



**Vision:-**

A Globally Respected Performance Driven Growing Manufacturer.

**Mission:-**

A Solutions provider to the various Electronic Interconnect needs of Circuit, Material, Delivery & Volumes.

**Goal:-**

All types of PCBs Delivered Rapidly in small to medium volume for high Reliability Applications.

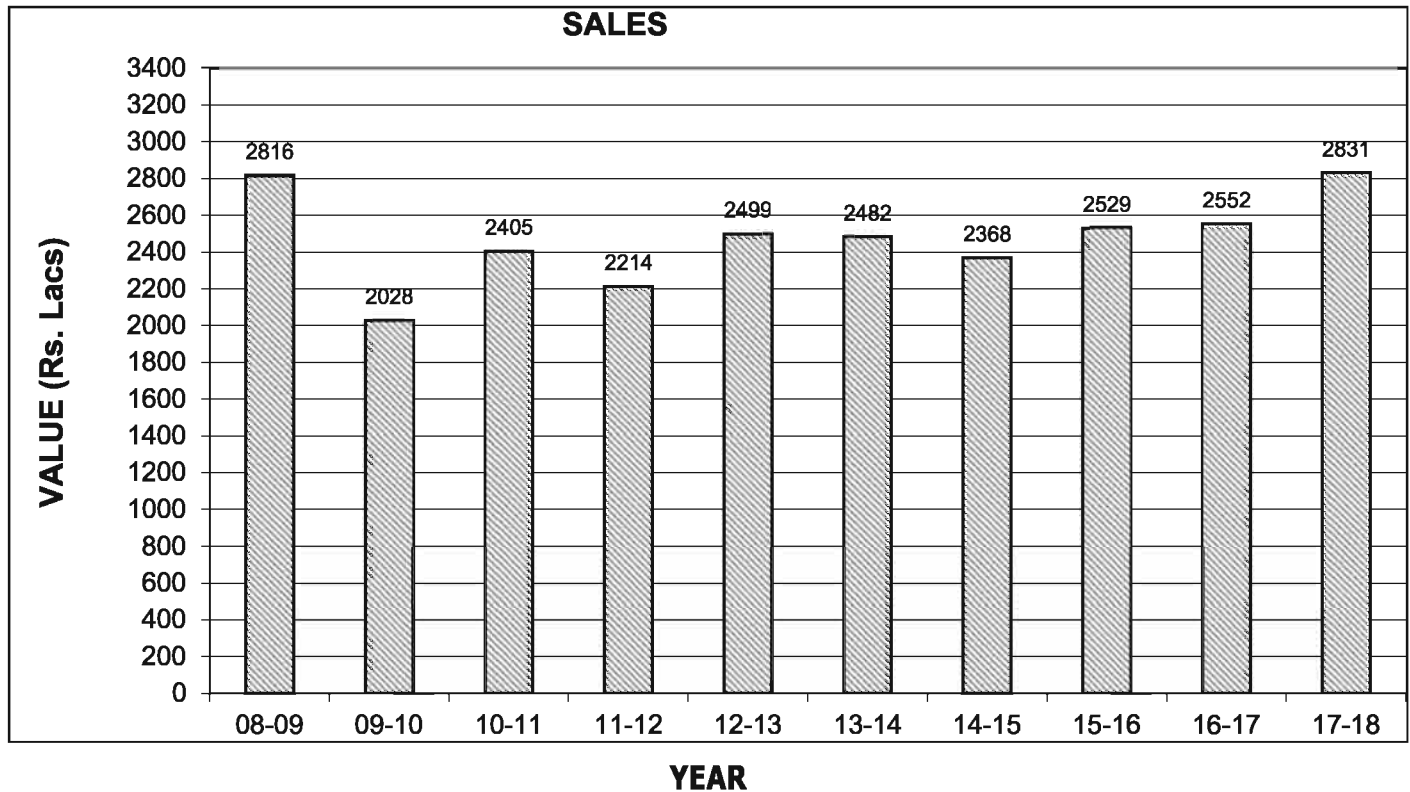
**Strategy:-**

On an ongoing basis the management will fulfill this vision by continuously improving the Company by making it:

