minimum Remuneration

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Executive/ Whole Time Directors in accordance with the provisions of Schedule V of the Companies Act, 2013 and SEBI Listing Regulations.

D. Key Managerial Personnel and Senior Management

Remuneration of KMP and Senior Management Personnel should be recommend by the Nomination and Remuneration Committee and subsequently approved by the Board of Directors. The remuneration should be evaluated annually against performance of the Company, individual performance/ contribution. The remuneration of KMP and Senior Management Personnel may comprise of the following:

- A fixed base salary, set at a level aimed at attracting and retaining executives with professional and personal competences required to drive the Company's performance.
- Special pay
- Variable pay linked with performance in respect of certain positions
- Allowances (HRA, Conveyance etc.)
- LTA
- Perquisite and benefits
- Coverage on Mediclaim
- Retirement benefits including Superannuation

7. Policy on diversity of the Board:

- A. The Company acknowledges the importance of diversity in its broadest sense in the Boardroom as a driver of Board effectiveness. Diversity encompasses diversity of perspective, experience, education, background, ethnicity and personal attributes. The Company recognizes that gender diversity is a significant aspect of diversity and acknowledges the role that woman with the right skills and experience can play in contributing to diversity of perspective in the Boardroom.

- B. The Nomination and Remuneration Committee shall review and evaluate Board composition to ensure that the Board and its Committees have the appropriate mix of skills, experience, independence and knowledge to ensure their continued effectiveness. In doing so, it will take into account diversity, including diversity of gender, amongst other relevant factors. The Committee will ensure that no person is discriminated against on grounds of religion, race, gender, pregnancy, childbirth or related medical conditions, national origin or ancestry, marital status, age, sexual orientation or any other personal or physical attribute which does not speak to such person's ability to perform as a Board member.
- C. All appointments to the Board (as recommended by the Nomination & Remuneration Committee) shall be made on merit while taking into account suitability for the role, Board balance and composition, the required mix of skills, background and experience (including consideration of diversity and ethnicity). Other relevant matters such as independence and the ability to fulfil required time commitments in the case of Independent and Non-Executive Directors will also be taken into account;
- D. The Nomination & Remuneration Committee shall monitor and periodically review the Board Diversity and recommend to the Board so as to improve one or more aspects of its diversity and measure progress accordingly.

8. Membership

- A. The Committee shall consist of a minimum three Non-Executive Directors and at least two-third of the Directors shall be independent directors.
- B. Minimum two members or one-third of the members, whichever is greater, including atleast one Independent Director, shall constitute quorum for the Committee meeting.

9. Chairperson

- A. Chairperson of the Committee shall be an Independent Director.
- B. Chairperson of the Company may be appointed as a member of the Committee but shall not be the Chairperson of the Committee.
- C. In absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson of the meeting.
- D. Chairperson of the Committee may be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

10. Frequency of meetings

The meeting of the Committee shall be held atleast once in a Financial Year and at such regular intervals as may be required under law.

11. Committee members' interests

- A. A member of the Committee is not entitled to participate in the discussion and vote, when his or her own remuneration is discussed at the meeting or when his or her performance is being evaluated.
- B. The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

12. Secretary

Company Secretary of the Company shall act as the Secretary of the Committee.

13. Voting

Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members, present and voting, and any such decision shall for all purposes be deemed a decision of the Committee.

14. Minutes of committee meeting

Proceedings of all meetings shall be minuted and signed as per the provisions of the Act and the rules thereunder.

15. Amendment / Revision

The Nomination & Remuneration Committee shall monitor and periodically review the Policy and recommend the necessary changes to the Board for its approval.

The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision or replace this Policy entirely with a new Policy

“Annexure - 4”

**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 2024-25.

S. No	Name of Employee	Designation	Ratio of Remuneration of each Director to Median Employee	% increase in Remuneration
1.	Mr. Surendrakumar Tibrewala	Chairman and Managing Director	22.22:1	-
2.	Mr. Sanjay Tibrewala	Executive Director & CFO	22.22:1	-
3.	Mrs. Aarti Mitesh Jhunjhunwala	Executive Director	17.53:1	31.85%
4.	Mr. Sunny Parmar	Company Secretary	2.21:1	59.06%

Notes:

- Apart from sitting fees no other remuneration has been paid to the Non-Executive Independent Directors.
- During the year Mr. Surendrakumar Tibrewala, Chairman & Managing Director of the Company was paid a remuneration of Rs. 119.40 Lakhs and Mr. Sanjay Tibrewala, Executive Director & CFO of the Company was paid a remuneration of Rs. 119.40 Lakhs. This includes remuneration, perquisites and retired benefits. Before employment in the Company both had own business as their occupation.
Mr. Surendrakumar Tibrewala and Mr. Sanjay Tibrewala were appointed as a Whole Time Director with effect from June 26, 2007. Mr. Surendrakumar Tibrewala has over 4 decades of experience into manufacturing Specialty Chemicals & Enzymes for various industries namely Textiles & Garments, Construction, Water Treatment, Leather, Paper, Paint, Adhesives etc.
Mr. Sanjay Tibrewala has total 23 years of experience. His experience and dynamic nature has facilitated the Company to venture into indirect exports and segments like Construction Chemicals, Adhesives & Enzymes which are a new branch in specialty chemicals, making the Company more integrated in nature. Mr. Sanjay brings in a sense of focus, and competitive spirit to the Company. He joined his father in 2001 and has in depth knowledge of products and understanding of market dynamics. His dedication towards the Company has helped it shape into a successful, professionally managed enterprise. He has about 10 years of experience in the Specialty Chemicals sector.
- There were 210 permanent employees on the rolls of Company as on March 31, 2025 including executive directors.
Further the Company has also adopted its Employees Stock Option Scheme-FCL-ESOP-2020 for granting options to eligible employees of your Company as approved by the Members of your Company at the 17th Annual General Meeting held on 29th September, 2020. The scheme is governed by the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and in terms of the approvals granted by the shareholders of the Company, the Nomination and Remuneration Committee inter alia administers, implements and monitors the aforesaid schemes. During the year the Company has allotted 25,052 options. The total number of options outstanding as on March 31, 2025 are 5,245 options.
- 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 market capitalization of the company as on March 31, 2025 was Rs. 2,63,327.93 Lakhs. In March 2011 the shares were issued to public at Rs.70 per share of face value of Rs. 10 each. The corresponding value stood at Rs. 2,298.30 as on March 31, 2025
- 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

Affirmation: The above-mentioned remuneration paid in accordance with the Nomination and Remuneration Policy of the Company..

**For and on behalf of the Board of directors of
Fineotex Chemical Limited**

Sd/-
Surendrakumar Tibrewala
Chairman & Managing Director
DIN: 00218394

Sd/-
Sanjay Tibrewala
Executive Director & CFO
DIN: 00218525

Place: Mumbai
Date : August 12, 2025

“Annexure - 5”

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 arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

Sr No.	Name(s) of The Related Party And nature of relationship	Nature of Contracts/ Arrangements/ transactions	Duration of Contracts/ Arrangements/ transactions	Salient Terms of contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transaction	Date of Approval by the Board	Amount paid as advances if any,	Date on which the ordinary resolution was passed in general meeting as required under the first proviso to section 188
NIL								

2. Details of material contracts or arrangements or transactions at arm's length basis*

(Rs in lakhs)

Sr. No.	Name(s) of The Related Party And nature of relationship	Nature of Contracts/ Arrangements/ transactions	Duration of Contracts/ Arrangements/ transactions	Salient Terms of contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any
NIL						

Note: The above disclosures on material transactions are based on the principle that the transactions with wholly owned subsidiaries are exempt for the purpose of Section 188 (1) of the Companies Act, 2013. Further, the Company has received an Omnibus Approval from the Audit committee on their meeting held on 14th February, 2024 for all the transactions with the related parties which are repetitive in nature. The nature of contracts/ arrangements/transactions entered into with the related parties are at arm's length and in the ordinary course of business.

**For and on behalf of the Board of Directors of
Fineotex Chemical Limited**

Sd/-
Surendrakumar Tibrewala
Chairman & Managing Director
DIN: 00218394

Sd/-
Sanjay Tibrewala
Executive Director & CFO
DIN: 00218525

Place: Mumbai
Date : August 12, 2025

“Annexure - 6”
ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

1. Brief outline on CSR Policy of the Company:

The vision of our company, Fineotex Chemical Limited (“Company”) is to unleash the potential of everyone we touch. Aiming at creating shared values for all stakeholders, we seek to integrate Corporate Social Responsibility (“CSR”) into our businesses processes. In compliance with the provisions of section 135 of the Companies Act, 2013 (“Act”) including Schedule VII thereof, and the Companies (Corporate Social Responsibility Policy) Rules, 2014 (“Rules”), the Company shall undertake its CSR activities, projects, programmes in a manner compliant with the Act and the Rules.

Our approach towards CSR is based on our Company’s core values, which include fostering inclusive growth by sharing some of the wealth we create with the society at large. CSR has always been and shall always be an integral and strategic part of our business process. The main objective of this Policy is to lay down guidelines for the Company to make CSR a key business process for sustainable development of the society. The Company aims to be a good corporate citizen by subscribing to the principles of integrating its economic, environmental and social objectives, and effectively utilizing its own resources towards improving the quality of life and building capacities of the local communities and society at large.

2. Composition of Committee:

The Composition of the CSR Committee is set out below:

Sr. No.	Name of the Director	Designation /Nature of Directorship	Number of CSR Committee meetings held during the year	Number CSR Committee meetings attended during the year
1.	Surendrakumar Tibrewala	Executive Director, Chairman	2	2
2.	Sanjay Tibrewala	Executive Director, Member	2	2
3.	Bindu Shah	Independent Director, Member	2	2

3. The web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company at:

https://fineotex.com/wp-content/uploads/2025/05/FCL-CSR-Policy_final.pdf

4. The executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: **Not Applicable**

5. (a) Average net profit of the Company as per Section 135(5) = **Rs. 7,520.77 Lakhs**

(b)	2% of the average net profit of the company as per Section 135(5)	Rs. 150.42 Lakhs
(c)	Surplus arising out of the CSR Projects or programmes or activities of the previous Financial Year	NIL
(d)	Amount required to be set off for the Financial Year, if any	Rs. 1.76 Lakhs
(e)	Total CSR Obligation for the financial year (b+c-d)	Rs. 148.66 Lakhs

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) - **Rs. 45.85 Lakhs***
(b) Amount spent in Administrative Overheads **Nil**
(c) Amount spent on Impact Assessment, if applicable **Nil**
(d) Total amount spent for the Financial Year [(a)+(b)+(c)] **Rs. 45.85 Lakhs***
(e) CSR amount spent or unspent for the financial year:

Total amount spent for the Financial Year (in Rs. Lakhs)	Amount Unspent (in Rs. Lakhs)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
45.85*	104.58	28.04.2025	NA		

**The amount spent on CSR activities for the financial year includes the set-off of Rs. 1.76 Lakhs, being an excess amount spent by the Company on CSR activities in the previous financial year.*

(f) Excess Amount for set off, if any**

Sr. No.	Particulars	Amount (in Rs.) In Lakhs
(i)	2% of the average net profit of the company as per Section 135(5)	150.42
(ii)	Total Amount Spent for the Financial year	45.85*
(iii)	Excess amount spent for the financial year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR Projects or Programmes or activities of the Previous Financial Years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)+(iv)]	-

*The amount spent on CSR activities for the financial year includes the set-off of Rs. 1.76 Lakhs, being an excess amount spent by the Company on CSR activities in the previous financial year.

**The company has unspent amount of Rs. 104.58 Lakhs for the financial year 2024-25 which is transferred to Unspent CSR Account of the company for the FY 2024-25.

7. (a) Details of Unspent CSR amount for the Preceding Three Financial Years:

Sr. No.	Preceeding FY	Amount transferred to Unspent CSR Account for the Project as per section 135(6) (in Rs.)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs.)	Amount transferred to a fund as specified under Schedule VII as per second proviso to sub-section (5) section 135(5), if any		Amount remaining to be spent in succeeding FY (in Rs.)	Deficiency, if any
					Amount (in Rs.)	Date of Transfer		
NA								

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **No**

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135:

During the financial year 2024-25, the Company was required to spend Rs.150.42 Lakhs, the minimum amount to be spent on CSR activity. The Company spent Rs. 45.85 Lakhs (Inclusive of Rs. 1.76 Lakhs being excess amount for set off of the financial year 2023-24) during the financial year 2024-25. Accordingly, the unspent amount for financial year 2024-25 is Rs.104.58 lakhs pertaining to ongoing CSR Project and the same has been transferred to the "Fineotex Chemical Limited Unspent CSR A/C For FY 2025" pursuant to Section 135(6) of the Act for the aforesaid ongoing Project.

Setting up the ongoing CSR projects requires the substantial amount of involvement of the time and efforts for planning and its execution. The Company, through its CSR activities, has always focused on efforts that can substantially impact the well-being of the society. The endeavour is to have a comprehensive approach that is meaningful and with a long-term focus to ensure scalability. The CSR Committee has been continuously focused on providing social benefits to the society in its true sense.

**For and on behalf of the Board of Directors of
Fineotex Chemical Limited**

Sd/-
Surendrakumar Tibrewala
Chairman CSR Committee
DIN: 00218394

Sd/-
Sanjay Tibrewala
Executive Director
DIN: 00218525

Place: Mumbai
Date : August 12, 2025

“Annexure - 7”
FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR FINANCIAL YEAR ENDED ON 31ST MARCH, 2025

*[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,

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, 2025, 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 2025, 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. SEBI (Depositories and Participants) Regulations, 2018
- 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, 2018;
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - e. Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018;
 - f. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - g. 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.
- ii) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

During the year under review, the Company in general has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards and Listing Obligations mentioned elsewhere above:

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

1. The Company in its 21st Annual General Meeting held on Tuesday; 10th September, 2024 passed following resolutions:
 - a) An Ordinary Resolution pursuant to Section 139, 142 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 for re-appointment of M/s. ASL & Co, Chartered Accountants (FRN: 101921W) as Statutory Auditors for a second term of five consecutive years to hold office from the conclusion of 21st Annual General Meeting till the conclusion of 26th annual general meeting of the Company
 - b) An Ordinary Resolution pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) for Ratification of Remuneration payable to Cost Auditor of the Company for the financial year ended March 31, 2025.
 - c) A Ordinary Resolution pursuant to Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for re-appointment of Mrs. Aarti Jhunjhunwala (DIN: 07759722) as Whole-Time Director of the Company for a period 5 (five) years commencing from August 14, 2024 to August 13, 2029.
 - d) A Special Resolution pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 for appointment of Mr. Amit Prabhakar Pratap (DIN: 08023735) as Independent Director of the Company for a period of 5 (five) years commencing from August 9, 2024 to August 8, 2029.
2. Company approved the final Dividend during the Annual General Meeting of Rs.0.40 (Forty Paise) per equity share of Rs. 2/- each. Board transferred 711 (Seven Hundred and Eleven) Equity Shares and Rs. 38,844.30/- (Rupees Thirty-Eight Thousand Eight Hundred and Forty Rupees and Thirty Paise Only) as unpaid and unclaimed dividend to IEPF authority for the financial year ended 2016-2017 pursuant to section 124(5) of the Companies Act, 2013 read with applicable rules made thereunder. Board of Directors also transferred Rs. 928/- (Rupees Nine Hundred and Twenty-Eight only) to IEPF authority by filing e-form IEPF-7 pursuant to Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.
3. Pursuant to the in-principal approval received from BSE & NSE and shareholders' approval, Fund Raising Committee in its meeting held on 22nd May, 2024 allotted 9,70,000 (Nine Lakhs Seventy Thousand) equity shares face value of INR 2/- per equity share at a price of Rs. 346/- (Rupees Three Hundred and Forty-Six only) per share aggregating to Rs. 33,56,20,000 (Rupees Thirty-Three Crore Fifty-Six Lakhs Twenty Thousand Only) on preferential basis to the persons/entities belonging to Non-Promoter Category and also allotted 26,26,600 (Twenty-Six lakh Twenty-Six Thousand and Six Hundred) Convertible Warrants at a price of Rs. 346/- (Rupees Three Hundred and Forty-Six only) (including the Warrant Subscription Price of Rs. 86.50/- and the warrant exercise price of Rs. 259.50/-) each ("Warrant Issue Price"), aggregating upto Rs. 90,88,03,600/- (Rupees Ninety Crore Eighty-Eight lakhs and Three Thousand Six Hundred Only) on preferential basis to the persons/entities belonging to Promoter and Non-Promoter.
4. The Company in its Extra-Ordinary General Meeting held on 27th June, 2024 passed following resolutions:
 - a) Passed Special Resolution pursuant to Section 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with rules 13 of the Companies (Share Capital & Debentures) Rules, 2014 & Rule 14 of the Companies (Prospectus & Allotment of Securities) Rules, 2014 and other applicable provision read with applicable provisions of SEBI (ICDR) Regulations, 2018 for issuing 28,15,049 (Twenty Eight Lakhs Fifteen Thousand and Forty Nine) Share Warrants ("Warrants") each Warrant convertible into 1 (one) Equity Share of the Face Value of Rs. 2/- (Rupees Two Only) each on a preferential basis, for cash, at an issue price of Rs. 387.40/- ((Rupees Three Hundred and Eighty- Five Forty Paise Only) including premium of Rs. 385.40/- ((Rupees Three Hundred and Eighty-Five Forty Paise Only) each per Warrant to public category of shareholders on preferential basis.
 - b) Passed Special Resolution pursuant to Section 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with rules 13 of the Companies (Share Capital & Debentures) Rules, 2014 & Rule 14 of the Companies (Prospectus & Allotment of

Securities) Rules, 2014 and other applicable provision read with applicable provisions of SEBI (ICDR) Regulations, 2018 for issuing 28,15,049 (Twenty Eight Lakhs Fifteen Thousand and Forty Nine) Equity Shares of the Face Value of Rs. 2/- (Rupees Two Only) each on a preferential basis, for cash, at an issue price of Rs. 387.40/- (Rupees Three Hundred Eighty-Seven and Forty Paise Only) including premium of Rs. 385.40/- (Rupees Three Hundred Eighty-Five and Forty Paise Only) each per Share to public category of shareholders on preferential basis.

5. Pursuant to the in-principal approval received from BSE & NSE and shareholders' approval, Fund Raising Committee in its meeting held on 19th July, 2024 allotted 28,15,049 (Twenty Eight Lakhs Fifteen Thousand and Forty Nine) equity shares face value of INR 2/-per equity share at a price of Rs. 387.40/- (Three Hundred and Eighty-Seven Forty Paise Only) per share aggregating to Rs. 1,09,05,49,983 (Rupees One Hundred and Nine Crores Five Lakhs Forty Nine Thousand Nine Hundred and Eighty-Three Only) on preferential basis to the persons/entities belonging to Non-Promoter Category and also allotted 28,15,049 (Twenty Eight Lakhs Fifteen Thousand and Forty Nine) Convertible Warrants at a price of Rs. 387.40/- Three Hundred and Eighty-Seven Forty Paise Only) (including the Warrant Subscription Price of Rs. 96.85/- and the warrant exercise price of Rs. 259.55/-) each ("Warrant Issue Price"), aggregating upto Rs. 1,09,05,49,983 (Rupees One Hundred and Nine Crores Five Lakhs Forty Nine Thousand Nine Hundred and Eighty-Three Only) on preferential basis to the persons/entities belonging to Non-Promoter Category.
6. Mr. Alok Dhanuka (DIN: 06491610) ceased to be Non-Executive Independent Director of the Company w.e.f. 20th September, 2024 due to completion of consecutive 2 terms as Independent Director of the Company.
7. Board appointed one its employees, a commerce graduate and semi-qualified professional as Internal Auditor of the Company pursuant to section 138 of the Companies Act, 2013.
8. Nomination & Remuneration Committee has allotted 25,052 (Twenty-Five Thousand Fifty-Two) Equity Shares of face value of Rs. 2/- each to the eligible employees pursuant to exercise of stock options granted under the Fineotex Chemical Limited - Employee Stock Option Plan 2020 ("FCL-ESOP 2020").
9. Board declared and paid Interim dividend of Rs. 0.40 (Forty paise Only) i.e 20% per equity share of Rs. 2 (Rupees Two) for the Financial Year 2024-25 which was in compliance with the provisions of Section 123 of the Companies Act, 2013 read with Rule 3 of the Companies (Declaration and Payment of Dividend) Rules, 2014.
10. During the financial year 2024-25, the Company was required to spend ₹ 150.42 Lakhs, the minimum amount to be spent on CSR activity. The Company spent ₹ 1.76 Lakhs in excess towards CSR in FY 2023-24 which has been set off during FY 2024-25. Therefore, the Company is required to spend in FY 2024-25 after set-off excess CSR is ₹ 148.66 Lakhs. Out of net CSR obligation of ₹ 148.66 Lakhs for the financial year 2024-25, the Company spent ₹ 44.09 Lakhs during the financial year 2024-25. The company has ₹ 104.57 Lakhs as an unspent amount for the year ended 31st March 2025.

For HSPN & Associates LLP
Company Secretaries

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

Date: 12th August, 2025
Place: Mumbai

ICSI UDIN: F002827G000988944
Peer Review No: 6035/2024

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. We have have relied upon the Financial Statements provided by the management & the reports issued by Statutory Auditor & Internal Auditor wherever required.
4. Wherever required, we have obtained management representation about the compliance of laws, rules and regulations and happening of events, etc
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For HSPN & Associates LLP
Company Secretaries

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

Date: 12th August, 2025
Place: Mumbai
ICSI UDIN: F002827G000988944
Peer Review No: 6035/2024

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR FINANCIAL YEAR ENDED ON 31ST MARCH, 2025

*[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,

FSPL SPECIALITIES PRIVATE LIMITED (Formerly known as Fineotex Specialities Private Limited)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices of **FSPL SPECIALITIES PRIVATE LIMITED** (Formerly known as Fineotex Specialities Private 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, 2025, 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 2025, to the extent applicable provisions of:

- i. The Companies Act, 2013 ("The Act") the applicable and effective amendments and the Rules made thereunder;
- ii. 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;

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test – check basis, the Company has complied with the following laws applicable specifically to the Company:

- a. Air (Prevention and Control of Pollution) Act, 1981 and Rules issued by the State Pollution Control Boards; and
- b. Water (Prevention and Control of Pollution) Act, 1974 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 as issued and revised by The Institute of Company Secretaries of India with effect from October 1st, 2017.

During the period under review the company has in general complied with the provisions of the Act, Rules, Regulations, and Guidelines, mentioned above

We further report that:

The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate Notice was 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 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.

1. Company in its 4th Annual General Meeting held on 27th September, 2024 passed following resolutions
 - a) An Ordinary Resolution pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) for Ratification of Remuneration payable to Cost Auditor of the Company M/s. V. J. Talati & Co, Cost Accountant (FRN: R00213) for the financial year ended March 31, 2025.

2. Board declared and paid Interim dividend of Rs. 27.5 (Rupees Twenty Seven & Five Paise Only) i.e 275% per equity share of Rs. 10 (Rupees Ten) for the Financial Year 2024-25 which was in compliance with the provisions of Section 123 of the Companies Act, 2013 read with Rule 3 of the Companies (Declaration and Payment of Dividend) Rules, 2014.
3. Board in the FY 2024-2025 appointed Mr. Mukesh Tiwari (DIN: 11211987) as Additional Director of the Company subject to shareholders approval in the ensuing Annual General Meeting. However his DIN was obtained on 24th July, 2025.
4. Board in its meeting held on 12th February, 2025 appointed Mrs. Ritu Gupta (DIN: 00218561) as Additional Director of the Company subject to shareholders approval in the ensuing Annual General Meeting
5. The Company was required to spend an amount of Rs. 67.31 lakhs (Gross Amount) during the financial year 2024-2025, Further, the Company spent an amount of Rs. 14.67 lakhs towards CSR activities and transferred Rs. 52.64 lakhs to unspent CSR account on 26th April, 2025.

For HSPN & Associates LLP
Company Secretaries

Kunal Sakpal
Designated Partner
ACS No.: 75123
CP No.: 27860

Date: 12th August, 2025

Place: Mumbai

ICSI UDIN: A075123G000991225

Peer Review No: 6035/2024

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,
Premier Industrial Corporation Limited.

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and 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 HSPN & Associates LLP
Company Secretaries

Kunal Sakpal
Designated Partner
ACS No.: 75123
CP No.: 27860

Date: 12th August, 2025
Place: Mumbai

ICSI UDIN: A075123G000991225
Peer Review No: 6035/2024

“Annexure –8”**CORPORATE GOVERNANCE REPORT**

In accordance with Regulation 34(3) read with Part C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as ‘SEBI Listing Regulations’) the details of compliance by the Company with the norms on Corporate Governance are as under:

1. Company’s Philosophy on Corporate Governance

Corporate Governance refers to a set of laws, regulations and good practices that enables an organization to perform its business efficiently and ethically to generate long-term wealth and create value for all its stakeholders. The Company has laid a strong foundation for making Corporate Governance a way of life by constituting a Board with a balanced mix of experts of eminence and integrity, forming a core group of top-level executives, inducting competent professionals across the organization and putting in place appropriate systems, process, and technology. The philosophy of Corporate Governance in our organisation emphasizes on highest levels of transparency, accountability, awareness, safety and equity across all business practices.

The Company has adopted various codes and policies that provides a structure within which Directors and the management can effectively pursue the Company’s objectives. The Company has an adequate system of control in place to ensure that the executive decisions taken should result in optimum growth and development, which benefits all the stakeholders. The Company also aims to increase and sustain its corporate value through growth and innovation.

The Company is committed to the principles of good corporate governance to achieve long term corporate goals and to enhance shareholders value by managing its operations at all levels with highest degree of transparency, responsibility and delegation with equity in all facets of its operations leading to sharp focus and operationally efficient growth. The spirit of Corporate Governance has prevailed in the Company and has influenced its decisions and policies. The strong internal control system and procedures and codes of conduct for observance by the Company’s Directors and employees are conducive in achieving good corporate governance practices in the Company.

The Company conforms to the requirements of the Corporate Governance as stipulated in Part C of the Schedule V of the SEBI Listing Regulations that are implemented in a manner so as to achieve the objectives of the principles stated in the clause with respect to rights of shareholders, role of stakeholders in Corporate Governance, Disclosure and Transparency, responsibilities of the Board and other responsibilities prescribed under these regulations. Management Discussion and Analysis Report has been given as a separate Section forming part of the Annual Report.

2. Board of Directors (“Board”)

The Board is entrusted with the ultimate responsibility of the management, direction and performance of the Company and has been vested with the requisite powers, authorities, and duties. The Board is at the core of our Corporate Governance practice, it oversees and ensures that the management serves and protects the long-term interest of all our stakeholders. SEBI Listing Regulations mandate that the Board of Directors shall comprise of not less than 6 (six) Directors with an optimum combination of executive and non-executive Directors with at least 1 (one) Independent Woman Director (for top 1000 listed entities) and not less than fifty percent of the Board of Directors shall comprise of non-executive Directors and for a Company with a non-executive Chairman, at least one-third of the Board should comprise of Independent Directors and where the listed entity does not have a regular Non-Executive Chairperson, at least half of the Board of Directors shall comprise of Independent Directors and where the regular Non-Executive Chairperson is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of Board of Director or at one level below the Board of Directors, at least half of the Board of Directors of the listed entity shall consist of Independent Directors.

Composition of Board

The Company has a balanced mix of Executive and Non-Executive Independent Directors in accordance with SEBI Listing Regulations. As on 31st March 2025, the total number of Directors on the Board are seven (7); of which, three (3) including the Chairman are Executive Directors and four (4) are Non-Executive Independent Directors, including one Independent Woman Director. The composition of the board is compliant with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013. All the Directors have confirmed that they are not debarred from holding the office of Director by virtue of any order by SEBI Regulations or any other authority as amended.

FINEOTEX CHEMICAL LIMITED

Name of the Director	Category	No. of shares held in the Company	No. of Board Meetings Attended	Whether attended last AGM	+No of outside Directorship in other Public Companies	++No of other Committee Chairperson/ Members		Inter-se Relationship between Directors
						Chairperson	Member	
Mr. Surendrakumar Tibrewala (DIN 00218394)	Chairman & Managing Director (Promoter)	60,88,57,86	3	Yes	NIL	-	-	Father of Mr. Sanjay Tibrewala and Mrs. Aarti Jhunjunwala
Mr. Sanjay Tibrewala (DIN 00218525)	Executive Director (Promoter)	34,54,990	5	Yes	NIL	-	2	Son of Mr. Surendrakumar Tibrewala and Brother of Mrs. Aarti Jhunjunwala
Mrs. Aarti Jhunjunwala (DIN 07759722)	Executive Director (Promoter)	85,050	5	Yes	NIL	-	-	Daughter of Mr. Surendrakumar Tibrewala and Sister of Mr. Sanjay Tibrewala
Mr. Alok Dhanuka (DIN 06491610)~	Non – Executive Independent Director	NIL	2	Yes	NIL	1	1	-
Mr. Navin Mittal (DIN 03555295)	Non – Executive Independent Director	NIL	5	Yes	NIL	-	-	-
CS (Mrs.) Bindu Darshan* (DIN 07131459)	Non – Executive Independent Director	NIL	5	Yes	• K a m a d g i r i Fashion Limited (KFL) • JBF Industries Limited# • Sunil Industries Limited# • A. K. Capital Finance Limited	2	4	-
Dr. Sunil Waghmare (DIN 08906042)	Non - Executive Independent Director	NIL	5	No	NIL	1	1	-
Dr. Amit Prabhakar Pratap~	Non - Executive Independent Director	NIL	2	No	NIL	-	1	-

*Woman Independent Director

+ Directorships held by the Directors as mentioned above, exclude 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/Chairpersonships of two Committees viz. Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies is to be considered.

~ Mr. Alok Dhanuka (DIN: 06491610) ceased to be an Independent Director of the Company upon completion of his second and final term as an Independent Director and consequently ceased to be a Director of the Company w.e.f. the close of business hours on 20th September 2024.

~ Dr. Amit Prabhakar Pratap has been appointed as an Independent Director of the Company with effect from 09th August, 2024

Mrs. Bindu Shah has been appointed as an Independent Director on the Board of Sunil Industries Limited with effect from 29th June 2024. The board of JBF Industries Limited has been suspended and taken over by Insolvency Resolution Professional (IRP), Mrs. Bindu Shah has resigned from the Directorship, since the company is under insolvency procedure Form DIR-12 cannot be filed.

^ The board of the company has allotted 13,00,600 share warrants to Mr. Sanjay Tibrewala at its meeting held on 16th February 2024 which was approved by the member at their EGM held on 09th March 2024. Therefore, the entire pre-preferential shareholding of Mr. Sanjay Tibrewala shall be locked-in in compliance with the provision mentioned under Chapter V of the SEBI ICDR Regulations from time to time.

During the Financial Year 2024-25, there is no inter-se relation among the Directors of the Company accept mentioned above.

Further, in the opinion of the Board, all the Independent Directors of the Company satisfy the criteria/conditions of independence as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations and they have also registered in the data bank of Independent Director and renewed their registrations as required under Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014. All the Independent Directors of the Company have complied with Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014 by passing online proficiency self-assessment test or exempted therefrom as per the Rule. In terms of Regulation 25(8) of the SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or affect their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.

In compliance with Regulation 17A of the SEBI Listing Regulations none of the Directors including Independent Directors on the Board hold Directorship in more than 7 (Seven) listed entities and none of the Executive Directors is an Independent Director in any Listed Company. None of the Directors on the Board is a member of more than 10 (Ten) Committees or act as Chairperson of more than 5 (Five) Committees across all the Companies in which he/she is a director, in compliance with Regulation 26(1) of the SEBI Listing Regulations. For the purpose of determination of limit of Chairpersonship and Membership, the Audit Committee and the Stakeholder's Relationship Committee alone have been considered.

All the Directors possess requisite qualification and experience in general corporate management, risk management, finance, marketing, legal and other allied fields, which enable them to contribute effectively to your Company by providing valuable guidance and expert advice to the Management and enhance the quality of Board's decision-making process. Detailed profiles of the Directors are enumerated below.

Profile of the Directors

Mr. Surendrakumar Tibrewala, son of Late Mr. Deviprasad R. Tibrewala, is the Chairman and Managing Director of the Company. He is a Commerce graduate from R. A. Poddar College of Commerce and Economics from Mumbai University and a Law graduate from Government Law College by qualification. He started his career at the age of 20 in the Specialty Chemical Industry and has more than 4 decades of experience into manufacturing Specialty Chemicals and Enzymes for various industries namely Textiles & Garments, Construction, Water Treatment, Leather, Paper, Paint, Adhesives etc. As the Chairman and Managing Director, he is actively involved in developing long term strategies for the Company. With a wealth of experience and expertise in the field, he has played a significant role in shaping the Company's growth and success. Mr. Surendrakumar Tibrewala's role as the Director of Fineotex Chemical Limited reflects his exceptional leadership, extensive knowledge, and dedication to the chemical industry. With his visionary approach and focus on sustainable

solutions, he continues to steer the company towards new heights of success, solidifying its position as a frontrunner in the market.

Mr. Sanjay Tibrewala serves as the Executive Director and CFO of Fineotex Chemical Limited, one of the most vibrant and fastest-growing specialty performance chemical companies in India. His strategic approach and focused execution have yielded commendable results, positioning Fineotex as a leading player in the specialty chemical industry. Mr. Sanjay Tibrewala has graduated from Narsee Monjee College of Commerce and Economics from the University of Mumbai in 2001. During his post-graduation, he went on for further technical education to specialize in Textile Processing and Chemistry field from the Synthetic & Art Silk Mills' Research Association (SASMIRA) University, Mumbai. With a rich educational background and over two decades of industry experience, he is recognized as one of the youngest entrepreneurs in the textile chemical field. Under his guidance, Fineotex Chemical Limited has achieved remarkable milestones and garnered recognition both nationally and internationally. Through strategic planning and execution, he has successfully expanded the company's product portfolio and market reach. The Company's products have a growing acceptance internationally and has helped the Company achieve the Star Exporter credentials. Mr. Sanjay brings in a sense of focus and competitive spirit to the Company. He has been associated with the Company since inception as a Promoter and has been actively managing the affairs of our Company specifically overlooking at entering new markets, increasing the product line with constant focus on improvement in quality of products offered.

Mrs. Aarti Jhunjunwala, a second-generation entrepreneur, serves as the Executive Director and promoter of Fineotex Chemical Limited (FCL), a pioneer in the field of specialty chemicals. With over 15 years of industry experience, Mrs. Aarti Jhunjunwala has been a key figure in shaping the company's strategic direction and fostering its expansion into global markets. Her expertise spans across business development, sales, branding, strategy, and new growth initiatives, making her an integral part of FCL's leadership team. Mrs. Aarti Jhunjunwala completed her Masters in Accounts and Taxation from Narsee Monjee College of Commerce and Economics, equipping her with a strong financial and strategic foundation. Over the years, she has played a pivotal role in driving FCL's growth, particularly by forging global strategic alliances that have enabled the company to adopt leading-edge technologies and environmentally friendly processes. Her leadership has allowed FCL to successfully enter fast-growing international textile markets, where the company has established itself as a trusted name in sustainability and innovation. She was honored with the prestigious 'Women at Work Leadership Award' at the Asia Pacific HRM Congress Awards, presented by Times Ascent. Her efforts to integrate sustainable practices into FCL's operations have been instrumental in obtaining key environmental and safety certifications, further solidifying the company's position as a responsible global manufacturing entity. Mrs. Aarti Jhunjunwala was re-appointed on 14th August, 2024 as the executive Director of the company.

Mr. Navin Mittal is a graduate. He has a sound knowledge and experience in the steel business, through which the Company has benefitted in the expansion activity. He has been associated with the Company since 2011. Mr. Navin Mittal is a member of Nomination and Remuneration Committee of the Company. His skill in management of

business especially with relation to steel and its uses in various sectors has significantly helped the Company. He was originally appointed as a director on 2nd September, 2011. Thereafter with the notification of Companies Act, 2013 at the 12th Annual General Meeting held on 28th September, 2015 he was appointed as an Independent Director for his first term within the provisions of Section 149(4) of the Companies Act, 2013 for a period of 5 (Five) years. At the 17th Annual General Meeting held on 29th September, 2020 he was re-appointed for the second term of 5 (Five) years and he will hold the office till September, 2025.

Mr. Alok Dhanuka has completed his Masters of Business Administration in Finance. He is a highly skilled professional with extensive experience in the field of exports business. Mr. Alok Dhanuka was appointed as an Independent Director of the Company on 11th February, 2013. Further he was re-appointed as Independent Director 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 held on 23rd September, 2014. His term of office as an Independent Director was liable to expire on 22nd September 2019 and at the 16th Annual General Meeting held on 27th September, 2019 he was re-appointed for the second term of 5 (Five) years and he will hold office till September 2024. Mr. Alok Dhanuka ceased to be an Independent Director of the Company upon completion of his second and final term as an Independent Director and consequently ceased to be a Director of the Company w.e.f. the close of business hours on 20th September 2024.

CS (Mrs.) Bindu Darshan Shah is a Company Secretary in practice from several years. She is an accomplished and dedicated professional who excels in the field of company secretarial practice. With her extensive knowledge and expertise in corporate laws and governance, she has become a trusted advisor to numerous companies. Earlier she worked with an International Bank having an experience in Banking and Finance sectors as well. CS (Mrs.) Bindu Darshan Shah was appointed as an Independent Director at the Board Meeting held on 14th July, 2020. Her appointment was confirmed by the shareholders at the 17th AGM held on 29th September, 2020. The appointment of CS (Mrs.) Bindu Darshan Shah is also as per the requirements of the law as an Independent Woman Director on the Board of our Company. The first term of the office of Mrs. Bindu Shah is expiring on July 13, 2025 and the board at its meeting held on July 12, 2025 has recommended her re-appointment as an Independent Woman Director of the Company for the second term of 5 consecutive years subject to the approval of the members of the company at the 22nd Annual General Meeting.

Dr. Sunil Vasant Waghmare is an accomplished professional with a Ph.D from university of Pune. He has profound knowledge of QA/QC, analytical development, safety, legal, and quality compliances and he is also a member of various societies connected with Chemistry. Dr. Sunil Vasant Waghmare is also Post-Doctoral Researcher at various institution & universities of repute. He was appointed as an Independent Director by the Board on 31st October, 2020. His experience and knowledge would be of great value to the Company. The first term of the office of Mr. Sunil Waghmare is expiring in October 30, 2025 and the board at its meeting held on July 12, 2025 has recommended his re-appointment as an Independent Director of the Company for the second term of 5 consecutive years subject to the approval of the members of the company at the 22nd Annual General Meeting.

Dr. Amit Prabhakar Pratap has completed his graduation and post-graduation in Oils, Oleochemicals and Surfactants Technology and obtained Ph. D. (Tech) from Institute of Chemical Technology (formerly UDCT), Mumbai. He has served the Institute as “Prof. J. G. Kane Academic Associate” for two years, Assistant Professor for nine years and at present working as “Associate Professor” since three years in the Department of Oils, Oleochemicals and Surfactants Technology. He is involved in teaching and research in the field of Oil technology and offered consultancy services to many Indian and Multinational companies for over 20 years. He is associated with the Company since 2024. Extensively travelled to Germany, Malaysia, Japan, Thailand, Philippines, West Africa – Nigeria towards the consultancy, Industry sponsored projects and research paper presentations. The board at its held on 09th August, 2024 appointed Dr. Amit Pratap as an Additional Non-executive Independent Director of the company and the members of the company at their meeting held on 10th September, 2024 confirmed the appointment of Dr. Amit Pratap as a Non-Executive Independent Director of the company for the term of 5 consecutive years w.e.f. 09th August, 2024 till 08th August, 2029.

Board procedure and access to information

The Board of Directors is the apex authority of the Company and hence it is responsible to align its decisions and actions with the Company's interest. The Board is involved in all the important decisions relating to the Company including policy matters, strategic business plans, budgeting, new avenues of investment and expansion, compliance with statutory/ regulatory requirements, major accounting provisions, oversight of performance of the business etc.

The Company adheres to the provisions of the Act, Secretarial Standards and SEBI Listing Regulations with respect to convening and holding the meetings of the Board of Directors and its Committees. The Board meets at least once in a quarter to review the quarterly business and the financial performance of the Company, apart from other businesses. All divisions/departments of the Company are advised to schedule their work plans well in advance, with regard to matters requiring discussion/ approval/decision at the Board/Committee meetings. All such matters are communicated to the Company Secretary and Compliance Officer in advance so that the same can be included in the Agenda for the Board/ Committee Meetings. In case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which are noted and confirmed in the subsequent Board Meeting.

The agenda for the Board and Committee meetings includes all material information, detailed notes and support documents on the items to be discussed at the meeting. Matters in the nature of unpublished price sensitive information are circulated to the Board and committee members, at a shorter notice or are placed at the Meeting, as per the general consent taken from the Board/ Committee members in advance. The Board is free to take up any matter, apart from those included in the agenda, for consideration with the permission of the Chairman and with the consent of majority of the Directors present in the Meeting.

Options of attending the meeting(s) and the facility to participate in meeting(s) through video conferencing (VC) or by other audiovisual means (OAVM) is provided to Directors in every Board Meeting and Committee Meeting to the extent permissible.

The minutes of the Board Meetings are circulated in advance as per the requirement of SS-1 to all the Directors and confirmed at subsequent meeting. Draft minutes of the proceedings of the meetings are circulated in time and the comments, if any, received from the Directors are incorporated in the minutes in consultation with the Chairman. The copy of the signed Minutes is made available to all the Directors.

The Minutes of the Meetings of the Committees of the Board are placed before the Board for its review. Also, the Minutes of the Board

Meetings of the Subsidiary Companies are placed at the Board Meetings of the Company for its review. The Board periodically reviews the Compliance Report of all laws applicable to the Company.

Meetings of the Board of Directors

During the Financial Year 2024-25, the Board met 5 (Five) times. The maximum gap between two Board Meetings held during the year was not more than 120 days. The meeting attendance by each Director are given below:

Type of Meeting	Board					AGM
Director's Name / Date of Meeting	28/05/2024	01/06/2024	09/08/2024	13/11/2024	12/02/2025	10/09/2024
Mr. Surendrakumar Tibrewala	A	A	P	P	P	P
Mr. Sanjay Tibrewala	P	P	P	P	P	P
Mr. Navin Mittal	P	P	P	P	P	P
Mr. Alok Dhanuka*	P	A	P	NA	NA	NA
Mrs. Aarti Jhunjhunwala	P	P	P	P	P	P
CS (Mrs.) Bindu Darshan Shah	P	P	P	P	P	P
Dr. Sunil Vasant Waghmare	P	P	P	P	P	P
Dr. Amit Prabhakar Pratap**	NA	NA	NA	P	P	P

P = Present, A= Absent, NA=Not Applicable

* Mr. Alok Dhanuka (DIN: 06491610) ceased to be an Independent Director of the Company upon completion of his second and final term as an Independent Director and consequently ceased to be a Director of the Company w.e.f. the close of business hours on 20th September 2024.

** Dr. Amit Prabhakar Pratap has been appointed as an Independent Director of the Company with effect from 09th August, 2024

Separate Meeting of Independent Directors

Schedule IV of the Companies Act, 2013 and Regulation 25(3) of the SEBI Listing Regulations mandates the Independent Directors of the Company to hold at least one meeting in a year, without the attendance of Non-Independent Directors and Members of the Management. During the Financial Year 2024-25, 1 (One) separate meeting of Independent Directors was held on February 12, 2025 without the presence of the Non-Independent Directors and the members of the Management. The Independent Directors discussed on the matters pertaining to review of performance of Non-Independent Directors and the Board of Directors as a whole including the Chairperson of the Company (considering the views of the Executive Directors), assessed the quality, quantity and timeliness of flow of information between the Management of the Company and the Board, so that the Board can effectively and reasonably perform its duties.

Formal Letter of Appointment to the Independent Directors

Independent Directors play a significant role in the governance processes of the Board by enriching the Board's decision making. The Company has appointed Independent Directors as per the requirements of the Act and SEBI Listing Regulations. On the basis of declaration as submitted by the Independent Directors and due assessment of the veracity undertaken by the Board, in terms of Regulation 25(9) of the SEBI

Listing Regulations, the Board is of the opinion that all the Independent Directors of the Company meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and are independent of the management. None of the Independent Directors is aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge duties with an objective independent judgment and without any external influence. The number of Directorship of all the Independent Directors is within the respective limits prescribed under the Act and SEBI Listing Regulations. All the Independent Directors of the Company have duly registered their names in the databank of Independent Directors as being maintained by the Indian Institute of Corporate Affairs (IICA) in terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

During the financial year 2024-25, Dr. Amit Pratap has been appointed as a Non-Executive Independent Director of the company. The Company has issued appointment/re-appointment letters as per provisions of Schedule IV of the Act to the Independent Directors on their appointment/re-appointment containing the detailed terms and conditions of their appointment/re-appointment, role duties and liabilities, evaluation process, code of conduct, etc. The letter of appointment/re-appointment issued to the Independent Directors has been posted on the Company's website at www.fineotex.com.

Performance Evaluation

Pursuant to the provisions of the Act and Regulation 17(10), 19(4) and Part D of Schedule II of the SEBI Listing Regulations, the Board carried out an annual performance evaluation of its own performance, the Directors individually, as well as the evaluation of the working of the Committees of the Board. The purpose of the Board evaluation is to achieve persistent and consistent improvement in the governance of the Company at the Board level with the participation of all concerned

in an environment of harmony. The Board acknowledges its intention to establish and follow “best practices” in Board governance in order to fulfil its fiduciary obligation to the Company. The Board believes the evaluation will lead to a closer working relationship among Board members, greater efficiency in the use of the Board’s time, and increased effectiveness of the Board as a governing body.

A structured questionnaire was prepared after taking into consideration input received from the Directors, covering various aspects of the Board’s functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc. The Directors have expressed their satisfaction with the evaluation process.

Familiarisation Programme for Independent Directors

Pursuant to Regulation 25(7) of the SEBI Listing Regulations, during the financial year 2024-25, the Company imparted Familiarization Programme to Independent Directors to acquaint them about their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, Prohibition of Insider Trading Regulations, SEBI Listing Regulations, etc. The details of the familiarisation programme are available on the website of the Company at <https://fineotex.com/wp-content/uploads/2025/02/FCL-Familiarization-Programme-2024-25.pdf>.

Further, in the opinion of the Board, all the Independent Directors fulfill the conditions specified in SEBI Listing Regulations and are independent of the management.

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 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 is enclosed at the end of this report as **Annexure A** to the Corporate Governance Report. The policy on the code of conduct of the Company may be accessed through the web link <https://fineotex.com/wp-content/uploads/2021/08/Code-of-Conduct-for-Directors-and-Senior-Management.pdf>.

Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons, and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board has formulated the Code of Conduct to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with these Regulations and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information to ensure

timely and adequate disclosure of price sensitive information to the Stock Exchange(s) by the Company to enable the investor community to take informed investment decisions with regard to the Company’s securities.

Brief Note on the Director seeking appointment/re-appointment at the 22nd Annual General Meeting

As required under Regulation 36(3) of SEBI Listing Regulations, the Company has furnished Appointment/Re-appointment information relating to the Director retiring by rotation and seeking re-appointment in the Notice convening the 22nd AGM along with the brief profile of the Director liable to retire by rotation. The shareholders may refer to the notice of 22nd AGM.

Key Board qualifications, expertise and attributes

The Board comprises of qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its Committees. The Board members are committed to ensuring that the Board is in compliance with the highest standards of Corporate Governance.

The following are the list of core skills/expertise/competencies identified by the Board of Directors as required in the context of the Company’s aforesaid businesses for it to function effectively and those available with the Board as a whole.

SN.	Skills / Expertise / Competencies identified by the Board of Directors	
1	Understanding of Business/Industry	Experience and knowledge of the area of operation and associated businesses.
2	Strategy and strategic planning	Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies in the context of the strategic objectives of the Company’s policies and priorities.
3	Production	Knowledge of chemical components to produce tailor made products to meet the needs of varied customers for the entire value chain of the production process.
4	International Business	In-depth knowledge of the product requirements of different geographies /markets around the world.
5	Financial Analysis	Sound understanding and ability to read and understand the financial statements and financial controls.
6	Risk and compliance oversight	Ability to identify key risks to the organisation in a wide range of areas including legal and regulatory compliance, monitor risk and compliance management frameworks.
7	Technical professional Skills	& Including legal & regulatory aspects.

In the below table, the/specific areas of focus or expertise of individual Board Members have been highlighted. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding qualification or skill;

Name of Director	Understanding of Business/ Industry	Strategy and strategic planning	Production	International Business	Financial Analysis	Risk and compliance oversight	Tech & Professional Skills
Surendrakumar Tibrewala	√	√	√	×	√	√	√
Sanjay Tibrewala	√	√	√	√	√	√	√
Aarti Jhunjhunwala	√	√	×	√	√	√	√
Alok Dhanuka*	√	√	√	√	√	×	√
Navin Mittal	√	√	√	√	√	√	×
Dr Sunil Waghmare	√	√	×	√	√	×	√
CS (Mrs) Bindu Shah	√	√	√	√	√	√	√
Dr. Amit Prabhakar Pratap*	√	√	×	√	√	√	×

* Mr. Alok Dhanuka (DIN: 06491610) ceased to be an Independent Director of the Company upon completion of his second and final term as an Independent Director and consequently ceased to be a Director of the Company w.e.f. the close of business hours on 20th September 2024. Further, Dr. Amit Prabhakar Pratap has been appointed as an Independent Director of the Company with effect from 09th August, 2024

3. Committees of Board

The Board has constituted various committees as mandated under Chapter IV of the SEBI Listing Regulations to function in specific areas and to take informed decisions within delegated powers. Each Committee exercises its functions within the scope and area as defined in its constitution guidelines. The Company Secretary & Compliance Officer acts as the Secretary to all the Committees of the Board. The Board, in addition to the mandatory Committees under Chapter IV of the SEBI Listing Regulations has constituted various other committees. Following are that committees;

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee
- Risk Management Committee
- Whistle Blower Committee
- Prevention of Sexual Harassment at workplace Committee / Internal Complaint Committee
- Administrative Committee

The terms of reference of the Committees are determined by the Board from time to time in accordance with the provisions of the Listing Regulations and the Companies Act, 2013 and operate under the supervision of the Board.

The role and composition of Board Committees, including the number of meetings held during the financial year and the related attendance, are provided below:

I) Audit Committee

Composition, Meeting and Attendance:

The composition of the Audit Committee is in accordance with the provisions of the Regulation 18 of the SEBI Listing Regulations and Section 177 of the Act. As on March 31, 2025, the Audit Committee comprises of 4 (Four) Members including 3 (Three) Independent Directors. Mrs. Bindu Darshan Shah, Chairperson of the Committee is an Independent Director with decades of experience in Corporate Law, Accounting and Taxation. The composition of the audit Committee complies with the requirements of Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations.

The Statutory Auditors, Internal Auditors and Chief Financial Officer (CFO) are invited to attend meetings of the Audit Committee. The Executive Directors and Key Managerial Personnels are also invited from time to time as required by the Chairperson upon necessity of agenda items. The Company Secretary & Compliance Officer acts as the Secretary to the Audit Committee.

During the financial year 2024-25, the Audit Committee met 4 (Four) times in compliance with the various provisions of the Act / SEBI Listing Regulations, i.e., 28th May 2024, 09th August, 2024, 13th November, 2024 and 12th February, 2025.

The Committee, in its meetings inter alia reviews the results of operation and the statement of related party transactions submitted by management. All the recommendations made by the Audit Committee during the year under review were duly accepted by the Board. The Chairperson of the Audit Committee attended the last Annual General Meeting of the Company.

The composition of the Audit Committee and the details of meetings attended by each of the members are given below:

Sr. No.	Name of Director	Category	No. of Meetings Held	No. of Meetings Attended
1	Mrs. Bindu Shah	Chairperson, Independent Director	4	4
2	Mr. Alok Dhanuka (Upto 20th September, 2024)	Member, Independent Director	4	2
3	Mr. Sanjay Tibrewala	Member, Executive Director & CFO	4	4
4	Dr. Amit Pratap (w.e.f. 21st September, 2024)	Member, Independent Director	4	2
5	Dr. Sunil Waghmare (w.e.f. 21st September, 2024)	Member, Independent Director	4	2

Brief description of Terms of reference:

The present terms of reference of the Audit Committee are aligned as per the provisions of Section 177 of the Companies Act, 2013 and include the roles as laid out in Part C of Schedule II of the SEBI Listing Regulations. The brief description of the terms of reference of the Audit Committee are in conformity with the Companies Act, 2013 and the SEBI Listing Regulations and the same are as follows:

- Oversight of financial reporting process and disclosure of its financial information.
- Reviewing with the management, the annual financial statements, quarterly financial statements, auditors' report/ limited review report.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors
- Recommendation for appointment, remuneration and term of appointment of auditors.
- Reviewing and monitoring the auditors' independence and performance and effectiveness of audit process.
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter
- Scrutiny of inter-corporate loans and investments.
- Evaluation of internal financial controls and risk management systems.
- Reviewing with the management, performance of statutory auditors and internal auditors, adequacy of internal control systems.
- Reviewing the adequacy of internal audit function if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit
- Reviewing the functioning of the whistle blower mechanism.
- Reviewing the statement of significant related party transactions.
- Approval or any subsequent modification of transactions of the Company with related parties
- Reviewing and approval of internal audit reports and discussion of any significant findings and follow up there on;
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- Reviewing the utilization of loans/and or advances from/ investment by the holding Company in the subsidiary exceeding Rs. 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on date of coming into force of this provision.
- Review the compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations 2015, at least once in a financial year and shall verify that the systems of

Internal Control are adequate and operating effectively.

23. To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
24. Carrying out any other function as mentioned in the terms of reference of the Audit Committee.

As stipulated, in Part C of Schedule II of SEBI Listing Regulations, the Audit Committee also reviews management discussion and analysis of financial performance, statement of significant related party transactions submitted by management and Internal Audit Reports relating to internal control weaknesses and appointment/removal and terms of remuneration of Internal Auditor.

The Audit Committee may also review such matters as considered appropriate by it or referred to the Committee by the Board.

II) Nomination & Remuneration Committee

Composition, Meeting and Attendance:

The Nomination and Remuneration Committee of the Company has been constituted in accordance with the provisions of Section 178 of the Act as well as in terms of Regulation 19 of the SEBI Listing Regulations comprising of the requisite number of Independent Directors. Mrs. Bindu Darshan Shah the Independent Director is the Chairperson of the Committee and Dr. Sunil Waghmare, Mr. Alok Dhanuka and Mr. Navin Mittal are the members of the Committee. The Company Secretary & Compliance Officer acts as the Secretary to the Nomination and Remuneration Committee.

The Committee met 2 (Two) times during the year in compliance with the various provisions of the Act / SEBI Listing Regulations. i.e., on 09th August, 2024 and 13th November, 2024.

The composition of the Nomination and Remuneration Committee and the details of meetings attended by each of the members are given below:

Sr. No.	Name of Director	Category	No. of Meetings Held	No. of Meetings Attended
1	Mrs. Bindu Shah	Chairperson, Independent Director	2	2
2	Mr. Alok Dhanuka (Upto 20th September, 2024)	Member, Independent Director	2	1
3	Mr. Navin Mittal	Member, Independent Director	2	2
4	Dr. Sunil Waghmare (w.e.f 21st September, 2024)	Member, Independent Director	2	1

Brief description of Terms of reference:

The present terms of reference of the Nomination and Remuneration Committee is aligned as per the provisions of Section 178 of the Companies Act, 2013 and include the roles as laid out in Part D Para (A) of Schedule II of the SEBI Listing Regulations. The brief description of the terms of reference of the Nomination and Remuneration Committee in line with the Companies Act, 2013 and the SEBI Listing Regulations are as follows:

1. Formulation of the criteria for determining qualifications, positive attitudes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel, and other employees
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board and its Committees
3. Devising a policy on diversity of Board of Directors
4. Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal
5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors
6. Review the performance and recommend to the Board, all remuneration in whatever form, payable to the senior management
7. For every appointment of an Independent Director, evaluate the balance of skills, knowledge and experience on the Board and based on such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.

Nomination and Remuneration Policy:

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has approved a Nomination and Remuneration Policy of the Company. This Policy is available on the Company's website at <https://fineotex.com/wp-content/uploads/2025/07/Nomination-and-Remuneration-Policy.pdf>

Criteria for Performance Evaluation of Independent Directors:

The Nomination and Remuneration Committee laid down

the criteria for performance evaluation of Independent Non-Executive Directors. The criteria are enumerated as below:

- Qualifications: Details of professional qualifications of the Independent Director.
- Experience: Details of prior experience of the Independent Director, especially the experience relevant to the entity.
- Knowledge and Competency of the Independent Director.
- How the Independent Director fares across different competencies as identified for effective functioning of the entity and the Board.
- Whether the Independent Director has sufficient understanding and knowledge of the entity and the sector in which it operates.
- Fulfilment of functions: Whether the Independent Director understands and fulfils the functions as assigned to him/her by the Board and the law (e.g. Law imposes certain obligations on Independent Directors).
- Ability to function as a team: Whether the Independent Director is able to function as an effective team- member.
- Initiative: Whether the Independent Director actively takes initiative with respect to various areas.
- Availability and attendance: Whether the Independent Director is available for meetings of the Board and attends the meeting regularly and timely, without delay.
- Commitment: Whether the Independent Director is adequately committed to the Board and the entity.
- Contribution: Whether the Independent Director contributed effectively to the entity and in the Board meetings.
- Integrity: Whether the Independent Director demonstrates highest level of integrity (including conflict of interest disclosures, maintenance of confidentiality, etc.).
- Independence: Whether Independent Director is independent from the entity and the other directors and there is no conflict of interest.
- Independent views and judgment: Whether the Independent Director exercises his/ her own judgment and voice's opinion freely.

III) Stakeholders Relationship Committee

Composition, Meetings and Attendance:

The Stakeholders' Relationship Committee of the Company has been constituted in accordance with the provisions of Section 178 of the Act as well as in terms of Regulation 20 of the SEBI Listing Regulations comprising of requisite number of Independent Directors.

Mr. Alok Dhanuka, Independent Director was the chairman of the committee upto September 20, 2024 and thereafter from September 21, 2024, Dr. Sunil Waghmare, Independent Director

is the Chairman of the Committee. Mr. Sanjay Tibrewala and Mrs. Bindu Shah are the members of the committee. Mr. Sunny Parmar, Company Secretary and Compliance Officer acts as Secretary of the Committee.

The Committee reviewed the status of Investors' Complaints periodically relating to transmission of shares, issue of duplicate shares, and non-receipt of dividend, among others. During the year, the Committee met 1 (One) time i.e., on 12th February, 2024.

The composition of the Stakeholder's Relationship Committee and the details of meetings attended by each of the members are given below:

Sr. No.	Name of Director	Category	No. of Meetings Held	No. of Meetings Attended
1	Mr. Alok Dhanuka* (Upto September 20, 2024)	Chairman, Independent Director	1	0
2	Dr. Sunil Waghmare* (w.e.f. September 21, 2024)	Chairman, Independent Director	1	1
3	Mrs. Bindu Shah	Member, Independent Director	1	1
4	Mr. Sanjay Tibrewala	Member, Executive Director	1	1

*Mr. Sunil Waghmare was appointed and designated as Chairman of Stakeholders Relationship Committee w.e.f. 21st September, 2024 due to cessation of Mr. Alok Dhanuka upon completion of second and final term as an Independent Director.

Brief description Terms of reference:

- To resolve the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- To review measures taken for effective exercise of voting rights by shareholders
- To review of adherence to the service standards adopted by the Company in respect of various services rendered by the Registrar and Share Transfer Agent
- To review of various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the Company
- Such other matters as per the directions of the Board of

Directors of the Company, which may be considered necessary in relation to shareholders and investors of the Company

6. Functions of the Committee as provided in Schedule II, Part “D”, Para “B” read with Regulation 20(4) of the SEBI Listing Regulations.

Name and Designation of Compliance Officer:

Mr. Sunny Parmar, Company Secretary, has been designated as Compliance Officer in terms of Regulation 6(1) (a) of the SEBI Listing Regulations. The shareholders may send their complaints directly to the Company Secretary, Fineotex Chemical Limited, 42, 43 Manorma Chambers, SV Road, Bandra (W), Mumbai – 400050 or may email at: investors.relations@fineotex.com. The Members can also contact on this number +91-022 2655 9174 (Ext. 116)

Status of Investors’ Grievances:

The Company regularly updates the status of Investors Complaints on “SCORES”, an online portal introduced by SEBI for resolving investor’s complaints. There were no investors’ complaints pending at the end of the financial year on the SCORES. Certain grievances regarding re-validation of dividend warrants were received and were attended accordingly and no grievance was outstanding as on 31st March, 2025.

Category	No. of Complaint (s) Pending (Begin)	No. of Complaint (s) Received	No. of Complaint (s) Resolved	No. of Complaint (s) Pending
SEBI (SCORES 2.0)	0	3	3	0
BSE	0	0	0	0
ODR	0	0	0	0
NSE	0	0	0	0
MCA	0	0	0	0
Depository	0	0	0	0
Others	0	0	0	0
Total	0	0	0	0

No share transfers/transmissions/issue of duplicate share certificates was pending as on 31st March, 2025.

IV) Corporate Social Responsibility Committee

Composition, Meetings and Attendance:

The Company in terms of Section 135(1) of the Companies Act, 2013 has constituted Corporate Social Responsibility Committee comprising of 3 (Three) members. The Committee comprises of Mr. Surendrakumar Tibrewala, as the Chairman. Mr. Sanjay Tibrewala and Mrs. Bindu Shah as its members. The Company Secretary of the Company acts as the Secretary of the Committee.

During the financial year 2024-25, the Committee met 2 (Two) times i.e. on 28th May, 2024 and 12th February, 2025. The CSR Policy of the Company is available on the Company’s website at <https://fineotex.com/wp-content/uploads/2025/07/Corporate-Social-Responsibility-Policy.pdf>

The composition of the Corporate Social Responsibility Committee and the details of meetings attended by each of the members are given below:

Sr. No.	Name of Director	Category	No. of Meetings Held	No. of Meetings Attended
1	Mr. Surendrakumar Tibrewala	Chairperson, CMD	2	2
2	Mrs. Bindu Shah	Member, Independent Director	2	2
3	Mr. Sanjay Tibrewala	Member, Executive Director	2	2

CMD stands for Chairman and Managing Director of the Company.

The Company contributes to eligible trust established which are registered for the social cause to undertake CSR activities as per applicable provisions of Companies Act, 2013. These trusts are pursuing various activities namely upliftment of socio-economic backward society by providing health, education and self-employment. The Committee will also monitor the usage of the funds in the desired activities on a regular basis.

The details about the Corporate Social Responsibility activity briefed in the Annexure – 7 of the Director’s Report.

Brief description of Terms of reference:

1. Recommend to the Board, a CSR Policy (and modifications thereto from time to time) which shall provide an approach and the guiding principles for selection, implementation, and monitoring of CSR activities to be undertaken by the Company;
2. Approve and recommend Annual Action Plan, and any modifications thereof, to the Board comprising of following information;
 - i. the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
 - ii. the manner of execution of such projects or programmes
 - iii. the modalities of utilisation of funds and implementation schedules for the projects or programmes
 - iv. monitoring and reporting mechanism for the projects or programmes; and
 - v. details of need of impact assessment, if any, for the projects undertaken by the company

3. Approve specific projects, either new or ongoing, in pursuance of the Areas of Interest outlined in CSR Policy, either for undertaking such projects by the Company itself, for inclusion in the annual action plan or for supporting such projects by way of contributions or financial assistance
4. Recommend to the Board, the amount of expenditure to be incurred on the CSR activities in a financial year and the amount to be transferred in case of ongoing projects and unspent amounts;
5. Review the progress of CSR initiatives undertaken by the Company;
6. Monitor the CSR Policy of the Company from time to time and institute a transparent monitoring mechanism for implementation of the CSR projects referred to above;
7. Review and recommend to the Board, the Annual Report on CSR activities to be included in Board's Report and certificates submitted by the Chief Financial Officer;
8. Review and recommend to the Board, the impact assessment report obtained by the Company from time to time;
9. Undertake such activities and carry out such functions as may be provided under section 135 of the Act and the Rules.

V) Risk Management Committee

Composition, Meetings and Attendance:

Risk Management is crucial to achieve the Company's objective of strengthening its financial position, safeguarding the interests of stakeholders, enhancing its ability to continue as a going concern and maintain consistent sustainable growth.

The Company has a Risk Management Committee for framing, implementing, and monitoring the Risk Management Policy of the Company, pursuant to Regulation 21 of SEBI Listing Regulations

As per the requirement of Regulation 21 of SEBI Listing Regulations the Risk Management Committee is constituted to frame, implement and monitor the risk management plan of the Company. Accordingly, the Committee has been constituted comprising of Mr. Surendrakumar Tibrewala as the Chairman, Mr. Sanjay Tibrewala and Mrs. Bindu Shah as the Members. The Board takes responsibility for the overall process of risk management throughout the organisation.

The Risk Committee periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics.

During the financial year 2024-25, the Risk Management Committee met 2 (Two) times i.e. on 20th June, 2024 and 10th January, 2025. The composition of the Risk Management Committee and the details of meetings attended by each of the members are given below:

Sr. No.	Name of Director	Category	No. of Meetings Held	No. of Meetings Attended
1	Mr. Surendrakumar Tibrewala	Chairperson, CMD	2	2
2	Mrs. Bindu Shah	Member, Independent Director	2	2
3	Mr. Sanjay Tibrewala	Member, Executive Director	2	2

CMD stands for Chairman and Managing Director of the Company

Terms of reference:

The role and responsibility of the Risk Management Committee shall be as follows:

1. To formulate a detailed risk management policy which shall include;
 - a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee;
 - b) Measures for risk mitigation including systems and processes for internal control of identified risks;
 - c) Business Continuity Plan;
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems
4. To periodically review the risk management policy by considering the changing industry dynamics and evolving complexity
5. To keep the board of directors informed about the nature and content of its discussions, recommendations, and actions to be taken
6. To assist the Board with regard to the identification, evaluation, classification and mitigation of non-financial risks and assess management actions to mitigate such risks
7. To evaluate and ensure that the Company has an effective system internal control systems to enable identifying, mitigating and monitoring of the non-financial risks to the business of the Company
8. To ensure the implementation of the suggestions/remarks/comments of the Board of Directors on the Risk Management Plan.

9. To implement proper internal checks and balances and review the same periodically.
10. To review effectiveness of risk management and control system;
11. To do all other acts which incidental to the risk associated with the business of the Company

VI) Whistleblowing Committee

Composition, Meeting and Attendance:

The Company has constituted Whistleblowing committee comprising of Mr. Alok Dhanuka, Mr. Sunil Waghmare, Mr. Surendrakumar Tibrewala and Mrs. Aarti Jhunjunwala. Mr. Alok Dhanuka was the Chairman upto September 20, 2024 and thereafter from September 21, 2024 Dr. Sunil Waghmare, Independent Director being appointed and designated as the Chairman of the Committee to conduct the affairs of the Company in fair and transparent manner. The Company Secretary acts as the secretary of the Committee.

During the year, the Committee met 1 (One) time i.e., on 12th February 2025.

The composition of the Whistleblowing Committee and the details of meetings attended by each of the members are given below:

Sr. No.	Name of Director	Category	No. of Meetings Held	No. of Meetings Attended
1	Mr. Alok Dhanuka* (Upto September 20, 2024)	Chairperson, Independent Director	1	0
2	Dr. Sunil Waghmare* (w.e.f. September 21, 2024)	Chairperson, Independent Director	1	1
3	Mrs. Aarti Jhunjunwala	Member, Executive Director	1	1
4	Mr. Surendrakumar Tibrewala	Member, CMD**	1	1

*Mr. Sunil Waghmare was appointed and designated as Chairperson of Whistleblowing Committee w.e.f. 21st September, 2024 due to cessation of Mr. Alok Dhanuka upon completion of second and final term as an Independent Director.

**CMD stands for Chairman and Managing Director of the Company

Terms of reference:

The present terms of reference of the whistleblowing committee are as follows:

1. Monitor the effectiveness of the whistleblowing arrangements for employees and other stakeholders who deal with the Company to raise concerns, in confidence, about possible improprieties in any matter related to the Company
2. Ensure that proper procedures are in place for fair and independent investigation of the reported improprieties for appropriate follow-up action
3. Keep all information received, in particular, the identity of the whistleblower and the findings of the investigation report confidential
4. To ensure the management of all whistleblowing claims are treated sensitively and follow the procedural arrangements as set out within the organisation's Whistleblowing policy.
5. Ensure that Management establishes effective procedures for the purposes of receiving, processing, identifying, investigating, reviewing, evaluating, recommending, decision making, responding to complaint/report/recommendation received and the Whistleblowing Procedures are in placed accordingly.

VII) Committee for Prevention of Sexual Harassment at workplace/ Internal Complaint Committee

Composition, Meeting and Attendance:

The Company endeavors safety of all its women employees. Thus, the Company has constituted a committee consisting of Mr. Surendrakumar Tibrewala, Mrs. Aarti Jhunjunwala and one lady employee of the Company on the Committee for the purpose of prevention of sexual harassment at workplace.

During the year, the Committee met 1 (One) time i.e., on 12th February 2025

The composition of the Committee for Prevention of Sexual Harassment at workplace/ Internal Complaint Committee and the details of meetings attended by each of the members are given below:

Sr. No.	Name of Director	Category	No. of Meetings Held	No. of Meetings Attended
1	Mrs. Aarti Jhunjunwala	Chairperson, Executive Director	1	1
2	Mrs. Jyotsna Rathod	Member, Senior Employee	1	1
3	Mr. Surendrakumar Tibrewala	Member, CMD	1	1

CMD stands for Chairman and Managing Director of the Company

Further the Company has also consisted Internal Complaint Committee in terms of Section 4 of the Sexual Harassment of Women at Workplace (Prevention Prohibition and Redressal) Act, 2013 (POSH Act). The committee consist of the female

employees and the Chairman of the Company and they directly report to the management of the Company. No complaints were reported by the committee during the period under review.

Terms of reference:

1. The Committee shall act in accordance with the provisions of the POSH Act and Rules (including any statutory modifications, alteration or reenactment thereon for the time being in force) made there under including the service rules, if any made applicable on the employee of the Company
2. The Committee shall follow the service rules while dealing with the complaints in case the complaints is against the employee of the Company and deal with the matter keeping in view the principal of natural justice
3. The Committee shall maintain all records relating to Complaints received and their redressal.
4. The Committee shall hold such meetings as may be required from time to time for redressal of the Complaints made under the provisions of the POSH Act;
5. The Committee shall ensure to maintain high degree of confidentiality with regards to the aggrieved person as well as the respondent.
6. The Committee shall organise such number workshops or awareness programme from time to time for educating the employees of the Company in this regard
7. The Committee shall prepare an Annual Report ending 31 December each year in terms of Section 21 of the POSH Act read with Rule 14 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Rules, 2013

The Committee has submitted the Annual Report to the Board in terms of Section 21 of the POSH Act. There was no complaint of sexual harassment received by the Committee during the financial year 2024-2025

VIII) Administrative Committee

Composition:

To delegate certain powers of the Board of Directors that involve the day-to-day business operations of the Company the Board has constituted the Administrative Committee. The Committee comprises of three Executive Directors. Mr. Surendrakumar Tibrewala as the Chairman and Mr Sanjay Tibrewala and Mrs. Aarti Jhunjunwala as the members. The minutes of the administrative committee are placed before the Board of Directors in the subsequent board meeting by the Chairman of the administrative committee for ratification.

Terms of reference:

1. The Committee shall apply for Digital Signature for DGFT Licenses, ICEGATE, Provident Fund and Import/Export related job, apply for class II/III DSC in the name of Company/Directors for filing e-tender, MCA Portal, IT Tax Portal etc.

2. Approval for availing online banking services
3. The Committee shall be authorized to appoint Authorised Representative to appear before Court/Police
4. The Committee shall be authorized to borrow money from bank for working capital or avail credit facilities limits upto Rs. 50 (Fifty) Crore
5. The Committee shall be authorized to grant authority to officials of the Company for carrying out operations related to stuffing, sealing the containers, export formalities, custom formalities etc.
6. The Committee has been authorized for opening/closing of new/existing bank account/escrow account and any alteration in existing bank account
7. The Committee has been authorized to rent, outlet, acquire, leasing, disposing etc. properties
8. Providing undertaking/affidavit etc. to various government agencies, statutory bodies, factory authorities, various license departments, customers/suppliers and other authorities/department for business purpose
9. And to do all the needful as may be necessary or expedient in this regard.

4. Senior Management:

The particulars of senior management of the Company as on 31st March, 2025 are as follows:

Name	Designation
Mr. Surendrakumar Tibrewala	Chairman and Managing Director
Mr. Sanjay Tibrewala	Executive Director & CFO
Mrs. Aarti Jhunjunwala	Executive Director
Mr. Sunny Parmar	Company Secretary & Compliance Officer

There's no change in the Senior Management Personnel of the company during the financial year 2024-25.

5. Remuneration to Directors

Nomination and Remuneration Policy:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, has approved the Nomination and Remuneration Policy of the Company. This Policy is available at the Company's website at <https://fineotex.com/wp-content/uploads/2025/07/Nomination-and-Remuneration-Policy.pdf>

Details of remuneration paid/payable to the Directors for the year ended 31st March 2025 and their shareholding as on that date is as under:

(Amount in Rs. Lakhs)

Name of the Directors	Salary	Perquisites	Commission / benefits, bonuse, stock options, pension etc.	Sitting Fees	Total Remuneration /Compensation	Performance linked incentives	Service Contract/ Notice period/ Severance Fees
Mr. Surendrakumar Tibrewala	73.20	46.20	-	-	119.4	-	Appointed for Period of 3 years not liable to retire by rotation as per Articles of the Company
Mr. Sanjay Tibrewala	73.20	46.20	-	-	119.4	-	Appointed for Period of 3 years not liable to retire by rotation as per Articles of the Company
Mrs. Aarti Jhunjhunwala	63.00	31.14	-	-	94.14	-	Appointed for Period of 5 years liable to retire by rotation
Mr. Alok Dhanuka (upto September 20, 2024)	-	-	-	0.16	0.16	-	Cessation due to completion of second and final term as an Independent Director.
Mr. Navin Mittal	-	-	-	0.29	0.29	-	Appointed as Independent Director upto September 27, 2025
Mrs. Bindu Shah	-	-	-	0.60	0.60	-	Appointed as Independent Director upto July 13, 2025
Dr. Sunil Waghmare	-	-	-	0.45	0.45	-	Appointed as Independent Director upto October 30, 2025
Dr. Amit Pratap (w.e.f August 09, 2024)	-	-	-	0.30	0.30	-	Appointed as Independent Director upto August 08, 2030

Note:

- The appointment of Executive Directors, Key Managerial Personnel, the management and other employees is by virtue of their employment with the Company and therefore, their terms of employment vis-à-vis salary, variable pay, service contract, notice period and severance fee, if any, are governed by the applicable policies of the Company at the relevant point in time.
- Only sitting fees are paid to the non-executive Independent Directors during financial year 2024-25.
- During the financial year 2024-25, Mrs. Aarti Jhunjhunwala has been re-appointed as Whole-time Director for a period of 5 (Five) years w.e.f. 14th August, 2024, with the approval of the shareholders at their meeting held on 10th September, 2024.
- Mr. Surendrakumar Tibrewala and Mr. Sanjay Tibrewala has been re-appointed as the Whole-time Director for a period of Five years w.e.f. 01st October, 2025, subject to approval of shareholders in this AGM.
- Mrs. Bindu Darshan Shah and Mr. Sunil Waghmare has been re-appointed as the Independent Director for the second term of five consecutive years, subject to approval of shareholders in this AGM.

Details of fixed components and performance linked incentives along with the Performance Criteria:

Remuneration of the Chairman and the other Executive Directors is determined by the Board on the recommendation of the Nomination & Remuneration Committee, subject to the approval of the Shareholders, As of now, the Company has not paid any performance linked incentives to any executive directors.

Stock options details, if any and whether issued at discount as well as the period over which accrued and over which exercisable:

The Company has not issued any stock options to the Directors of the Company.

Criteria of making payments to Non- Executive Directors:

Non-Executive Independent Directors are entitled to sitting fees for attending the meetings of the Board and its Committees. The criteria for making payments to Non- Executive Directors is placed on the website of the Company at <https://fineotex.com/wp-content/uploads/2023/02/Criteria-for-making-payments-to-NEDs.pdf>

6. Details of General Body Meetings

- (a) Details of location, time, and date of the last three AGM along with the details of Special Resolutions passed are as follows:

Year	Date	Time	Venue	Special Resolution(s) passed
2021-22	05th August, 2022 (19th Annual General Meeting)	5.00 P.M.	Through Video Conference (VC) & Other Audio Video Means (OAVM)	- Re-appointment and Revision in the Remuneration payable to Mr. Surendrakumar Tibrewala, Managing Director of the Company with effect from 1st October, 2022 - Re-appointment and Revision in the Remuneration payable to Mr. Sanjay Tibrewala, Whole-Time Director of the Company with effect from 1st October, 2022 - Raising of funds through issue of Equity Shares
2022-23	15th September, 2023 (20th Annual General Meeting)	5.00 PM	Through Video Conference (VC) & Other Audio Video Means (OAVM)	- Raising of funds through issue of Equity Shares - Contract with Related Parties
2023-24	10th September, 2024 (21st Annual General Meeting)	5.00 PM	Through Video Conference (VC) & Other Audio Video Means (OAVM)	To approve the appointment of Dr. Amit Prabhakar Pratap as an Independent Director of the company;

- (b) Details of location, time, and date of the last Extra-Ordinary General Meeting is as follows:

During the financial year 2024-2025, Extra-ordinary General Meeting was held on 27th June, 2024;

Year	Date	Time	Venue	Special Resolution(s) passed
2024-25	27th June, 2024 (Extra-Ordinary General Meeting)	3.00 PM	Through Video Conference (VC) & Other Audio Video Means (OAVM)	- To issue 28,15,049 Share Warrants, Convertible into Equity Shares on preferential basis to the persons belonging to the non-promoter category. - To Issue 28,15,049 Equity Shares on preferential basis to the persons belonging to the non-promoter category

(c) Postal Ballot

There was no Special Resolution passed through Postal Ballot during the financial year 2024-2025. None of the business proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through Postal Ballot.

7. Means of Communication

Quarterly Results:

The unaudited quarterly financial results are announced within 45 days from the end of each quarter, and the audited annual financial results are announced within 60 days from the end of the last quarter. These financial results, after being taken on record by the Audit Committee and Board of Directors, are communicated to the Stock Exchanges, where the shares of the Company are listed.

Any news, updates, or vital/useful information to shareholders are being intimated to Stock Exchange(s) and are being displayed on the Company's website: www.fineotex.com.

Newspapers wherein results normally published:

During the financial year 2024-25, financial results (Quarterly & Annual) were published in newspapers viz. Financial Express (English) and Mumbai Lakshdeep (Marathi) in the format prescribed by SEBI.

Website:

The financial results are also posted on the Company's website at www.fineotex.com. The Company's website provides information about its business and the section on "Investors" serves to inform

and service the Shareholders allowing them to access information at their convenience

News releases/Investor Updates and Investor presentations:

The Company regularly uploads general presentation, press release, earning releases of the Company and its business on the website for the benefit of all the stakeholders.

Presentations made to institutional investors or to the analysts:

Earnings calls on financials/quarterly results are held with analysts and investors and their transcripts are published on the website. Such presentations made to analysts and others are also made available on the Company's website at <https://fineotex.com/investor-presentation>

Annual Report:

Annual Report is circulated to all the Members within the required period. In view of the SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07 October 2023, the Company has sent Annual Report for the financial year 2024-25 through email to shareholders. The Annual Reports are also available on the Company's website at www.fineotex.com. The shareholders have been provided e-voting option for the resolutions passed at the general meeting to vote as per their convenience.

E-mail ID of the Registrar & Share Transfer Agent:

All the share related requests/queries/ correspondence, if any, are to be forwarded by the investors to the Registrar and Transfer Agent of the Company, Bigshare Services Pvt Ltd Pinnacle Business Park, Office No S6-2, 6th, Mahakali Caves Rd, next to Ahura Centre, Andheri East, Mumbai, Maharashtra 400093 or e-mail them at investor@bigshareonline.com

Designated E-mail ID for Complaints/ Redressal:

In compliance with Regulation 46(2) of SEBI Listing Regulations, the Company has designated an e-mail ID investor.relations@fineotex.com exclusively for registering complaints/ grievances by investors. Investors whose requests/queries/correspondence remain unresolved can send their complaints to the Company to resolve the grievances to the above referred e-mail ID.

NSE Electronic Application Processing System (NEAPS):

The NEAPS is a web-based application designed by NSE for Corporates. Any Corporate Action, inter alia, the Shareholding Pattern, Corporate Governance Report, Financial Results, disclosures with respect to Board Meeting or any other Corporate Action Announcements are filed electronically on NEAPS.

BSE Corporate Compliance & Listing Centre:

The Listing Centre is a web-based application designed by BSE for Corporates. Any Corporate Action, inter alia, the Shareholding Pattern, Corporate Governance Report, Financial Results, and other intimations are filed electronically on BSE's Listing Centre.

SEBI Complaints Redress System (SCORES):

The investor complaints are processed in a centralized web-based

complaints redressal system through SCORES. The Action Taken Reports are uploaded online by the Company for any complaints received on SCORES platform, thereby making it convenient for the investors to view their status online

Dispute Resolution Mechanism (SMART ODR):

In order to strengthen the dispute resolution mechanism for all disputes between a listed company and/or registrars & transfer agents and its shareholder(s)/investor(s), SEBI had issued a Standard Operating Procedure ('SOP') vide Circular dated May 30, 2022. As per this Circular, shareholder(s)/investor(s) can opt for Stock Exchange Arbitration Mechanism for resolution of their disputes against the Company or its RTA. Further, SEBI vide Circular dated July 31, 2023 (updated as on December 20, 2023), introduced the Online Dispute Resolution (ODR) Portal. Through this ODR portal, the aggrieved party can initiate the mechanism, after exercising the primary options to resolve its issue, directly with the Company and through the SEBI Complaint Redress System (SCORES) platform. The Company has complied with the above circulars and the same are available at the website of the Company at <https://fineotex.com/investor-relation/>.

8. General Shareholder Information

Annual General Meeting:	Friday, September 19, 2025 at 05.00 PM through Video Conferencing /Other Audio Visual Means (VC/OAVM).								
Financial Year:	April 01, 2024 to March 31, 2025								
Record Date for Dividend	Saturday, September 13, 2025								
Dividend Payment Date:	Within 30 days of approval by the members								
Listing Details	<table><tr><td>BSE Limited</td><td colspan="2">Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001</td></tr><tr><td>National Stock Exchange of India Limited</td><td colspan="2">Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400051</td></tr></table>			BSE Limited	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001		National Stock Exchange of India Limited	Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400051	
BSE Limited	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001								
National Stock Exchange of India Limited	Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400051								
Annual Listing Fees	The Annual Listing Fees for the year 2024-2025 has been paid to the said Stock Exchanges.								
ISIN Number	INE045J01026								
In case the securities are suspended from trading, the directors report shall explain the reason thereof;	None of the Company’s securities have been suspended from trading during the year.								
Corporate Identification Number (CIN):	L24100MH2004PLC144295								

Registrar and Share Transfer Agent	The Company has engaged the services of M/s. Bigshare Services Pvt Ltd, Mumbai having office at Pinnacle Business Park, Office No S6-2, 6th, Mahakali Caves Rd, next to Ahura Centre, Andheri East, Mumbai, Maharashtra 400093, SEBI registered Registrar as Registrar and Share Transfer Agent (“RTA”) of the Company. All the queries related to shares may be forwarded directly to the Company’s RTA.
Share Transfer System:	Securities of listed companies can be transferred only in dematerialised form effective 1 April 2019. Further, as mandated by SEBI all listed companies to issue securities in dematerialized form only, while processing the service request of issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/ exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition. Since the shares are compulsorily required to be traded in dematerialized form, shareholders are requested to get their physical shareholdings converted into DEMAT form through their depository. The Company has made necessary arrangements with Depositories viz NSDL/ CDSL for dematerialization of shares. M/s Bigshare Services Pvt Ltd, RTA has been appointed as the common agency to act as transfer agent for both physical and demat shares. Shareholders are advised to refer the latest SEBI guidelines/ circular(s) issued for all the holder holding securities in listed companies in physical form from time to time and keep their KYC details updated at all times.
Distribution of Shareholding & Categorywise Distribution	Refer Table A & B below
Dematerialization of shares and liquidity	The trading in the Company’s Equity Shares has been permitted in Demat form and it has joined as a member of the Depository services with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as an Issuer Company for dematerialization of its’ shares. Shareholders can get their shares dematerialized with either NSDL or CDSL.