Predictable Via	Sustainable Via	Profitable Via	Scalable Via
1. Listening to & responding to Customers, Suppliers & Stakeholders	1. Creating wealth & sharing it fairly with each stakeholders	1. Continuously increasing the value proposition to the customer	1. Upon reaching certain Critical Mass & Team Strength we will scale up.
2. Constant Diversification of markets in terms of Geography, Industries & Customers	2. Conducting business with integrity & professionalism & financial prudence & Social responsibility	2. Continuously improving the quantum & velocity throughput of a high variety mix with low inventory & controlled operating costs.	
3. Vigorous Employee interaction & issue resolution & Allowing everybody to work within a framework freely	3. Constant Technology growth focus & Actively Innovate on process, Capability & Product Range.	3. Constant cost reduction with special focus on Rejection reduction & Energy conservation & Water conservation.	
4. Paying attention to detail & executing efficiently	4. Constant efforts at Derisking the business & Deskillling the work.	4. Continuously increasing productivity with efficiently coordinated efforts & automation.	
5. Exceedingly strong sales team & order loading on the plant	5. Continuously generating a Talent Pipeline with good role clarity & functional competency with empowerment.	5. Continuously increasing panel capacity, panel utilization & panel size & panel complexity & panel layer count.	
6. Over communicate with Transparent information	6. International Approvals (ISO, TS, JSS)	6. Delivering Innovative & Competitive new products.	

## COMPANY ASPIRATION

Our Aspiration for Fine-Line is to be a Respected, Growing, Performance driven, High Quality, Manufacturer, Exporter  
 "Pleasing Customers 100%" Providing All types of PCBs Delivered Rapidly in small to medium volume for high  
 Reliability Applications



## AT A GLANCE (Rs. In Lacs)

	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
<b>SALES &amp; EARNINGS</b>										
Sales	2816	2028	2405	2214	2499	2482	2368	2529	2552	2831
PBDT	46	5	84	(186)	73	76	50	72	84	95
<b>ASSETS &amp; LIABILITIES</b>										
Gross Fixed Assets	1618	1617	1681	1758	1773	1774	1647	1687	1767	1808
Net Fixed Assets	319	261	291	328	312	280	317	298	386	357
Net Current Assets	667	654	871	779	933	844	890	1079	990	1228
<b>REPRESENTED BY</b>										
Net Worth	986	915	922	644	652	673	677	685	690	702
Share Capital	483	483	483	483	483	483	483	483	483	483
Reserves	504	432	439	161	169	190	194	202	207	219
Borrowings	0	0	0	0	139	57	140	280	309	428
<b>RATIOS</b>										
Acid Test Ratio	1.1	1.5	0.8	0.4	0.5	0.7	0.6	0.6	0.5	0.5
Total Liability to Net Worth	0.3	0.2	0.3	0.4	0.5	0.4	0.4	0.5	0.5	0.6
Sales to Net Fixed Assets	8.8	7.8	8.3	6.8	8.0	8.9	7.5	8.5	6.6	7.9

## CORPORATE INFORMATION

### 28th ANNUAL GENERAL MEETING ( AGM )

Date : 29th September, 2018  
 Day : Saturday  
 Time : 10.30 a.m.  
 Place : 2nd Floor, BFC Hall,  
 Business Facilitation Centre,  
 Behind Seepz Administrative Building,  
 Seepz, Andheri – (E),  
 Mumbai - 400096

SEEPZ-(SEZ) being Restricted Zone requires Special  
 Prior Permission for entry (bring Aadhaar Card), please  
 see instructions on Attendance slip for attending the AGM

### REGISTERED OFFICE

**CIN :L72900MH1989PLC131521**

145, SDF - V, Seepz (SEZ),  
 Andheri (East),  
 Mumbai - 400 096.  
 Tel. # 91 22 28290244 Fax # 91 22 28292554