	As on 31st March 2025, out of the 11,45,75,090 equity shares of the Company 11,45,75,056 shares were held in electronic form representing 99.999% to the total paid up share capital, whereas balance of 34 shares were held in physical form representing 0.001% to the total paid up share capital of the Company. The summary of the shareholdings of the Company being held as on 31st March, 2025 is given below: <table><tr><td>Held in Dematerialized form in CDSL</td><td>2,69,25,472</td><td>23.50</td></tr><tr><td>Held in Dematerialized form in NSDL</td><td>8,76,49,584</td><td>76.5</td></tr><tr><td>Physical</td><td>34</td><td>0.00</td></tr><tr><td>Total</td><td>11,45,75,090</td><td>100%</td></tr></table>	Held in Dematerialized form in CDSL	2,69,25,472	23.50	Held in Dematerialized form in NSDL	8,76,49,584	76.5	Physical	34	0.00	Total	11,45,75,090	100%
Held in Dematerialized form in CDSL	2,69,25,472	23.50											
Held in Dematerialized form in NSDL	8,76,49,584	76.5											
Physical	34	0.00											
Total	11,45,75,090	100%											
Plant Locations:	• A-699, 684, 685, 699, 665, 700, 102, 298, TTC Industrial Area, MIDC, Mahape, New Mumbai - 400705, Maharashtra, India; • B-24, Anand Nagar, Additional MIDC, Ambernath Industrial Area, Ambernath - 421506, Maharashtra, India; • 21/1, Chikhholi, M.I.D.C, K-B Road, Ambernath-West, Maharashtra, India • No.9, Jalan BA/3, Kawasan Perusahaan Bukit Angkat, 43000 Kajang, Selangor, Malaysia												
Address for Correspondence: RTA	All shares related queries will be sent to the Company’s Registrar and Share Transfer Agent; Bigshare Services Private Ltd., Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093 Email ID: investor@bigshareonline.com Phone: (022) 62638200												
Address for Correspondence: Company	All the communication will be sent to Mr. Sunny Parmar, Company Secretary and Compliance Officer at the following address: Fineotex Chemical Limited Registered Office: 42/43, Manorama Chambers, S V Road, Bandra West Mumbai 400050 Corporate Office: Level 4, Ariisto House, Opp. Hubtown Solaris, Andheri East, Mumbai - 400069, India Email ID: investor.relations@fineotex.com Telephone No.: +91 022-26559174-75												

Outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments, conversion date and likely impact on equity

The Company, on 22nd May, 2024 and 19th July, 2024 has allotted 26,26,600 (Twenty Six lakh Twenty Six Thousand and Six Hundred) and 28,15,049 (Twenty Eight Lakhs Fifteen Thousand and Forty Nine) warrants respectively, on preferential basis to the Promoter of the Company and certain identified non-promoter persons, at a price of ₹ 346 and ₹ 387.40 each respectively, payable in cash ("Warrant Issue Price").

Each warrant, so allotted, is convertible into or exchangeable for one fully paid-up equity share of the Company having face value of ₹ 2 (Rupee Two only) each in accordance with the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, on payment of the balance consideration of ₹ 237 and ₹ 290.55 per warrant respectively ("Warrant Exercise Price"), being 75% of the issue price per warrant from the Allottees pursuant to exercise of conversion option against each such warrant, within 18 months from the date of allotment of warrants.

The total 54,41,649 convertible warrants are outstanding for conversion as on 31st March 2025 for which the allottees have not yet exercised their option for conversion of the warrants into equity shares and accordingly, balance 75% money towards respective warrants is yet to be received.

The Company has not issued any American Depository Receipts or Global Depository Receipts during the financial year 2024-25.

Commodity price risk or foreign exchange risk and hedging activities

In terms of the SEBI Listing Regulations, the Management Discussion and Analysis Report forms part of the Annual Report. Disclosures relating to risks including commodity price risk, foreign exchange risk, hedging activities etc., have been adequately covered under the Management Discussion and Analysis Report.

A Shareholding Pattern:

The Shareholding Pattern of the Company as on 31st March, 2025 is as follows:

Category	No. of Equity Shares held	% of Shareholding
Promoters (Non-corporate)	6,80,62,027	59.40
Promoters (Corporate)	39,83,000	3.48
Domestic Institution	42,50,133	3.71
Foreign Institution	32,48,444	2.84
IEPF	2,320	0.00
Resident Indians	3,09,83,600	27.04
Non-Resident Indians	14,92,649	1.30
Domestic Bodies Corporate	12,90,349	1.13
Others – Clearing Members, HUF, Trusts	12,62,568	1.10
Total	11,45,75,090	100

B Distribution of shareholding:

The Distribution of shareholding as on 31st March, 2025 is as follows:

Category (no. of shares)	No. of shareholders	Shares held	% of share holding
1-5000	1,28,362	97,49,365	8.50
5001-10000	4,541	35,11,500	3.06
10001-20000	2,020	30,05,972	2.61
20001-30000	647	16,37,084	1.43
30001-40000	269	9,57,620	0.83
40001-50000	195	9,14,084	0.79
50001-100000	317	23,55,740	2.09
100001- 100000000	259	9,24,43,725	80.69
Total	1,36,610	11,45,75,090	100

g. Credit ratings obtained along with any revisions thereto during the financial year for all debt instruments:

Credit Rating Agency: ICRA Limited vide its letter dated November 11, 2024, has assigned Credit Rating to Company's various credit facilities and instruments as mentioned below:

Facilities	Amount (₹ In Crores)	Rating Assigned	Remarks
Long Term – Fund Based – Cash Credit	22.00	[ICRA] A+ (Positive); (Pronounced ICRA A Plus Positive)	Reaffirmed and Outlook revised to Positive from Stable
Long Term / Short Term – Unallocated	57.00	[ICRA]A+ (Positive) / [ICRA]A1+ (Pronounced ICRA A Plus Positive / ICRA A One Plus)	Reaffirmed and Outlook revised to Positive from Stable
Short term – Fund Based / Non-fund Based	21.00	[ICRA]A1+ (Pronounced ICRA A One Plus)	Reaffirmed

Sustainability Rating from EcoVadis: The Company has obtained the Sustainability Rating from EcoVadis, one of the world's leading agencies for business sustainability ratings on a global scale.

h. Transfer of unclaimed/unpaid Shares/Amounts to the Investor Education and Protection Fund (IEPF):

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), dividends, if not claimed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). Further, shares in respect of such dividends which have not been claimed for a period of 7 consecutive years are also liable to be transferred to the demat account of the IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares.

In the interest of shareholders, the Company sends periodical reminders to shareholders to claim their dividends in order to avoid transfer of dividends/shares to IEPF Authority. Notices in this regard are also published in newspapers and the details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority, are uploaded on the Company's website <https://fineotex.com/unpaid-unclaimed-dividend/>.

In light of the aforesaid provisions, during the financial year 2024-25, the Company has transferred 711 shares of 6 shareholders, in respect of which dividend has not been paid or claimed for seven consecutive years or more pursuant to Section 124(6) of the Act, to the credit of IEPF Authority as prescribed in Section 125 of the Act.

The details of unclaimed dividends and shares transferred to IEPF from financial year 2018-19 to 2024-2025 are as follows:

Year	Amount of Unclaimed Dividend transferred to IEPF (Rs.)	No. of Shares Transferred to IEPF	No. of shares Claimed from IEPF#
2019-2020	5,206	210	-
2020-2021	13,305	1,350	-
2021-2022	4618.5	Nil	100
2022-2023	11,077	70	-
2023-2024	61400.3	59	429
2024-2025*	-	711	-
Total	96219.8	2,849	529

#During the financial year 2020–21 the company has received a claim from the shareholder for 100 shares which was transferred to the IEPF account pursuant to the IEPF Rules and based on the e-verification report of the company and RTA, IEPF Authority have transferred such shares into the demat account of the shareholder in the year 2021-22 in compliance with the IEPF Rules. Further, during the financial year 2022–23 the company has received a claim from the shareholder for 429 shares which was transferred to the IEPF account pursuant to the IEPF Rules and based on the e-verification report of the company and RTA, IEPF Authority have transferred such shares into the demat account of the shareholder in the year 2023-24 in compliance with the IEPF Rules.

*During the year financial year 2023-24 the company has transferred the unclaimed and unpaid dividend of the financial year 2016-17 for an amount Rs. 38,844.30/- to the IEPF Account as per the IEPF rules and the unclaimed shares pertaining to the said dividend account were transferred in the financial year 2024-25.

The shareholders may re-claim these shares from the IEPF Authority by complying with prescribed procedure and filing the e-Form IEPF-5 online with MCA portal. The shareholder claiming the shares should take a printout of the e-Form IEPF-5 and forward the same with all documents as mentioned in the e-form to the NODAL Officer of the Company for onward submission to the IEPF Authority along with verification report. The name, address, and contact no of the NODAL Officer of the company is given hereunder:

Mr. Sunny Parmar

Company Secretary & Compliance Officer

Fineotex Chemical Limited

Regd. Off: 42/43, Manorama Chambers, SV Road, Bandra (W), Mumbai - 400050

Corporate Office: Level 4, Ariisto House, Opp. Hubtown Solaris, Andheri (E), Mumbai - 400069

Contact No: (+91-022) 6807 9999

E-mail: cs@fineotex.com

9. Material Subsidiary Companies:

During the financial year 2024-25, FSPL Specialities Private Limited and BT Chemical SDN BHD, was material subsidiary pursuant to Regulation 16 of the SEBI Listing Regulations. Mr. Sunil Waghmare, the Independent Director of the Company, has been appointed as the Director of FSPL Specialities Private Limited and BT Chemical SDN BHD.

The minutes of the Board meetings of the subsidiary companies are placed at the Board meeting of the Company on a periodical basis. The Audit Committee reviews the financial statements including investments by the unlisted subsidiaries of the Company.

The Board of Directors of the Company regularly reviews the financial statements of the unlisted subsidiary companies. Further, the Audit Committee reviews the financial statements, in particular, the investment made by the unlisted subsidiary companies. The Company has duly formulated a policy for determining Material Subsidiaries. The main objective of the policy is to ensure governance of material subsidiary companies. The Company has also complied with the other provisions of Regulation 24 of the SEBI Listing Regulations with regard to Corporate Governance requirements for subsidiary Company.

The weblink for the policy for determining material subsidiaries has been uploaded and can be accessed on the Company's website at: <https://fineotex.com/wp-content/uploads/2022/01/Policy-for-Determining-Material-Subsidiary.pdf>

10. Other Disclosure:

- a) Materially significant related party transactions (i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc.) that may have potential conflict with the interests of the Company at large:

The Company has not entered into any materially significant related party transaction during the year with any of the related parties which may have potential conflict with the interest of the Company. The related party transactions constitute contracts or arrangements, made by the Company from time to time, with Companies in which Directors are interested. The Audit Committee reviews periodically the related party transactions and the Committee provided omnibus approval for related party transactions which are in ordinary course of business (repetitive in nature) and are on Arm's Length basis.

All transactions covered under the related party transactions are regularly approved by the Board. There were no material transactions during the financial year 2024-25 that were prejudicial to the Company's interest. There are no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management and their subsidiaries or relatives that may have potential conflict with Company's interest at a large. Related party transactions as per requirements of Indian Accounting Standard (Ind- AS 24) "Related Party Disclosures" are disclosed in the Notes to the Financial Statements of the Company for the year ended 31st March 2025.

- b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by the stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:

The Company has complied with all the applicable provisions of the SEBI Listing Regulations and all other applicable regulations and guidelines issued by SEBI, Stock Exchanges and other Statutory Authorities. No penalties were imposed on the Company by SEBI or the Stock Exchanges or any statutory authority on any matter related to the capital markets.

- c) Details of establishment of Vigil Mechanism, Whistle Blower Policy and affirmation that no person has been denied access to the Audit Committee:

The Company has adopted a Vigil Mechanism and Whistle Blower Policy and the same is uploaded on the website of the Company at <https://fineotex.com/wp-content/uploads/2021/08/otherFCL-WhistleblowerPolicy.pdf>

The whistle blowers may also lodge their complaints/concern with the concerned person as per contact details are provided in the

Whistle Blower Policy of the Company. The Policy also offers appropriate protection to the whistleblowers from victimization, harassment, or disciplinary proceedings.

Further, during the financial year ended 31st March, 2025, no personnel has been denied access to the Audit Committee, in this regard.

d) Details of Mandatory and Non- Mandatory requirements:

The Company has complied with the mandatory requirements of Regulation 34(3) read with Schedule V of the Listing Regulations and has adopted a few non-mandatory requirements as specified under Regulations of SEBI Listing Regulations, which are reviewed by the management from time to time.

The Company has duly fulfilled the following discretionary requirements as prescribed in Sub – Regulation 1 of Regulation 27 read with Part E of Schedule II of the SEBI Listing Regulations as follows:

Unmodified Audit Opinion - The financial statements of the Company are with unmodified audit opinion. Your Company continues to adopt best practices to ensure a regime of financial statements with unmodified audit qualifications.

Reporting of Internal Auditor - Internal Auditors of the Company make presentations to the Audit Committee on their Internal Audit Reports and has direct access to the Audit Committee.

Other Items - The rest of the Non-Mandatory Requirements will be implemented by the Company as and when required and/or deemed necessary by the Board.

e) Details of Corporate Policies:

Particulars	Website Details/Links
Policy for Risk Management	https://fineotex.com/wp-content/uploads/2023/04/Policy-for-Risk-Management.pdf
Dividend Distribution Policy	https://fineotex.com/wp-content/uploads/2021/08/Dividend-Distribution-Policy.pdf
Policy for Determining Material Subsidiary	https://fineotex.com/wp-content/uploads/2022/01/Policy-for-Determining-Material-Subsidiary.pdf
Succession Policy	https://fineotex.com/wp-content/uploads/2021/08/Succesion-Policy.pdf
Blank Stationery Policy	https://fineotex.com/wp-content/uploads/2021/08/Blank-Stationery-Policy-1.pdf
Code of Conduct for Directors and Senior Management	https://fineotex.com/wp-content/uploads/2021/08/Code-of-Conduct-for-Directors-and-Senior-Management.pdf
Code of Conduct for Non- Executive and Independent Directors	https://fineotex.com/wp-content/uploads/2021/08/Code-of-Conduct-for-NEDs-and-IDs.pdf
Website Archival Policy	https://fineotex.com/wp-content/uploads/2021/08/FCL-Website-Archival-Policy.pdf
Policy for Determining Materiality	https://fineotex.com/wp-content/uploads/2023/08/Policy-For-Determining-Materiality.pdf
Whistleblower Policy	https://fineotex.com/wp-content/uploads/2021/08/otherFCL-WhistleblowerPolicy.pdf
Related Party Transaction Policy	https://fineotex.com/wp-content/uploads/2023/05/RPT-Policy.pdf
Code of Practices and Procedures for Fair Disclosure of unpublished price sensitive information (USPI)	https://fineotex.com/wp-content/uploads/2021/08/Code-of-Practices-and-Procedures-for-Fair-Disclosure-of-USPI.pdf
Preservation of Documents Policy	https://fineotex.com/wp-content/uploads/2021/08/Preservation-of-Documents-Policy.pdf
Code of Conduct to Regulated, Monitor and Report Trading by Insiders	https://fineotex.com/wp-content/uploads/2021/08/Code-of-Conduct-to-Regulate-Monitor-and-Report-Trading-by-Insiders.pdf
Corporate Social Responsibility Policy	https://fineotex.com/wp-content/uploads/2025/05/FCL-CSR-Policy_final.pdf

Particulars	Website Details/Links
Nomination and Remuneration Policy	https://fineotex.com/wp-content/uploads/2025/07/Nomination-and-Remuneration-Policy.pdf
Environment Social and Governance (ESG) Policy	https://fineotex.com/wp-content/uploads/2023/08/ESG-Policy.pdf
Anti-Bribery and Anti-Corruption Policy	https://fineotex.com/wp-content/uploads/2023/08/Anti-Bribery-and-Anti-Corruption-Policy.pdf
Information Security policy	https://fineotex.com/wp-content/uploads/2023/08/Information-Security-Policy.pdf
Human Rights Policy	https://fineotex.com/wp-content/uploads/2023/08/Human-Rights-Policy.pdf
Code of Conduct and Ethics to Stakeholders	https://fineotex.com/wp-content/uploads/2023/08/Policy-on-Code-of-Conduct-for-Stakeholders.pdf

- f) Web link where policy on determining ‘material’ subsidiaries is disclosed:

The Company has formulated a policy pursuant to provisions of Chapter IV of SEBI Listing Regulations to determine material subsidiaries. The policy is posted on the website of the Company and the web link for the same is <https://fineotex.com/wp-content/uploads/2022/01/Policy-for-Determining-Material-Subsidiary.pdf>

- g) Web link where policy on dealing with related party transactions:

The Company has duly formulated a Policy on dealing with Related Party transactions. All Related Party Transactions with Related Parties shall be subject to this policy and approval or ratification in accordance with Applicable Law. This Policy contains the policies and procedures governing the review, determination of materiality, approval and reporting of such Related Party Transactions. The link for the same as placed on the website of the Company is <https://fineotex.com/wp-content/uploads/2023/05/RPT-Policy.pdf>.

- h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)

The details of utilization of funds are given hereunder:

Issue Size		124.44 Crore
SN.	Object of the Issue	Amount Utilized (₹ in Lakhs)
1	Funds raised through allotment of 9,70,000 Equity Shares on May 22, 2024	3,356.20
2	Funds raised through allotment of 26,26,600 Convertible Warrants on May 22, 2024*	2,272.01
3	Funds raised through allotment of 28,15,049 Equity Shares on July 19, 2024	10,905.50
4	Funds raised through allotment of 28,15,049 Convertible Warrants on May 22, 2024*	2,726.37
	Total Funds raised and available for utilization till 31 March 2025 (1+4)	19,260.08
	Funds utilized during the year ended 31 March 2025	5,619.00

*The company has received an amount aggregating to Rs. 2,272 Lakhs and Rs. 2,726.37 Lakhs, being 25% of the issue price per warrant as upfront payment from the allotment of 26,26,600 and 28,15,049 Convertible Warrants.

Each warrant, so allotted, is convertible into or exchangeable for one fully paid-up equity share of the Company having face value of ₹ 2 (Rupee Two only) each in accordance with the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, on payment of the balance consideration of 75% of the issue price per warrant from the allottees pursuant to exercise of conversion option against each such warrant, within 18 months from the date of allotment of warrants.

- i) Disclosure of commodity price risks and commodity hedging activities

During the financial year, the company did not engage in commodity hedging activities.

- j) CEO and CFO Certification:

As required by Regulation 17(8) read with Schedule II Part B of the SEBI Listing Regulations, the Chief Executive Officer & Managing

Director and Chief Financial Officer have given appropriate certifications to the Board of Directors. The certificate is annexed to this report. “**Annexure – B**”.

- k) Certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

There is no such director on the Board of the Company who has been disqualified by virtue of any provisions of the Act and any other laws or debarred by any regulatory authority to be appointed or continue to act as Director.

A Certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed to this report as “**Annexure - C**”.

- l) Recommendation from the Committee to the Board

There were no such instances where the Board has not accepted the recommendations of/submissions by the Committee, which were required for the approval of the Board of Directors during the financial year under review.

- m) Details of fees paid to statutory auditor

Total fees paid by the Company and its subsidiaries to the statutory auditor M/s ASL & Co, Chartered Accountants for all the services provided by them are as follows:

(Amount in lakhs)

Payment towards-	2024-2025	
	Company	Subsidiaries
Statutory Audit Fee	5.50	3.00
Other Certification Fees	7.52	2.97
Reimbursement of Expenses	0	0
Total	13.02	5.97

- n) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has constituted Internal Complaint Committee pursuant to Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder. During the financial year 2024- 25, the Committee submitted its Annual Report as prescribed in the said Act and there was no complaint as regards sexual harassment received by the Committee during the financial year.

Details of Complaints received and redressed during the financial year 2024-25 are as follows:

a) Number of complaints outstanding at the beginning of financial year	Nil
b) Number of complaints filed during the financial year	Nil
c) Number of complaints disposed off during the financial year	Nil
d) Number of complaints pending as on end of the financial year	Nil

- o) Disclosure by listed entity and its subsidiaries of ‘Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount:

During the year under review, no loans and advances was granted to firm/companies in which directors are interested except the wholly owned subsidiary company of the company. The loans/advances granted to wholly owned subsidiaries are given in Notes to the Standalone Financial Statements.

- p) Details of material subsidiaries including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries

Name of material subsidiaries	Date of incorporation	Place of Incorporation	Name of the Statutory Auditors	Date of appointment of the Statutory Auditors
BT Chemical SDN BHD	24/03/2005	Malaysia	S F Chang & Co	30th September 2015
FSPL Specialities Private Limited	05/09/2020	India	ASL & Co.	09th September 2021

q) Disclosure with respect to demat suspense account/unclaimed suspense account:

There are no shares in demat suspense account.

- (a) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year- NIL
- (b) Number of shareholders who approached listed entity for transfer of shares from suspense account during the year- NIL
- (c) Number of shareholders to whom shares were transferred from suspense account during the year- NIL
- (d) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year- NIL
- (e) That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares- NIL

r) Disclosure of discretionary requirements as specified in Part E of Schedule II have been adopted:

The Company has duly fulfilled the discretionary requirements as prescribed in Sub-Regulation 1 of Regulation 27 read with Part E of Schedule II of the SEBI Listing Regulations.

s) Disclosure of Non-compliance of any requirement of Corporate Governance Report of sub-paras (2) to (10) of Para-C of Schedule V of SEBI Listing Regulations with reasons thereof shall be disclosed of non-compliance of any requirement of Corporate Governance Report of discretionary requirements as specified in Part E of Schedule II have been adopted:

The Company has complied with all the requirements of Corporate Governance report as stated under sub-paras (2) to (10) of Para-C of Schedule –V of the SEBI Listing Regulations

t) Disclosure of the Compliance of the Corporate Governance:

The Company is in compliance with the Corporate Governance requirements as specified in Regulation 17 to 27 and the Company is also in compliance with the requirements of dissemination of the information of as required in terms of Regulation 46(2) of the SEBI Listing Regulations.

u) Certificate from Chartered Accountant:

As required by Regulation 34(3) and Schedule V, Part E of the SEBI Listing Regulations, the certificate given by M/s. ASL & Co, Chartered Accountants regarding compliance of conditions of corporate governance, is annexed to this report at “Annexure - D”.

v) Disclosure of certain types of agreements binding listed entities – Not Applicable

**For and on behalf of the Board of Directors of
Fineotex Chemical Limited**

Sd/-
Surendrakumar Tibrewala
Chairman & Managing Director
DIN: 00218394

Sd/-
Sanjay Tibrewala
Executive Director & CFO
DIN: 00218525

Place: Mumbai
Date : August 12, 2025

“ANNEXURE – A”

To,
The Board of Directors
Fineotex Chemical Limited

Subject: Certificate on Compliance with Code of Conduct

Dear Sir/Madam,

I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, the affirmation that they have complied with the ‘Code of Conduct’ in respect of the financial year 2024-2025.

Date: 20th May 2025
Place: Mumbai

Sd/-
Sanjay Tibrewala
Executive Director & CFO
DIN: 00218525

“ANNEXURE – B”

To,
The Board of Directors
Fineotex Chemical Limited

Subject: Certification as per Regulation 17(8) and Regulation 33(2)(a) of SEBI (LODR) Regulations, 2015.

Dear Sir/Madam,

- 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 ended 31st March, 2025 and that to the best of our 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. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the company’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 we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we 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.

**For and on behalf of the Board of Directors of
Fineotex Chemical Limited**

Sanjay Tibrewala
Executive Director & CFO
DIN: 00218525

Surendrakumar Tibrewala
Chairman & Managing Director
DIN: 00218394

Date : 20th May, 2025
Place: Mumbai

“ANNEXURE – C”

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

*(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)*

I examined the relevant registers, records, forms, returns and disclosures received from the Directors of **FINEOTEX CHEMICAL LIMITED** having CIN **L24100MH2004PLC144295** and having registered office at **42/43, MANORAMA CHAMBERS, 4TH FLOOR, S V ROAD, BANDRA (W), MUMBAI-400050** IN (hereinafter referred to as ‘the Company’), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

SR. NO.	NAME OF DIRECTOR	DIN	DATE OF APPOINTMENT
1.	SURENDRA DEVIPRASAD TIBREWALA	00218394	30/01/2004
2.	SANJAY SURENDRA TIBREWALA	00218525	30/01/2004
3.	NAVIN BHIMSEN MITTAL	03555295	02/09/2011
4.	ALOK SHASHIKANT DHANUKA	06491610	11/02/2013 (Completion of Tenure w.e.f 20/09/2024)
5.	AARTI MITESH JHUNJHUNWALA	07759722	14/08/2018
6.	BINDU DARSHAN SHAH	07131459	14/07/2020
7.	SUNIL VASANT WAGHMARE	08906042	31/10/2020
8.	AMIT PRABHAKAR PRATAP	08023735	09/08/2024

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **HSPN & Associates LLP**
Company Secretaries

Hemant Shetye
Designated Partner
FCS: 2827
COP: 1483

ICSI UDIN: F002827G000989032
Peer Review No: 6035/2024

Place: Mumbai
Date: August 12, 2025

“ANNEXURE – D”

Independent Auditor’s Certificate on Compliance with the Corporate Governance requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To
The Members of
Fineotex Chemical Limited

The Corporate Governance Report prepared by Fineotex Chemical Limited (“the Company”), contains details as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the Listing Regulations”) with respect to Corporate Governance for the year ended March 31, 2025 pursuant to the Listing Agreement of the Company with the National Stock Exchange Limited and Bombay Stock Exchange Limited (collectively referred to as the “Stock Exchanges”).

Management’s Responsibility

The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

Auditor’s Responsibility

Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether for the year ended March 31, 2025 the Company has complied, with the conditions of Corporate Governance as stipulated in the Listing Regulations.

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 on the financial statements of the Company.

We have examined the relevant records of the Company in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and the Guidance Note on Certification of Corporate Governance (the ‘Guidance Note’), in so far as applicable for the purpose of this certificate, issued by the Institute of Chartered Accountants of India (‘ICAI’) which requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

In our opinion, based on our examination of the relevant records and to the best of our information and according to explanations given to us, and representations provided by the management, we certify that, the Company, has complied with the conditions of Corporate Governance as stipulated, in the above-mentioned Listing Regulations.

Other Matters and Restriction on use

We 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.

The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, for the year ended March 31, 2025, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For ASL & Co.
Chartered Accountants
(Regn No. 101921W)

Sd/-
(Shikha Jain)
Partner

Place : Mumbai
Date : August 12, 2025

Membership No.: 136484
UDIN No.: 25136484BMJMYG9025

“ANNEXURE – 9”

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L24100MH2004PLC144295
2.	Name of the Listed Entity	Fineotex Chemical Limited
3.	Year of incorporation	2004
4.	Registered office address	42/43 Manorama Chambers 4th Floor S V ROAD, Bandra (W), Mumbai, Maharashtra India – 400050
5.	Corporate address	Level 4, Ariisto House, Junction of Telli Galli & Phadke Road, Opposite Hubtown Solaris, Andheri East, Mumbai, Maharashtra, India – 400069
6.	E-mail	investor.relations@fineotex.com
7.	Telephone	+91 22 26559174/75/76
8.	Website	www.fineotex.com
9.	Financial year for which reporting is being done	April 01, 2024 to March 31, 2025
10.	Name of the Stock Exchange(s) where shares are listed	BSE Limited (BSE) The National Stock Exchange of India Limited (NSE)
11.	Paid-up Capital	Rs. 2291.50 Lakhs
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Sanjay Tibrewala Executive Director & CFO Telephone Number: 022-26559175 E- mail ID: info@fineotex.com
13.	Reporting boundary – Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)?	Standalone Basis
14.	Name of assurance provider	Not Applicable
15.	Type of assurance obtained	Not Applicable

II. Products/services

16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Manufacturing	Speciality Chemicals	100%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total turnover contributed
1.	Textile, Oil & Gas, Hygiene & Cleaning	20	100

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	9	1	10
International	1	2	3

19. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	10
International (No. of Countries)	70

b. What is the contribution of exports as a percentage of the total turnover of the entity? - 15.06%

c. A brief on types of customers: We cater to customers across India (Pan India) and accommodating a variety of industry sectors. These include food & beverage, oil, gas & chemicals, cement, mining, pharmaceuticals & healthcare, textiles, fertilizer, real estate and others.

IV. Employees

20. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
<u>EMPLOYEES</u>						
1.	Permanent (D)	112	81	72.32	31	27.68
2.	Other than Permanent (E)	0	0	0	0	0
3.	Total employees (D + E)	112	81	72.32	31	27.68
<u>WORKERS</u>						
4.	Permanent (F)	98	90	91.84	8	8.16
5.	Other than Permanent (G)	74	68	91.89	6	8.11
6.	Total workers (F + G)	172	158	91.86	14	8.14

b. Differently abled Employees and workers:

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
<u>DIFFERENTLY ABLED EMPLOYEES</u>						
1.	Permanent (D)	0	0	0	0	0
2.	Other than Permanent (E)	0	0	0	0	0
3.	Total differently abled employees (D + E)	0	0	0	0	0
<u>DIFFERENTLY ABLED WORKERS</u>						
4.	Permanent (F)	0	0	0	0	0
5.	Other than permanent (G)	0	0	0	0	0
6.	Total differently abled workers (F + G)	0	0	0	0	0

21. Participation / Inclusion / Representation of women:

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	7	2	28.57
Key Management Personnel	1	0	0

22. Turnover rate for permanent employees and workers:

(Disclose trends for the past 3 years)

	FY 2024-25 (Turnover rate %)			FY 2023-24 (Turnover rate %)			FY 2022-23 (Turnover rate %)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	2.68	4	6.25	2	1	3	3	0	3
Permanent Workers	1.02	0	1.02	2	0	2	2	1	3

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding/subsidiary / associate companies / joint ventures (A)	Indicate whether holding/Subsidiary/ Associate/Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	FSPL Specialities Private Limited	Subsidiary	100%	No
2.	Manya Manufacturing India Private Limited	Subsidiary	100%	No
3.	Fineotex Malaysia Limited	Subsidiary	100%	No
4.	Fineotex Biotex HealthGuard FZE	Subsidiary	100%	No
5.	Finoclean Specialities Private Limited	Subsidiary	100%	No

VI. CSR Details

24. (a) Whether CSR is applicable as per Section 135 of Companies Act, 2013:	Yes
b. Turnover (In ₹ Lakhs)	43,922.21
c. Net worth (In ₹ Lakhs)	62,933.76

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)	FY 2024-25			FY 2023-24		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes. www.fineotex.com	0	0	-	0	0	-
Investors (other than shareholders)		0	0	-	0	0	-
Shareholders		0	0	-	0	0	-
Employees and Workers		0	0	-	0	0	-
Customers		0	0	-	0	0	-
Value Chain Partners		0	0	-	0	0	-
Others (Please Specify)		0	0	-	0	0	-

*Workers can reach out to FCL through Drop Boxes placed on the factory premises for any grievances.

**FCL investors consist solely of Promoters and Non-Promoters Shareholders. Any grievances originating from shareholders can be communicated through the contact information provided on FCL website. <https://fineotex.com/investor-relation/>

***FCL has implemented a Grievance Redressal Procedure to resolve complaints from employees and workers. The details of this procedure can be found on FCL website at the provided link. <https://fineotex.com/policy/>

****Customers and Value Chain Partners can register their grievances by directly contacting the marketing team or Service Team and Procurement Team respectively. <https://fineotex.com/contact/>

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Non Hazardous	Opportunity	GHS classification as per GHS Symbol	-	Positive
2	Sustainable Supply Chain	Opportunity	In today's era of growing environmental awareness, companies are adopting more ethical and sustainable purchasing practices. By procuring goods that are environmentally and socially responsible, companies can not only reduce their impact on the environment but also create a positive brand image.	-	Positive
3	Community Relation and Engagement	Opportunity	Chemical firms are significant economic contributors, offering employment opportunities and fostering community development through taxes and capital generation. Building strong relationships with communities can help chemicals companies mitigate potential operational disruption, reduce regulatory risk, retain top employees, lower the risk of litigation expenses in the event of process safety incidents, and ensure a strong social license to operate.	-	Positive
4	Occupational Health & Safety	Risk	In the event of an incident on company premises, there is a risk of legal action, fines, and compensation claims against the company. Such incidents affect the human capital adversely and may lead to unsafe work environment.	We have a dedicated Safety teams to implement the best practices on health and safety. We also have ISO 45001 certified safety standards to mitigate the safety risk from operations.	Negative
5	Community Welfare	Opportunity	Building positive relationships with the community fosters a good reputation and ensures robust social license to operate	-	Positive
6	Cybersecurity and data privacy	Risk	Cybersecurity and data privacy risks pose significant challenges for business, including the threats of cyber-attacks, data breaches, regulatory non-compliance operational disruption, supply chain vulnerabilities, reputational damage, and financial implications.	FCL has established a strategic and robust mechanism to safeguard data by implementing Information Security and Management Policy.	Negative

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and management processes									
1. a. Whether your entity’s policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
c. Web Link of the Policies, if available	https://fineotex.com/policy/								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4. Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	Y	Y	Y	Y	Y	Y	Y	Y	Y
	a) ISO14001 Environmental Management System b) ISO 9001 Quality Management System c) ISO 45001 Occupational Health and Safety Management Systems d) ISO 14505 and ISO 20000 (obtained in 2020-21) e) ISO 14064-1:2018 Greenhouse Gas (GHG) f) Global Organic Textile Standard (GOTS) certified g) Hazard Analysis Critical Control Point (HACCP) Certification h) Indian Green Building Council i) SA8000-Social Accountability Certification j) Star Export House k) WHO Good Manufacturing Practice certified l) Zero Discharge Hazardous Chemicals (ZDHC) Gateway certified								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	Y	Y	Y	Y	Y	Y	Y	Y	Y
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	FCL is in the process of formulating goals and targets laying								
Governance, leadership and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements We are delighted to share the incredible progress we have made in our sustainability journey at Fineotex Chemical Limited. Our commitment to environmental stewardship and workplace safety is driving us towards a future where we thrive in harmony with the world around us. This has helped us achieve the tag of Great Place to Work. One significant step we have taken towards sustainability is the installation of a 100 KW solar rooftop system at our Ambernath plants. This move not only reduces our carbon footprint but also sets a great example for embracing renewable energy sources. Moreover, our efforts to manage water resources responsibly are evident through reuse of wastewater for gardening within our premises after treatment in our Sewage Treatment Plants (STP). Safety is at the core of all our operations, and our robust Occupational Health and Safety (OHS) system ensures that our employees and workers have a safe working environment. Our Safety initiatives, focusing on raising awareness and cultivating a safety-first culture through weekly dedicated training sessions, in nurturing a safe workplace. Our approach involves prioritizing ESG aspects most relevant to stakeholders, promoting responsible practices throughout our operations, and upholding high governance standards.									

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	The Administrative Committee of the Board of Directors of the company is the highest authority for implementation and oversight of the Business Responsibility policy and Sustainability related matters.								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes, the administrative committee is responsible for making decision related to the sustainability related issues.								

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance against above policies and follow up action	Y	Y	Y	Y	Y	Y	Y	Y	Y	Yes, the Administrative Committee performs the review of all the policies as necessary, particularly in response to changes in statutory requirements.								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Y	Y	Y	Y	Y	Y	Y	Y	Y									
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	Not Applicable								

12. If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the Principles material to its business (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
It is planned to be done in the next financial year (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
Any other reason (please specify)	NA	NA	NA	NA	NA	NA	NA	NA	NA

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

This principle focuses on the importance of ethical conduct and transparency in business operations. Companies should follow ethical business practices and adhere to high standards of integrity. They should also be transparent about their activities, operations, and financial reporting, as well as be accountable for their actions.

Essential Indicators

- Percentage coverage by training and awareness programs on any of the principles during the financial year:

Segment	Total number of training and awareness programmes held	Total number of training and awareness programmes held	%age of persons in respective category covered by the awareness programmes
Board of Directors	5	During the year, the Board of Directors of the Company (including its committees) has invested time on various matters relating to an array of issues pertaining to the business, regulations, economy and environmental, social, governance parameters.	100%
Key Managerial Personnel	5	Human Rights, Code of Conduct, Anti Bribery and Anti-Corruption, Prevention of sexual Harassment (POSH), Leadership & Change Management, Self-Development, Time Management.	100%
Employees other than BoD and KMPs	1	Human Rights, Health & Safety, Code of Conduct, Prevention of Sexual Harassment, Performance Improvement, Awareness Session on Health and Safety, Communication Skills etc.	100%
Workers	81	Health and safety training for material handling, PPE application, Firefighting equipment, Operational Training, First Aid, Spillage, Waste handling, Segregation, Work functional trainings etc.	100%

- Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	Nil	Nil	Nil	Nil	Nil
Settlement	Nil	Nil	Nil	Nil	Nil
Compounding fee	Nil	Nil	Nil	Nil	Nil
Non- Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)	
Imprisonment	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil

- Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
Not Applicable	

- Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, Fineotex Chemicals has an Anti-Bribery and Anti-Corruption Policy which is available on the company's website. The Company is committed to the prevention and detection of bribery and other corrupt business practices and has set the responsibility for the directors and employees to maintain the highest standard of business practices and comply with all anti-corruption laws applicable in all the geographies which we operate. The web link of Anti-Bribery and Anti-Corruption Policy of the company is <https://fineotex.com/wp-content/uploads/2023/08/Anti-Bribery-and-Anti-Corruption-Policy.pdf>

The objective of this Policy is to ensure that neither Fineotex nor any of its employees (whether fulltime contractual employees and including trainees and interns), directors, agents, associates, vendors, consultants, advisors, representatives or intermediaries indulge in any acts of 'Bribery' or 'Corruption' in discharge of their official duties towards the Company, either in their own name or in the name of the Company.

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

Particularsa	FY 2024-25	FY 2023-24
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

6. Details of complaints with regard to conflict of interest:

	FY 2024-25		FY 2023-24	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	-	Nil	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	-	Nil	-

Company has Code of Conduct for the Board of Directors and senior management personnel which provides clear guidelines for avoiding and disclosing actual or potential conflict of interest with the Company. The Company receives an annual declaration from its Board of Directors and senior management personnel regarding the entities in which they are interested, and ensures requisite approvals as required under the applicable laws are taken prior to entering transactions with those entities.

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest Not Applicable

8. Number of days of accounts payables in the following format

Particularsa	FY 2024-25	FY 2023-24
Number of days of accounts payables	70	67

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format;

Parameter	Metrics	FY 2024-25	FY 2023-24
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	3.10	2.44
	b. Number of trading houses where purchases are made from	17	13
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	89.76	99
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	70.77	87.65
	b. Number of dealers / distributors to whom sales are made	563	459
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	45	55
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	4.16	3.93
	b. Sales (Sales to related parties / Total Sales)	0.63	0.73
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	55.56	0
	d. Investments (Investments in related parties / Total Investments made)	5.66	7.66

Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the principles during the financial year:

Covered under all quality management processes. The company has obtained the certification of ISO 14001, 9001 and SA 8000.

Total Number of awareness programmes held	Topics/ principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes
12	Environment, Social and Governance	40%

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same-

The Company has established a code of conduct for its board of directors and key managerial personnel (KMP), mandating them to abstain from any business, relationship, or activity that could potentially conflict with the Company's interests. To ensure transparency, the Company collects declarations from its board members and senior management annually or upon any change, disclosing their concerns or interests in other companies, bodies corporate, firms, or associations of individuals, including changes in shareholding. Further, in the meetings of the board, the directors abstain from participating in the matters in which they are concerned or interested.

PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe.

(This principle highlights the importance of sustainable and safe production practices. Companies should strive to minimize the environmental impact of their activities and ensure that their products and services are safe for consumers and the environment.)

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	FY 2024-25	FY 2023-24	Details of improvements in environmental and social impacts
R&D	31.40	32.04	The cost includes overall expenditure including the expenditure made on environment & sustainability related projects and adding social value to its products.
Capex	-	3.28	Includes investments in CO2 and other Air Emission (SOx, NOx and dust) reduction, water conservation and effluent treatment, solid waste utilisation, improvement of safety, employee welfare initiatives and Installation/Commissioning of Solar Panel

Note: FCL aspires to deliver its products with an optimal level of customer satisfaction. Concurrently, the company embeds the industry's best practices in its business operations to minimize its environmental and social impact.

2.
 - a. Does the entity have procedures in place for sustainable sourcing? (Yes/No): Yes
 - b. If yes, what percentage of inputs were sourced sustainably? : More than 90%
3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life,
 - a. Plastics (including packaging)- Nil
 - b. E-waste- Nil
 - c. Hazardous waste- Nil
 - d. Other waste- Solid waste plastic packaging material scrap is disposed-off to the authorized resellers.

The company dispose-off its packaging material solid waste plastic in the manner agreed by the Pollution Control Board.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Yes, the Company is in compliance with the requirements of Extended Producer Responsibility (EPR) under the Plastic Waste Management Rules, 2016 (as amended). We also have Waste Collection Plans as per the EPR Plan and have been submitted to the respective Pollution Control Boards.

Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

NIC Code	Name of Product/ Service	% of total turnover contributed	Boundary for which the Life Cycle Perspective/ Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web link
Not Applicable					

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same;

Name of Product / Service	Description of the risk / concern	Action Taken
Not Applicable		

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	FY 2024-25	FY 2023-24
Drums & Packaging Materials	0.39	1.27

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

Solid waste packaging material scrap is disposed-off to the authorized resellers.

	FY 2024-25			FY 2023-24		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	34 MT	0	145.65 MT	22.57 MT	0	55.58 MT
E-waste	0	0	0	0	0	0
Hazardous waste	0	0	0	0	0	0
Other waste	0	0	0	0	0	0

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category- Nil

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
Not Applicable	

PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains.

(This principle emphasizes the importance of employee well-being. Companies should provide safe and healthy working conditions, fair wages, and opportunities for career development to all employees in their value chains, including suppliers, contractors, and temporary workers.)

Essential Indicators

1. a. Details of measures for the well-being of employees:

	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
Category		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	81	81	100	81	100	0	0	0	0	0	0
Female	31	31	100	31	100	0	0	0	0	0	0
Total	112	112	100	112	100	0	0	0	0	0	0

	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
Category		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Other than Permanent employees											
Male	0	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
Total	0	0	0	0	0	0	0	0	0	0	0

b. Details of measures for the well-being of workers:

	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
Category		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent workers											
Male	90	90	100	90	100	0	0	0	0	0	0
Female	8	8	100	8	100	0	0	0	0	0	0
Total	98	98	100	98	100	0	0	0	0	0	0
Other than Permanent workers											
Male	0	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
Total	0	0	0	0	0	0	0	0	0	0	0

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

	FY 2024-25	FY 2023-24
Cost incurred on well- being measures as a % of total revenue of the company	4.80	4.35

*Cost incurred on wellbeing includes spending on Group accidental accident, natural death, Group Mediclaim, Maternity Benefits etc.

2. Details of retirement benefits, for Current FY and Previous FY.

Benefits	FY 2024-25			FY 2023-24		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	62.75	37.25	Yes	54.21	22.16	Yes
Gratuity	100	100	Yes	100	100	Yes
ESI	0	2.04	Yes	0	9.58	Yes
Others - Group Medical & Accidental Policy	100	100	Yes	100	100	Yes

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard-

All our Plants, Head Office and Sales Offices are accessible to employees and workers with disabilities. We are committed to ensuring that all our premises comply with the requirements of the Rights of Persons with Disabilities Act, 2016.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy- Yes, the company has aligned with these requirement in their Human Rights Policy.

Fineotex is firmly committed to fostering a diverse and inclusive workplace environment. We believe in providing equal employment opportunities to all qualified applicants and employees, regardless of race, caste, religion, color, ancestry, marital status, sex, age, nationality, disability, or veteran status. This commitment extends to all aspects of employment, encompassing recruitment, hiring, promotions, transfers, compensation, benefits, and termination. We strive to ensure that every employee is treated with dignity and respect, and we have established policies that promote a work environment free from discrimination, harassment, and intimidation.

The policy is hosted on the website of the company: <https://fineotex.com/wp-content/uploads/2023/08/Human-Rights-Policy.pdf>

This policy encompasses the requirements of an equal opportunity. As an 'equal opportunity employer', FCL takes a strong, zero-tolerance stance against discrimination.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

	Permanent employees		Permanent workers	
Gender	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	0	0	0	0
Female	0	0	0	0
Total	0	0	0	0

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief. - Feedback mechanism through suggestion boxes.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	At Fineotex, we prioritize a safe and respectful work environment where all employees feel empowered to voice concerns or report issues. To achieve this, we've implemented a comprehensive Grievance Redressal Policy and Whistle Blower Policy.
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	Channels for Reporting: This system offers flexibility to ensure everyone has a comfortable avenue for communication. Employees can: - Discuss concerns directly with relevant personnel. - Report concerns electronically via email. - By dropping grievances in suggestion drop box

Employee's feedback is received on an anonymous basis directly by the certifying authorities and later the feedback is updated by the certifying authority to the top management.

7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:

Category	FY 2024-25			FY 2023-24		
	Total employees /workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent employees	NIL	NIL	NIL	NIL	NIL	NIL
- Male	NIL	NIL	NIL	NIL	NIL	NIL
- Female	NIL	NIL	NIL	NIL	NIL	NIL
Total Permanent Workers	NIL	NIL	NIL	NIL	NIL	NIL
- Male	NIL	NIL	NIL	NIL	NIL	NIL
- Female	NIL	NIL	NIL	NIL	NIL	NIL

8. Details of training given to employees and workers

Category	FY 2024-25					FY 2023-24				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		Number (E)	% (E / D)	Number (F)	% (F / D)
Employees										
Male	81	81	100	81	100	80	80	100	80	100
Female	31	31	100	31	100	27	27	100	27	100
Total	112	112	100	112	100	107	107	100	107	100
Workers										
Male	90	90	100	90	100	85	85	100	85	100
Female	8	8	100	8	100	13	13	100	13	100
Total	98	98	100	98	100	98	98	100	98	100

9. Details of performance and career development reviews of employees and worker:

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
- Male	81	81	100	80	80	100
- Female	31	31	100	27	27	100
Total	112	112	100	107	107	100
Workers						
- Male	90	90	100	85	85	100
- Female	8	8	100	13	13	100
Total	98	98	100	98	98	100

10. Health and safety management system:

- a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system-**

The company places the safety and well-being of its employees at the forefront of its operations. This commitment is reflected in the implementation of a robust Occupational Health and Safety Management System (OHSMS) that is seamlessly integrated into all business processes.

By implementing an OHSAS, we are not only meeting legal and regulatory requirements but also demonstrating our commitment to prioritizing the well-being of our workforce and the communities in which we operate. Health and safety are integral parts of our organizational values and we strive to uphold these principles in everything we do.

It leverages a holistic framework that incorporates best practices from established standards like ISO 45001 (Occupational Health and Safety Management Systems) and ISO 14001 (Environmental Management Systems). Additionally, process safety management and responsible care management systems are woven into the framework being compliance requirements of statutory authorities like DISH & Pollution Control Board.

We are continuously ensuring that all the work areas are designed, maintained and operated in a manner that minimizes risks to health and safety of employees and to implement the same the company has installed the Water Sprinkler, Fire Hydrant, Fire Extinguisher, Fire Sand Bucket, Fire Hosiery, Foam Monitor, Smoke detector and Heat detector etc.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity:

Ensuring the safety and well-being of employees is a top priority in any workplace. To achieve this, a proactive approach to identifying and mitigating potential hazards and risks is essential. Several effective processes can be utilized to safeguard employee well-being. Therefore, the company is having a process of Hazard Identification and Risk Assessment (“HIRA”) training to identify work-related hazards and assess risks on a routine and non-routine basis.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)-

Yes, At Fineotex, we prioritize employee safety with a robust program. We empower workers across all locations to report hazards through various channels. Regular audits and inspections identify potential issues. Standardized processes of HIRA assess the risks for routine and maintenance tasks, with regular training for HIRA.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)-

Yes, Fineotex provides health insurance to all its permanent employees and workers.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2024-25	FY 2023-24
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0	0
Total recordable work-related injuries	Employees	0	0
	Workers	0	0
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

12. Describe the measures taken by the entity to ensure a safe and healthy work place-

The Compliances are in terms of standards of Directorate of Industrial Safety & Health (“DISH”) norms and Safety Audit conducted by certified engineers under DISH panel.

13. Number of Complaints on the following made by employees and workers:

	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil	Nil	-	Nil	Nil	-
Health & Safety	Nil	Nil	-	Nil	Nil	-

14. Assessments for the year:

Particulars	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions- Nil

Leadership Indicators

- Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N)-** Yes, covered in personal accident policy.
- Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners-** Nil

3. Provide the number of employees/workers having suffered high consequence work-related injury /ill-health/fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

Particulars	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2024-25	FY 2023-24	FY 2024-25	FY 2023-24
Employees	Nil	Nil	Nil	Nil
Workers	Nil	Nil	Nil	Nil

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No) - Yes

5. Details on assessment of value chain partners-

Particulars	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	30%
Working Conditions	30%

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners - NIL

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

(This principle highlights the importance of stakeholder engagement. Companies should consider the interests and perspectives of all stakeholders, including shareholders, employees, customers, suppliers, and the communities in which they operate. They should also be responsive to stakeholder concerns and feedback.)

1. Describe the processes for identifying key stakeholder groups of the entity-

Fineotex Chemical's leadership team under the guidance of the Board of Directors has identified key external and internal stakeholders based on their material influence on the Company and the degree to which the Company's corporate decisions can have a direct material impact on them.

The key stakeholder for the organization includes employees, Investors, shareholders, Government, customers, bank and financial institution, and the community. The company acknowledges all stakeholders for their support in helping the company to deliver its strategies and achieve its targets. The company values the input and feedback provided by stakeholders and seeks to maintain strong relationships with them.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group-

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of Communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half-yearly/ Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Service Provider & Supplier	No	Communication and partnership meets, trade association meets/ seminars, Email, Telephone	Others – Continuous	Quality, timely delivery and payments, ISO and OHSAS standards, collaboration and digitalisation opportunities. For serving existing business better and to get feedback.
Customers	No	Phone calls, Events, Customer meets, Email, Letters, Representation and Survey, Complaints, Helpdesk	Others – Continuous	Product quality and availability, responsiveness to needs, aftersales service, responsible guidelines / manufacturing, climate change. Make aware the customers about the new developments in techniques and products. Receive feedback from customers

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of Communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half-yearly/ Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Investors/ Shareholders	No	Annual General Meetings, other shareholder meetings, e-mail communications, Stock Exchange (SE) intimations, investor / analysts meet / conference calls, Annual Reports, quarterly results, Press releases, Newspaper Advertisement	Monthly/ Quarterly/ Annually/ As and when required	Dividends, communication with respect to IEPF and Annual General Meeting, profitability and financial stability, robust ESG practices, growth prospects, Sound corporate governance mechanism
Employees and Workers	No	Senior leaders' communication, goal setting, e-mail, intranet, poster campaigns, circulars, newsletters	Others – Continuous	To keep employees abreast of routine work and addressing their grievances and to access their work, personal and professional growth
Financial Institution / Industry	No	Networking through meeting, email, telephone	As and when required	To meet the financial needs and networking so as to be abreast of new opportunities in sector.
Community	No	Meets community / local authority, visits and projects, partnership with local charities, partnership with NGOs, volunteerism, Training and workshops, Email & call	As and when required	Support CSR project, waste management, climate change impacts, community development.

Leadership Indicators

- 1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board-**

The Company believes in maintaining an ongoing dialogue with its key stakeholders demonstrating its commitment to transparency and accountability. The Company's Management regularly interacts with the above stakeholders through various platforms for understanding and addressing their perspectives, concerns, and expectations.

The ESG processes and procedures focus on non-financial performance indicators that address a company's approach towards responsible investment, sustainability, its impact on society and the environment, as well as other ethical and corporate governance considerations. The management representatives engage in consultations with relevant stakeholders through conferences and meeting and subsequently present the feedback or representations from these stakeholders to the Board's committees itself.

The company has adopted the ESG Policy which is available on the website of the company at <https://fineotex.com/wp-content/uploads/2023/08/ESG-Policy.pdf>

- 2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

Yes, stakeholder consultations play a key role in supporting the identification and management of environmental and social issues. Inputs have been gathered from the following sources:

- Proceedings from conferences, and workshops attended
- Participation in within trade associations on sustainability-related topics
- Investor meetings, conference calls and interactions
- Communications through digital and print media
- Corporate social responsibility (CSR) initiatives and engagements

These inputs help the company in sustainability and to ensure alignment with stakeholder expectations.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.

Fineotex remains committed to its role as a responsible corporate citizen by actively engaging with marginalised and vulnerable sections of society. Key engagement channels include communities supported through our CSR initiatives as well as our dealer network. However, as of now Fineotex is not engaged with any vulnerable/marginalized stakeholder groups.

PRINCIPLE 5 : Businesses should respect and promote human rights

(This principle focuses on the importance of human rights. Companies should respect and promote human rights, including the rights to freedom of expression, association, and privacy. They should also prevent and address human rights violations in their operations and value chains.)

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
Employees						
Permanent	112	112	100	107	107	100
Other than permanent	0	0	100	0	0	
Total Employees	112	112	100	107	107	100
Workers						
Permanent	98	98	100	98	98	100
Other than permanent	74	74	100	69	69	100
Total Employees	172	172	100	167	167	100

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2024-25					FY 2023-24				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F))	% (F / D)
Employees										
Permanent	112	0	0	112	100	107	0	0	107	100
Male	81	0	0	81	100	80	0	0	80	100
Female	31	0	0	31	100	27	0	0	27	100
Other than Permanent	0	0	0	0	0	0	0	0	0	0
Male	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0
Workers										
Permanent	98	0	0	98	100	98	0	0	98	100
Male	90	0	0	90	100	84	0	0	84	100
Female	8	0	0	8	100	13	0	0	13	100
Other than Permanent	0	0	0	0	0	0	0	0	0	0
Male	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0

3. Details of remuneration/salary/wages, in the following format:

a. Median of Remuneration / Wages

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)*	2	119.40	1	94.14
Key Managerial Personnel**	1	11.85	0	0
Employees other than BoD and KMP	78	8.67	30	5.74
Workers***	90	4.16	8	4.01

*Remuneration paid to only Executive Directors are considered, as only Sitting Fees paid to the Non-executive Independent Directors.

**KMP does not include Chairman & Managing Director and Executive Director as they are already covered in BoD.

***The reported workers are contractual workers. We firmly believe in compensating our workers adequately for the valuable skills and services they bring to our company. All contractual workers are paid above the minimum wage at all times.

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

Particulars	FY 2024-25	FY 2023-24
Gross wages paid to females as % of total wages	22.54	15.18

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business?

Yes, at Fineotex HR Team is the focal point responsible for addressing human rights impacts or issues caused or contributed to by the business.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues –

At Fineotex, we're committed to creating a safe and inclusive business environment and workplace for everyone, irrespective of their ethnicity, location, sexual orientation, race, caste, gender, religion, disability, work designation, or any other factors. The company is dedicated to fostering a safe and respectful work environment for all employees. The company has established the Internal Complaints Committee (ICC) specifically to address claims of sexual harassment and other gender-based grievances. This dedicated committee operates with sensitivity, confidentiality, and efficiency to ensure prompt and fair resolution for all complaints. We strive to ensure that all employees feel empowered to voice concerns and valued as members of our workplace community.0020

Further, the company has adopted the Human Rights Policy which is available on the website of the company at <https://fineotex.com/wp-content/uploads/2023/08/Human-Rights-Policy.pdf>

6. Number of Complaints on the following made by employees and workers:

	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	Nil	Nil	-	Nil	Nil	-
Discrimination at	Nil	Nil	-	Nil	Nil	-
Workplace	Nil	Nil	-	Nil	Nil	-
Child Labour	Nil	Nil	-	Nil	Nil	-
Forced Labour / Involuntary Labour	Nil	Nil	-	Nil	Nil	-
Wages	Nil	Nil	-	Nil	Nil	-
Other human rights related issues	Nil	Nil	-	Nil	Nil	-

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2024-25	FY 2023-24
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	Nil	Nil
Complaints on POSH as a % of female employees / workers	Nil	Nil
Complaints on POSH upheld	Nil	Nil

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases

At Fineotex, we are committed to fostering a workplace free from discrimination and harassment. To ensure a safe space for reporting concerns, we have implemented several mechanisms to protect complainants from retaliation and all the genuine complaints, in good faith, can be made without fear of reprisals, punishment, intimidation, coercive action, dismissal, or victimization.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/ No/ NA) – Yes

10. Assessments for the year:

Particulars	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others – please specify	100%

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above-

Fineotex is diligent in implementing its human rights policies and sensitizing its workforce on the importance of human rights in the workplace. Hence, no corrective actions have been necessitated.

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.

There have been no reported human rights grievances/ complaints at Fineotex. Hence, there was no instances of business process being modified.

2. Details of the scope and coverage of any Human rights due-diligence conducted.

The Company covers as per SA 8000 and under ESG processes all its stakeholders associated with the organization directly/indirectly i.e. employees, vendors, customers, investors and every citizen.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016.?-

All our working locations are accessible for Person with disabilities.

4. Details on assessment of value chain partners-

Particulars	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	0
Discrimination at workplace	0
Child Labour	0
Forced Labour/Involuntary Labour	0
Wages	0
Others – please specify	0

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

No significant risk or concerns were identified.

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment.

(This principle emphasizes the importance of environmental stewardship. Companies should minimize their impact on the environment, conserve natural resources, and promote environmental sustainability. They should also take steps to restore and rehabilitate degraded ecosystems.)

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	Unit	FY 2024-25	FY 2023-24
From Renewable Sources	GJ		
Total electricity consumption (A)	GJ	334.28	182.05
Total fuel consumption (B)	GJ	-	-
Energy consumption through other sources (C)	GJ	-	-
Total energy consumed from renewable sources (A+B+C)	GJ	334.28	182.05
From Non-Renewable Sources	GJ		
Total electricity consumption (D)	GJ	1,459.24	1,614.64
Total fuel consumption (E)	GJ	-	-
Energy consumption through other sources (F)	GJ	-	-
Total energy consumed from non-renewable sources (D+E+F)	GJ	1,459.24	1,614.64
Total energy consumed (A+B+C+D+E+F)	GJ	1,793.52	1,796.68
Energy intensity per rupee of turnover (Total energy consumption/ Revenue from operations)	GJ/Crore ₹	4.08	4.29
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / revenue from operations adjusted for PPP)	GJ/Crore USD	84.363	87.705
Energy intensity in terms of physical output	GJ/MT	0.0393	0.0333
Energy intensity (optional) – the relevant metric may be selected by the entity		NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency – No

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any- No

3. Provide details of the following disclosures related to water, in the following format:

Parameter	Unit	FY 2024-25	FY 2023-24
Water withdrawal by source	KL		
(i) Surface water	KL	-	-
(ii) Groundwater	KL	-	-
(iii) Third party water	KL	-	-
(iv) Seawater / desalinated water	KL	-	-
(v) Others	KL	42502	56159
Total volume of water withdrawal (i + ii + iii + iv + v)	KL	42502	56159
Total volume of water consumption	KL	42502	56159
Water intensity per rupee of turnover (Total water consumption / revenue from operations)	KL/ Crore ₹	96.77	134.05
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) – (Total water consumption / revenue from operations adjusted for PPP)	KL/Crore USD	1999.20	2741.40
Water intensity in terms of physical output	KL/MT	0.9305	1.0421
Water intensity (optional) – the relevant metric may be selected by the entity		NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

If yes, name of the external agency. – No

4. Provide the following details related to water discharged:

Parameter	FY 2024-25	FY 2023-24
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
- No treatment	0	0
- With treatment – please specify level of treatment	0	0
(ii) To Groundwater		
- No treatment	0	0
- With treatment – please specify level of treatment	0	0
(iii) To Seawater		
- No treatment	0	0
- With treatment – please specify level of treatment	0	0
(iv) Sent to third-parties		
- No treatment	0	0
- With treatment – please specify level of treatment	0	0
(v) Others		
- No treatment	0	0
- With treatment – please specify level of treatment	0	0
Total water discharged (in kilolitres)	0	0

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

If yes, name of the external agency. – No

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation-

Yes, the treated water is subsequently utilized for gardening within the facility premises.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2024-25	FY 2023-24
Nox	µg/m3	25.24	24.54
Sox	µg/m3	22.88	22.10
Particulate matter (PM)	µg/m3	26.17	21.97
Persistent organic pollutants (POP)	µg/m3	Nil	Nil
Volatile organic compounds (VOC)	µg/m3	Nil	Nil
Hazardous Air Pollutants (HAP)			
- Amonia	µg/m3	14.07	10.91
- Carbon	µg/m3	0.55	0.9
Others – please specify	µg/m3	Nil	Nil

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. – Yes, third party assessment conducted by Green Envirosafe Engineer and Consultant Pvt. Ltd.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2024-25	FY 2023-24
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO₂ equivalent	Nil	Nil
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO₂ equivalent	Nil	Nil
Total Scope 1 and Scope 2 emissions per rupee of turnover (Total scope 1 and scope 2 GHG emission / revenue from operations)		Nil	Nil
Total Scope 1 and Scope 2 emission intensity per rupees of turnover adjusted for Purchasing Power Parity (PPP) – (Total scope 1 and scope 2 GHG emission / revenue from operations adjusted for PPP)		Nil	Nil
Total Scope 1 and Scope 2 emission intensity in terms of physical output		Nil	Nil
Total Scope 1 and Scope 2 emission intensity (optional) - the relevant metric may be selected by the entity		Nil	Nil

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? – No.

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details-

To minimize the GHG emissions footprint, Fineotex has implemented a 100 KW Solar Panel at the rooftop of its Ambernath plant, which has been generating solar energy since September 2023.

9. Provide details related to waste management by the entity, in the following format:

Parameter	Unit	FY 2024-25	FY 2023-24
Total Waste generated	MT		
Plastic waste (A)	MT	34	22.57
E-waste (B)	MT	-	-
Bio-medical waste (C)	MT	-	-
Construction and demolition waste (D)	MT	-	-
Battery waste (E)	MT	-	-
Radioactive waste (F)	MT	-	-
Other Hazardous waste. Please specify, if any. (G)	MT	-	-
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	MT	145.65	-
Total (A+B + C + D + E + F + G + H)	MT	179.65	22.57
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	MT/ Crore `	0.41	0.05
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	MT/Crore USD	8.450	1.102
Waste intensity in terms of physical output (per MT of goods sold)		0.0039	0.0004
Water Intensity (optional) – the relevant metric may be selected by the entity		NA	NA

Parameter	Unit	FY 2024-25	FY 2023-24
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations	MT		
Category of waste			
(i) Recycled	MT	-	-
(ii) Re-used	MT	34	22.57
(iii) Other recovery operations	MT	-	-
Total	MT	34	22.57
For each category of waste generated, total waste disposed by nature of disposal	MT		
Category of waste			
(i) Incineration	MT	-	-
(ii) Landfilling	MT	-	-
(iii) Other disposal operations	MT	145.65	22.57
Total	MT	145.65	22.57

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?- No

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes-

Our facilities are ISO 140001 certified. We integrate circular economy principles into its core operations by minimizing waste generation, maximizing reuse through co-processing, and phasing out. The non-hazardous waste is disposed of through recyclers authorized by the Central Pollution Control Board (CPCB). Similarly, hazardous waste is handed over to CPCB-authorized vendors in a timely manner in accordance with the Hazardous Waste Management Rules 2016.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

Sr. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
We do not have office/operations in ecological sensitive areas.			

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not applicable					

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format: Yes

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
Compliance in terms of consent to operate given by the Pollution Control Board				

Leadership Indicators

1. Water Withdrawal, consumption and discharge in area of water stress (in kiloliters):

For each facility / Plant located in areas of water stress, provide the following information:

- (i) Name of the area
- (ii) Nature of operations

(iii) Water withdrawal, consumption and discharge in the following format

Parameter	FY 2024-25	FY 2023-24
Water Withdrawal by source (in kiloliters)		
i) Surface Water	0	0
ii) Ground Water	0	0
iii) Third Party Water	0	0
iv) Seawater / desalinated water	0	0
v) Others	0	0
Total volume of water withdrawal (in kilolitres)	0	0
Total volume of water consumption (in kilolitres)	0	0
Water intensity per rupee of turnover (Water consumed / turnover)	0	0
Water intensity (optional) – the relevant metric may be selected by the entity	0	0
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
- No treatment	0	0
- With treatment – please specify level of treatment	0	0
(ii) To Groundwater		
- No treatment	0	0
- With treatment – please specify level of treatment	0	0
(iii) To Seawater		
- No treatment	0	0
- With treatment – please specify level of treatment	0	0
(iv) Sent to third-parties		
- No treatment	0	0
- With treatment – please specify level of treatment	0	0
(v) Others		
- No treatment	0	0
- With treatment – please specify level of treatment	0	0
Total water discharged (in kilolitres)	0	0

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? - No

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2024-25	FY 2023-24
Total Scope 3 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO₂ equivalent	Nil	Nil
Total Scope 3 emissions per rupee of turnover			
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities- Not Applicable

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Sr. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Solar Rooftop	To minimize its GHG emissions footprint, Fineotex has implemented a 100 KW solar panel at the rooftop of its Ambernath plant, which has been generating solar energy since September 2023.	Reduction in emission

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link- Disaster Management Plan available in terms of Emergency Preparation at site.

The same has been outlined in our Risk Management Policy i.e. <https://fineotex.com/wp-content/uploads/2023/04/Policy-for-Risk-Management.pdf>

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard- Development of sustainable products
7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts- 30%
8. How many Green Credits have been generated or procured:
- By the listed entity: Nil
 - By the top ten (in terms of value of purchases and sales, respectively) value chain partners: Nil%

PRINCIPLE 7 : Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

(This principle highlights the importance of responsible advocacy. Companies should engage in policy advocacy in a responsible and transparent manner, and avoid engaging in activities that could undermine the public interest or the democratic process.)

Essential Indicators

- umber of affiliations with trade and industry chambers/ associations: 9
 - List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	TTC MIDC Industries Association	State
2	Chemexcil	National
3	The Synthetic & Art Silk Mills Research Association	State
4	Thane Belapur Industrial Association	State
5	Indian Speciality Chemical Manufacturing Association	State
6	Federation of Industries of India-TMA	State
7	Additional Ambernath Manufacturing Association	State
8	Bharat Chamber of Commerce	State
9	The Chemical and Alkali Merchants' Association	State

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities- Nil

Name of Authority	Brief of the Case	Corrective action taken
There were no incidents of anti-competitive behaviour involving the Company during the reporting period		

Leadership Indicators

1. Details of public policy positions advocated by the entity:

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link, if available
The company has not participated in public policy advocacy as of yet.					

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development.

(This principle emphasizes the importance of promoting inclusive and equitable economic development. Companies should create economic opportunities for all, including disadvantaged and marginalized groups. They should also contribute to the development of local communities and support social and economic empowerment.)

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and Brief details of project	SIA Notification No.	Date of Notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Not Applicable						

3. Describe the mechanisms to receive and redress grievances of the community:

The company registered itself with the with the SCORES portal of the Securities and Exchange Board of India, where the Stakeholders can lodge their complaint. The company has dedicated investor grievances mail id where the stakeholders can raise their concern i.e. investor.relations@fineotex.com

Further, drop boxes are placed at Fineotex's plants for community members to report any grievances arising from the company's operations. These grievances are then forwarded to the relevant departments for resolution. Members of the community can also report issues through the email provided above.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Particulars	FY 2024-25	FY 2023-24
Directly sourced from MSMEs/ small producers	12.93	14.36
Directly from within India	60.74	47.64

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost:

Location	FY 2024-25	FY 2023-24
Rural	24.73	25.85
Semi-urban	57.90	54.61
Urban	0	0
Metropolitan	17.37	19.54

(Places are categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
Not applicable	

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No.	State	Aspirational District	Amount spent (In INR)
Nil			

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? - No
(b) From which marginalized /vulnerable groups do you procure- NA
(c) What percentage of total procurement (by value) does it constitute? - NA
4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

S. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
Not Applicable				

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved-

Name of authority	Brief of the Case	Corrective action
Not Applicable		

6. Details of beneficiaries of CSR Projects:

Sr. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1.	Women Empowerment, Medical & healthcare, Ration Distribution	This project has been executed with the help of the implementing agency which have an impact on public at large consisting of socially backward group, orphans, differently abled etc.	-
2.	Eradicating hunger, poverty and malnutrition		
3.	Promoting education, including special education and livelihood enhancement projects.		

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

(This principle highlights the importance of responsible consumer engagement. Companies should provide safe, high-quality products and services, and ensure that they are marketed and sold ethically and responsibly. They should also be transparent about their products and services, and provide consumers with the information they need to make informed choices.)

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback - Consumers complaints are attended by technical person. Within 2 days of receipt of complaints the materials is decided to be taken back if not as per standard.

2. **Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:** The company is manufacturers of Industrial goods & all the packages cover GHS Symbol.

Particulars	As a percentage to total turnover
Environmental and social parameters relevant to the product	100
Safe and responsible usage	100
Recycling and/or safe disposal	100

3. **Number of consumer complaints in respect of the following:**

	FY 2024-25		Remarks	FY 2023-24		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	Nil	Nil	-	Nil	Nil	-
Advertising	Nil	Nil	-	Nil	Nil	-
Cyber-security	Nil	Nil	-	Nil	Nil	-
Delivery of essential services	Nil	Nil	-	Nil	Nil	-
Restrictive Trade Practices	Nil	Nil	-	Nil	Nil	-
Unfair Trade Practices	Nil	Nil	-	Nil	Nil	-
Other	Nil	Nil	-	Nil	Nil	-

4. **Details of instances of product recalls on account of safety issues:**

	Number	Reasons for recall
Voluntary recalls	Nil	-
Forced recalls	Nil	-

5. **Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy –**

Yes, we have installed firewall for cyber security and quick heal for data security. The company has Information Security Policy. The policy is hosted on the website of the company: <https://fineotex.com/wp-content/uploads/2023/08/Information-Security-Policy.pdf>

6. **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services:**

There have been no complaints or issues related to advertising and delivery of essential services, as well as cyber security and data privacy of customers at Fineotex. The use of all organization data and applications is limited to company employees. Additionally, access from outside can only be made through a Virtual Private Network (VPN). Additionally, no products were recalled in the current reporting year, and no fines or penalties were imposed, nor any regulatory actions taken regarding the safety of products or services.

7. **Provide the following information relating to data breaches:**

a. Number of instances of data breaches	Nil
b. Percentage of data breaches involving personally identifiable information of customers	Nil
c. Impact, if any, of the data breaches	Nil

Leadership Indicators

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available)-

The information on products of the Company can be accessed from the website of the Company at www.fineotex.com

Our Social Media Channel;

Linkedin: <https://www.linkedin.com/company/fineotexchemical/mycompany/>

Instagram: <https://instagram.com/fineotexchemical>

Facebook: <https://www.facebook.com/Fineotexchemical/>

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services-

Product of industrial use and end users are well qualified technical manpower and are also educated during the trial runs.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services- Information related to any risk of disruption/discontinuation of essential services is communicated to consumers through e-mails, if such situation arises or likely to emerge.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No):

Yes, the Company ensures that all the information as required to be displayed on the product labels as per the applicable rules and regulations are properly displayed.

Disclaimer: In case of any discrepancy in data submitted via XBRL, data reported in this BRSR REPORT shall prevail.

Independent Auditor's Report**To****The members of Fineotex Chemical Limited****Report on the Audit of the Standalone Financial Statements****Opinion**

We have audited the accompanying standalone financial statements of FINEOTEX CHEMICAL LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at March 31, 2025, and its Profit (financial performance including other comprehensive income), the changes in equity and its Cash Flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to be communicated in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other

information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements, the standalone financial statements and our auditors report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material

if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and

are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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 standalone financial statements dealt with by this Report are in agreement with the books of account;
 - (d). In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act;
 - (e). On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 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 with reference to the financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report;
 - (g). With respect to the other matters to be included in the Auditors Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and according to the information and explanations given to us, the remuneration paid / payable by the Company to its directors during the current year is in accordance with the provisions of and not in excess of limits laid down under Section 197 read with Schedule V to the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197 (16) which are required to be commented upon by us;
 - (h). 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 financial

Statements – Refer Note No. 35(1) to the financial statements.

- ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2025.
- iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- c) As per the information and explanation given to us , to the best of our knowledge and belief, and audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
- v. As stated in Note No 19(b) and 48 to the standalone financial statements
 - a) The Company has paid dividend during the year in accordance with the provisions of Section 123 of the Companies Act, 2013.
 - b) The Board of Directors of the Company has proposed a final dividend for the year, which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with the provisions of Section 123 of the Companies Act, 2013, as applicable.
- vi. Based on our examination, which Included test checks, the Company has used an accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that audit trail was not enabled at the database level to log any direct changes..

FOR ASL & CO.
Chartered Accountants
 (Regn. No 101921 W)

(Shikha Jain)
Partner

Place: Mumbai
Date: May 20, 2025

Membership No. : 136484
UDIN: 25136484BMJMWB2957

ANNEXURE “A” REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF THE INDEPENDENT AUDITORS’ REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF FINEOTEX CHEMICAL LIMITED FOR THE YEAR ENDED 31ST MARCH 2025.

On the basis of such checks as considered appropriate and in terms of the information and explanations given to us, we state as under. Matters specified in clauses (i)(a)(B),(d),(e), (v),(viii),(ix),x(a),(xi) (b)(c),(xii),(xv),(xvi),(xvii),(xviii),(xx)(a),(xxi) of paragraph 3 of the Companies (Auditor’s Report) Order, 2020 do not apply to the Company. Accordingly no comments have been made on the matters not applicable to the company.

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment;
- (b) As per the information and explanations given to us, property, plant and equipment have been physically verified by the management at the reasonable intervals having regards to the size of the company and nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification;
- (c) In our opinion and according to the information and explanations given to us, the title deeds of all immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statement are held in the name of the company;
- (ii) (a) As per the information and explanations given to us, the inventory except goods in transit has been physically verified by the management during the year at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed on verification between the physical stock and the book records;
- (b) As per information and explanations given to us, and to the best of our knowledge and belief, during the year under review, the company has been sanctioned working capital limit in excess of ` 500 Lakhs from bank on the basis of security of the current assets. The quarterly returns/ statements filed by the Company with such banks are in agreement with the books of account of the Company of the respective quarters and no material discrepancies have been observed.
- (iii) According to information and explanations given to us, and to the best of our knowledge and belief, and based on examination of the books and records of the company, the Company has provided loans and given guarantees to banks in respect of borrowings availed by its subsidiaries. However, the Company has not provided any security during the year or as at the balance sheet

date in respect of such loans or guarantees.

- (a) A) According to information and explanations given to us, during the year under review the Company has granted loans to its subsidiaries and given guarantees to banks in respect of borrowings availed by its subsidiaries.

(₹ In Lakhs)

Particulars	Loans given	Guarantee given
Aggregate amount granted/ provided during the year		
Subsidiaries	1,173.53	1,000.00
Balance outstanding as at balance sheet date		
Subsidiaries	976.03	1,000.00

- B) According to information and explanations given to us, during the year under review the Company has provided loans or provided advances in the nature of loans, to parties other than Subsidiaries, joint venture, and associates as follows:

(₹ In Lakhs)

Particulars	Loans
Aggregate amount granted/ provided during the year	
Other	890.00
Balance outstanding as at balance sheet date	
Other	780.74

- (b) According to the information and explanations given to us and based on examination of the books and records , the terms and conditions of the grant of all loans and advances in the nature of loans are, prima facie not prejudicial to the company’s interest.
- (c) According to the information and explanations given to us and based on examination of the books and records, there is no stipulation of schedule of repayment of principal and payment of interest for the loans and advances in the nature of loans given by the Company. As such we are unable to make specific comment on regularity of repayment of principal and payment of interest
- (d) According to the information and explanations given to us and based on examination of the books and records, since the loans and advances in the nature of loans are given by the company without any stipulation of schedule of repayment of principal and payment of interest, we are unable to make any specific comment on the overdue outstanding as at year end:
- (e) According to the information and explanations given to us and based on examination of the books and records, there were no loans or advances in the nature of loans granted to companies, firms, Limited Liability Partnerships, or any other parties which had fallen due during the year that were renewed, extended, or replaced by fresh loans granted to settle the over dues of existing loans given to the same parties.

- (f) As per information and explanations given to us, and based on examination of the books and records, the company has granted loan and advances in the nature of loan that are repayable on demand or without specifying terms or period of repayment and in respect of such loans granted to related party as defined in Clause (76) of section 2 of the Companies Act, 2013, the details are given here under, however no such loans or advances were granted to Promoters:

(₹ In Lakhs)

Particulars	All Parties	Related Party
Aggregate amount of loans/ advances in nature of loans		
- Repayable on Demand and without specifying terms or period of repayment	1,764.43	874.43
Percentage of loans/ advances in nature of loans to the total loans	85.51%	42.38%

- (iv) According to the information and explanations given to us, the Company has not granted loans or provided guarantees or securities to the parties covered under Section 185 of the Companies Act, 2013. The Company has complied with the provisions of Section 186 of the Act in respect of loans granted to other parties.
- (v) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 as amended, prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete;
- (vi) (a) As per the records of the Company and according to the information and explanations given to us, the Company is regular in depositing with appropriate authorities undisputed statutory dues Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, to the extent applicable to it;
- (b) According to the information and explanations given to us and the records of the Company examined by us, except as given as hereunder, there are no dues referred to in sub clause (a) of clause (iv) which have not been deposited on account of any dispute

Nature of dues	Period (FY)	(₹ In Lakhs) Net of amount paid	Forum where the dispute is pending
GST	2017-18, 2018-19, 2019-20	34.40	Assistant Commissioner – Appeal filed
Income Tax	2019-20	5.62	CIT (Appeals)

(Also Refer Note no 35(1) of Audited Financial Statement).

- (vii) (a) During the year the Company has made Preferential Allotments of shares and warrants. As per information and explanations given to us and on the basis of the records produced before us by the company, for such allotment of shares and warrants, the Company has complied with the requirements of Section 42 and 62 of the Companies Act, 2013.

As per information and explanations given to us and on the basis of the records of the produced before us by the company and as summarized hereunder, prima facie the funds raised have been applied by the Company, for the purposes for which the funds were raised.

(₹ In Lakhs)

Preferential Allotment of Equity shares and warrants	Total Amount Subscribed	Total Amount Raised *	Amount utilized for the purpose	Unutilized Balance as at balance sheet date	Remarks
Allotment 1	12,444.24	5,628.21	5,545.10	83.11	Unutilized balance of the proceeds has been invested in mutual funds.
Allotment 2	21,811.00	13,631.87	73.60	13,558.27	
Total	34,255.24	19,260.08	5,618.70	13,641.38	

* The amount actually received during the year under review.

- (b) During the year the Company has not made any preferential allotment or private placement of (fully or partly or optionally) convertible debentures.
- (viii) As per information and explanations given by the management, no fraud by the company or on the Company has been noticed or reported during the year under review;
- (ix) According to the records of the Company and as per the information and explanations given to us, the transactions of the Company with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013, where applicable, and the details of related party transactions have been disclosed in the Standalone Financial Statements as required by the applicable Ind AS;
- (x) (a) According to the information and explanations given to us, the company has an internal audit system commensurate with the size and nature of its business;
- (b) We have considered the internal audit reports of the company for the period under audit and issued till date ;
- (xi) On the basis financial ratios, ageing and expected date of realizations of financial assets and payment of financial liabilities, other information accompanying financial statements, our knowledge of board of directors and management plans, and based on our examination of the evidence supporting the assumptions, nothing has come to our notice that causes us to

believe that any material uncertainty exists as on the date of the audit report indicating that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. However, we state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xii) According to the information and explanations given to us and based on our examination of the records of the Company, the amount of ₹104.58 lakhs remaining unspent under sub-section (5) of Section 135 of the Companies Act, 2013, pursuant to ongoing projects, has been transferred to the special account titled ‘Unspent CSR Account for “FY 2024–25, in compliance with the provisions of sub-section (6) of Section 135 of the said Act.”

Financial Year	Amount Unspent on Ongoing CSR Projects (₹ in lakhs)	Due Date for Transfer (within 30 days from year-end)	Actual Date of Transfer
2024-25	104.58	30-April-2025	28-April-2025

FOR ASL & CO.
Chartered Accountants
(Regn. No 101921 W)

(Shikha Jain)
Partner

Place: Mumbai
Date: May 20, 2025

Membership No. : 136484
UDIN: 25136484BMJMWB2957

ANNEXURE “B” REFERRED TO IN PARAGRAPH 2 (F) UNDER THE HEADING “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF THE INDEPENDENT AUDITORS’ REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF FINEOTEX CHEMICAL LIMITED FOR THE YEAR ENDED 31ST MARCH 2025.

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 with reference to the financial statements of Fineotex Chemical Limited (“the Company”) as of March 31, 2025 in conjunction with our audit of the standalone Ind AS 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 with reference to the financial statements 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 (the “Guidance Note”) 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 with reference to the financial statements based on our audit.

We conducted our audit in accordance with 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 ICAI. 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 with reference to the financial statements 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 with reference to the financial statements and their operating effectiveness.

Our audit of internal financial controls with reference to the financial statements included obtaining an understanding of internal financial controls with reference to the financial statements, 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 judgement, 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 with reference to the financial statements.

Meaning of Internal financial controls with reference to the financial statements

A company’s internal financial control with reference to the financial statements 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 with reference to the financial statements 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 authorizations 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 with reference to the financial statements

Because of the inherent limitations of internal financial controls with reference to the 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 with reference to the financial statements to future periods are subject to the risk that the internal financial control with reference to the financial statements 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 Company has, in all material respects, an adequate internal financial controls system with reference to the financial statements and such internal financial controls with reference to the financial statements were operating effectively as at March 31, 2025, 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 issued by the ICAI.

FOR ASL & CO.
Chartered Accountants
(Regn. No 101921 W)

(Shikha Jain)
Partner

Place: Mumbai
Date: May 20, 2025

Membership No. : 136484
UDIN: 25136484BMJMWB2957

STANDALONE BALANCE SHEET AS AT MARCH 31, 2025

CIN - L24100MH2004PLC144295

(Rs. In Lakhs)

Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non - Current Assets			
Property, Plant & Equipment	3	12,285.06	8,568.58
Capital Work in Progress	3	668.85	-
Investment Property	3	-	393.57
Financial Assets			
Investments	4	34,671.18	10,976.28
Loans	5	319.09	-
Other Financial Assets	6	222.40	244.47
Non Current - Tax Assets (Net)	7	407.61	652.96
Other Non Current Assets	9	540.57	414.35
Total Non - Current Assets		49,114.76	21,250.21
Current Assets			
Inventories	10	5,326.83	3,739.57
Financial Assets			
Investments	11	-	3,876.30
Trade Receivables	12	9,653.14	10,870.50
Cash & Cash Equivalents	13	1,635.97	843.50
Bank Balance other than above	14	1,000.03	1,296.31
Loans	15	1,437.68	-
Other Financial Assets	16	23.01	26.23
Other Current Assets	17	571.74	500.91
		19,648.40	21,153.32
Asset Classified as Held for Sale	18	720.69	720.69
Total Current Assets		20,369.09	21,874.01
TOTAL ASSETS		69,483.85	43,124.22
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	19	2,291.50	2,215.30
Other Equity	20	60,642.26	33,598.52
TOTAL EQUITY		62,933.76	35,813.82
LIABILITIES			
Non - Current Liabilities			
Financial Liabilities			
Other Financial Liabilities	21	200.83	96.92
Provisions	22	8.72	34.80
Deferred Tax Liability (Net)	8	564.73	324.58
Total Non - Current Liabilities		774.28	456.30
Current Liabilities			
Financial Liabilities			
Borrowings	23	4.61	519.02
Trade Payables	24		
Dues to Micro and Small Enterprises		683.80	845.35
Dues to Others		4,732.72	5,070.51
Other Financial Liabilities	25	24.89	19.67
Other Current Liabilities	26	296.66	359.17
Provisions	27	33.13	40.38
Total Current Liabilities		5,775.81	6,854.10
TOTAL LIABILITIES		6,550.09	7,310.40
TOTAL EQUITY AND LIABILITIES		69,483.85	43,124.22
CORPORATE INFORMATION	1		
SIGNIFICANT ACCOUNTING POLICIES	2		
NOTES ON ACCOUNTS	3 to 49		

As per our report of even date attached

For and on behalf of the Board of Directors

For ASL & CO

Chartered Accountants

Firm Reg. No. 101921W

Shikha Jain

Partner

Membership No. 136484

Mumbai, 20th May 2025

Surendra Tibrewala

Chairman & Managing Director

DIN: 00218394

Sunny Parmar

Company Secretary

M No. A67264

Mumbai, 20th May 2025

Sanjay Tibrewala

Executive Director & CFO

DIN: 00218525

FINEOTEX CHEMICAL LIMITED

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

CIN - L24100MH2004PLC144295

(Rs. In Lakhs)

Particulars	Note. No.	Year ended March 31, 2025	Year ended March 31, 2024
Income			
Revenue from Operations	28	43,922.21	41,892.82
Other Income	29	2,748.51	3,242.37
Total Income		46,670.72	45,135.19
Expenses			
Cost of Material Consumed	30	28,408.75	25,318.72
Purchases of Stock in Trade		131.12	-
Changes in Inventories of Finished Goods / Stock in Trade	31	(1,413.98)	(338.45)
Employee Benefit Expenses	32	2,110.08	1,823.17
Finance Cost	33	58.77	81.10
Depreciation and Amortization	3	716.04	452.48
Other Expenses	34	4,118.41	3,743.58
Total Expenses		34,129.19	31,080.60
Profit Before Tax		12,541.53	14,054.59
Tax Expenses			
Current Tax	8	2,539.00	2,820.00
Deferred Tax	8	240.80	141.29
(Excess) / Short Provision of Earlier Years	8	39.06	30.64
Total Tax Expense		2,818.86	2,991.93
Profit After Tax		9,722.67	11,062.66
Other Comprehensive Income			
Items that will not be reclassified to Profit & Loss			
Remeasurement of Defined Benefit Plans		(2.60)	(33.19)
Income Tax related to above		0.66	9.57
Total Other Comprehensive Income for the year		(1.94)	(23.62)
Total Comprehensive Income for the year		9,720.73	11,039.04
Earnings Per Share - Basic & Diluted (₹)	37	8.56	9.99
CORPORATE INFORMATION	1		
SIGNIFICANT ACCOUNTING POLICIES	2		
NOTES ON ACCOUNTS	3 to 49		

As per our report of even date attached

For **ASL & CO**
Chartered Accountants
Firm Reg. No. 101921W

Shikha Jain
Partner
Membership No. 136484

Mumbai, 20th May 2025

For and on behalf of the Board of Directors

Surendra Tibrewala
Chairman & Managing Director
DIN: 00218394

Sunny Parmar
Company Secretary
M No. A67264

Mumbai, 20th May 2025

Sanjay Tibrewala
Executive Director & CFO
DIN: 00218525

STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2025

CIN - L24100MH2004PLC144295

(Rs. In Lakhs)

Particulars		For the year ended March 31, 2025	For the year ended March 31, 2024
A.	<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
	Net Profit / (Loss) Before Tax	12,541.53	14,054.59
	Add / (Less):- Adjustments for Non-Cash / Non-Operating Items:		
	Depreciation & Amortization	716.04	452.48
	Finance Cost	58.77	81.10
	Employee Stock Option Plan	4.92	20.43
	Interest Income	(233.77)	(143.15)
	Dividend Income	(442.36)	(1,881.27)
	(Gain) / Loss on Fair Valuation of Investments	(1,852.63)	(1,018.36)
	Actuarial Valuation of Gratuity	(2.60)	(33.19)
	Unrealized Foreign Exchange Loss / (Gain)	11.08	2.46
	Operating Profit Before Changes in Working Capital	10,800.98	11,535.09
	Adjustment for Changes in Working Capital		
	(Increase) / Decrease in Trade Receivables	1,217.35	(3,558.08)
	(Increase) / Decrease in Inventories	(1,587.26)	(4.98)
	(Increase) / Decrease in Other Current Financial Assets	(1,434.46)	7.85
	(Increase) / Decrease in Other Current Assets	(70.83)	5.33
	(Increase) / Decrease in Other Non - Current Financial Assets	(297.03)	66.69
	(Increase) / Decrease in Other Non - Current Assets	-	18.06
	Increase / (Decrease) in Trade Payables	(499.34)	1,971.61
	Increase / (Decrease) in Other Current Financial Liabilities	5.22	4.13
	Increase / (Decrease) in Other Current Liabilities	(62.51)	65.28
	Increase / (Decrease) in Provisions	(7.25)	7.26
	Increase / (Decrease) in Provisions- Non Current	(26.07)	31.97
	Increase / (Decrease) in Other Non - Financial Liabilities	103.90	(6.78)
		(2,658.28)	(1,391.66)
	Cash Generated from Operations	8,142.70	10,143.43
	Less: Taxes Paid (Net of refund received)	(2,332.68)	(3,282.97)
	NET CASH FLOW FROM OPERATING ACTIVITY (A)	5,810.02	6,860.46
B	<u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
	Purchase of Property, Plant & Equipment & Intangible Assets	(4,707.79)	(1,306.14)
	Investments (purchased) / sold (net) in securities	(21,842.27)	(2,328.44)
	Investment in Capital Advance	(126.22)	-
	Movement in other bank balance	296.28	504.01
	Interest Received	233.77	143.15
	Dividend Received	442.36	1,881.27
	NET CASH FLOW FROM INVESTING ACTIVITY (B)	(25,703.87)	(1,106.15)

FINEOTEX CHEMICAL LIMITED

Particulars		For the year ended March 31, 2025	For the year ended March 31, 2024
C	<u>CASH FLOW FROM FINANCING ACTIVITY</u>		
	Proceeds from Issue of Share under ESOP	30.81	10.87
	Proceeds from Issue of Share under Shares & warrant allotment	18,264.84	-
	Finance Cost	(58.77)	(81.10)
	Corporate Dividend paid	(901.36)	(2,215.17)
	NET CASH FLOW FROM FINANCING ACTIVITY (C)	17,335.52	(2,285.40)
D	<u>NET CASH FLOW FOR THE YEAR (A + B + C)</u>	(2,558.33)	3,468.91
	Add: Opening Balance of Cash & Cash Equivalents	4,200.78	734.33
	Add: Effects of exchange loss/(gain) on cash and cash equivalents	(11.09)	(2.46)
	CLOSING BALANCE OF CASH & CASH EQUIVALENTS	1,631.36	4,200.78

Note :

- The above Cash Flow Statement has been prepared under the “Indirect Method” as set out in the Indian Accounting Standard (Ind AS-7) - Statement of Cash Flow.
- Reconciliation of Cash and Cash Equivalent

(Rs. In Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
CASH AND CASH EQUIVALENT COMPRISES AS UNDER:		
Balance with banks in current accounts	1,625.45	830.10
Cash on Hand	10.52	13.40
CASH AND CASH EQUIVALENT (REFER NOTE 13)	1,635.97	843.50
Add : Investment in liquid mutual funds (Refer Note 11)	-	3,876.30
Working Capital Facility from Bank (Refer Note 23)	(4.61)	(519.02)
CASH AND CASH EQUIVALENT IN CASH FLOW STATEMENT	1,631.36	4,200.78

As per our report of even date attached

For ASL & CO
Chartered Accountants
Firm Reg. No. 101921W

Shikha Jain
Partner
Membership No. 136484

Mumbai, 20th May 2025

For and on behalf of the Board of Directors

Surendra Tibrewala
Chairman & Managing Director
DIN: 00218394

Sunny Parmar
Company Secretary
M No. A67264

Mumbai, 20th May 2025

Sanjay Tibrewala
Executive Director & CFO
DIN: 00218525

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025

CIN - L24100MH2004PLC144295

A. Equity Share Capital

(Rs. In Lakhs)

	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Balance as the beginning of the reporting year	11,07,64,989	2,215.30	11,07,48,420	2,214.97
Add: Changes in Equity Capital during the year	38,10,101	76.20	16,569	0.33
Balance at the end of the reporting year	11,45,75,090	2,291.50	11,07,64,989	2,215.30

B. Other Equity

(Rs. In Lakhs)

	Reserves & Surplus						
	Capital Reserve	Capital Redemption Reserve	Securities Premium	Retained Earnings	Equity Settled Share Based Payment Reserve	Money received against share warrants	Total
Balance as at March 31, 2023 (A)	10.85	30.99	745.31	23,928.53	28.00	-	24,743.68
Additions during the year:							
Profit for the year	-	-	-	11,062.66	-	-	11,062.66
Addition for equity share options granted	-	-	10.54	-	20.43	-	30.97
Items of OCI for the year, net of tax:							
Remeasurement of the defined benefit plans	-	-	-	(23.62)	-	-	(23.62)
Total Comprehensive Income for the year 2023-2024 (B)	-	-	10.54	11,039.04	20.43	-	11,070.01
Transactions with Owners in their capacity as Owners:							
Final Dividend for the year ended 31st March 2024	-	-	-	(885.99)	-	-	(885.99)
Interim Dividend For The FY 2023-24	-	-	-	(1,329.18)	-	-	(1,329.18)
Total (C)	-	-	-	(2,215.17)	-	-	(2,215.17)
Balance as at March 31, 2024 (D)=(A+B+C)	10.85	30.99	755.85	32,752.40	48.43	-	33,598.52
Additions during the year:							
Profit for the year	-	-	-	9,722.67	-	-	9,722.67
Addition for equity share options granted	-	-	30.81	-	4.92	-	35.73
Addition for equity share and Warrant Issues	-	-	18,161.43	-	-	27.21	18,188.64
Deduction during the year:							
Share issue Expenses	-	-	-	-	-	-	-
Items of OCI for the year, net of tax:							
Remeasurement of the defined benefit plans	-	-	-	(1.94)	-	-	(1.94)
Total Comprehensive Income for the year 2024-2025 (E)	-	-	18,192.24	9,720.73	4.92	27.21	27,945.10
Transactions with Owners in their capacity as Owners:							
Final Dividend for the year ended 31st March 2024	-	-	-	(443.06)	-	-	(443.06)
Interim Dividend For The FY 2024-25	-	-	-	(458.30)	-	-	(458.30)
Total (F)	-	-	-	(901.36)	-	-	(901.36)
Balance as at March 31, 2025 (D+E+F)	10.85	30.99	18,948.09	41,571.77	53.35	27.21	60,642.26

CORPORATE INFORMATION

SIGNIFICANT ACCOUNTING POLICIES

NOTES ON ACCOUNTS

As per our report of even date attached

For ASL & CO
Chartered Accountants
Firm Reg. No. 101921W

Shikha Jain
Partner
Membership No. 136484

Mumbai, 20th May 2025

For and on behalf of the Board of Directors

Surendra Tibrewala
Chairman & Managing Director
DIN: 00218394

Sunny Parmar
Company Secretary
M No. A67264

Mumbai, 20th May 2025

Sanjay Tibrewala
Executive Director & CFO
DIN: 00218525

Notes to accounts forming part of financial statement for the year ended March 31, 2025**SIGNIFICANT ACCOUNTING POLICIES****1 CORPORATE INFORMATION**

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**

These financial statements are the separate financial statements of the Company (also called standalone financial statements) prepared in accordance with Indian Accounting Standards ('Ind AS') notified under section 133 of the Companies Act 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015 (as amended).

b) The Standalone financial statements are approved for issue by the Audit Committee and by the Board of Directors on 20th May 2025.

c) 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.

d) 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;
- Assets held for sale - measured at lower of carrying amount or fair value less cost to sell;
- Defined benefit plans - plan assets measured at fair value

2.2 USE OF ESTIMATES AND JUDGEMENTS

In preparation of the financial statements, the Company makes judgements, 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 (including the recognition of expected credit loss provision), provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

2.3 REVENUE RECOGNITION

Revenue from contracts with customers is recognized on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

The Company does not adjust short-term advances received from the customer for the effects of significant financing component if it is expected at the contract inception that the promised good or service will be transferred to the customer.

Notes to accounts forming part of financial statement for the year ended March 31, 2025

a) **Sale of Goods**

Revenue from sale of products is recognized when the control on the goods have been transferred to the customer. The performance obligation in case of sale of product is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract.

b) **Export Incentives**

Export Incentives under various schemes are accounted in the year of export.

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 charged 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) **Investment Property**

i) **Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated impairment losses, if any.**

The Management does not expect any impairment in the value of Investment Property, hence no depreciation have been charged in respect of the same.

Notes to accounts forming part of financial statement for the year ended March 31, 2025

- ii) Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably.
- iii) All other repairs and maintenance costs are expensed when incurred.
- iv) Any gain or loss on disposal of an investment property is recognised in the Statement of Profit and Loss.

d) 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 on pro-rata basis with using Straight Line Method (SLM) over the useful lives of the assets as estimated by the management and is charged to the Statement of Profit and Loss as per the requirement of Schedule II of the Companies Act, 2013.

The estimated useful life of items of property, plant and equipment is mentioned below:

Asset	Years
Factory Building	30 Years
Office Premises	20 Years
Plant & Machinery	15 To 20 Years
Capex on Leasehold Premises	20 Years
Furniture and Fixtures and Electrical Fitting	10 Years
Vehicles	8 Years
Computer	3 and 6 Year
Office Equipment	5 Year

The Company, based on technical assessment made by technical expert and management estimate, depreciates items certain of property plant and equipment (as mentioned below) over estimated useful lives which are different from the useful lives prescribed under Schedule II to the Companies Act, 2013 (Schedule III). The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Office Premises and Capex on Leasehold Premises are depreciated over the estimated useful life of 20 Years which is lower than the life prescribed in Schedule II.

The useful lives, residual values of each part of an item of property, plant and equipment and the depreciation methods are reviewed at the end of each financial year. If any of these expectations differ from previous estimates, such change is accounted for as a change in an accounting estimate.

Notes to accounts forming part of financial statement for the year ended March 31, 2025

2.8 NON-DERIVATIVE FINANCIAL INSTRUMENTS

Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

I. Financial assets

a) Initial recognition and measurement

- i) The Company recognizes a financial asset in its balance sheet when it becomes party to the contractual provisions of the instrument.

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.

Where the fair value of a financial asset at initial recognition is different from its transaction price, the difference between the fair value and the transaction price is recognized as a gain or loss in the Statement of Profit and Loss at initial recognition if the fair value is determined through a quoted market price in an active market for an identical asset (i.e. level 1 input) or through a valuation technique that uses data from observable markets (i.e. level 2 input).

In case the fair value is not determined using a level 1 or level 2 input as mentioned above, the difference between the fair value and transaction price is deferred appropriately and recognized as a gain or loss in the Statement of Profit and Loss only to the extent that such gain or loss arises due to a change in factor that market participants take into account when pricing the financial asset.

- ii) All investments in equity instruments classified under financial assets are initially measured at fair value. 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.

In case of Investments in Equity instruments, at initial recognition, the Company, makes an irrevocable election, to subsequently measure, investments in equity instruments at FVTOCI or FVTPL (Refer Note 4 & 39 for further details).

The Company makes such election on an instrument by instrument basis.

- iii) 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.

b) Subsequent measurement:

For subsequent measurement, the Company classifies a financial asset in accordance with the below criteria:

- i. The Company's business model for managing the financial asset and
- ii. The contractual cash flow characteristics of the financial asset.

Based on the above criteria, the Company classifies its financial assets into the following categories:

- i. Financial assets measured at amortized cost
- ii. Financial assets measured at fair value through other comprehensive income (FVTOCI)
- iii. Financial assets measured at fair value through profit or loss (FVTPL)

i. Financial assets measured at amortized cost:

A financial asset is measured at the amortized cost if both the following conditions are met:

- a) The Company's business model objective for managing the financial asset is to hold financial assets in order to collect contractual cash flows, and
- b) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

This category applies to cash and bank balances, trade receivables, loans and other financial assets of the Company (Refer note 39 for further details). Such financial assets are subsequently measured at amortized cost using the effective interest method.

Notes to accounts forming part of financial statement for the year ended March 31, 2025

Under the effective interest method, the future cash receipts are exactly discounted to the initial recognition value using the effective interest rate. The cumulative amortization using the effective interest method of the difference between the initial recognition amount and the maturity amount is added to the initial recognition value (net of principal repayments, if any) of the financial asset over the relevant period of the financial asset to arrive at the amortized cost at each reporting date. The corresponding effect of the amortization under effective interest method is recognized as interest income over the relevant period of the financial asset. The same is included under other income in the Statement of Profit and Loss.

The amortized cost of a financial asset is also adjusted for loss allowance, if any as per Expected Credit loss Model.

ii. Financial assets measured at FVTOCI:

- a) The Company's business model objective for managing the financial asset is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

This category applies to certain investments in debt instruments. Such financial assets are subsequently measured at fair value at each reporting date. Fair value changes are recognized in the Other Comprehensive Income (OCI). However, the Company recognizes interest income and impairment losses and its reversals in the Statement of Profit and Loss.

On Derecognition of such financial assets, cumulative gain or loss previously recognized in OCI is reclassified from equity to Statement of Profit and Loss.

Further, Investments in Equity instruments, neither held for trading nor are contingent consideration under a business combination, are recognized, at initial recognition, through irrevocably election, to be subsequently measured at FVTOCI (Refer Note 4 & 39 for further details).

Pursuant to such irrevocable election, subsequent changes in the fair value of such equity instruments are recognized in OCI.

However, the Company recognizes dividend income from such instruments in the Statement of Profit and Loss when the right to receive payment is established, it is probable that the economic benefits will flow to the Company and the amount can be measured reliably.

On Derecognition of such financial assets, cumulative gain or loss previously recognized in OCI is not reclassified from the equity to Statement of Profit and Loss. However, the Company may transfer such cumulative gain or loss into retained earnings within equity.

iii. Financial assets measured at FVTPL:

A financial asset is measured at FVTPL unless it is measured at amortized cost or at FVTOCI as explained above.

This is a residual category applied to all other investments of the Company excluding investments in subsidiary and associate companies (Refer note 39 for further details). Such financial assets are subsequently measured at fair value at each reporting date. Fair value changes are recognized in the Statement of Profit and Loss.

c) Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized (i.e. removed from the Company's balance sheet) when any of the following occurs:

- i. The contractual rights to cash flows from the financial asset expires;
- ii. The Company transfers its contractual rights to receive cash flows of the financial asset and has substantially transferred all the risks and rewards of ownership of the financial asset;
- iii. The Company retains the contractual rights to receive cash flows but assumes a contractual obligation to pay the cash flows without material delay to one or more recipients under a 'pass-through' arrangement (thereby substantially transferring all the risks and rewards of ownership of the financial asset);
- iv. The Company neither transfers nor retains substantially all risk and rewards of ownership and does not retain control over the financial asset.

In cases where Company has neither transferred nor retained substantially all of the risks and rewards of the financial asset, but retains control of the financial asset, the Company continues to recognize such financial asset to the extent of its continuing involvement in the financial asset. In that case, the Company also recognizes an associated liability.

Notes to accounts forming part of financial statement for the year ended March 31, 2025

The financial asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

On Derecognition of a financial asset,(except as mentioned in 2.8 (I) (b) ii above for financial assets measured at FVTOCI) the difference between the carrying amount and the consideration received is recognized in the Statement of Profit and Loss.

d) **Reclassification**

Financial assets are reclassified subsequent to their recognition, if the Company changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under Ind AS 109 – Financial Instruments.

e) **Investments in Subsidiaries, Associates and Joint Ventures:**

Investments in Subsidiaries, Associates and Joint Ventures are carried at cost less accumulated impairment losses if any in accordance with option available in Ind AS 27 - Separate Financial Statements.Details of Such Investments are given in Note no 4.

Where an indication of impairment exists, the carrying amount of the investment is assessed and the carrying amount of the investment is assessed and written down immediately to its recoverable amount.

On disposal of investments in subsidiaries, associates and joint venture, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

f) **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 the 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) **Initial recognition and measurement:**

Financial liabilities are measured initially at amortised cost , unless at initial recognition they are measured at fair value through Profit & Loss (“FVTPL”). in case of borrowings , trade and other payables , are initially recognised at fair value and subsequently, these liabilities are held at amortised cost using the effective interest method.

c) **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.

d) **Offsetting Financial Instruments**

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis to realise the asset and settle the liability simultaneously.

Notes to accounts forming part of financial statement for the year ended March 31, 2025

2.9 INVENTORIES

i) Raw Material and Packing Material

Raw Materials and packing material are carried at lower of cost and net realizable value.

However, materials and other items held for use in production of inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost.

The comparison of cost and net realizable value is made on an item-by item basis.

Net realizable value is the estimated selling price in the ordinary course of business less estimated cost of completion and estimated costs necessary to make the sale.

In determining the cost of raw materials and packing materials First in First Out Method (FIFO) is used. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.

ii) Work in Progress

Work-in-progress is valued at input material cost plus conversion cost as applicable.

iii) Finished Goods

Finished goods are valued at the lower of net realisable value and cost (including prime cost, non-refundable taxes and duties and other overheads incurred in bringing the inventories to their present location and condition), computed on estimated cost.

2.10 NON-CURRENT ASSETS HELD FOR SALE

Non-current assets or disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Such assets or disposal groups are classified only when both the conditions are satisfied:

- i. The sale is highly probable, and
- ii. The asset or disposal group is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such assets.

Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification as held for sale, and actions required to complete the plan of sale should indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Noncurrent assets or disposal group are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

Upon 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.

Non-current assets are not depreciated or amortised while they are classified as held for sale.

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.

Notes to accounts forming part of financial statement for the year ended March 31, 2025

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.

Share-based Payments

Equity-settled share-based payments to employees that are granted are measured by reference to the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the vesting conditions. It recognizes the impact of the revision to original estimates, if any, in statement of profit and loss, with a corresponding adjustment to equity.

2.13 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.

Notes to accounts forming part of financial statement for the year ended March 31, 2025

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 re-assessed 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 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.

Notes to accounts forming part of financial statement for the year ended March 31, 2025

2.14 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.

i) Company as a Lessee

a) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

In respect of Leasehold Land, the Management does not expect any impairment hence no depreciation have been charged in respect the same.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to note 2.6 above for accounting policies on impairment of nonfinancial assets.

b) Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments primarily comprise of fixed payments.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

c) Short-term leases and leases of low value assets

The Company applies the short-term lease recognition exemption to its short-term leases of office spaces and certain equipment (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

ii) 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.

2.15 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.

Notes to accounts forming part of financial statement for the year ended March 31, 2025**2.16 CASH AND CASH EQUIVALENTS**

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.

Cash and cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances, demand deposits with banks where the original maturity is three months or less and other short term highly liquid investments net of bank overdrafts which are repayable on demand as these form an integral part of the Company's cash management.

2.17 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.

2.18 ROUNDING OFF

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

2.19 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.

2.20 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

2.21 SEGMENT REPORTING

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

2.22 RECENT PRONOUNCEMENT**Indian Accounting Standards:**

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendment to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements based on its evaluation has determined that it does not have any significant impact in its financial statements.

Notes to accounts forming part of financial statement for the year ended March 31, 2025

NOTE 3: PROPERTY, PLANT & EQUIPMENTS AND INVESTMENT PROPERTY

(Rs. In Lakhs)

DESCRIPTION	GROSS CARRYING AMOUNT (AT COST)				ACCUMULATED DEPRECIATION / AMORTIZATION				NET CARRYING AMOUNT
	As At April 01, 2024	Additions / Transfers	Deductions / Adjustments	As At March 31, 2025	As At April 01, 2024	For The Year	Deductions / Adjustments	As At March 31, 2025	As At March 31, 2025
(A) Property, Plant & Equipments									
Land - Freehold	348.77	-	-	348.77	-	-	-	-	348.77
Land - Leashold (Right of Use Assets)	2,054.38	-	-	2,054.38	-	-	-	-	2,054.38
Factory Buildings	2,393.91	-	-	2,393.91	248.83	92.03	-	340.86	2,053.05
Office Premises (a)	541.13	3,657.72	-	4,198.85	174.79	204.04	-	378.83	3,820.02
Capex on Leasehold Premises	34.83	-	-	34.83	21.46	2.68	-	24.14	10.69
Plant & Machinery	3,495.04	158.55	-	3,653.59	566.73	240.71	-	807.44	2,846.15
Electrical Installation & Equipments	145.22	106.60	-	251.82	37.41	15.44	-	52.85	198.97
Furniture & Fixtures	204.46	125.05	-	329.51	60.41	22.89	-	83.30	246.21
Vehicles (b)	603.51	120.19	56.35	667.35	217.23	70.19	49.10	238.32	429.03
Office Equipments	113.37	129.71	-	243.08	63.09	25.38	-	88.47	154.61
Computers	105.50	141.95	-	247.45	81.59	42.68	-	124.27	123.18
Total - Tangible Assets	10,040.12	4,439.77	56.35	14,423.54	1,471.54	716.04	49.10	2,138.48	12,285.06
(B) Capital Work in Progress (c)	-	884.87	216.02	668.85	-	-	-	-	668.85
(C) INVESTMENT PROPERTY (a,d,e,f & g)	393.57	-	393.57	-	-	-	-	-	-
Total(A)+(B)+(C)	10,433.69	5,324.64	665.94	15,092.39	1,471.54	716.04	49.10	2,138.48	12,953.91

- a. - Office Premises includes 15 (Previous Year 15) fully paid unquoted shares of Rs. 50/- each, in respect of ownership of Office Premises in 2 Co-operative Society (Previous Year 2 Co-operative Society).
- During the Current year the company has sold the investment in property comprises ownership right of office premises which were held through 10 (Previous Year 10) are fully paid unquoted shares of Rs. 50/- each , in Co-operative Housing Society.
- b. Motor Vehicles of Original Cost Rs.121.02 Lakhs as at 31st March 2025 (Previous Year as at 31st March 2024 Rs. 121.02 Lakhs) are in the name of the directors of the company.
- c. The amount of Contractual Commitments for the acquisition/construction of Property , Plant & Equipments is disclosed in Note No.35.
- d. The fair market value of investment property as determined in accordance with Level III input provided by Management is approximately Rs.NIL (Previous Year Rs.225.24 Lakhs).
- (Also Refer Note No 48(1))
- e. **Amount recognised in Profit & Loss for Investment Properties:**

(Rs. In Lakhs)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Rental income	4.50	10.01
Direct operating expenses from property that generated rental income	(0.50)	(1.00)
Impact of IND AS on Lease Rentals	0.09	0.09
Profit from investment properties before depreciation	4.09	9.10
Depreciation	-	-
Profit from investment property	4.09	9.10

FINEOTEX CHEMICAL LIMITED

Notes to accounts forming part of financial statement for the year ended March 31, 2025

NOTE 3: PROPERTY, PLANT & EQUIPMENTS AND INVESTMENT PROPERTY

(Rs. In Lakhs)

DESCRIPTION	GROSS CARRYING AMOUNT (AT COST)				ACCUMULATED DEPRECIATION / AMORTIZATION				NET CARRYING AMOUNT
	As At April 01, 2023	Additions / Transfers	Deductions / Adjustments	As At March 31, 2024	As At April 01, 2023	For The Year	Deductions / Adjustments	As At March 31, 2024	As At March 31, 2024
(A) Property, Plant & Equipments									
Land - Freehold	348.77	-	-	348.77	-	-	-	-	348.77
Land - Leashold (Right of Use Assets)	2,054.38	-	-	2,054.38	-	-	-	-	2,054.38
Factory Buildings	1,750.51	643.40	-	2,393.91	171.45	77.38	-	248.83	2,145.08
Office Premises (a)	541.13	-	-	541.13	145.72	29.07	-	174.79	366.34
Capex on Leasehold Premises	34.83	-	-	34.83	18.78	2.68	-	21.46	13.37
Plant & Machinery	3,044.04	451.00	-	3,495.04	350.19	216.54	-	566.73	2,928.31
Electrical Installation & Equipments	133.91	11.31	-	145.22	24.50	12.91	-	37.41	107.81
Furniture & Fixtures	155.01	49.45	-	204.46	41.22	19.19	-	60.41	144.05
Vehicles (b)	447.34	169.88	13.71	603.51	171.67	55.50	9.94	217.23	386.28
Office Equipments	102.79	10.58	-	113.37	45.14	17.95	-	63.09	50.28
Computers	94.96	10.54	-	105.50	60.33	21.26	-	81.59	23.91
Total - Tangible Assets	8,707.67	1,346.16	13.71	10,040.12	1,029.00	452.48	9.94	1,471.54	8,568.58
(B) Capital Work in Progress (c)	36.25	-	36.25	-	-	-	-	-	-
(C) INVESTMENT PROPERTY (a,d,e,f & g)	393.57	-	-	393.57	-	-	-	-	393.57
Total(A)+(B)+(C)	9,137.49	1,346.16	49.96	10,433.69	1,029.00	452.48	9.94	1,471.54	8,962.15

- a. - Office Premises includes fully paid unquoted shares in respect of ownership of Office Premises in 2 Co-operative Society (31 March 2023: 2 Co-operative Society);include 15 shares (Previous Year 31 March 2023: 15 shares) of Rs.50/- each.
- Investment Property includes fully paid unquoted shares in respect of ownership of Office Premises in 1 Co-operative Housing Society (31 March 2023: 1 Co-operative Housing Society); include 10 shares (Previous Year 31 March 2023: 10 shares) of Rs.50/- each.
- b. Motor Vehicles of Original Cost Rs. 121.02 Lakhs as at 31st March 2024 (Previous Year as at 31st March 2023 Rs. 134.73 Lakhs) are in the name of the directors of the company.
- c. The amount of Contractual Commitments for the acquisition/construction of Property , Plant & Equipments is disclosed in Note No.35.
- d. The fair market value of investment property as determined in accordance with Level III input provided by Management is approximately Rs.225.24 Lakhs (Previous Year Rs.225.24 Lakhs).
- (Also Refer Note No 48(1))
- e. Amount recognised in Profit & Loss for Investment Properties:

(Rs. In Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Rental income	10.01	9.19
Direct operating expenses from property that generated rental income	(1.00)	(0.98)
Impact of IND AS on Lease Rentals	0.09	0.28
Profit from investment properties before depreciation	9.10	8.49
Depreciation	-	-
Profit from investment property	9.10	8.49

Notes to accounts forming part of financial statement for the year ended March 31, 2025

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

(Rs. In Lakhs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Units	Amount	No. of Units	Amount
A. Investment in Subsidiaries (Also Refer Note (a))				
In Equity Instruments (Unquoted and fully paid up)				
Carried at Cost less provision for other than temporary impairment				
Fineotex Malaysia Limited of US \$ 1.00 each	18,90,218	838.69	18,90,218	838.69
Fineotex Biotex Healthguard FZE (Formerly Known As Fineotex Specialities FZE) of US \$ 1.00 each	6,94,773	851.70	40,822	26.58
Manya Manufacturing India Private Limited (Formerly Known As Manya Steel Private Limited) of Rs.10 each	10,000	72.94	10,000	72.94
FSPL Specialities Private Limited (Formerly Known as Fineotex Specialities Private Limited) of Rs.10 each	10,00,000	100.00	10,00,000	100.00
Finoclean Specialities Private Limited of Rs.10 each	10,00,000	100.00	10,00,000	100.00
TOTAL (A)		1,963.33		1,138.21
B. Other Investments				
Carried at fair value through profit or loss				
In Mutual Funds (Quoted and fully paid up) (Also Refer Note (b) & (c) below)	12,62,87,256.522	32,707.85	2,86,09,681.677	9,838.07
TOTAL (B)		32,707.85		9,838.07
TOTAL (A+B)		34,671.18		10,976.28
Aggregate Amount of Quoted Investment - At Cost		30,610.51		8,801.59
Aggregate Amount of Quoted Investment - At market value		32,707.85		9,838.07
Aggregate amount of Unquoted Investments - At Cost		1,963.33		1,138.21
Aggregate amount of impairment in value of Investments (In Subsidiaries)		-		-

Note :

a. Information about Subsidiaries

Name of the Company	% of Equity Interest	
	As at March 31, 2025	As at March 31, 2024
Fineotex Malaysia Limited	100	100
Fineotex Biotex Healthguard FZE (Formerly Known As Fineotex Specialities FZE)	100	100
Manya Manufacturing India Private Limited (Formerly Known As Manya Steel Private Limited)	100	100
Finoclean Specialities Private Limited	100	100
FSPL Specialities Private Limited (Formerly Known as Fineotex Specialities Private Limited)	100	100

b. Other Investments carried at fair value through profit or loss includes , Investment under lien against working capital loan facility availed by the company (Also Refer Note No 22)

(Rs. In Lakhs)

Particulars	As at March 31, 2025			As at March 31, 2024		
	No. of Units	At Cost	At MV	No. of Units	At Cost	At MV
Investment in Mutual Fund (Quoted & Fully Paid Up)	24,38,055.07	799.96	952.21	30,00,504.18	717.75	923.52

FINEOTEX CHEMICAL LIMITED

Notes to accounts forming part of financial statement for the year ended March 31, 2025

NOTE 5: NON CURRENT FINANCIAL ASSETS: LOANS

(Unsecured, considered Good unless otherwise Stated)

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Loans to Related Parties		
Considered good	319.09	-
Total	319.09	-

i. Loan To Related Parties includes dues from Subsidiaries, Director and its relative as under (Also Refer Note No. 43)

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Dues from Subsidiaries	319.09	-
Dues from Directors	-	-
Dues from relative of Directors	-	-

NOTE 6: FINANCIAL ASSETS - OTHERS (NON-CURRENT)

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Security Deposits (Refer Note i. Below)	222.40	234.47
Fixed Deposits maturing after 12 months (Refer Note ii. Below & Note No 23)	-	10.00
Total	222.40	244.47

Note :

i. Security deposits (for Leasing of Premises) includes dues from Subsidiaries , Directors and its relatives as under: (Also Refer Note No 43).

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Dues from Subsidiaries	116.85	109.06
Dues from Directors	18.42	18.99
Dues from relative of Directors	16.83	19.32

ii. Fixed Deposits maturing After 12 months includes Receipts Pledged/Lien with Banks:

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Towards Overdraft facility availed (Also refer Note no 23)	-	10.00

NOTE 7: NON CURRENT - TAX ASSET (NET)

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Non Current - Tax Asset (Net)	407.61	652.96
Total	407.61	652.96

Notes to accounts forming part of financial statement for the year ended March 31, 2025

NOTE 8: INCOME TAX

A. COMPONENTS OF INCOME TAX EXPENSES

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
I. Income Tax recognised in statement of profit & loss		
Current Tax		
Current year	2,578.06	2,850.64
Sub-Total	2,578.06	2,850.64
Deferred tax charge/ (credit)		
Origination and reversal of temporary difference	240.80	141.29
Sub-Total	240.80	141.29
Income Tax Expense recognised in Statement of Profit & Loss	2,818.86	2,991.93
II. Income Tax Expense recognised in OCI		
Deferred tax charge/ (credit)		
Remeasurement of the Defined Benefit Plans	(0.65)	(9.57)
Total	(0.65)	(9.57)

B. RECONCILIATION OF EFFECTIVE TAX RATES

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Profit/(loss) before tax	12,541.54	14,054.59
Enacted Income Tax Rate in India	25.17%	25.17%
Income Tax expense calculated at enacted corporate tax rate	3,156.46	3,537.26
Effect of income to be excluded	(114.71)	(476.49)
Effect of expenses that are not deductible in determining taxable profit	17.48	22.56
Effect of income which is taxed at special rates	(39.41)	(22.39)
Effect of Fair Value Gains / (Loss)	(260.33)	(183.36)
Others	(151.93)	(64.25)
Total	2,607.56	2,813.33
Effective tax rate for the year	20.79%	20.02%

C. MOVEMENT IN DEFERRED TAX ASSETS/(LIABILITIES)

(Rs. In Lakhs)

Particular	Net deferred tax asset / (liabilities) as on 1st April, 2024	Recognised in profit and loss	Recognised in other comprehensive income	Net deferred tax asset / (liabilities) as on 31st March, 2025
Deferred tax assets/ (liabilities)				
Property, plant and equipment	(246.73)	(18.08)	-	(264.81)
Investments	(121.60)	(178.32)	-	(299.92)
Investment Property	39.10	(39.10)	-	-
Employee benefits	-	(0.65)	0.65	-
Other Current Assets	4.65	(4.65)	-	-
Deferred tax assets/ (liabilities)	(324.58)	(240.80)	0.65	(564.73)

FINEOTEX CHEMICAL LIMITED

Notes to accounts forming part of financial statement for the year ended March 31, 2025

MOVEMENT IN DEFERRED TAX ASSETS/(LIABILITIES)

(Rs. In Lakhs)

Particular	Net deferred tax asset / (liabilities) as on 1st April, 2023	Recognised in profit and loss	Recognised in other comprehensive income	Net deferred tax asset / (liabilities) as on March 31, 2024
Property, Plant and Equipment	(192.46)	(54.27)	-	(246.73)
Investments	(38.26)	(83.34)	-	(121.60)
Investment Property	32.35	6.75	-	39.10
Employee benefits	(1.51)	(6.44)	7.95	-
Other Current Assets	8.65	(4.00)	-	4.65
Deferred tax assets/ (liabilities)	(191.23)	(141.30)	7.95	(324.58)

D. DEFERRED TAX ASSETS

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Deferred Tax Assets		
Employee Benefits	-	-
Investment Property	-	39.10
Other Current Assets	-	4.65
Total	-	43.75
Deferred Tax Liabilities		
Investment	299.92	121.60
Property, Plant and Equipment	264.81	246.73
Total	564.73	368.33
NET DEFERRED TAX ASSETS / (LIABILITIES)	(564.73)	(324.58)

NOTE 9: OTHER NON-CURRENT ASSETS

(Unsecured Considered Good unless stated otherwise)

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Capital Advances (Refer Note No 35)	540.57	414.35
Total	540.57	414.35

NOTE 10: INVENTORIES

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
(As taken, valued and Certified by a Director)		
Raw Materials	2479.12	2304.77
Packing Material	170.26	171.33
Finished Goods	2677.45	1263.47
Total	5,326.83	3,739.57

Note:

For Method of Valuation of Inventories refer Note No. 2.9

Inventories are pledged as a security for Credit facilities from Banks.

Notes to accounts forming part of financial statement for the year ended March 31, 2025

NOTE 11: FINANCIAL ASSETS - INVESTMENTS (CURRENT)

(Rs. In Lakhs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Unit	Amount	No. of Unit	Amount
Investment carried at fair value through profit or loss				
Investment in Liquid Mutual Funds (Quoted and fully paid up)	-	-	1,45,666.407	3,876.30
Total		-		3,876.30
Aggregate Amount of Quoted Investment - At Cost		-		3,849.81
Aggregate amount of Quoted Investments - At market value		-		3,876.30

NOTE 12: FINANCIAL ASSETS - TRADE RECEIVABLES

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Trade Receivables		
Unsecured - Considered Good	9658.14	10870.50
Less : Expected Credit Loss	5.00	-
Total	9653.14	10870.50

Allowance for Expected Credit Loss Movement

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the Beginning of the year	-	-
Addition during the year	5.00	-
Balance at the end of the year	5.00	-

Trade Receivable ageing schedule

(Rs. In Lakhs)

Particulars	Outstanding for following periods from date of transactions					
	As at March 31, 2025					
	< 6 Months	6 months to 1 year	1-2 years	2-3 years	> 3 Years	Total
Undisputed						
Considered Good	8,710.25	525.63	206.30	161.65	54.31	9,658.14
Less: Allowance for Expected Credit Loss	-	-	-	5.00	-	5.00
Total	8,710.25	525.63	206.30	156.65	54.31	9,653.14

(Rs. In Lakhs)

Particulars	Outstanding for following periods from date of transactions					
	As at March 31, 2024					
	< 6 Months	6 months to 1 year	1-2 years	2-3 years	> 3 Years	Total
Undisputed						
Considered Good	10,315.95	124.38	316.62	93.96	19.59	10,870.50
Less: Allowance for Expected Credit Loss	-	-	-	-	-	-
Total	10,315.95	124.38	316.62	93.96	19.59	10,870.50

FINEOTEX CHEMICAL LIMITED

Notes to accounts forming part of financial statement for the year ended March 31, 2025

Notes:

i. Trade receivable includes (Also Refer Note No 43):

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Dues from Subsidiaries	101.17	64.42
Dues from Private Companies in which any Director is a director or member	-	-

ii. Refer Note - 40 for information about Credit Risk and Market Risk of Trade Receivables.

NOTE 13: FINANCIAL ASSETS - CASH & CASH EQUIVALENTS

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with Banks in Current Accounts	1625.45	830.10
Cash on Hand	10.52	13.40
Total	1,635.97	843.50

NOTE 14: FINANCIAL ASSETS -BANK BALANCE OTHER THAN ABOVE

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Unpaid Dividend Account	5.57	3.91
Fixed Deposits maturing between 3 to 12 months (Refer Note i. Below)	994.46	1292.40
Total	1,000.03	1296.31

i. Fixed Deposits maturing between 3 to 12 months includes Receipts Pledged/Lien with Banks:

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Towards Bank Guarantee (Also refer Note no 35)	72.98	66.30
Towards Letter Of Credit	115.00	115.00
Towards Overdraft facility availed (Also refer Note no 23)	505.39	205.00

NOTE 15: FINANCIAL ASSETS: LOANS

(Unsecured, considered Good unless otherwise Stated)

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Loans to Related Parties		
Considered good	656.94	-
Loans to Other Parties		
Considered good	780.74	-
Total	1,437.68	-

Notes to accounts forming part of financial statement for the year ended March 31, 2025

- i. Loan To related parties includes dues from Subsidiaries, Director and its relative as Under (Also refer Note no. 43)

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Dues from Subsidiaries	656.94	-
Dues Director	-	-
Dues From Relative of Directors	-	-

NOTE 16: FINANCIAL ASSETS - OTHERS (CURRENT)

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Interest accrued but not due (Also Refer Note No 14)	10.55	10.68
Other Deposits	12.46	15.55
Total	23.01	26.23

NOTE 17: OTHER CURRENT ASSETS (Unsecured Considered Good unless stated otherwise)

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Advances Other than capital advances		
Advances to Suppliers (Refer Note i Below)	119.35	177.70
Advance to Employees	7.60	7.79
Prepaid Expenses	103.29	101.76
Balances with Government Authorities	136.30	-
Others		
Export Incentives Receivable	53.18	60.39
Insurance Claim Receivable	152.02	152.02
Other Receivable	-	1.25
TOTAL	571.74	500.91

NOTE 18: ASSETS CLASSIFIED AS HELD FOR SALE

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Other Investment (At Cost)		
Immovable Property (Also Refer Note No 26)	720.69	720.69
Total	720.69	720.69

Note :

- i. 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.

FINEOTEX CHEMICAL LIMITED

Notes to accounts forming part of financial statement for the year ended March 31, 2025

The Company pursuant to its intention, have received Advance for Sale of Property classified as held for Sale. The Company is in the process of completing the transfer of title and is expected to be completed in the financial year 2025-2026.

- ii. Further the fair value of these asset is higher than its carrying value as on 31st March 2025 and hence no impairment loss has been recognised.

NOTE 19: EQUITY SHARE CAPITAL

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Authorised		
14,00,00,000 (Previous year as at 31st March 2024 14,00,00,000) Equity Shares of Rs. 2/- each.	2800.00	2800.00
TOTAL AUTHORIZED SHARE CAPITAL	2800.00	2800.00
Issued, Subscribed & Paid Up		
11,45,75,090 (Previous year as at 31st March 2024 11,07,64,989) Equity Shares of Rs. 2/- each fully paid up .	2291.50	2215.30
TOTAL ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL	2291.50	2215.30

a) Reconciliation of the number of shares outstanding :

(Rs. In Lakhs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Shares at the beginning	11,07,64,989	2,215.30	11,07,48,420	2,214.97
Add: Issued during the year	38,10,101	76.20	16,569	0.33
Shares at the end	11,45,75,090	2,291.50	11,07,64,989	2,215.30

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, 2025		As at March 31, 2024	
	No. of Shares	%	No. of Shares	%
Mr. Surendra Tibrewala (Refer Note No i. Below)	6,12,31,286	53.44%	6,12,31,286	55.28%

Note:

i. Shareholders holding more than 5% shares each includes shares held by Karta of HUF as under:

Name of the Shareholder	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	%	No. of Shares	%
Mr. Surrender Tibrewala - as a Karta of HUF	3,45,500	0.30%	3,45,500	0.31%

d) Other details of Equity Shares for a period of five years immediately preceding March 31, 2025

- i. Pursuant to approval of the Board of Directors of Company vide resolution dated 27th July, 2020 the Company has bought back 5,51,580 equity shares of Rs.2/- each from the open market at an average price of Rs.33.04. The Company has paid a total amount of Rs. 182.25 Lakhs for the said buyback of shares.

Notes to accounts forming part of financial statement for the year ended March 31, 2025

e) Shares held by promoters at the end of the year

Promoter's Name	As at 31/03/2025		As at 31/03/2024		2024-25	2023-24
	No. of shares	% of Total shares	No. of shares	% of Total shares	% Change Inc / (Dec)	
Surendrakumar Deviprasad Tibrewala	6,08,85,786	53.14%	6,08,85,786	54.97%	-	-
Sanjay Tibrewala	34,54,990	3.02%	34,34,990	3.10%	0.01	-
Kanaklata Tibrewala	32,81,700	2.86%	32,81,700	2.96%	-	-
Kamal Chemicals Private Limited	29,54,500	2.58%	29,54,500	2.67%	-	-
Proton Biochem Private Limited	10,28,500	0.90%	10,28,500	0.93%	-	-
Surendra Tibrewala Huf	3,45,500	0.30%	3,45,500	0.31%	-	-
Aarti Mitesh Jhunjunwala	81,050	0.07%	81,050	0.07%	-	-
Ritu Aditya Gupta	11,000	0.01%	11,000	0.01%	-	-
Mitesh Vinod Jhunjunwala	1,001	0.00%	1,001	0.00%	-	-
Nidhi Sanjay Tibrewala	1,000	0.00%	1,000	0.00%	-	-

NOTE 20: OTHER EQUITY

(Rs. In Lakhs)

	Reserves & Surplus						
	Capital Reserve	Capital Redemption Reserve	Securities Premium	Retained Earnings	Equity Settled Share Based Payment Reserve	Money received against share warrants	Total
Balance as at March 31, 2023 (A)	10.85	30.99	745.31	23,928.53	28.00	-	24,743.68
<u>Additions during the year:</u>							
Profit for the year	-	-	-	11,062.66	-	-	11,062.66
Addition for equity share options granted (Refer Note No 41)	-	-	10.54	-	20.43	-	30.97
Items of OCI for the year, net of tax:							
Remeasurement of the defined benefit plans	-	-	-	(23.62)	-	-	(23.62)
Total Comprehensive Income for the year 2023-24 (B)	-	-	10.54	11,039.04	20.43	-	11,070.01
Transactions with Owners in their capacity as Owners:							
Final Dividend for the year ended 31st March 2023	-	-	-	(885.99)	-	-	(885.99)
Interim Dividend For The FY 2023-24	-	-	-	(1,329.18)	-	-	(1,329.18)
Total (C)	-	-	-	(2,215.17)	-	-	(2,215.17)
Balance as at March 31, 2024 (D)=(A+B+C)	10.85	30.99	755.85	32,752.40	48.43	-	33,598.52
<u>Additions during the year:</u>							
Profit for the year	-	-	-	9,722.67	-	-	9,722.67
Addition for equity share options granted (Refer Note No 41)	-	-	30.81	-	4.92	-	35.73
Addition for equity share and Warrant Issues	-	-	18,161.43	-	-	27.21	18,188.64

Notes to accounts forming part of financial statement for the year ended March 31, 2025

	Reserves & Surplus						Total
	Capital Reserve	Capital Redemption Reserve	Securities Premium	Retained Earnings	Equity Settled Share Based Payment Reserve	Money received against share warrants	
<u>Deduction during the year:</u>							
Share Issue Expenses	-	-	-	-	-	-	-
<u>Items of OCI for the year, net of tax:</u>							
Remeasurement of the defined benefit plans	-	-	-	(1.94)	-	-	(1.94)
Total Comprehensive Income for the year 2024-2025 (E)	-	-	18,192.24	9,720.73	4.92	27.21	27,945.10
<u>Transactions with Owners in their capacity as Owners:</u>							
Final Dividend for the year ended 31st March 2024	-	-	-	(443.06)	-	-	(443.06)
Interim Dividend For The FY 2024-25	-	-	-	(458.30)	-	-	(458.30)
Total (F)	-	-	-	(901.36)	-	-	(901.36)
Balance as at March 31, 2025 (D+E+F)	10.85	30.99	18,948.09	41,571.77	53.35	27.21	60,642.26

a. Description of Nature and Purpose of the Reserves

Capital Reserve

Capital Reserve was created on acquisition of Proprietorship concern "Fineotex Chemical Industries" in FY 2007-08 in Slump Sale.

Capital Redemption Reserve

The Company had purchased its own shares and as per the provisions of the applicable laws, a sum equal to the nominal value of the shares so purchased is required to be transferred to the capital redemption reserve.

Securities Premium

The amount received in excess of face value of the equity shares is recognised in Securities Premium. The reserve is utilised in accordance with the provisions of the Act.

Retained Earnings

Retained earnings are the accumulated profits earned by the Company till date, less transfer to general reserves, dividend (including dividend distribution tax) and other distributions made to the shareholders.

Equity-Settled share-based payment reserve

This reserve is created by debiting the statement of profit and loss account with the value of share options granted to the employees by the Company. Once shares are issued by the Company, the amount in this reserve will be transferred to Share capital, Securities premium or retained earnings.

Items of Other Comprehensive Income

Remeasurements of Net Defined Benefit Plans:

Differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in other comprehensive income and are adjusted to retained earnings.

Notes to accounts forming part of financial statement for the year ended March 31, 2025

Money Received against Share Warrants

Issue of Equity Shares and Convertible Warrants , on preferential basis :

During the Year, the Company had issued and allotted, Equity Shares and Convertible Warrants, on Preferential basis, as detailed herein below:

Phase I - 22-05-2024	No. of shares	Face Value (In Rs.)	Issue Price (In Rs.)	Total Consideration Received (Rs. In Lakhs)
Equity Shares	9,70,000	2	346.00	3,356.20
Convertible warrants - Partly Paid	26,26,600	2	346.00	2,272.01
Total				5,628.21

Phase II - 19-07-2024	No. of shares	Face Value (In Rs.)	Issue Price (In Rs.)	Total Consideration Received (Rs. In Lakhs)
Equity Shares	28,15,049	2	387.40	10,905.50
Convertible warrants - Partly Paid	28,15,049	2	387.40	2,726.37
Total				13,631.87

b. Dividends Paid during the year

(Rs. In Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Corporate Dividend Paid During the year to Equity Share Holders		
Final Dividend Paid for FY 2022-2023	-	885.99
Dividend Per Fully Paid Up Share	-	0.80
Interim Dividend Paid for FY 2023 - 2024	-	1,329.18
Dividend Per Fully Paid Up Share	-	1.20
Final dividend for the year ended on 31st March, 2024	-	443.06
Dividend Per Fully Paid Up Share	-	0.40
Interim Dividend Paid for FY 2024 - 2025	458.30	-
Dividend Per Fully Paid Up Share	0.40	-
Proposed Dividend on Equity shares not recognised as liability	458.30	-
Final dividend for the year ended on 31st March, 2025	0.40	-

NOTE 21: FINANCIAL LIABILITIES - OTHERS (NON-CURRENT)

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Deposits from Customers	200.83	96.92
Total	200.83	96.92

NOTE 22: PROVISIONS (NON-CURRENT)

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for Employee Benefits		
Gratuity Payable (Refer Note No. 41)	8.72	34.80
Total	8.72	34.80

FINEOTEX CHEMICAL LIMITED

Notes to accounts forming part of financial statement for the year ended March 31, 2025

NOTE 23: FINANCIAL LIABILITIES - SHORT TERM BORROWINGS

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
SECURED :		
Loans repayable on demand		
From Banks (Also Refer note below)	4.61	519.02
Total	4.61	519.02

Note:

- i. Fixed Deposit and pledge/ Lien on securities held by the company (also refer note No. 4,6,and 14)
- ii. Hypothecation of current assets of the company both present and future
- iii. Subservient charge on Movable Property of the company

NOTE 24: FINANCIAL LIABILITIES - TRADE PAYABLES

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Undisputed		
Due to Micro, Small and Medium Enterprises (Refer Note Below)	683.80	845.35
Due to Others	4732.72	5070.51
Total	5416.52	5915.86

Note:

Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2024-25, to the extent the Company has received intimation from the “Suppliers” regarding their status under the Act.

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Principal and interest amount remaining unpaid	683.80	845.35
(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	-	-
Total	683.80	845.35

Notes to accounts forming part of financial statement for the year ended March 31, 2025

Trade payable ageing schedule

(Rs. In Lakhs)

Particulars	Outstanding for following periods from date of transactions				
	As at March 31, 2025				
	< 1 Year	1-2 years	2-3 years	> 3 Years	Total
Undisputed					
i) MSME	683.80	-	-	-	683.80
ii) Others	4,728.81	2.13	1.07	0.71	4,732.72
Total	5,412.61	2.13	1.07	0.71	5,416.52

Trade payable ageing schedule

(Rs. In Lakhs)

Particulars	Outstanding for following periods from date of transactions				
	As at March 31, 2024				
	< 1 Year	1-2 years	2-3 years	> 3 Years	Total
Undisputed					
i) MSME	845.35	-	-	-	845.35
ii) Others	4,948.35	3.71	6.21	112.24	5,070.51
Total	5,793.70	3.71	6.21	112.24	5,915.86

NOTE 25: FINANCIAL LIABILITIES - OTHERS (CURRENT)

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Interest on Trade Deposit - Accrued but not due	19.32	15.76
Unclaimed Dividend (Also Refer Note Below)	5.57	3.91
Total	24.89	19.67

Note:

There is no amount due and outstanding to be credited to Investor Education and Protection Fund as at 31st March 2025.

NOTE 26: OTHER CURRENT LIABILITIES

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Advance from Customer	1.99	23.85
Advance received for Asset held for Sale (Also Refer Note No 18)	107.00	107.00
Payable to Employees (Also Refer Note No 41)	113.67	105.46
Other Payables (Also refer Note No 43)	5.99	6.09
Statutory Liabilities	68.01	116.77
Total	296.66	359.17

FINEOTEX CHEMICAL LIMITED

Notes to accounts forming part of financial statement for the year ended March 31, 2025

NOTE 27: PROVISIONS (CURRENT)

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for Employee Benefits		
Leave Encashment	13.87	10.72
Bonus	19.26	29.66
Total	33.13	40.38

NOTE 28: REVENUE FROM OPERATIONS

(Rs. In Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Sale of Products	43,804.78	41,798.25
Other Operating Income:		
Export Incentives & Entitlements	117.43	94.57
Total	43,922.21	41,892.82

NOTE 28A: REVENUE FROM CONTRACTS WITH CUSTOMERS

(Rs. In Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Revenue from contracts with customers disaggregated based on geography		
Domestic Market	37,494.47	36,613.41
Exports	6,427.74	5,279.41
Total	43922.21	41892.82

Note:

- i. The amounts of receivable from customers become due after expiry of credit period. There is no significant financing component in any transaction with the customers
- ii. The company does not have any remaining performance obligation as contracts entered for sale of goods are for a shorter duration.

NOTE 29: OTHER INCOME

(Rs. In Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest Income from Financial Asset Carried at Amortised Cost	233.77	143.15
Dividend Income		
Received from Subsidiary (Also refer Note No.43)	442.36	1,879.99
Received from Quoted Investments measured at FVTPL	-	1.28
Other Non - Operating Income		
Gains on Foreign Currency transactions	167.12	130.15
Net gain on sale / measurement of financial asset at FVTPL		
Profit On sale of Investment Measured at FVTPL	818.25	289.82
Mark to Market Investment Measured at FVTPL	1,034.38	728.54
Other Income	52.63	69.44
Total	2,748.51	3,242.37

Notes to accounts forming part of financial statement for the year ended March 31, 2025

NOTE 30: COST OF MATERIALS CONSUMED

(Rs. In Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Raw Material Consumed		
Opening Stock	2,304.77	2,646.13
Add: Purchases	27,114.95	23,615.67
	29,419.72	26,261.80
Less: Closing Stock	2,479.12	2,304.77
Total A	26,940.60	23,957.03
Packing Material Consumed		
Opening Stock	171.33	163.44
Add: Purchases	1,467.08	1,369.58
	1,638.41	1,533.02
Less: Closing Stock	170.26	171.33
Total B	1,468.15	1,361.69
Total A+B	28,408.75	25,318.72

NOTE 31: CHANGES IN INVENTORIES OF FINISHED GOODS

(Rs. In Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Opening Stock :		
Finished Goods	1,263.47	925.02
Less : Closing Stock :		
Finished Goods	2,677.45	1,263.47
NET CHANGE IN INVENTORIES	(1,413.98)	(338.45)

NOTE 32: EMPLOYEE BENEFIT EXPENSE

(Rs. In Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Salaries, Wages and Bonus	1966.62	1,681.61
Contribution to P.F & Other Funds		
Employer's Contribution to P. F.	48.06	43.80
Employer's Contribution to ESIC	0.21	1.48
Gratuity (Refer Note 41)	20.79	12.45
Staff Welfare Expenses	69.48	63.40
Employee Stock Option Plan (Refer Note 41)	4.92	20.43
Total	2110.08	1823.17

FINEOTEX CHEMICAL LIMITED

Notes to accounts forming part of financial statement for the year ended March 31, 2025

NOTE 33: FINANCE COST

(Rs. In Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest Expenses on Financial Liabilities carried at amortised Cost		
On Borrowing	31.25	32.87
Others (Including Interest on delay / deferred payment)	-	0.01
Bank and Other Financial Charges	27.52	48.22
Total	58.77	81.10

NOTE 34: OTHER EXPENSES

(Rs. In Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Toll Conversion Charges	349.32	330.26
Power, Fuel and Utilities	148.15	114.38
Lease Rent / Hire Charges	198.26	194.70
Repairs & Maintenance on :		
Building	24.65	191.62
Plant and Machinery	18.30	26.50
Other Repairs	52.58	52.93
Insurance	88.71	60.73
Rates and Taxes	31.00	12.10
Professional Fees	274.59	325.42
Payment to Auditors :		
Audit Fees	5.50	5.50
Transfer Pricing Audit Fees	0.30	0.30
Certification Charges and Others	1.22	0.29
Other Services	6.00	9.13
Travelling and Conveyance	220.80	288.64
Commission	1,483.71	1018.86
Research & Development Expenses	89.76	103.44
Printing & Stationery	27.69	27.66
Security Charges	23.76	24.20
Advertisement, Publicity & Business Promotion	116.02	61.68
Outward Freight Charges	662.72	543.13
Expenditure towards Corporate Social Responsibility (Also Refer Note No 36)	44.09	73.50
Allowance for Expected Credit Loss	5.00	-
Miscellaneous expenses	246.28	278.61
Total	4,118.41	3,743.58

Notes to accounts forming part of financial statement for the year ended March 31, 2025

NOTE 35: CONTINGENT LIABILITIES AND COMMITMENTS

1 Contingent Liabilities

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Disputed Tax Demands		
A. Goods And Service Tax		
- The matter is in Appeal (Net of Aqmount Deposited)	34.40	-
B. Income Tax		
- The matter is in Appeal	5.62	-
(ii) Undisputed Tax Demands		
- TDS Demand*	0.04	-

* Contingent liabilities in respect of defaults in compliance of TDS provisions of the Income Tax Act, 1961

2. Bank Guarantee (Refer Note no 6 & 14)

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Outstanding Bank Guarantees issued by Bankers	262.32	455.88
Total	262.32	455.88

3. Corporate Gurantee

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Corporate Guarantee Given to Bank against Loan given to Group Company	1,000.00	1,000.00

4. Commitments (Refer Note No 9)

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Estimated Amount of Capital Committements remaining to be executed on Capital account	568.17	439.80
Less: Advances Paid	540.57	414.35
Net Capital Commitments	27.60	25.45

FINEOTEX CHEMICAL LIMITED

Notes to accounts forming part of financial statement for the year ended March 31, 2025

NOTE 36: CORPORATE SOCIAL RESPONSIBILITY

(Rs. In Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Amount required to be spent as per Section 135 of the Companies Act, 2013	150.42	96.92
Amount approved by the Board to be spent	150.42	96.92
Amount Spent during the year		
Construction / Acquisition of any Asset	-	-
On purposes other than above	44.09	73.50
Total amount spent	44.09	73.50
Statement of unspent amount under section 135(5) of the Companies Act, 2013		
Opening Balance - (Excess) / Short Spent in Earlier Years	(1.75)	(25.17)
Amount Deposited in Sepcified Fund of Schedule VII	-	-
Amount required to be spent	150.42	96.92
Amount Spent	44.09	73.50
Closing Balance	104.58	(1.75)
Nature of CSR Activities :		
As per Schedule VII of the Companies Act 2013		

NOTE 37: EARNINGS PER SHARE

(Rs. In Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Profit after tax available for equity shareholders as per Statement of Profit & Loss	9,722.68	11,062.66
Weighted Average No. of Equity Shares of Face Value Rs. 2/- each	11,35,83,386	11,07,52,947
Earnings Per Share - Basic & Diluted	8.56	9.99

NOTE 38: 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 :

(Rs. In Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Total interest bearing financial liabilities	205.44	615.94
Less : Cash and Cash Equivalents	1,635.97	843.50
Adjusted Net Debt	(1,430.53)	(227.56)
Total Equity	62,933.76	35,813.82
Net Debts to Equity Ratio - Times	(0.02)	(0.01)

Notes to accounts forming part of financial statement for the year ended March 31, 2025

NOTE 39: FINANCIAL INSTRUMENTS - CLASSIFICATION AND FAIR VALUE MEASUREMENT

(a) Financial Assets and Liabilities

The carrying value of financial instruments by categories as at March 31, 2025 is as follows:

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Financial Assets		
<u>Fair Value through Profit & Loss</u>		
Investments (Other than in Subsidiary)	32,707.85	13,714.37
<u>Amortised Cost</u>		
Loans	1,756.77	-
Trade Receivables	9,653.14	10,870.50
Cash & Cash Equivalents	1,635.97	843.50
Other Bank Balances	1,000.03	1,296.31
Other Financial Assets	245.41	270.70
Other Current Assets	-	-
Total	46,999.17	26,995.38
Financial Liabilities		
<u>Amortised Cost</u>		
Borrowings	4.61	519.02
Trade Payables	5,416.52	5,915.86
Other Financial Liabilities	225.72	116.59
Total	5,646.85	6,551.47

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).

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:

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Financial Assets		
<u>Level 1</u>		
Investments in quoted mutual fund units	32,707.85	13,714.37
<u>Level 3</u>		
Security Deposit Given	202.59	218.46
Total	32,910.44	13,932.83
Financial Liabilities		
<u>Level 3</u>		
Security Deposit Accepted	5.98	8.99
Total	5.98	8.99

Notes to accounts forming part of financial statement for the year ended March 31, 2025

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 40: FINANCIAL RISK MANAGEMENT

The company's activities expose it to variety of financial risks: market risk, credit risk, interest rate risk and liquidity risk. The Company has a risk management policy which covers risks associated with the financial assets and liabilities. The risk management policy is approved by the Board of Directors. The focus of the risk management committee is to assess the unpredictability of the financial environment and to mitigate potential 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 Exposure	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, polices 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.

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.

Notes to accounts forming part of financial statement for the year ended March 31, 2025

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Investments in Quoted Mutual Funds	32,707.85	13,714.37
Total	32,707.85	13,714.37

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.

(Rs. In Lakhs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	10% Increase	10% Decrease	10% Increase	10% Decrease
Mutual Funds	3,270.79	(3,270.79)	1,371.44	(1,371.44)
Total	3,270.79	(3,270.79)	1,371.44	(1,371.44)

(a) (iii) Market Risk - Currency Risk

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

Exposure to Currency risk

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

(FC In Lakhs)

Particulars	Foreign Currency	As at March 31, 2025	As at March 31, 2024
Financial Assets			
Trade and other receivables	USD	16.77	16.26
Cash & Cash Equivalent	USD	5.89	0.49
Cash & Cash Equivalent	EURO	0.03	0.01
Cash & Cash Equivalent	POUND	0.01	-
Cash & Cash Equivalent	YEN	-	0.01
Financial Liabilities			
Trade and other payables	USD	9.25	5.54
Trade and other payables	EURO	-	0.21

Sensitivity analysis to currency risk

(Rs. In Lakhs)

Foreign Currency	As at March 31, 2025		As at March 31, 2024	
	3% increase	3% Decrease	3% increase	3% Decrease
USD	34.36	(34.36)	27.71	(27.71)
EURO	0.09	(0.09)	(0.54)	0.54
POUND	0.05	(0.05)	-	-
YEN	-	-	0.00	(0.00)
Total	34.50	(34.50)	27.17	(27.17)

(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.

Notes to accounts forming part of financial statement for the year ended March 31, 2025

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 the expected credit losses to the company are recognised and accordingly expected credit loss provision has been created.

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 good credit ratings, good 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, 2025, and 31st March, 2024 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 rests with the Board of Directors, who are responsible for establishing an appropriate risk management framework for short-, medium-, and long-term liquidity measures, ensuring 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

(Rs. In Lakhs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Less than 12 months	More than 12 months	Less than 12 months	More than 12 months
Working Capital Loans from Banks	4.61	-	519.02	-
Trade Payables	5,412.61	3.91	5,793.70	122.16
Other Financial Liabilities	24.89	200.83	19.67	96.92
Total	5,442.11	204.74	6,332.39	219.08

Notes to accounts forming part of financial statement for the year ended March 31, 2025

(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. 23 for the detailed terms and conditions of the collaterals pledged.

NOTE 41: 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 2025.

(A) Defined benefit plans

i Retiring Gratuity

I Components of Employer Expenses

(Rs. In Lakhs)

Particulars	March 31, 2025	March 31, 2024
Current Service Cost	20.01	12.65
Past Service Cost vested		-
Interest Cost	7.70	4.50
Expected Return on Plan Assets	(6.92)	(4.70)
Actuarial (Gain) / Loss	0.66	30.54
Total Expenses/(Gain) recognized in the Profit & Loss Account	21.45	42.99

II Net Asset/ (Liability) recognized in Balance Sheet

(Rs. In Lakhs)

Particulars	March 31, 2025	March 31, 2024
Present value of Funded Obligation	137.51	108.95
Fair Value of Plan Assets	128.78	74.15
Assets/(Liability) recognized in the Balance Sheet	8.73	34.80

III Change in Defined Benefit Obligations (DBO)

(Rs. In Lakhs)

Particulars	March 31, 2025	March 31, 2024
Opening Balance of Present Value of Obligation	108.94	61.73
Interest Cost	7.70	4.50
Current Service Cost	20.01	12.65
Past Service Cost - Vested Benefits	(0.72)	-
Actuarial (Gain)/Loss	-	-
Benefit Paid	1.57	30.06
Closing Balance of Present Value of Obligation	137.50	108.94

FINEOTEX CHEMICAL LIMITED

Notes to accounts forming part of financial statement for the year ended March 31, 2025

IV Changes in the Fair Value of Plan Assets

(Rs. In Lakhs)

Particulars	March 31, 2025	March 31, 2024
Opening Balance of Present Value of Obligation	74.15	58.91
Adjustment to opening Fair Value of Plan Asset	-	-
Expected Return on Plan Assets	0.91	(0.49)
Interest Income	6.92	4.70
Contribution by Employer	47.52	11.03
Benefit Paid	(0.72)	-
Fair Value of Plan Assets as at 31st March	128.78	74.15

V Actuarial Assumption

Particulars	March 31, 2025	March 31, 2024
Discount Rate (Per Annum)	6.66%	7.09%
Annual Increase in Salary Costs Per Annum	4.00%	4.00%
Attrition Rate	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	March 31, 2025	March 31, 2024
Government of India Securities	-	-
High Quality Corporate Bonds	-	-
Equity Shares of listed companies	-	-
Property	-	-
Insurance Company	100.00%	100.00%

VII Movement in net liability recognized in Balance Sheet

(Rs. In Lakhs)

Particulars	March 31, 2025	March 31, 2024
Net Opening Liability	34.80	2.83
P & L Charges	20.79	12.45
Contribution paid	(47.52)	(11.02)
Other Comprehensive Income (OCI)	0.66	30.54
Closing Net Liability	8.73	34.80

VIII Gratuity - Sensitivity Analysis

(Rs. In Lakhs)

Particulars	March 31, 2025		March 31, 2024	
	Increase	Decrease	Increase	Decrease
Salary Growth Rate (1% movement)	150.24	126.59	118.81	100.45
Discount Rate (1% movement)	125.13	152.19	99.25	120.44

Notes to accounts forming part of financial statement for the year ended March 31, 2025

(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.48.27 Lakhs (Previous year Rs.45.28Lakhs).

(b) Employee stock option scheme

The Company has implemented “FCL-Employees Stock Option Plan 2020” (FCL-ESOP 2020) as approved by the shareholders on 30th October 2021. The plan covers eligible employees of the Company. The nomination and remuneration committee of the Board of Fineotex Chemical Limited administers these FCL-ESOP 2020 plans and grants stock options to eligible employees. Details of the options granted during the year under the Scheme are as given below:

Plan Description - I

Particulars	
Grant date	January 17, 2022
No of options granted	70,673
Exercise price per option	Rs.125.00
Vesting period	2.5 years
Exercise Period	0.5 years from Vesting
Stock option activity under the scheme(s) for the year ended 31st March 2025 is set out below:	
Particulars	
Outstanding at the beginning of the year	28,463
Granted during the year	-
Forfeited/cancelled during the year	-
Lapsed during the year	3,411
Exercised during the year	25,052
Outstanding at the end of the year	-
Exercisable at the end of the year	-
Weighted average remaining contractual life	6 Month
Weighted average Exercise price in Rs.	Rs 125.00
Range of exercise price in Rs.	Rs 125.00 to Rs.125.00
The weighted average share price for options exercised during year in Rs.	NA

The Black Scholes valuation model has been used for computing weighted average fair value considering the following inputs:

Particulars	
Expected dividend yield (p.a.)	0.20%
Expected volatility (p.a.)	60%
Risk-free interest rate (p.a.)	5.12%
Share Price at grant date (Rs.)	152.30
Exercise price (Rs.)	125.00
Expected life of options granted in years (no. of years)	3
Weighted average fair value per option (Rs.)	75.80

Plan Description - III

Particulars	
Grant date	May 20,2023
No of options granted	6,274
Exercise price per option	Rs. 215
Vesting period	2.5 Years
Exercise Period	0.5 years from Vesting

Notes to accounts forming part of financial statement for the year ended March 31, 2025

Stock option activity under the scheme(s) for the year ended 31st March, 2025 is set out below:	
Particulars	
Outstanding of the beginning of the year	5,415
Granted during the year	-
Forfeited/cancelled during the year	-
Lapsed during the year	170
Exercised during the year	-
Outstanding at the end of the year	5,245
Exercisable at the end of the year	-
Weighted average remaining contractual life	1.5 Years
Weighted average Exercise price in Rs.	Rs 215.00
Range of exercise price in Rs.	Rs 215.00 to Rs.215.00
The weighted average share price for options exercised during year in Rs.	NA

The Black Scholes valuation model has been used for computing weighted average fair value considering the following inputs:

Particulars	
Expected dividend yield (p.a.)	0.16%
Expected volatility (p.a.)	48%
Risk-free interest rate (p.a.)	6.55%
Share Price at grant date (Rs.)	254.90
Exercise price (Rs.)	215.00
Expected life of options granted in years (no. of years)	3.00
Weighted average fair value per option (Rs.)	113.62

The options are granted at an exercise price, which is in accordance with the relevant SEBI guidelines in force, at the time of such grants. Each option entitles the holders to exercise the right to apply for and seek allotment of one equity share of Rs. 2 each.

NOTE 42: LEASES

The Company has entered into Operating Leases on Immovable Properties.

Assets Taken on Lease

(Rs. In Lakhs)

Sr. No.	Particulars	As at March 31, 2025	As at March 31, 2024
(a)	In respect of operating lease on Immovable properties payments recognized in Statement of Profit and Loss.	165.67	172.31
(b)	Future minimum lease payments under operating leases		
	For a period not later than one year	56.04	120.70
	For the period later than one year and not later than five years	58.27	125.57

Assets Given on Lease

Future minimum rentals receivable under cancellable operating leases as at are, as follows:

(Rs. In Lakhs)

Sr. No.	Particulars	As at March 31, 2025	As at March 31, 2024
(a)	In respect of Immovable properties given under operating lease, lease rent received and recognized in Statement of Profit and Loss.	13.50	24.26
(b)	Future minimum lease payments under operating leases		
	For a period not later than one year	9.00	18.00
	For the period later than one year and not later than five years	9.00	18.00

Notes to accounts forming part of financial statement for the year ended March 31, 2025

NOTE 43: RELATED PARTY

List of related parties and Relationship

A Enterprises where control exists :-

Subsidiaries (Extent of Holding)

S. No.	Particular	% of Holding
1	Manya Manufacturing India Private Limited (Formerly Known As Manya Steel Private Limited)	100.00%
2	Fineotex Malaysia Limited	100.00%
3	Fineotex Biotex Healthguard FZE (Formerly Known As Fineotex Specialities FZE)	100.00%
4	Rovatex SDN BHD	74.76%
5	BT Biotex SDN BHD	72.38%
6	BT Chemicals SDN BHD	71.92%
7	FSPL Specialities Private Limited (Formerly Known as Fineotex Specialities Private Limited)	100.00%
8	BT Biotex Limited	100.00%
9	Finoclean Specialities Private Limited	100.00%

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

- Proton Biochem Private Limited

C Key Managerial Personnel :

a. Executive Directors :

- Surendra Tibrewala
- Sanjay Tibrewala
- Aarti Jhunjhunwala

b. Company Secretary

- Sunny Parmar

c. Non - Executive Directors : Independent

- Navin Mittal
- Alok Dhanuka (Tanure Completion WEF 20-09-2024)
- Bindu Shah
- Sunil Waghmare
- Dr. Amit Pratap (Appointed w.e.f 09-08-2024)

d. Relatives of Key Managerial Personnel :

- Kanaklata Tibrewala

D Transaction with Related Parties

i. Transaction during the year

(Rs. In Lakhs)

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	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
SALE OF GOODS (Net of Returns)								
BT Chemicals SDN BHD	71.82	121.96	-	-	-	-	71.82	121.96
Rovatex SDN BHD	136.34	183.83	-	-	-	-	136.34	183.83
Fineotex Biotex Healthguard FZE	71.08	-	-	-	-	-	71.08	-
Total	279.24	305.79	-	-	-	-	279.24	305.79

FINEOTEX CHEMICAL LIMITED

Notes to accounts forming part of financial statement for the year ended March 31, 2025

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	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
RECEIVING OF SERVICES								
Proton Biochem Private Limited	-	-	-	-	60.00	54.00	60.00	54.00
Total	-	-	-	-	60.00	54.00	60.00	54.00
PURCHASE OF GOODS								
Rovatex SDN BHD	131.12	146.90	-	-	-	-	131.12	146.90
BT Chemicals SDN BHD	1,032.35	808.43	-	-	-	-	1,032.35	808.43
Proton Biochem Private Limited	-	-	-	-	26.97	17.04	26.97	17.04
Total	1,163.47	955.33	-	-	26.97	17.04	1,190.44	972.37
Dividend Income								
Fineotex Malaysia Limited	167.36	805.84	-	-	-	-	167.36	805.84
Fineotex Biotex Health Guard FZE (Formerly Known as Fineotex Biotex FZE)	-	124.16	-	-	-	-	-	124.16
FSPL Specialities Private Limited (Formerly Fineotex Specialities Private Limited)	275.00	950.00	-	-	-	-	275.00	950.00
Total	442.36	1,880.00	-	-	-	-	442.36	1,880.00
RENT INCOME								
FSPL Specialities Private Limited (Formerly Fineotex Specialities Private Limited)	9.00	14.25	-	-	-	-	9.00	14.25
Total	9.00	14.25	-	-	-	-	9.00	14.25
Corporate Guarantee Received								
FSPL Specialities Private Limited (Formerly Fineotex Specialities Private Limited)	10.00	-	-	-	-	-	10.00	-
Total	10.00	-	-	-	-	-	10.00	-
RENT EXPENSE								
Manya Manufacturing India Private Limited (Formerly Known As Manya Steel Private Limited)	9.60	9.60	-	-	-	-	9.60	9.60
Surendra Tibrewala	-	-	10.70	10.20	-	-	10.70	10.20
Kanaklata Tibrewala	-	-	-	-	24.40	23.40	24.40	23.40
Sanjay Tibrewala	-	-	10.20	10.20	-	-	10.20	10.20
Total	9.60	9.60	20.90	20.40	24.40	23.40	54.90	53.40
COMMISSION PAID								
BT Chemicals SDN BHD	12.52	24.45	-	-	-	-	12.52	24.45
Rovatex SDN BHD	7.69	12.85	-	-	-	-	7.69	12.85
Total	20.21	37.30	-	-	-	-	20.21	37.30
MEMBERSHIP & SUBSCRIPTION								
Bt Biotex SDN BHD	13.46	12.47	-	-	-	-	13.46	12.47
Total	13.46	12.47	-	-	-	-	13.46	12.47

Notes to accounts forming part of financial statement for the year ended March 31, 2025

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	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
INTEREST RECEIVED								
Fineotex Biotex Health Guard FZE (Formerly Known as Fineotex Biotex FZE)	19.99	-	-	-	-	-	19.99	-
Finoclean Specialities Private Limited	-	0.00	-	-	-	-	-	0.00
FSPL Specialities Private Limited(Formerly Fineotex Specialities Private Limited)	7.68	0.01	-	-	-	-	7.68	0.01
Total	27.67	0.01	-	-	-	-	27.67	0.01
REMUNERATION TO DIRECTORS*								
Surendra Tibrewala	-	-	119.40	119.40	-	-	119.40	119.40
Sanjay Tibrewala	-	-	119.40	119.40	-	-	119.40	119.40
Aarti Jhunjunwala	-	-	94.14	71.40	-	-	94.14	71.40
DIRECTORS FEES/SITTING FEES								
Navin Mittal	-	-	0.29	0.26	-	-	0.29	0.26
Alok Dhanuka	-	-	0.16	0.36	-	-	0.16	0.36
Bindu Shah	-	-	0.60	0.65	-	-	0.60	0.65
Sunil Waghmare	-	-	0.45	0.25	-	-	0.45	0.25
Dr Amit Pratap	-	-	0.30	-	-	-	0.30	-
REMUNERATION TO COMPANY SECRETARY *								
Sunny Parmar	-	-	11.78	7.37	-	-	11.78	7.37
EMPLOYERS CONTRIBUTION TO PF								
Surendra Tibrewala	-	-	8.78	8.78	-	-	8.78	8.78
Sanjay Tibrewala	-	-	8.78	8.78	-	-	8.78	8.78
Aarti Jhunjunwala	-	-	7.69	6.05	-	-	7.69	6.05
Total	-	-	371.77	342.70	-	-	371.77	342.70
REIMBURSEMENT OF EXPENSES								
Manya Manufacturing India Private Limited (Formerly Known As Manya Steel Private Limited)	0.03	0.02	-	-	-	-	0.03	0.02
FSPL Specialities Private Limited (Formerly Fineotex Specialities Private Limited)	2.43	1.08	-	-	-	-	2.43	1.08
Total	2.46	1.10	-	-	-	-	2.46	1.10

FINEOTEX CHEMICAL LIMITED

Notes to accounts forming part of financial statement for the year ended March 31, 2025

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	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
INVESTMENT IN EQUITY SHARES								
Finoclean Specialities Private Limited	-	100.00	-	-	-	-	-	100.00
Fineotex Biotex Health Guard FZE (Formerly Known as Fineotex Biotex FZE)	825.12	-	-	-	-	-	825.12	-
Total	825.12	100.00	-	-	-	-	825.12	100.00
LOAN GIVEN								
FSPL Specialities Private Limited(Formerly Fineotex Specialities Private Limited)	881.34	56.56	-	-	-	-	881.34	56.56
Finoclean Specialities Private Limited	0.20	3.07	-	-	-	-	0.20	3.07
Fineotex Biotex Health Guard FZE (Formerly Known as Fineotex Biotex FZE)	319.09	-	-	-	-	-	319.09	-
Total	1,200.63	59.63	-	-	-	-	1,200.63	59.63
LOAN GIVEN RECEIVED BACK								
FSPL Specialities Private Limited(Formerly Fineotex Specialities Private Limited)	224.41	62.34	-	-	-	-	224.41	62.34
Finoclean Specialities Private Limited	0.20	3.07	-	-	-	-	0.20	3.07
Total	224.61	65.41	-	-	-	-	224.61	65.41

ii. Outstanding balances as on reporting date

(Rs. In Lakhs)

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	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
OUTSTANDING BALANCES INVESTMENTS								
Fineotex Malaysia Limited	838.69	838.69	-	-	-	-	838.69	838.69
Manya Manufacturing India Private Limited (Formerly Known As Manya Steel Private Limited)	72.94	72.94	-	-	-	-	72.94	72.94

Notes to accounts forming part of financial statement for the year ended March 31, 2025

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	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Fineotex Biotex Healthguard FZE (Formerly Known As Fineotex Specialities FZE)	851.70	26.58	-	-	-	-	851.70	26.58
FSPL Specialities Private Limited (Formerly Fineotex Specialities Private Limited)	100.00	100.00	-	-	-	-	100.00	100.00
Finoclean Specialities Private Limited	100.00	100.00	-	-	-	-	100.00	100.00
Total	1,963.33	1,138.21	-	-	-	-	1,963.33	1,138.21
RECEIVABLES								
BT Chemicals SDN BHD	-	25.77	-	-	-	-	-	25.77
Rovatex SDN BHD	30.62	38.65	-	-	-	-	30.62	38.65
Fineotex Biotex Healthguard FZE (Formerly Known As Fineotex Specialities FZE)	70.55	-	-	-	-	-	70.55	-
Total	101.17	64.42	-	-	-	-	101.17	64.42
SECURITY DEPOSIT GIVEN (Excluding effect of IND AS 113)								
Manya Manufacturing India Private Limited (Formerly Known As Manya Steel Private Limited)	116.85	116.34	-	-	-	-	116.85	116.34
Sanjay Tibrewala	-	-	10.00	10.00	-	-	10.00	10.00
Surendra Tibrewala	-	-	10.00	10.00	-	-	10.00	10.00
Kanaklata Tibrewala	-	-	-	-	20.00	20.00	20.00	20.00
Total	116.85	116.34	20.00	20.00	20.00	20.00	156.85	156.34
SECURITY DEPOSIT RECEIVED								
FSPL Specialities Private Limited (Formerly Fineotex Specialities Private Limited)	6.00	6.00	-	-	-	-	6.00	6.00
Total	6.00	6.00	-	-	-	-	6.00	6.00
PAYABLES								
BT Chemicals SDN BHD	332.92	95.74	-	-	-	-	332.92	95.74
Rovatex SDN BHD	0.01	0.01	-	-	-	-	0.01	0.01
Total	332.93	95.75	-	-	-	-	332.93	95.75
REMUNERATION PAYABLE								
Surendra Tibrewala	-	-	1.72	0.72	-	-	1.72	0.72
Sanjay Tibrewala	-	-	1.72	0.22	-	-	1.72	0.22
Aarti Jhunjhunwala	-	-	0.73	0.44	-	-	0.73	0.44
Sunny Parmar	-	-	0.79	0.58	-	-	0.79	0.58
Total	-	-	4.96	1.96	-	-	4.96	1.96

Notes to accounts forming part of financial statement for the year ended March 31, 2025

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	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
LOAN GIVEN								
FSPL Specialities Private Limited (Formerly Fineotex Specialities Private Limited)	656.94	-	-	-	-	-	656.94	-
Fineotex Biotex Healthguard FZE (Formerly Known As Fineotex Specialities FZE)	319.09	-	-	-	-	-	319.09	-
Total	976.03	-	-	-	-	-	976.03	-

Note:

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

* Provision for contribution to gratuity fund which are made based on actuarial valuation on overall company basis are not included in remuneration to Key Management Personnel.

44 SEGMENT REPORTING

The Company primarily operate in segment of Manufacturing of Textile Chemicals , Auxiliaries and Speciality Chemicals. The Chairman and Whole Time director/ Managing Director of the Company allocate resources and assess the performance of the Company, Thus are the Chief Operating decision maker (CODM). The CODM monitors the operating results of the business as a one, hence no seprate Segmant need to be Disclose.

- 45** a. Loans given, Investments made and Corporate Guarantees given u/s 186(4) of the Companies Act, 2013 are disclosed under the respective notes.
- b. **Disclosure as per Regulation 53(f) of SEBI (Listing Obligation and Disclosure Requirements) Regulations:**

Loans and advances in the nature of loans given to subsidiary and investment in shares of the Company by such parties:

(Rs. In Lakhs)

Name	Relation	Balance as at March 31, 2025	Balance as at March 31, 2024	Max Balance Outstanding during year March 31, 2025	Max Balance Outstanding during year March 31, 2024
FSPL Specialities Private Limited (Formerly Known as Fineotex Specialities Private Limited)	Wholly Owned Subsidiary	656.94	-	762.00	5.93
Fineotex Biotex Healthguard FZE	Wholly Owned Subsidiary	319.09	-	319.09	-

The above loan was given to the subsidiary for its business activities.

- 46** Balances of Trade Receivables, Trade Payables, Advances and Deposits received / given, from / to customers are subject to confirmation and subsequent reconciliation.
- 47** 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.
- 48** Additional information Pursuant to paragraph 6 (L) of Part I of Schedule III of the Companies Act,2013 (as certified by the Director) is given in Annexure "A" hereto.

Notes to accounts forming part of financial statement for the year ended March 31, 2025

49 EVENTS OCCURRING AFTER THE BALANCE SHEET DATE:

Dividend Proposed to be distributed:

(Rs. In Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
<u>Corporate Dividend for Equity Shareholders Proposed for the year</u>		
Final Dividend Proposed	458.30	443.06
Dividend Proposed Per Fully Paid Up Share	0.40	0.40

The Board of Directors at its meeting held on 20th May, 2025 have recommended a payment of final dividend of Rs.0.40 (Rupee Forty paise only) per equity share of face value of Rs.2/- each for the financial year ended 31st March, 2025.

The above is subject to approval at the ensuing Annual General Meeting of the Company and hence is not recognised as a liability.

CORPORATE INFORMATION

1

SIGNIFICANT ACCOUNTING POLICIES

2

NOTES ON ACCOUNTS

3 to 49

As per our report of even date attached

For ASL & CO

Chartered Accountants

Firm Reg. No. 101921W

Shikha Jain

Partner

Membership No. 136484

Mumbai, 20th May 2025

For and on behalf of the Board of Directors

Surendra Tibrewala

Chairman & Managing Director

DIN: 00218394

Sunny Parmar

Company Secretary

M No. A67264

Mumbai, 20th May 2025

Sanjay Tibrewala

Executive Director & CFO

DIN: 00218525

Notes to accounts forming part of financial statement for the year ended March 31, 2025

ANNEXURE “A” REFERRED TO IN NOTE NO. 48 OF NOTES TO FINANCIAL STATEMENTS

- 1) The company is following Cost Model for accounting of Investment Properties. The fair market value of Investment property (as measured for disclosure purpose in the financial statement) is in compliance with “IND AS 40 - Investment property” and is not based on valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017 (Also refer Note No 3).
- 2) The Company has granted following Advances in the nature of Loans to its wholly owned subsidiary that is without specifying the period of repayment (Also refer Note No 5, 15 & 43) :

(Rs. In Lakhs)

Type of Borrower	Amount of advance in the nature of loan outstanding		Percentage to the total Advances in the nature of loan outstanding	
	Current Year	Previous Year	Current Year	Previous Year
Wholly Owned Subsidiary	976.03	-	56%	-

- 3) Capital-Work-in Progress (CWIP) - (Also Refer Note No 3)

CWIP aging schedule

Current Year

(Rs. In Lakhs)

CWIP	Amount in CWIP for a period of				
	< 1 years	1-2 years	2-3 years	> 3 Yrs	Total
Projects in progress	668.85	-	-	-	668.85
Projects temporarily suspended	-	-	-	-	-
	668.85	-	-	-	668.85

Previous Year

(Rs. In Lakhs)

CWIP	Amount in CWIP for a period of				
	< 1 years	1-2 years	2-3 years	> 3 Yrs	Total
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
	-	-	-	-	-

4)	FINANCIAL RATIOS	Numerator	Denominator	2024-2025	2023-2024	Variance	Reason for Variance
						%	> 25%
A)	<u>CURRENT RATIO</u>	Total Current Asset	Total Current Liabilities	3.40	3.09	10.23%	N.A
B)	<u>DEBT EQUITY RATIO</u>	Debts Cosists of borrowings	Total Equity	0.00	0.01	(0.99)	N.A
C)	<u>DEBT SERVICE COVERAGE RATIO</u>	Earnings Before Interest , Tax and Depreciation and Amortisation	Debt Servicing - Interest Payment & Principal Payment	178.63	143.00	24.92%	N.A
D)	<u>RETURN ON EQUITY RATIO</u>	Net Profit After Tax	Average Total Equity	19.69%	35.25%	(44.13%)	The Company has fund raised via Preferential issue during the year ROE has impacted temporary due to this
E)	<u>INVENTORY TURNOVER RATIO</u>	Net Sales	Average Inventory	9.66	11.18	(13.60%)	N. A
F)	<u>TRADE RECEIVABLES TURNOVER RATIO</u>	Net Credit Sales	Average Trade Receivables	4.28	4.61	(7.21%)	N.A

Notes to accounts forming part of financial statement for the year ended March 31, 2025

4)	FINANCIAL RATIOS	Numerator	Denominator	2024-2025	2023-2024	Variance	Reason for Variance
						%	> 25%
G)	<u>TRADE PAYABLES TURNOVER RATIO</u>	Net Credit Purchases	Average Trade Payables	6.43	5.81	10.63%	N.A
H)	<u>NET CAPITAL TURNOVER RATIO</u>	Revenue from Operations	Average Working Capital	3.11	3.46	(10.22%)	N. A
I)	<u>NET PROFIT RATIO</u>	Profit For the Year	Net Sales	22.14%	26.41%	(16.17%)	N. A
J)	<u>RETURN ON CAPITAL EMPLOYED</u>	Earning Before Interest & Taxes	Net Worth	19.84%	38.56%	(48.54%)	The Company has fund raised via Preferencial issue during the year ROCE has impacted temporary due to this
K)	<u>RETURN ON INVESTMENT</u>	Total Income From Investments	Average Investment Cost	8.56%	10.77%	(20.51%)	N. A
	<u>On Fixed Income Securities</u>	Total Income From Fixed Deposits	Average Fixed Deposit Cost	7.64%	6.16%	19.15%	N. A
	Note: 1. Reasons for variances > 25% , is as given by the management						

For and on behalf of the Board of Directors

Surendra Tibrewala
Chairman & Managing Director
DIN: 00218394

Sanjay Tibrewala
Executive Director & CFO
DIN: 00218525

Sunny Parmar
Company Secretary
M.No. A67264

Mumbai, 20th May 2025

FINEOTEX CHEMICAL LIMITED

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

(Rs. In Lakhs)

1	Name of subsidiary	Manya Manufacturing India Private Limited	FSPL Specialities Private Limited (Formerly Known as Fineotex Specialities Private Limited.)	Finoclean Specialities Private Limited	BT Chemicals SDN. BHD	BT Biotex SDN.BHD	Rovatex SDN BHD	Fineotex Malaysia Limited	Fineotex Biotex Healthguard FZE	BT Biotex Limited
2	Reporting year / period ended	31-Mar-25	31-Mar-25	31-Mar-25	31-Mar-25	31-Mar-25	31-Mar-25	31-Mar-25	31-Mar-25	31-Mar-25
3	Date of becoming subsidiary	11-Nov-13	05-Sep-20	30-Dec-23	28-Jun-11	28-Jun-11	28-Jun-11	28-Jun-11	25-Jan-15	10-Nov-20
4	Reporting Currency	Rupees	Rupees	Rupees	Malysian Ringets	Malysian Ringets	Malysian Ringets	USD	USD	USD
5	Exchange rate as on the last date of the relevant Financial Year in Rs.	1	1	1	19.27	19.27	19.27	85.46	85.46	85.46
		Audited	Audited	Audited	Audited	Audited	Audited	Audited	Audited	Audited
6	Share Capital	1.00	100.00	100.00	101.17	0.02	0.20	1,615.38	593.75	8.55
7	Reserves & Surplus	60.91	6,968.26	(2.90)	1,087.02	1,127.02	350.58	1,195.56	353.90	369.37
8	Total Assets	182.18	7,893.86	98.97	4,447.65	1,854.74	2,003.19	2,812.11	1,338.55	410.09
9	Total Liabilities	120.27	825.60	1.87	3,259.47	727.70	1,652.41	1.17	390.90	32.17
10	Investments	44.40	52.30	54.65	-	-	-	1,935.82	118.65	-
11	Turnover	-	4,139.47	9.96	5,981.99	2,947.82	988.87	-	100.10	338.42
12	Profit before Taxation	12.60	1,560.05	(1.14)	375.25	20.02	67.27	33.56	19.62	(11.54)
13	Provision for Taxation	0.92	276.43	0.01	80.31	-	15.90	12.41	-	-
14	Profit after Taxation	11.68	1,283.62	(1.13)	294.94	20.02	51.36	21.15	19.62	(11.54)
15	Proposed Dividend	-	275.00	-	77.08	-	-	170.92	-	-
16	% of shareholding	100.00	100.00	100.00	71.92	72.38	74.76	100.00	100.00	100.00

BT Chemicals Sdn Bhd, BT Biotex Sdn Bhd, and Rovatex SdnBhd are subsidiaries of Fineotex Malaysia Limited

Part “B” : Associates & Joint Ventures Nil

For and on behalf of Board of Directors

Sunny Parmer
Company Secretary
M No.A67264

Surendrakumar Tibrewala
Chairman and Managing Director
DIN 00218394

Sanjay Tibrewala
Executive Director & CFO
DIN 00218525

Place : Mumbai

Date : 20th May, 2025

Independent Auditor's Report

To

The members of Fineotex Chemical Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated financial statements of FINEOTEX CHEMICAL LIMITED ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31st March 2025, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the reports of other auditors on separate financial statements and other financial information of the subsidiaries as referred to in "Other Matters" paragraph below in this audit report, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs (consolidated financial position) of the Group as at March 31, 2025, and their consolidated Profit (consolidated financial performance including other comprehensive income), their consolidated changes in equity and their consolidated Cash Flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Consolidated financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to "Other Matters" paragraph below in this audit report is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on

separate financial statements and on the other financial information of the subsidiaries, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to be communicated in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the consolidated financial statements, the standalone financial statements and our report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information compare with the financial statement of the subsidiaries audited by other auditors, to the extent it relates to these entities and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. Other information in so far it relates to the subsidiaries is traced from their financial statements audited by the other auditors.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated state of affairs (financial position), consolidated profit or loss (financial performance including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Ind AS. The respective Board of Directors of the companies included in 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; 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used

for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors and management of the companies included in the Group are responsible for assessing the ability of their respective companies, to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors/management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors/management of the companies included in the Group are also responsible for overseeing the financial reporting process of the respective companies included in the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and

are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group's to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures

in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information/ financial statements of the entities within the Group, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements, of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in "Other Matters" paragraph below in this audit report.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements, of which we are independent auditors, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- (i) We did not audit the financial statements of Eight (8) subsidiaries included in the consolidated financial statements/financial information, whose financial statements/financial information reflects (before eliminating intercompany transactions) total

assets of ₹ 7,841.97 Lakhs as at 31 March 2025, total revenues of ₹ 6794.41 Lakhs, total net profit/(loss) after tax of ₹ 345.83 Lakhs, and net cash outflows of ₹ 121.26 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements/financial information have been audited by other auditors and whose audit reports have been furnished to us by the management, and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of subsection (3) of Section 143 of the Act, in so far it relates to the aforesaid subsidiaries, is based solely on the audit reports of the other auditors.

Further, of these subsidiaries, Six (6) subsidiaries are located outside India, whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries, and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted these financial statements of such subsidiaries from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion, and matters identified and disclosed under key audit matters paragraph above, in so far as it relates to the balances and affairs of such subsidiaries located outside India, is based on the audit report of other auditors and the Conversion adjustments prepared by the management of the Holding Company and audited by us.

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

Report on Other Legal and Regulatory Requirements

1. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiary and, CARO report of the other statutory auditors of the subsidiary incorporated in India included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.
2. As required by Section 143(3) of the Act, based on our audit and on consideration of reports of other auditors on separate financial statements and other financial information of subsidiaries as was audited by other auditors, referred to in "Other Matters" paragraph above, 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 financial statements;
 - (b). In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of other auditors;
 - (c). The Consolidated financial statements dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
 - (d). In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act;
 - (e). On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India are disqualified as on 31st March, 2025 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 with reference to the financial statements of the Holding Company and its subsidiary company incorporated in India and the operating effectiveness of such controls, where applicable, refer to our separate Report in "Annexure A" to this report;
 - (g). With respect to the other matters to be included in the Auditors Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and based on the reports of the other statutory auditors of the subsidiary incorporated in India and according to the information and explanations given to us, the remuneration paid / payable by the Holding Company and its subsidiary companies incorporated in India, where applicable, to their directors during the current year is in accordance with the provisions of and not in excess of limits laid down under Section 197 read with Schedule V to the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197 (16) which are required to be commented upon by us;
 - (h). 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 and based on the consideration of the reports of the other auditors on separate financial statements and other financial information of the subsidiaries as referred to in the "Other Matters" paragraph above:
 - i. the Group has disclosed the impact of pending litigations on its financial position in its financial Statements – Refer Note No. 36(1) to the financial statements.

- ii. the Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary company incorporated in India during the year ended 31st March, 2025.
- iv. a) The respective managements of the company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and other auditors of the subsidiary that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b) The respective managements of the company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and other auditors of the subsidiary that, to the best of their knowledge and belief, no funds have been received by the company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c) As per the information and explanation given to us, to the best of our knowledge and belief, and audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
- v. As stated in Note No 19 and 48 to the consolidated financial statements
 - a) The Company has paid dividend during the year in accordance with the provisions of Section 123 of the Companies Act, 2013.
 - b) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
- vi. Based on our examination, which included test checks carried out by us for the Holding Company and as communicated by the respective auditors of its subsidiary companies incorporated in India, the Holding Company and its subsidiaries have used accounting software's for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that audit trail was not enabled at the database level to log any direct changes.

FOR ASL & CO.
Chartered Accountants
 (Regn. No 101921 W)

(Shikha Jain)
Partner

Place: Mumbai
Date: May 20, 2025

Membership No. : 136484
UDIN: 25136484BMJMC3019

Annexure “A” referred to in paragraph 1 (f) under the heading “Report on Other Legal and Regulatory Requirements” of the Independent Auditors’ report of even date on the Consolidated Financial Statements of Fineotex Chemical Limited for the Year Ended 31st March 2025.

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 with reference to the financial statements of Fineotex Chemical Limited (“the Company” or “the Holding Company”) and its subsidiary company incorporated in India, as of March 31, 2025 in conjunction with our audit of the consolidated 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 with reference to the financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) 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 respective 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 internal financial controls with reference to the financial statements of the Holding Company and its subsidiary company incorporated in India, where such reporting under Section 143(3) of the Companies Act, 2013 is applicable, based on our audit.

We conducted our audit in accordance with 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 ICAI. 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 with reference to the financial statements 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 with reference to the financial statements and their operating effectiveness.

Our audit of internal financial controls with reference to the financial statements included obtaining an understanding of internal financial controls with reference to the financial statements, 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 other auditors of the subsidiary company incorporated in India, in terms of their reports referred to in “Other Matters” paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system with reference to the financial statements of the Holding Company and its subsidiary company incorporated in India, where such reporting under Section 143(3) of the Companies Act, 2013 is applicable.

Meaning of Internal financial controls with reference to the Consolidated Financial Statements

A company’s internal financial control with reference to the financial statements 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 with reference to the financial statements 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 authorizations 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 with reference to these Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to the 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 with reference to the financial statements to future periods are subject to the risk that the internal financial control with reference to the financial statements 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, and based on the consideration of other auditors referred to in “Other Matters” paragraph below, the Holding Company and its subsidiary company incorporated in India, where such reporting under Section 143(3) of the Companies Act, 2013 is applicable, have, in all material respects, an adequate internal financial controls system with reference to the financial statements and such internal financial controls with reference to the financial statements were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to one (1) subsidiary company, incorporated in India and where such reporting under Section 143(3) of the Companies Act, 2013 is applicable, is based solely on the corresponding reports of the auditors of such company incorporated in India. Our opinion is not modified in respect of the above matters.

FOR ASL & CO.
Chartered Accountants
(Regn. No 101921 W)

(Shikha Jain)
Partner

Place: Mumbai
Date: May 20, 2025

Membership No. : 136484
UDIN: 25136484BMJMW3019

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2025

CIN No. L24100MH2004PLC144295

(Rs. In Lakhs)

Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non - Current Assets			
Property, Plant & Equipment	3	17,254.72	13,099.61
Capital Work - In - Progress	3	2,108.00	-
Investment Property	3	-	393.57
Goodwill on Consolidation		613.85	613.85
Financial Assets			
Investments	4	33,040.25	10,795.25
Others	5	367.52	157.34
Non Current Assets - Income Tax	7	660.57	756.78
Other Non - Current Assets	8	1,324.67	414.35
Total Non - Current Assets		55,369.58	26,230.75
Current Assets			
Inventories	9	6,447.61	5,010.69
Financial Assets			
Investments	10	-	3,876.30
Trade Receivables	11	11,586.37	13,881.66
Cash & Cash Equivalents	12	2,929.04	2,274.51
Bank Balance other than above	13	1,240.70	1,717.31
Loans	14	1,247.50	-
Other Financial Assets	15	85.53	206.44
Other Current Assets	16	1,835.90	896.98
		25,372.65	27,863.89
Asset classified as Held for Sale	17	720.69	720.69
Total Current Assets		26,093.34	28,584.58
TOTAL ASSETS		81,462.92	54,815.33
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	18	2,291.50	2,215.30
Other Equity	19	70,840.41	42,493.92
Equity attributable to owners of the parent		73,131.91	44,709.22
Non-controlling Interest		755.17	647.10
Total Equity		73,887.08	45,356.32
Liabilities			
Non - Current Liabilities			
Other Financial Liabilities	20	200.83	96.92
Provisions	21	8.72	34.80
Deferred Tax Liabilities (Net)	6	656.13	386.09
Total Non - Current Liabilities		865.68	517.81
Current Liabilities			
Financial Liabilities			
Borrowings	22	21.74	519.02
Trade Payables	23		
Dues to Micro and Small Enterprises		687.65	950.29
Dues to Others		4,987.45	6,330.44
Other Financial Liabilities	24	24.89	64.25
Other Current Liabilities	25	951.26	1,029.96
Provisions	26	37.17	43.43
Current Liabilities - Income Tax	27	-	3.81
Total Current Liabilities		6,710.16	8,941.20
Total Liabilities		7,575.84	9,459.01
TOTAL EQUITY AND LIABILITIES		81,462.92	54,815.33
CORPORATE INFORMATION	1		
SIGNIFICANT ACCOUNTING POLICIES	2		
NOTES ON ACCOUNTS	3 to 49		

As per our report of even date attached

For ASL & CO
Chartered Accountants
Firm Reg. No. 101921W

Shikha Jain
Partner
Membership No. 136484

Mumbai, 20th May, 2025

For and on behalf of the Board of Directors

Surendra Tibrewala
Chairman & Managing Director
DIN: 00218394

Sunny Parmar
Company Secretary
M No. A67264

Mumbai, 20th May, 2025

Sanjay Tibrewala
Executive Director & CFO
DIN: 00218525

FINEOTEX CHEMICAL LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

CIN No. L24100MH2004PLC144295

(Rs. In Lakhs)

Particulars	Note. No.	Year ended March 31, 2025	Year ended March 31, 2024
Income			
Revenue from Operations	28	53,333.28	56,897.03
Other Income	29	2,430.67	1,653.75
Total Income		55,763.95	58,550.78
Expenses			
Cost of Material Consumed	30	33,881.47	34,002.76
Purchase of Stock In Trade	31	295.11	1,412.98
Changes in Inventories of Finished Goods / Stock in Trade	32	(1,414.59)	(534.53)
Employee Benefit Expenses	33	2,431.75	2,116.47
Finance Cost	34	106.89	133.14
Depreciation and Amortisation	3	922.05	602.04
Other Expenses	35	5,416.95	5,061.22
Total Expenses		41,639.63	42,794.08
Profit Before Tax		14,124.32	15,756.70
Tax Expenses			
Current Tax	7	2,891.37	3,447.94
Deferred Tax	7	274.29	175.65
(Excess) / Short Provision of Earlier Years		37.84	30.64
Total Tax Expense		3,203.50	3,654.23
Profit After Tax		10,920.82	12,102.47
Other Comprehensive Income			
Items that will not be reclassified to Profit & Loss			
Remeasurement of Defined Benefit Obligation / Asset		(2.60)	(33.19)
Income Tax related to above		0.66	9.57
Total Other Comprehensive Income for the year		(1.94)	(23.62)
Total Comprehensive Income for the year		10,918.88	12,078.85
Profit Attributable to:			
Owners of the Company		10,820.78	11,980.84
Non Controlling Interest		100.04	121.63
		10,920.82	12,102.47
Other Comprehensive Income Attributable to:			
Owners of the Company		(1.94)	(23.62)
Non Controlling Interest		-	-
		(1.94)	(23.62)
Total Other Comprehensive Income Attributable to:			
Owners of the Company		10,818.84	11,957.22
Non Controlling Interest		100.04	121.63
		10,918.88	12,078.85
Earnings Per Share - Basic & Diluted (₹)	37	9.53	10.82
CORPORATE INFORMATION	1		
SIGNIFICANT ACCOUNTING POLICIES	2		
NOTES ON ACCOUNTS	3 to 49		

As per our report of even date attached

For **ASL & CO**
Chartered Accountants
Firm Reg. No. 101921W

Shikha Jain
Partner
Membership No. 136484

Mumbai, 20th May, 2025

For and on behalf of the Board of Directors

Surendra Tibrewala
Chairman & Managing Director
DIN: 00218394

Sunny Parmar
Company Secretary
M No. A67264

Mumbai, 20th May, 2025

Sanjay Tibrewala
Executive Director & CFO
DIN: 00218525

CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2025

CIN No. L24100MH2004PLC144295

(Rs. In Lakhs)

Particulars		For the Year ended March 31, 2025	For The Year ended March 31, 2024
A.	<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
	Net Profit / (Loss) Before Tax	14,124.32	15,756.70
	Add / (Less):- Adjustments for Non-Cash / Non-Operating Items:		
	Depreciation & Amortisation	922.05	602.04
	Finance Cost	106.89	133.13
	Interest Income	(313.11)	(195.48)
	Employee Stock Option Plan	4.92	20.43
	Dividend Income	-	(1.28)
	Net gains / (losses) on fair value changes	(1,906.46)	(1,282.61)
	Unrealized Foreign Exchange Loss / (Gain)	11.08	2.46
	Actuarial Valuation of Gratuity	(2.60)	(33.19)
		(1,177.23)	(754.50)
	Operating Profit Before Changes in Working Capital	12,947.09	15,002.20
	Adjustment for Changes in Working Capital		
	(Increase) / Decrease in Trade Receivables	2,295.29	(3,741.64)
	(Increase) / Decrease in Inventories	(1,436.92)	(281.32)
	(Increase) / Decrease in Other Current Financial Assets	(1,126.59)	(135.13)
	(Increase) / Decrease in Other Current Assets	(938.92)	(122.07)
	(Increase) / Decrease in Other Non - Current Financial Assets	(210.18)	80.23
	(Increase) / Decrease in Other Non - Current Assets	-	-
	Increase / (Decrease) in Trade Payables	(1,605.62)	2,544.91
	Increase / (Decrease) in Other Current Financial Liabilities	(39.36)	48.71
	Increase / (Decrease) in Other Current Liabilities	(78.70)	161.02
	Increase / (Decrease) in Provisions	(32.34)	39.55
		(3,173.34)	(1,405.74)
	Cash Generated from Operations	9,773.75	13,596.46
	Less: Taxes Paid (Net of refund received)	(2,840.40)	(3,891.99)
	NET CASH FLOW FROM OPERATING ACTIVITY (A)	6,933.35	9,704.47
B	<u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
	Purchase of Property, Plant & Equipment & Intangible Assets	(6,757.63)	(4,790.48)
	FCTR on PPE	(33.99)	5.28
	Investments during the period	(20,338.54)	(579.52)
	Investments in Capital Advance	(910.32)	36.05
	Interest Received	313.11	195.48
	Dividend Received	-	1.28
	Movement in Other Bank balances	476.61	483.01
	NET CASH FLOW FROM INVESTING ACTIVITY (B)	(27,250.76)	(4,648.90)

FINEOTEX CHEMICAL LIMITED

Particulars		For the Year ended March 31, 2025	For The Year ended March 31, 2024
C	<u>CASH FLOW FROM FINANCING ACTIVITY</u>		
	Deposits and Margin Money	103.91	(6.78)
	Finance Cost	(106.89)	(133.13)
	Proceeds from issue of share under ESOP	31.32	10.87
	Proceeds from Issue of Share under Shares & warrant allotment	18,543.76	-
	Company incorporation / share issue expenses	-	(2.28)
	Corporate Dividend paid (incl. Dividend Distribution Tax)	(923.00)	(2,259.75)
	NET CASH FLOW FROM FINANCING ACTIVITY (C)	17,649.10	(2,391.07)
D	<u>EFFECT OF EXCHANGE DIFFERENCES ON TRANSLATION OF FOREIGN CURRENCY CASH AND CASH EQUIVALENTS (D)</u>	(45.10)	(58.87)
E	<u>NET CASH FLOW FOR THE YEAR (A + B + C+D)</u>	(2,713.41)	2,605.63
	Add: Opening Balance of Cash & Cash Equivalents	5,631.79	3,028.62
	Add: Effects of exchange loss/(gain) on cash and cash equivalents	(11.08)	(2.46)
	CLOSING BALANCE OF CASH & CASH EQUIVALENTS	2,907.30	5,631.79

Note :

- The above Cash Flow Statement has been prepared under the “Indirect Method” as set out in the Indian Accounting Standard (Ind AS-7) - Statement of Cash Flow.
- Reconciliation of Cash and Cash Equivalent

(Rs. In Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
CASH AND CASH EQUIVALENT COMPRISES AS UNDER:		
Balance with banks in current accounts	2,899.99	2,251.08
Cash on Hand	29.05	23.43
CASH AND CASH EQUIVALENT	2,929.04	2,274.51
Add : Investment in liquid mutual funds (Refer Note 10)	-	3,876.30
Working Capital Facility from Bank (Refer Note 22)	(21.74)	(519.02)
CASH AND CASH EQUIVALENT AT THE END OF THE YEAR	2,907.30	5,631.79

As per our report of even date attached

For ASL & CO
Chartered Accountants
Firm Reg. No. 101921W

Shikha Jain
Partner
Membership No. 136484

Mumbai, 20th May, 2025

For and on behalf of the Board of Directors

Surendra Tibrewala
Chairman & Managing Director
DIN: 00218394

Sunny Parmar
Company Secretary
M No. A67264

Mumbai, 20th May, 2025

Sanjay Tibrewala
Executive Director & CFO
DIN: 00218525

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025

CIN No. L24100MH2004PLC144295

A. Equity Share Capital

(Rs. In Lakhs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Balance as the beginning of the reporting period	11,07,64,989	2,215.30	11,07,48,420	2,214.97
Add: Changes in Equity Capital during the year	38,10,101	76.20	16,569	0.33
Balance at the end of the reporting period	11,45,75,090	2,291.50	11,07,64,989	2,215.30

B. Other Equity

(Rs. In Lakhs)

Particulars	Attributable to Owners								Non controlling Interest
	Reserves & Surplus				Other Reserves				
	Capital Reserve	Capital Redemption Reserve	Securities Premium	Retained Earnings	Equity Settled Share Based Payment Reserve	Money received against share warants	Foreign Currency Translation	Total Other Equity	
Balance as at March 31, 2023 (A)	10.85	30.99	806.20	31,455.04	28.00	-	320.36	32,651.44	700.66
Additions during the year:									
Profit for the period	-	-	-	11,980.84	-	-	-	11,980.84	121.63
Addition for equity share options granted	-	-	10.54	-	20.43	-	-	30.97	-
Currency Translation Reserve	-	-	-	1,824.48	-	-	(1,752.74)	71.74	(130.61)
Items of OCI for the year, net of tax:									
Remeasurement of the defined benefit plans	-	-	-	(23.62)	-	-	-	(23.62)	-
Total Comprehensive Income for the year 2023-2024 (B)	-	-	10.54	13,781.70	20.43	-	(1,752.74)	12,059.93	(8.98)
Transactions with Owners in their capacity as Owners:									
Company incorporation / share issue expenses	-	-	-	(2.28)	-	-	-	(2.28)	-
Final Dividend for the year ended March 31, 2023	-	-	-	(885.99)	-	-	-	(885.99)	(44.58)
Interim Dividend for the FY 2023 - 24	-	-	-	(1,329.18)	-	-	-	(1,329.18)	-
Total (C)	-	-	-	(2,217.45)	-	-	-	(2,217.45)	(44.58)
Balance as at March 31, 2024 (D)=(A+B+C)	10.85	30.99	816.74	43,019.29	48.43	-	(1,432.38)	42,493.92	647.10
Additions during the year:									
Profit for the period	-	-	-	10,820.78	-	-	-	10,820.78	100.05
Addition for equity share options granted	-	-	30.81	-	4.92	-	-	35.73	-
Addition for equity share and Warrant Issues	-	-	18,440.85	-	-	27.21	-	18,468.06	-
Currency Translation Reserve	-	-	-	-	-	-	(74.78)	(74.78)	29.65
Items of OCI for the year, net of tax:									
Remeasurement of the defined benefit plans	-	-	-	(1.94)	-	-	-	(1.94)	-
Total Comprehensive Income for the year 2024-2025 (E)	-	-	18,471.66	10,818.84	4.92	27.21	(74.78)	29,247.85	129.70
Transactions with Owners in their capacity as Owners:									
Share warrant issue									
Company incorporation / share issue expenses	-	-	-	-	-	-	-	-	-
Final Dividend for the year ended March 31 2024	-	-	-	(443.06)	-	-	-	(443.06)	(21.63)
Interim Dividend for the FY 2024-25	-	-	-	(458.30)	-	-	-	(458.30)	-
Total (F)	-	-	-	(901.36)	-	-	-	(901.36)	(21.63)
Balance as at March 31, 2025 (D+E+F)	10.85	30.99	19,288.40	52,936.77	53.35	27.21	(1,507.16)	70,840.41	755.17

CORPORATE INFORMATION	1
SIGNIFICANT ACCOUNTING POLICIES	2
NOTES ON ACCOUNTS	3 TO 49

As per our report of even date attached

For **ASL & CO**
Chartered Accountants
Firm Reg. No. 101921W

Shikha Jain
Partner
Membership No. 136484

Mumbai, 20th May, 2025

For and on behalf of the Board of Directors

Surendra Tibrewala
Chairman & Managing Director
DIN: 00218394

Sunny Parmar
Company Secretary
M No. A67264

Mumbai, 20th May, 2025

Sanjay Tibrewala
Executive Director & CFO
DIN: 00218525

NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2025

SIGNIFICANT ACCOUNTING POLICIES

1 CORPORATE INFORMATION

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 Group 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.

These Consolidated Financial Statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these Consolidated Financial Statements

b) The Consolidated financial statements are approved for issue by the Audit Committee and by the Board of Directors on 20th May, 2025.

c) Current versus Non-Current classification

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

d) 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;
- Assets held for sale - measured at lower of carrying amount or fair value less cost to sell;
- Defined benefit plans - plan assets measured at fair value.

e) 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 Incorporation	Proportion of Ownership Interest	
		As at March 31, 2025	As at March 31, 2024
Manya Manufacturing India Private Limited (formerly known as Manya Steel Private Limited)	India	100.00%	100.00%
FSPL Specialities Private Limited (Formerly known as Fineotex Specialities Private Limited)	India	100.00%	100.00%
Finoclean Specialities Private Limited	India	100.00%	100.00%
Fineotex Biotex Healthguard FZE (formerly known as Fineotex Specialities FZE)	UAE	100.00%	100.00%
Fineotex Malaysia Limited	Malaysia	100.00%	100.00%

Name of the subsidiaries	Country of Incorporation	Proportion of Ownership Interest	
		As at March 31, 2025	As at March 31, 2024
Subsidiaries of Fineotex Malaysia Limited			
BT Chemicals SDN BHD	Malaysia	71.92%	71.92%
BT Biotex SDN BHD	Malaysia	72.38%	72.38%
Rovatex SDN BHD	Malaysia	74.76%	74.76%
BT Biotex Limited	UAE	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 recognised 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 FOREIGN CURRENCY TRANSACTIONS

a) Functional and Presentation Currency

The Group's consolidated financial statements are presented in INR, which is also the parent company's functional currency.

For each entity the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

b) Initial Recognition

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency 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

At the end of each reporting period, monetary items (including financial assets and liabilities) denominated in foreign currencies are retranslated at the rates prevailing at that date.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined.

Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Gains or losses arising from these translations are recognised in the Consolidated Statement of Profit and Loss.

d) For Consolidation

On consolidation, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the end of Reporting Date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions.

For practical reasons, the Group uses an average rate to translate items of income and expense.

The exchange differences arising on translation for consolidation are recognised in Foreign Currency Translation Reserve.

Any goodwill arising in the acquisition/business combination of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of Reporting Date.

2.3 ACCOUNTING FOR TAXES ON INCOME

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.

2.4 OTHER SIGNIFICANT ACCOUNTING POLICIES

Other significant accounting policies followed by the Group are similar to the significant accounting policies of the parent, Fineotex Chemical Limited.; and hence have not been reproduced here.

Refer note 2 of standalone financial statements of Fineotex Chemical Limited For the year ended 31 March 2025 for details with regards to other significant accounting policies.

Notes to accounts forming part of financial statement for the year ended March 31, 2025

NOTE 3: PROPERTY, PLANT & EQUIPMENTS AND INVESTMENT PROPERTY

(Rs. In Lakhs)

DESCRIPTION	GROSS CARRYING AMOUNT (AT COST)					ACCUMULATED DEPRECIATION / AMORTIZATION				NET CARRYING AMOUNT
	As At April 01, 2024	Additions / Transfers	Exchange Differences	Deductions	As At March 31, 2025	As At April 01, 2024	For The Year	On Deductions	As At March 31, 2025	As At March 31, 2025
(A) Property Plant & Equipments										
Leasehold Rights	1,261.01	-	-	-	1,261.01	8.17	32.68	-	40.85	1,220.16
Land - Freehold	442.20	-	-	-	442.20	-	-	-	-	442.20
Land - Leasehold (Right of Use Assets)	2,054.38	-	-	-	2,054.38	-	-	-	-	2,054.38
Factory Buildings	4,352.99	-	-	-	4,352.99	265.46	157.33	-	422.79	3,930.20
Office Premises (a)	541.13	3,657.71	-	-	4,198.84	174.79	204.04	-	378.83	3,820.01
Plant & Machinery	4,730.89	689.24	15.89	-	5,436.02	763.56	350.43	-	1,113.99	4,322.03
Furniture & Fixture	454.85	308.84	0.84	-	764.53	138.14	16.82	-	154.96	609.57
Vehicles (b)	626.35	120.19	4.53	56.35	694.72	222.98	70.19	49.10	244.07	450.65
Computers	106.22	143.91	0.33	-	250.46	79.77	43.44	-	123.21	127.25
Capex on Leasehold Premises	158.66	-	11.72	-	170.38	35.96	16.36	-	52.32	118.06
Office Equipment	125.42	130.56	0.65	-	256.63	65.66	30.76	-	96.42	160.21
Total - Tangible Assets	14,854.10	5,050.45	33.96	56.35	19,882.16	1,754.49	922.05	49.10	2,627.44	17,254.72
(B) Capital Work in Progress (c)	-	2,324.02	-	216.02	2,108.00	-	-	-	-	2,108.00
(C) INVESTMENT PROPERTY (a,d,e,f & g)	393.57	-	-	393.57	-	-	-	-	-	-
TOTAL(A)+(B)+(C)	15,247.67	7,374.47	33.96	665.94	21,990.16	1,754.49	922.05	49.10	2,627.44	19,362.72

- a. - Office Premises includes 15 (Previous Year 15) fully paid unquoted shares of Rs. 50/- each in respect of ownership of Office Premises in 2 Co-operative Society (Previous Year 2 Co-operative Society)
- During the Current year the company has sold the investment in property comprises ownership right of office premises which were held through 10 (Previous Year 10) are fully paid unquoted shares of Rs. 50/- each, in Co-operative Housing Society.
- b. Motor Vehicles of Original Cost Rs. 121.02 Lakhs- as at 31st March 2025 (Previous Year as at 31st March 2024 Rs. 121.02 Lakhs) are in the name of the directors of the company.
- c. The amount of Contractual Commitments for the acquisition/construction of Property, Plant & Equipments is disclosed in Note No.36.
- d. The fair market value of investment property as determined in accordance with Level III input provided by Management is approximately Rs.NIL (Previous Year Rs.225.24 Lakhs).
- The company is following Cost Model for accounting of Investment Properties. The fair market value of Investment property (as measured for disclosure purpose in the financial statement) is in compliance with
- IND AS 40 - Investment property and is not based on valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017.
- e. **Amount recognised in Profit & Loss for Investment Properties:**

(Rs. In Lakhs)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Rental income	4.50	10.01
Direct operating expenses from property that generated rental income	(0.50)	(1.00)
Direct operating expenses from property that did not generate rental income	-	-
Impact of IND AS on Lease Rentals	0.09	0.09
Profit from investment properties before depreciation	4.09	9.10
Depreciation	-	-
Profit from investment property	4.09	9.10

Notes to accounts forming part of financial statement for the year ended March 31, 2025

NOTE 3: PROPERTY, PLANT & EQUIPMENTS AND INVESTMENT PROPERTY

(Rs. In Lakhs)

DESCRIPTION	GROSS CARRYING AMOUNT (AT COST)				ACCUMULATED DEPRECIATION / AMORTIZATION				NET CARRYING AMOUNT	
	As At April 01, 2023	Additions / Transfers	Exchange Differences	Deductions	As At March 31, 2024	As At April 01, 2023	For The Year	On Deductions	As At March 31, 2024	As At March 31, 2024
(A) Property Plant & Equipments										
Leasehold Right	-	1,261.01	-	-	1,261.01	-	8.17	-	8.17	1,252.84
Land - Freehold	442.20	-	-	-	442.20	-	-	-	-	442.20
Land - Leasehold(Right of Use Assets)	2,054.38	-	-	-	2,054.38	-	-	-	-	2,054.38
Factory Buildings	1,764.80	2,588.19	-	-	4,352.99	171.45	94.01	-	265.46	4,087.53
Office Premises (a)	541.13	-	-	-	541.13	145.72	29.07	-	174.79	366.34
Plant & Machinery	4,148.41	585.40	(2.92)	-	4,730.89	463.23	300.33	-	763.56	3,967.33
Furniture & Fixture	377.01	77.97	(0.13)	-	454.85	82.98	55.16	-	138.14	316.71
Vehicles (b)	471.90	169.88	(1.72)	13.71	626.35	177.42	55.50	9.94	222.98	403.37
Computers	94.10	12.19	(0.07)	-	106.22	58.10	21.67	-	79.77	26.45
Capex on Leasehold Premises	41.57	117.42	(0.33)	-	158.66	20.70	15.26	-	35.96	122.70
Office Equipment	107.09	18.44	(0.11)	-	125.42	42.79	22.87	-	65.66	59.76
Total - Tangible Assets	10,042.59	4,830.50	(5.28)	13.71	14,854.10	1,162.39	602.04	9.94	1,754.49	13,099.61
(B) Capital Work in Progress (c)	36.25	-	-	36.25	-	-	-	-	-	-
C) INVESTMENT PROPERTY (a,d,e,f & g)	393.57	-	-	-	393.57	-	-	-	-	393.57
Total (A)+(B)+(C)	10472.41	4830.50	(5.28)	49.96	15247.67	1162.39	602.04	9.94	1754.49	13,493.18

- a. - Office Premises includes fully paid unquoted shares in respect of ownership of Office Premises in 2 Co-operative Society (31 March 2023: 2 Co-operative Society); 15 shares (31 March 2023: 10 shares) of Rs.50/- each.
- Investment Property includes fully paid unquoted shares in respect of ownership of Office Premises in 1 Co-operative Housing Society (31 March 2023: 1 Co-operative Housing Society); 10 shares (31 March 2023: 10 shares) of Rs.50/- each.
- b. Motor Vehicles of Original Cost Rs. 121.02 Lakhs as at 31st March 2024 (Previous Year as at 31st March 2023 Rs. 134.73 Lakhs) are in the name of the directors of the company.
- c. The amount of Contractual Commitments for the acquisition/construction of Property, Plant & Equipments is disclosed in Note No.36.
- d. The fair market value of investment property as determined in accordance with Level III input provided by Management is approximately Rs.225.24 Lakhs(Previous Year Rs.225.24 Lakhs).

The company is following Cost Model for accounting of Investment Properties. The fair market value of Investment property (as measured for disclosure purpose in the financial statement) is in compliance with

IND AS 40 - Investment property and is not based on valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017.

e. Amount recognised in Profit & Loss for Investment Properties:

(Rs. In Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Rental income	10.01	9.19
Direct operating expenses from property that generated rental income	(1.00)	(0.98)
Direct operating expenses from property that did not generate rental income	-	-
Impact of IND AS on Lease Rentals	0.09	0.28
Profit from investment properties before depreciation	9.10	8.49
Depreciation	-	-
Profit from investment property	9.10	8.49

Notes to accounts forming part of financial statement for the year ended March 31, 2025

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

(Rs. In Lakhs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Units	Amount	No. of Units	Amount
A. Other Investments				
Carried at fair value through profit or loss				
In Mutual Funds (Quoted and fully paid up)	19,59,88,496.598	33,040.25	3,03,48,807.581	10,795.25
(Also Refer Note (a) & (b))				
TOTAL (A)		33,040.25		10,795.25
Aggregate Amount of Quoted Investment - At Cost		30,910.70		9,668.67
Aggregate Amount of Quoted Investment - At market value		33,040.25		10,795.25
Aggregate amount of Unquoted Investments - At Cost		-		-
Aggregate amount of impairment in value of Investments		-		-

- a. Other Investments carried at fair value through profit or loss includes, Investment under lien against working capital loan facility availed by the Holding Company (Also Refer Note No. 22)

(Rs. In Lakhs)

Particulars	As at March 31, 2025			As at March 31, 2024		
	No. of Units	At Cost	At MV	No. of Units	At Cost	At MV
Investment in Mutual Fund (Quoted & Fully Paid Up)	24,38,055.07	799.96	952.21	30,00,504.18	717.75	923.52

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

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Security Deposits (Refer Note i. Below)	157.52	125.61
Fixed Deposits maturing after 12 months (Refer Note ii. Below)	210.00	31.73
TOTAL	367.52	157.34

Note :

- i. Security deposits (for Leasing of Premises) includes dues from Directors and its relatives as under: (Also Refer Note No 43).

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Dues from Directors of Holding Company	18.42	18.99
Dues from relative of Directors of Holding Company	16.83	19.32

- ii. Fixed Deposits maturing After 12 months includes Receipts Pledged/Lien with Banks:

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Towards Overdraft facility availed (Also refer Note no 22)	210.00	10.00

FINEOTEX CHEMICAL LIMITED

Notes to accounts forming part of financial statement for the year ended March 31, 2025

NOTE 6: INCOME TAX

A. COMPONENTS OF INCOME TAX EXPENSE

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
I. Tax expense recognised in statement of profit & loss		
Current Tax		
Current year	2,891.37	3,447.94
Sub-Total	2,891.37	3,447.94
Deferred tax charge/ (credit)		
Origination and reversal of temporary difference	274.29	175.65
Sub-Total	274.29	175.65
Total	3,165.66	3,623.58
II. Tax on other comprehensive income		
Items that will not be reclassified to Profit and Loss		
Remeasurement of the Defined Benefit Plans	(0.66)	(9.57)
Total	(0.66)	(9.57)

B. RECONCILIATION OF EFFECTIVE TAX RATES

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Profit/(loss) before tax	14,124.33	15,756.72
Enacted Income Tax Rate in India	25.17%	25.17%
Income Tax expense calculated at enacted corporate tax rate	3,555.09	3,965.96
Effect of income that is exempt from tax	(116.62)	(481.86)
Effect of expenses that are not deductible in determining taxable profit	19.22	25.18
Effect of income which is taxed at special rates	(40.26)	9.77
Effect of Fair Value Gains / (Loss)	(247.24)	(189.73)
Effect of difference between India and foreign tax rates and non taxable subsidiaries	(651.73)	202.97
Others	(189.63)	(84.36)
Total	2,328.83	3,447.93
Effective tax rate for the year	16.49%	21.88%

C. MOVEMENT IN DEFERRED TAX ASSETS/(LIABILITIES)

(Rs. In Lakhs)

Particular	Net deferred tax asset / (liabilities) as on 1st April, 2024	Recognised in profit and loss	Recognised in other comprehensive income	Net deferred tax asset / (liabilities) as on 31st March, 2025
Deferred tax assets/ (liabilities)				
Property, plant and equipment	(294.83)	(59.39)	-	(354.22)
Investments	(135.09)	(168.78)	-	(303.87)
Investment Property	39.10	(39.10)	-	-
Employee benefits	-	(4.26)	4.26	-
Other Current Assets	4.73	(2.77)	-	1.96
Deferred tax assets/ (liabilities)	(386.09)	(274.30)	4.26	(656.13)

Notes to accounts forming part of financial statement for the year ended March 31, 2025

MOVEMENT IN DEFERRED TAX ASSETS/(LIABILITIES)

(Rs. In Lakhs)

Particular	Net deferred tax asset / (liabilities) as on 1st April, 2023	Recognised in profit and loss	Recognised in other comprehensive income	Net deferred tax asset / (liabilities) as on 31st March, 2024
Deferred tax assets/ (liabilities)				
Property, plant and equipment	(213.51)	(81.32)	-	(294.83)
Investments	(38.26)	(96.83)	-	(135.09)
Investment Property	32.35	6.75	-	39.10
Employee benefits	(1.42)	(0.26)	1.68	-
Other Current Assets	8.73	(4.00)	-	4.73
Deferred tax assets/ (liabilities)	(212.11)	(175.66)	1.68	(386.09)

D. DEFERRED TAX ASSETS

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Deferred Tax Assets		
Employee Benefits	-	-
Investment Property	-	39.10
Other Current Assets	1.96	4.73
Total	1.96	43.83
Deferred Tax Liabilities		
Property, Plant and Equipment	303.87	294.83
Investments	354.22	135.09
Total	658.09	429.92
NET DEFERRED TAX ASSETS / (LIABILITIES)	(656.13)	(386.09)

NOTE 7: NON CURRENT ASSETS - INCOME TAX

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Advance payment of Income Tax (Net of Provision)	660.57	756.78
Total	660.57	756.78

NOTE 8: OTHER NON-CURRENT ASSETS

(Unsecured Considered Good unless stated otherwise)

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Capital Advances (Refer Note No 36)	1,324.67	414.35
Total	1,324.67	414.35

FINEOTEX CHEMICAL LIMITED

Notes to accounts forming part of financial statement for the year ended March 31, 2025

NOTE 9: INVENTORIES

(At Lower of Cost and Net Realisable Value)

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
(As taken, valued and certified by the management)		
Raw Materials	3,441.08	3,335.87
Finished Goods (including in Transit)	2,830.01	1,496.99
Others (Packing Material)	176.52	177.83
Total	6,447.61	5,010.69

Inventories are pledged as security for credit facilities from banks

NOTE 10: FINANCIAL ASSETS - INVESTMENTS (CURRENT)

(Rs. In Lakhs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Unit	Amount	No. of Unit	Amount
Investment in Liquid Mutual Funds (At Fair value through Profit & Loss)				
Investment in Liquid Mutual Funds (Quoted and fully paid up)	-	-	1,45,666.407	3,876.30
Total		-		3,876.30
Aggregate Amount of Quoted Investment - At Cost		-		3,849.81
Aggregate amount of Quoted Investments - At market value		-		3,876.30

NOTE 11: FINANCIAL ASSETS - TRADE RECEIVABLES

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Trade Receivables		
Unsecured - Considered Good	11,591.37	13,881.66
Less: Allowance for Expected Credit Loss	5.00	-
Total	11,586.37	13,881.66

Notes :

i. **Trade receivable includes (Also Refer Note No 43):**

- Dues from Private Companies in which any Director is a director or member - Rs. NIL/- as at 31st March 2025(Previous Year Rs. NIL/-)

ii. Refer Note - 40 for information about Credit Risk and Market Risk of Trade Receivables.

Allowance for Expected Credit Loss Movement

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the Beginning of the year	-	-
Addition during the year	5.00	-
Balance at the end of the year	5.00	-

Notes to accounts forming part of financial statement for the year ended March 31, 2025

Trade Receivable ageing schedule

(Rs. In Lakhs)

Particulars	Outstanding for following periods from date of transactions					
	As at March 31, 2025					
	< 6 Months	6 months to 1 year	1-2 years	2-3 years	> 3 Years	Total
Undisputed						
Considered Good	9,636.39	1,186.86	375.62	188.75	203.75	11,591.37
Less: Allowance for Expected Credit Loss	-	-	-	5.00	-	5.00
Total	9,636.39	1,186.86	375.62	183.75	203.75	11,586.37

(Rs. In Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	As at March 31, 2024					
	< 6 Months	6 months to 1 year	1-2 years	2-3 years	> 3 Years	Total
Undisputed						
Considered Good	12,544.71	291.60	418.64	125.90	500.81	13,881.66
Less: Allowance for Expected Credit Loss	-	-	-	-	-	-
Total	12,544.71	291.60	418.64	125.90	500.81	13,881.66

NOTE 12: FINANCIAL ASSETS - CASH & CASH EQUIVALENTS

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with Banks in Current Accounts	2,095.98	1,431.86
Cash on Hand	29.05	23.43
Fixed Deposits maturing within 3 months	804.01	819.22
Total	2,929.04	2,274.51

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

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Unpaid Dividend Account	5.57	3.91
Fixed Deposits maturing between 3 to 12 months (Refer Note i. Below)	1,235.13	1,713.40
Total	1,240.70	1,717.31

Note :

i. Fixed Deposits maturing between 3 to 12 months includes Receipts Pledged/Lien with Banks:

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Towards Bank Guarantee (Also refer Note no 36)	79.09	67.30
Towards Letter Of Credit	115.00	115.000
Towards Overdraft facility availed (Also refer Note no 22)	725.39	405.00

FINEOTEX CHEMICAL LIMITED

Notes to accounts forming part of financial statement for the year ended March 31, 2025

NOTE 14: LOAN

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Loans to Other parties		
Considered good	1,247.50	-
Total	1,247.50	-

NOTE 15: FINANCIAL ASSETS - OTHERS (CURRENT)

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Interest accrued (Also Refer Note No 13)	16.11	18.88
Advances	13.96	73.68
Other Deposits	55.46	113.88
Total	85.53	206.44

NOTE 16: OTHER CURRENT ASSETS

(Unsecured Considered Good unless stated otherwise)

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Advances Other than capital advances		
Advance to Employees	8.15	9.19
Advances to Suppliers	378.61	194.96
Prepaid Expenses	147.99	135.84
Balances with Government Authorities	171.96	46.22
Advances to Related parties	857.21	243.13
Others		
Export Incentive Receivable	53.18	60.39
Insurance Claim Receivable	152.02	152.02
Deposit	45.89	43.53
Other Loans and Advances	20.89	11.70
Total	1,835.90	896.98

NOTE 17: ASSETS CLASSIFIED AS HELD FOR SALE

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Other Investment (At Cost)		
Immovable Property (Also Refer Note No 25)	720.69	720.69
Total	720.69	720.69

Notes to accounts forming part of financial statement for the year ended March 31, 2025

Note :

- i. 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.

The Company pursuant to its intention, have received Advance for Sale of Property classified as held for Sale. The Company is in the process of completing the transfer of title and is expected to be completed in the financial year 2025-2026.

- ii. Further the fair value of these asset is higher than its carrying value as on 31st March 2025 and hence no impairment loss has been recognised.

NOTE 18: EQUITY SHARE CAPITAL

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Authorised		
14,00,00,000 (Previous year as at 31st March 2024 14,00,00,000) Equity Shares of Rs. 2/- each	2,800.00	2,800.00
TOTAL AUTHORISED SHARE CAPITAL	2,800.00	2,800.00
Issued, Subscribed & Paid Up		
11,45,75,090 (Previous year as at 31st March 2024 11,07,64,989) Equity Shares of Rs. 2/- each fully paid up.	2,291.50	2,215.30
TOTAL ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL	2,291.50	2,215.30

a) Reconciliation of the number of shares outstanding :

(Rs. In Lakhs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Shares at the beginning	11,07,64,989	2,215.30	11,07,48,420	2,214.97
Add: Issued during the year	38,10,101	76.20	16,569	0.33
Shares at the end of the year	11,45,75,090	2,291.50	11,07,64,989	2,215.30

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, 2025		As at March 31, 2024	
	No. of Shares	%	No. of Shares	%
Mr. Surender Tibrewala (Refer Note No i. Below)	6,12,31,286	53.44%	6,12,31,286	55.28%

Note:

i. Shareholders holding more than 5% shares each includes shares held by Karta of HUF as under:

Name of the Shareholder	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	%	No. of Shares	%
Mr. Surrender Tibrewala - as a Karta of HUF	3,45,500	0.30%	3,45,500	0.31%

Notes to accounts forming part of financial statement for the year ended March 31, 2025

d) Other details of Equity Shares for a period of five years immediately preceding March 31, 2025

- i. Pursuant to approval of the Board of Directors of Company vide resolution dated 27th July, 2020 the Company has bought back 5,51,580 equity shares of Rs.2/- each from the open market at an average price of Rs. 33.04. The Company has paid a total amount of Rs. 182.25 Lakhs for the said buyback of shares.

e) Shares held by promoters at the end of the year

Promoter Name	As at March 31, 2025		As at March 31, 2024		2024-25	2023-24
	No. of shares	% of Total shares	No. of shares	% of Total shares	% Change Inc / (Dec)	
Surendrakumar Deviprasad Tibrewala	6,08,85,786	53.14%	6,08,85,786	54.97%	-	-
Sanjay Tibrewala	34,54,990	3.02%	34,34,990	3.10%	0.01	-
Kanaklata Tibrewala	32,81,700	2.86%	32,81,700	2.96%	-	-
Kamal Chemicals Pvt. Ltd.	29,54,500	2.58%	29,54,500	2.67%	-	-
Proton Biochem Pvt Ltd	10,28,500	0.90%	10,28,500	0.93%	-	-
Surendra Tibrewala Huf	3,45,500	0.30%	3,45,500	0.31%	-	-
Aarti Mitesh Jhunjunwala	81,050	0.07%	81,050	0.07%	-	-
Ritu Aditya Gupta	11,000	0.01%	11,000	0.01%	-	-
Mitesh Vinod Jhunjunwala	1,001	0.00%	1,001	0.00%	-	-
Nidhi Sanjay Tibrewala	1,000	0.00%	1,000	0.00%	-	-

NOTE 19: Other Equity

(Rs. In Lakhs)

Particulars	Reserves & Surplus				Other Reserves		Money received against share warrants	Total Other Equity
	Capital Reserve	Capital Redemption Reserve	Securities Premium	Retained Earnings	Equity Settled Share Based Payment Reserve	Foreign Currency Translation		
Balance as at March 31, 2023(A)	10.85	30.99	806.20	31,455.04	28.00	320.36	-	32,651.44
Additions during the year:								
Profit for the period	-	-	-	11,980.84	-	-	-	11,980.84
Addition for equity share options granted (Refer Note No 41)	-	-	10.54	-	20.43	-	-	30.97
Currency Translation Reserve	-	-	-	1,824.48	-	(1,752.74)		71.74
Items of OCI for the year, net of tax:								
Remeasurement of the defined benefit plans	-	-	-	(23.62)	-	-		(23.63)
Total Comprehensive Income for the year 2023-2024 (B)	-	-	10.54	13,781.70	20.43	(1,752.74)	-	12,059.93
Reductions during the year:								
Transactions with Owners in their capacity as Owners:								
Company incorporation / share issue expenses				(2.28)				(2.28)
Final Dividend for the year ended March 31, 2023				(885.99)				(885.99)
Interim Dividend for the FY 2023 - 24	-	-	-	(1,329.18)	-	-		(1,329.18)
Total (C)	-	-	-	(2,217.45)	-	-		(2,217.45)
Balance as at March 31, 2024 (D)=(A+B+C)	10.85	30.99	816.74	43,019.29	48.43	(1,432.38)		42,493.92

Notes to accounts forming part of financial statement for the year ended March 31, 2025

Particulars	Reserves & Surplus				Other Reserves		Money received against share warrants	Total Other Equity
	Capital Reserve	Capital Redemption Reserve	Securities Premium	Retained Earnings	Equity Settled Share Based Payment Reserve	Foreign Currency Translation		
Additions during the year:								
Profit for the period	-	-	-	10,820.78	-	-		10,820.78
Addition for equity share options granted (Refer Note No 41)	-	-	30.81	-	4.92	-		35.73
Addition for equity share and Warrant Issues			18,440.85				27.21	18,468.06
Currency Translation Reserve	-	-	-	-	-	(74.78)		(74.78)
Items of OCI for the year, net of tax:								
Remeasurement of the defined benefit plans	-	-	-	(1.94)	-	-		(1.94)
Total Comprehensive Income for the year 2024-2025 (E)	-	-	18,471.66	10,818.84	4.92	(74.78)	27.21	29,247.85
Transactions with Owners in their capacity as Owners:								
Company incorporation / share issue expenses	-	-	-	-	-	-	-	-
Final Dividend for the year ended March 31 2024	-	-	-	(443.06)	-	-	-	(443.06)
Interim Dividend for the FY 2024-25	-	-	-	(458.30)	-	-	-	(458.30)
Total (F)	-	-	-	(901.36)	-	-	-	(901.36)
Balance as at March 31, 2025 (D+E+F)	10.85	30.99	19,288.40	52,936.77	53.35	(1,507.16)	27.21	70,840.41

a. Description of Nature and Purpose of the Reserves

Capital Reserve

Capital Reserve was created on acquisition of Proprietorship concern "Fineotex Chemical Industries" in FY 2007-08 in Slump Sale.

Capital Redemption Reserve

The Company had purchased its own shares and as per the provisions of the applicable laws, a sum equal to the nominal value of the shares so purchased is required to be transferred to the capital redemption reserve.

Securities Premium

The amount received in excess of face value of the equity shares is recognised in Securities Premium. The reserve is utilised in accordance with the provisions of the Act.

Retained Earnings

Retained earnings are the accumulated profits earned by the Company till date, less transfer to general reserves, dividend (including dividend distribution tax) and other distributions made to the shareholders.

Equity-Settled share-based payment reserve

This reserve is created by debiting the statement of profit and loss account with the value of share options granted to the employees by the Company. Once shares are issued by the Company, the amount in this reserve will be transferred to Share capital, Securities premium or retained earnings.

Items of Other Comprehensive Income

Remeasurements of Net Defined Benefit Plans:

Differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in other comprehensive income and are adjusted to retained earnings.

FINEOTEX CHEMICAL LIMITED

Notes to accounts forming part of financial statement for the year ended March 31, 2025

Money Received against Share Warrants

Issue of Equity Shares and Convertible Warrants , on preferential basis :

During the year, the Company had issued and allotted, Equity Shares and Convertible Warrants, on Preferential basis, as detailed herein below:

Phase I - 22-05-2024	No. of shares	Face Value (In Rs.)	Issue Price (In Rs.)	Total Consideration Received (Rs. In Lakhs)
Equity Shares	9,70,000	2	346.00	3,356.20
Convertible warrants - Partly Paid	26,26,600	2	346.00	2,272.01
Total				5,628.21

Phase II - 19-07-2024	No. of shares	Face Value (In Rs.)	Issue Price (In Rs.)	Total Consideration Received (Rs. In Lakhs)
Equity Shares	28,15,049	2	387.40	10,905.50
Convertible warrants - Partly Paid	28,15,049	2	387.40	2,726.37
Total				13,631.87

b. Dividends Paid during the year

(Rs. In Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Corporate Dividend Paid During the year to Equity Share Holders		
Final Dividend Paid for FY 2022-2023	-	885.99
Dividend Per Fully Paid Up Share	-	0.80
Interim Dividend paid for FY 2023-24	-	1,329.18
Dividend Per Fully Paid Up Share	-	1.20
Final Dividend on Equity shares not recognised as liability	-	443.06
Dividend Per Fully Paid Up Share	-	0.40
Interim Dividend Paid for FY 2024 - 2025	458.30	-
Dividend Per Fully Paid Up Share	0.40	-
Proposed Dividend on Equity shares not recognised as liability	458.3	-
Final dividend for the year ended on 31st March, 2025	0.40	-

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

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Security Deposit Received from Customers	200.83	96.92
Total	200.83	96.92

Notes to accounts forming part of financial statement for the year ended March 31, 2025

NOTE 21: PROVISIONS (NON-CURRENT)

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for Employee Benefits		
Gratuity Payable (Refer Note No. 41)	8.72	34.80
Total	8.72	34.80

NOTE 22: FINANCIAL LIABILITIES - SHORT TERM BORROWINGS

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
SECURED :		
Loans repayable on demand		
From Banks (Refer note below)	21.74	519.02
UNSECURED :	-	-
Total	21.74	519.02

Note The Above Bank Credit Facility is Secured against:-

- Fixed Deposits and pledged/lien on securities held by the Group Company (Also Refer Note No 4,5,12 & 13).
- Hypothecation of current assets of the Company both present and future.
- Subservient charge on moveable Property of the Holding company

NOTE 23: FINANCIAL LIABILITIES - TRADE PAYABLES

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Undisputed		
MSME (Refer Note Below)	687.65	950.29
Others	4,987.45	6,330.44
Total	5,675.10	7,280.73

Trade payable aging schedule

(Rs. In Lakhs)

Particulars	Outstanding for following periods from date of transactions				
	As at March 31, 2025				
	< 1 Year	1-2 years	2-3 years	> 3 Years	Total
Undisputed					
i) MSME	687.65	-	-	-	687.65
ii) Others	4,983.51	2.04	1.07	0.83	4,987.45
Total	5,671.16	2.04	1.07	0.83	5,675.10

(Rs. In Lakhs)

Particulars	Outstanding for following periods from date of transactions				
	As at March 31, 2024				
	< 1 Year	1-2 years	2-3 years	> 3 Years	Total
Undisputed					
i) MSME	950.29	-	-	-	950.29
ii) Others	6,200.65	3.71	13.78	112.30	6,330.44
Total	7,150.94	3.71	13.78	112.30	7,280.73

FINEOTEX CHEMICAL LIMITED

Notes to accounts forming part of financial statement for the year ended March 31, 2025

NOTE 24: FINANCIAL LIABILITIES - OTHERS (CURRENT)

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Interest on Trade Deposit	19.32	15.76
Unclaimed / Unpaid Dividend	5.57	3.91
Dividend payables	-	44.58
Total	24.89	64.25

Note:

There is no amount due and outstanding to be credited to Investor Education and Protection Fund as at 31st March 2025.

NOTE 25: OTHER CURRENT LIABILITIES

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Advance from Customer	12.61	23.85
Advance received for Asset held for Sale (Also Refer Note No 17)	107.00	107.00
Payable to Employees (Also Refer Note No 41)	118.60	110.55
Statutory Payments	74.70	119.06
Other Payables	161.95	270.67
Accrual	476.40	398.83
Total	951.26	1,029.96

NOTE 26: PROVISIONS (CURRENT)

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for Employee Benefits		
Provision for Leave Encashment	14.71	11.52
Other	0.78	0.15
Provision for Bonus	21.68	31.76
Total	37.17	43.43

NOTE 27: CURRENT TAX LIABILITIES (NET)

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Current Tax Payable (Net of Advance Tax Paid)	-	3.81
Total	-	3.81

NOTE 28: REVENUE FROM OPERATIONS

(Rs. In Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Sale of Products	53,186.61	56,756.94
Other Operating Income:		
Technical Fees	29.24	45.52
Export Incentives & Entitlements	117.43	94.57
Total	53,333.28	56,897.03

Notes to accounts forming part of financial statement for the year ended March 31, 2025

Note:

- i. The amounts of receivable from customers become due after expiry of credit period . There is no significant financing component in any transaction with the customers.

Remaining Performance obligation

- ii. The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue.

The Company has applied the practical expedient under Paragraph 121(a) of Ind AS 115 – Revenue from Contracts with Customers, and accordingly has not disclosed the aggregate amount of the transaction price allocated to performance obligations that remain unsatisfied as at 31st March 2025.

NOTE 29: OTHER INCOME

(Rs. In Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest Income from Financial Asset Carried at Amortised Cost	313.11	195.48
Dividend Income		
Received from Quoted Investments measured at FVTPL	-	1.28
Rent Income	7.29	7.29
Cash rebate on credit card	0.02	0.01
Other Non - Operating Income		
Foreign Exchange Fluctuation	171.16	130.79
Net gains / (losses) on fair value changes		
Profit On sale of Investment Measured at FVTPL	933.88	508.27
Mark to Market Investment Measured at FVTPL	972.58	774.34
Other Income	32.63	36.29
Total	2,430.67	1,653.75

NOTE 30: COST OF MATERIALS CONSUMED

(Rs. In Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Raw Material Consumed		
Opening Stock	3,394.22	3393.98
Add: Purchases	32,413.99	32565.84
	35,808.21	35959.82
Less: Closing Stock	3,437.57	3349.55
Total A	32,370.64	32610.27
Packing Material Consumed		
Opening Stock	171.33	163.44
Add: Purchases	1,509.76	1400.38
	1,681.09	1563.82
Less: Closing Stock	170.26	171.33
Total B	1,510.83	1392.49
TOTAL	33,881.47	34,002.76

FINEOTEX CHEMICAL LIMITED

Notes to accounts forming part of financial statement for the year ended March 31, 2025

NOTE 31: PURCHASE OF STOCK IN TRADE

(Rs. In Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Purchase of Stock in Trade	295.11	1412.98
Total	295.11	1412.98

NOTE 32: CHANGES IN INVENTORIES OF FINISHED GOODS/STOCK IN TRADE

(Rs. In Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Opening Stocks :		
Finished Goods (including goods in transit)	1,379.54	1,133.99
Stock In Trade	711.70	-
Raw Material	0.46	497.71
Less : Closing Stocks :		
Finished Goods	2,829.81	1,498.74
Stock In Trade	675.59	-
Raw Material	0.89	667.49
NET CHANGE IN INVENTORIES	(1,414.59)	(534.53)

NOTE 33: EMPLOYEE BENEFIT EXPENSES

(Rs. In Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Salaries, Wages and Bonus	2,234.90	1,927.48
Contribution to Provident and Other Funds	69.66	63.39
Gratuity (Refer Note No 41)	20.79	12.45
Staff Welfare Expenses	77.91	73.27
Employee Stock Option Plan (Refer Note No 41)	4.92	20.43
Levy fees	1.31	1.14
Allowances	22.26	18.31
TOTAL	2,431.75	2,116.47

NOTE 34: FINANCE COST

(Rs. In Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest Expenses on Financial Liabilities carried at amortised Cost		
On Borrowing	24.21	34.50
Others (Including Interest on delay / deferred payment)	-	0.01
Bank and Other Financial Charges	82.68	98.63
Total	106.89	133.14

Notes to accounts forming part of financial statement for the year ended March 31, 2025

NOTE 35: OTHER EXPENSES

(Rs. In Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Consumption of Stores and Spares	21.92	15.62
Toll Conversion Charges	349.32	330.26
Power, Fuel and Utilities	215.37	174.65
Lease Rent / Hire Charges	344.41	329.60
Outward Freight Charges	948.23	799.96
Technical Fees	235.24	377.48
Repairs & Maintenance on :		
Building	24.65	191.62
Plant and Machinery	18.49	28.91
Other Repairs	56.84	60.96
Insurance	109.33	86.38
Rates and Taxes	34.00	12.10
Payment to Auditors:		
Audit Fees	17.24	15.75
Transfer Pricing Audit Fees	0.30	0.30
Taxation and Other Advisory Matters	1.61	1.25
Certification Charges and Others	1.22	0.29
Other Services	9.06	11.13
Research & Development Expenses	89.82	103.72
Printing & Stationery	30.78	30.77
Security Charges	49.84	42.03
Professional Fees	307.07	356.34
Travelling and Conveyance	244.18	312.57
Commission	1,482.50	1,000.56
Advertisement, Publicity & Sales Promotion	116.02	61.68
Foreign Exchange Fluctuation (Net)	65.40	12.88
Expenditure towards Corporate Social Responsibility	58.79	88.50
Donations	-	2.21
Allowance for Expected Credit Loss	5.00	-
Miscellaneous Expenses	580.32	613.70
Total	5,416.95	5,061.22

FINEOTEX CHEMICAL LIMITED

Notes to accounts forming part of financial statement for the year ended March 31, 2025

NOTE 36: CONTINGENT LIABILITIES AND COMMITMENTS

1 Contingent Liabilities

(Rs. In Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
(i) Disputed Tax Demands		
A. Goods And Service Tax		
- The matter is in Appeal	34.40	-
(Net of Aqmount Deposited)		
B. Income Tax		
- The matter is in Appeal	5.62	-
- Income Tax Demand FY 2023-24	247.81	-
(ii) Undisputed Tax Demands		
- TDS Demand*	0.04	-

* Contingent liability in respect of defaults in compliance of TDS provisions of the Income Tax Act, 1961

2 Bank Guarantee (Refer Note no 5 and 13)

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Outstanding Bank Guarantees issued by Bankers	268.32	456.88
Total	268.32	456.88

3 Commitments (Refer Note No 8)

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Estimated Amount of Capital Commitments remaining to be executed on Capital Account	1,616.08	616.55
Less: Advances Paid	1,324.67	414.35
Net Capital Commitments	291.41	202.20

NOTE 37: EARNINGS PER SHARE

(Rs. In Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Profit attributable to the owners of the company	10820.78	11980.84
Weighted Average Number of Equity Shares Face Value of Rs. 2/- each	11,35,83,386	11,07,52,947
Earnings Per Share - Basic & Diluted	9.53	10.82

NOTE 38: CAPITAL MANAGEMENT

The Group's objective for Capital Management is to maximize shareholder value and support the growth of the Group and to optimise capital structure to reduce the cost of capital. The Group 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.

Notes to accounts forming part of financial statement for the year ended March 31, 2025

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

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Total interest bearing financial liabilities	222.57	615.94
Less : Cash and Cash Equivalents	2,929.04	2,274.51
Adjusted Net Debt	(2,706.47)	(1,658.57)
Total Equity	73,131.91	44,709.22
Adjusted Equity		
Net Debts to Equity Ratio - Times	(0.04)	(0.04)

NOTE 39: FINANCIAL INSTRUMENTS - CLASSIFICATION AND FAIR VALUE MEASUREMENT

(a) Financial Assets and Liabilities

The carrying value of financial instruments by categories as at March 31, 2025 is as follows:

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Financial Assets		
<u>Fair Value through Profit & Loss</u>		
Investments Other than Investment in Bonds	33,040.25	14,671.55
<u>Amortised Cost</u>		
Trade Receivables	11,586.37	13,881.66
Cash & Cash Equivalents	2,929.04	2,274.51
Other Bank Balances	1,240.70	1,717.31
Other Financial Assets	453.05	363.78
Total	49,249.42	32,908.81
Financial Liabilities		
<u>Amortised Cost</u>		
Borrowings	21.74	519.02
Trade Payable	5,675.10	7,280.73
Other Financial Liabilities	225.72	161.17
Total	5,922.56	7,960.92

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).

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.

Notes to accounts forming part of financial statement for the year ended March 31, 2025

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:

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Financial Assets		
Level 1		
Investments in quoted mutual fund units	33,040.25	14,671.55
Level 3		
Security Deposit Given	85.73	102.11
Total	33,125.98	14,773.66
Financial Liabilities		
Level 3		
Security Deposit Accepted	-	2.90
Total	-	2.90

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 40: 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 price 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.

Notes to accounts forming part of financial statement for the year ended March 31, 2025

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 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.

(Rs. In Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Investments in Quoted Mutual Funds	33,040.25	14,671.55
Total	33,040.25	14,671.55

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

(Rs. In Lakhs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	10% Increase	10% Decrease	10% Increase	10% Decrease
Mutual Funds	3,304.02	(3,304.02)	1,467.15	(1,467.15)
Total	3,304.02	(3,304.02)	1,467.15	(1,467.15)

(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:

(In Lakhs)

Particulars	Foreign Currency	As at March 31, 2025	As at March 31, 2024
Financial Assets			
Trade and other receivables	USD	36.71	43.72
Cash & Cash Equivelent	USD	20.68	16.87
Cash & Cash Equivelent	EURO	0.03	0.01
Cash & Cash Equivelent	POUND	0.01	-
Cash & Cash Equivelent	YEN	-	0.01
Financial Liabilities			
Trade and other payables	USD	15.69	16.32
Trade and other payables	EURO	-	0.21

Notes to accounts forming part of financial statement for the year ended March 31, 2025

Sensitivity analysis to currency risk

(Rs. In Lakhs)

Foreign Currency	As at March 31, 2025		As at March 31, 2024	
	3% increase	3% Decrease	3% increase	3% Decrease
USD	106.90	(106.90)	110.70	(110.70)
EURO	0.09	(0.09)	(0.54)	0.54
POUND	0.05	(0.05)	-	-
YEN	-	-	0.00	(0.00)
Total	107.04	(107.04)	110.16	(110.16)

(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 Company'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 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 the expected credit losses to the company are recognised and accordingly expected credit loss provision has been created.

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 good credit ratings, good 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, 2025 and 2024 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 rests with the Board of Directors, who are responsible for establishing an appropriate risk management framework for short-, medium-, and long-term liquidity measures, ensuring adequate cash flows and banking facilities.

Notes to accounts forming part of financial statement for the year ended March 31, 2025

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

(Rs. In Lakhs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Less than 12 months	More than 12 months	Less than 12 months	More than 12 months
Working Capital Loans from Banks	21.74	-	519.02	-
Trade Payables	5,671.16	3.94	7,150.94	129.79
Other Financial Liabilities	24.89	200.83	64.25	96.92
Total	5,717.79	204.77	7,734.21	226.71

(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. 22 for the detailed terms and conditions of the collaterals pledged.

NOTE 41: 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 2025.

(A) Defined benefit plans

i Retiring Gratuity

I Components of Employer Expenses

(Rs. In Lakhs)

Particulars	March 31, 2025	March 31, 2024
Current Service Cost	20.01	12.65
Interest Cost	7.70	4.50
Expected Return on Plan Assets	(6.92)	(4.70)
Actuarial (Gain) / Loss	0.66	30.54
Total Expenses/(Gain) recognized in the Profit & Loss Account	21.45	42.99

II Net Asset/ (Liability) recognized in Balance Sheet

(Rs. In Lakhs)

Particulars	March 31, 2025	March 31, 2024
Present value of Funded Obligation	137.51	108.95
Fair Value of Plan Assets	128.78	74.15
Assets/(Liability) recognized in the Balance Sheet	8.73	34.80

III Change in Defined Benefit Obligations (DBO)

(Rs. In Lakhs)

Particulars	March 31, 2025	March 31, 2024
Opening Balance of Present Value of Obligation	108.94	61.73
Interest Cost	7.70	4.50
Current Service Cost	20.01	12.65
Past Service Cost - Vested Benefits	(0.72)	-
Benefit Paid	1.57	30.06
Closing Balance of Present Value of Obligation	137.50	108.94

FINEOTEX CHEMICAL LIMITED

Notes to accounts forming part of financial statement for the year ended March 31, 2025

IV Changes in the Fair Value of Plan Assets

(Rs. In Lakhs)

Particulars	March 31, 2025	March 31, 2024
Opening Balance of Present Value of Obligation	74.15	58.91
Adjustment to opening value of plan Assets	-	-
Expected Return on Plan Assets	0.91	(0.49)
Interest Income	6.92	4.70
Contribution by Employer	47.52	11.03
Benefit Paid	(0.72)	-
Fair Value of Plan Assets as at 31st March, 2025	128.78	74.15

V Actuarial Assumption

Particulars	March 31, 2025	March 31, 2024
Discount Rate (Per Annum)	6.66%	7.09%
Annual Increase in Salary Costs Per Annum	4.00%	4.00%
Attrition Rate	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	March 31, 2025	March 31, 2024
Government of India Securities	-	-
High Quality Corporate Bonds	-	-
Equity Shares of listed companies	-	-
Property	-	-
Insurance Company	100.00%	100.00%

VII Movement in net liability recognized in Balance Sheet

(Rs. In Lakhs)

Particulars	March 31, 2025	March 31, 2024
Net Opening Liability	34.80	2.83
P & L Charges	20.79	12.45
Contribution paid	(47.52)	(11.02)
Other Comprehensive Income (OCI)	0.66	30.54
Closing Net Liability	8.73	34.80

VIII Gratuity - Sensitivity Analysis

(Rs. In Lakhs)

Particulars	March 31, 2025		March 31, 2024	
	Increase	Decrease	Increase	Decrease
Salary Growth Rate (1% movement)	150.24	126.59	118.81	100.45
Discount Rate (1% movement)	125.13	152.19	99.25	120.44

(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.90.45 Lakhs(Previous year Rs.75.84 Lakhs).

Notes to accounts forming part of financial statement for the year ended March 31, 2025

(b) Employee stock option scheme

The Company has implemented “FCL-Employees Stock Option Plan 2020” (FCL-ESOP 2020) as approved by the shareholders on 30th October 2021. The plan covers eligible employees of the Company. The nomination and remuneration committee of the Board of Fineotex Chemical Limited administers these FCL-ESOP 2020 plans and grants stock options to eligible employees. Details of the options granted during the year under the Scheme are as given below:

Plan Description - I

Particulars	
Grant date	January 17, 2022
No of options granted	70,673
Exercise price per option	Rs.125.00
Vesting period	2.5 years
Exercise Period	0.5 years from Vesting
Stock option activity under the scheme(s) for the year ended 31st March 2025 is set out below:	
Particulars	
Outstanding of the beginning of the year	28,463
Granted during the year	-
Forfeited/cancelled during the year	-
Lapsed during the year	3,411
Exercised during the year	25,052
Outstanding at the end of the year	-
Exercisable at the end of the year	-
Weighted average remaining contractual life	6 Month
Weighted average Exercise price in Rs.	Rs 125.00
Range of exercise price in Rs.	Rs 125.00 to Rs.125.00
The weighted average share price for options exercised during year in Rs.	NA

The Black Scholes valuation model has been used for computing weighted average fair value considering the following inputs:

Particulars	
Expected dividend yield (p.a.)	0.20%
Expected volatility (p.a.)	60%
Risk-free interest rate (p.a.)	5.12%
Share Price at grant date (Rs.)	152.30
Exercise price (Rs.)	125.00
Expected life of options granted in years (no. of years)	3
Weighted average fair value per option (Rs.)	75.80

Plan Description - III

Particulars	
Grant date	May 20, 2023
No of options granted	6,274
Exercise price per option	Rs. 215
Vesting period	2.50
Exercise Period	0.5 years from Vesting

Notes to accounts forming part of financial statement for the year ended March 31, 2025

Stock option activity under the scheme(s) for the year ended 31st March is set out below:	
Particulars	
Outstanding of the beginning of the year	5,415
Granted during the year	-
Forfeited/cancelled during the year	-
Lapsed during the year	170
Exercised during the year	-
Outstanding at the end of the year	5,245
Exercisable at the end of the year	-
Weighted average remaining contractual life	1.50 Year
Weighted average Exercise price in Rs.	215
Range of exercise price in Rs.	Rs 215.00 to Rs.215.00
The weighted average share price for options exercised during year in Rs.	NA

The Black Scholes valuation model has been used for computing weighted average fair value considering the following inputs:

Particulars	
Expected dividend yield (p.a.)	0.16%
Expected volatility (p.a.)	48%
Risk-free interest rate (p.a.)	6.55%
Share Price at grant date (Rs.)	254.90
Exercise price (Rs.)	215.00
Expected life of options granted in years (no. of years)	3.00
Weighted average fair value per option (Rs.)	113.62

The options are granted at an exercise price, which is in accordance with the relevant SEBI guidelines in force, at the time of such grants. Each option entitles the holder to exercise the right to apply for and seek allotment of one equity share of Rs. 2 each.

NOTE 42: LEASES

The Company has entered into Operating Leases on Immovable Properties.

Assets Taken on Lease

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

(Rs. In Lakhs)

Sr. No.	Particulars	As at March 31, 2025	As at March 31, 2024
(a)	In respect of operating lease on Immovable properties payments recognized in Statement of Profit and Loss.	344.41	329.60
(b)	Future minimum lease payments under operating leases		
	For a period not later than one year	46.44	111.10
	For the period later than one year and not later than five years	48.67	115.97

Notes to accounts forming part of financial statement for the year ended March 31, 2025

Assets Given on Lease

Future minimum rentals receivable under cancellable operating leases as at are, as follows:

(Rs. In Lakhs)

Sr. No.	Particulars	As at March 31, 2025	As at March 31, 2024
(a)	In respect of Immovable properties given under operating lease, lease rent received and recognized in Statement of Profit and Loss.	7.29	7.29
(b)	Future minimum lease payments under operating leases		
	For a period not later than one year	9.00	9.00
	For the period later than one year and not later than five years	-	-

NOTE 43: RELATED PARTY

Consolidated Related Party Transactions are the same as Related Party Transactions of Standalone Fineotex Chemical Limited, except as disclosed hereinbelow:

List of related parties and Relationship

A Key Managerial Personnel :

Executive Directors :

- 1 Sonai Kedha Sankar
- 2 Raman Perumal

B Transaction with Related Parties

i. Transaction during the year

(Rs. In Lakhs)

Particulars	Key Management Personnel		Entities in which Key Management Personnel or its relatives are interested / Relative of Key Management Personnel		Total	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
REMUNERATION TO DIRECTORS						
Sonai Kedha Sankar	11.14	22.26	-	-	11.14	22.26
Total	11.14	22.26	-	-	11.14	22.26

ii Outstanding balances as on reporting date

(Rs. In Lakhs)

Particulars	Key Management Personnel		Entities in which Key Management Personnel or its relatives are interested / Relative of Key Management Personnel		Total	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
NIL						

Note:

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

FINEOTEX CHEMICAL LIMITED

Notes to accounts forming part of financial statement for the year ended March 31, 2025

NOTE 44: 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.

(Rs. In Lakhs)

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
Parent								
Fineotex Chemical Limited								
31 March 2025	86.06%	62,933.77	89.85%	9,722.68	100.00%	(1.94)	89.85%	9,720.74
31 March 2024	80.10%	35,813.82	76.64%	9,182.66	100.00%	(23.62)	76.60%	9,159.04
Subsidiaries								
Indian								
Manya Manufacturing India Private Limited (Formerly Known as Manya Steel Private Limited)								
31 March 2025	0.08%	61.91	0.11%	11.68	0.00%	-	0.11%	11.68
31 March 2024	0.11%	50.23	0.10%	11.98	0.00%	-	0.10%	11.98
FSPL Specialities Private Limited (Formerly Known As Fineotex Specialities Private Limited)								
31 March 2025	9.67%	7,068.26	11.86%	1,283.62	0.00%	-	11.86%	1,283.62
31 March 2024	13.55%	6,059.65	20.21%	2,421.93	0.00%	-	20.25%	2,421.93
Finoclean Specialities Private Limited								
31 March 2025	0.13%	97.10	(0.01%)	(1.13)	0.00%	-	(0.01%)	(1.13)
31 March 2024	0.22%	98.23	0.00%	0.50	0.00%	-	0.00%	0.50
Foreign								
Fineotex Biotex Healthguard FZE (Formerly Known as Fineotex Specialities FZE)								
31 March 2025	1.30%	947.64	0.18%	19.42	0.00%	-	0.18%	19.42
31 March 2024	0.23%	104.11	0.62%	73.96	0.00%	-	0.62%	73.96

Notes to accounts forming part of financial statement for the year ended March 31, 2025

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
Fineotex Malaysia Limited								
31 March 2025	3.84%	2,810.90	0.19%	20.94	0.00%	-	0.19%	20.94
31 March 2024	6.46%	2,887.61	0.55%	65.92	0.00%	-	0.55%	65.92
BT Chemicals SDN BHD								
31 March 2025	1.14%	832.96	2.69%	291.27	0.00%	-	2.69%	291.27
31 March 2024	1.35%	605.41	3.47%	415.83	0.00%	-	3.48%	415.83
BT Biotex SDN BHD								
31 March 2025	1.12%	815.81	0.18%	19.77	0.00%	-	0.18%	19.77
31 March 2024	1.64%	733.66	(0.24%)	(28.68)	0.00%	-	(0.24%)	(28.68)
Rovatex SDN BHD								
31 March 2025	0.36%	262.27	0.47%	50.73	0.00%	-	0.47%	50.73
31 March 2024	0.46%	204.96	0.42%	50.63	0.00%	-	0.42%	50.63
BT Biotex Limited								
31 March 2025	0.52%	377.91	(0.11%)	(11.43)	0.00%	-	(0.11%)	(11.43)
31 March 2024	0.85%	379.84	0.55%	65.92	0.00%	-	0.55%	65.92
Non-Controlling interests in all subsidiaries								
31 March 2025	(1.03%)	(755.17)	(0.92%)	(100.05)	0.00%	-	(0.92%)	(100.05)
31 March 2024	(1.45%)	(647.10)	(1.02%)	(121.63)	0.00%	-	(1.02%)	(121.63)
Intercompany Elimination & Consolidation Adjustment								
31 March 2025	(3.17%)	(2,321.41)	(4.50%)	(486.72)	0.00%	-	(4.50%)	(486.71)
31 March 2024	(3.54%)	(1,581.20)	(1.32%)	(158.19)	0.00%	-	(1.32%)	(158.19)
Total								
31 March 2025	100.00%	73,131.94	100.00%	10,820.78	100.00%	(1.94)	100.00%	10,818.84
31 March 2024	100.00%	44,709.22	100.00%	11,980.84	100.00%	(23.62)	100.00%	11,957.22

45 SEGMENT REPORTING

The Company primarily operates in the segment of Manufacturing of Textile chemicals, auxiliaries & speciality chemicals. The Chairman and Wholetime Director/Managing Director of the Company allocate resources and assess the performance of the Company, thus are the Chief Operating Decision Maker (CODM). The CODM monitors the operating results of the business as a one, hence no separate segment need to be disclosed.

Notes to accounts forming part of financial statement for the year ended March 31, 2025

46 Loans given, Investments made and Corporate Guarantees given u/s 186(4) of the Companies Act, 2013 are disclosed under the respective notes.

47 Balances of Trade Receivables, Trade Payables, Advances and Deposits received / given, from / to customers are subject to confirmation and subsequent reconciliation

48 EVENTS OCCURRING AFTER THE BALANCE SHEET DATE:

Dividend Proposed to be distributed:

(Rs. In Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
<u>Corporate Dividend for Equity Shareholders Proposed for the year</u>		
Final Dividend Proposed	458.30	443.06
Dividend Proposed Per Fully Paid Up Share	0.40	0.40

The Board of Directors at its meeting held on 20th May, 2025 have recommended a payment of final dividend of Rs.0.40 (Rupee fourty paise only) per equity share of face value of Rs.2/- each for the financial year ended 31st March, 2025.

The above is subject to approval at the ensuing Annual General Meeting of the Company and hence is not recognised as a liability.

49 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.

CORPORATE INFORMATION	1
SIGNIFICANT ACCOUNTING POLICIES	2
NOTES ON ACCOUNTS	3 to 49

As per our report of even date attached

For ASL & CO
Chartered Accountants
Firm Reg. No. 101921W

Shikha Jain
Partner
Membership No. 136484

Mumbai, 20th May, 2025

For and on behalf of the Board of Directors

Surendra Tibrewala
Chairman & Managing Director
DIN: 00218394

Sanjay Tibrewala
Executive Director & CFO
DIN: 00218525

Sunny Parmar
Company Secretary
M No. A67264

Mumbai, 20th May, 2025



NOTES

Notes section containing 25 horizontal lines for writing.



FCL **FINEOTEX**
CHEMICAL LIMITED

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