### AUDITORS

C Sharat & Associates  
 Chartered Accountants

### REGISTRARS & SHARE TRANSFER AGENTS

M/s Universal Capital Securities Pvt. Ltd.  
 (Formerly Known as Mondkar Computers Pvt. Ltd.)  
 21, Shakil Niwas, Opp. Satyasaibaba Temple,  
 Mahakali Caves Road, Andheri (East),  
 Mumbai - 400 093.  
 Tel : 91 22 2820 7203/04/05 / 2836 6620  
 Fax: 91 22 2820 7207

### Nodal Officer :

Name: Mr. Ravindra Joshi  
 Designation: Company Secretary  
 Address: Fine-Line Circuit Ltd.  
 145, SDF-V, Seepz, Andheri(E), Mumbai-400096  
 Telephone No: 022-28290244 / 245  
 Mobile No: 9167718547  
 Email id: ravindra@finelineindia.com

### BOARD OF DIRECTORS

#### EXECUTIVE DIRECTORS

Bhagwandas T. Doshi (DIN - 00040596)	Executive Chairman
Abhay B. Doshi (DIN - 00040644)	Managing Director
Rajiv B. Doshi (DIN - 00651098)	Executive Director

#### NON - INDEPENDENT DIRECTORS

Dr. U. Nimmagadda (DIN - 00613289)  
 Gautam B. Doshi (DIN - 00328854)

#### INDEPENDENT DIRECTORS

Prof. Juzer Vasi (DIN - 00040682)  
 R. M. Premkumar (DIN - 00328942)  
 Apurva R. Shah (DIN - 00004781)  
 Kumudini K. Mehta (DIN - 03191065)  
 Jayesh K. Rambhia (DIN - 2049473)

### AUDIT COMMITTEE

Apurva R. Shah (DIN - 00004781)	Chairman
R. M. Premkumar (DIN - 00328942)	Member
Kumudini K. Mehta (DIN - 03191065)	Member

### STAKEHOLDERS RELATIONSHIP COMMITTEE

Prof. Juzer Vasi (DIN - 00040682)	Chairman
R. M. Premkumar (DIN - 00328942)	Alternative Chairman
Abhay B. Doshi (DIN - 00040644)	Member
Rajiv B. Doshi (DIN - 00651098)	Member
Prema Radhakrishnan	Chief Financial Officer

### NOMINATION & REMUNERATION COMMITTEE

R. M. Premkumar (DIN - 00328942)	Chairman
Apurva R. Shah (DIN - 00004781)	Member
Prof. Juzer Vasi (DIN - 00040682)	Member

### SENIOR MANAGEMENT

Joy Chacko	Nikhil Kumar
Milan J. Trivedi	Prema Radhakrishnan - Chief Financial Officer
Prakash M. Morgaonkar	Ravindra Joshi - Company Secretary

## NOTICE

Notice is hereby given that the Twenty-Eighth Annual General Meeting of the Members of FINE-LINE CIRCUITS LIMITED will be held at 2<sup>nd</sup> Floor, BFC Hall, Business Facilitation Centre, Behind Seepz Administrative Building, Seepz, Andheri – (E), Mumbai - 400096 on **Saturday, September 29, 2018 at 10:30 a.m.** to transact the following business:

### **ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri. Rajiv Doshi (DIN: 00651098), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), **M/s. Ratangharya & Co, Chartered Accountants (Membership No. 103325 / Firm Registration No. 117626W)**, be and are hereby appointed as the Statutory Auditors of the Company, in place of **M/s. C Sharat & Associates, Chartered Accountants, Mumbai (ICAI Registration No. 128593)**, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of Thirty-third Annual General Meeting of the Company to be held in the year 2023, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

### **SPECIAL BUSINESS:**

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

**“RESOLVED THAT** pursuant to the SEBI (Listing Obligations and Disclosures Requirement) (Amendment) Regulation, 2018 notified by SEBI by way of Notification No. SEBI/ LAD-NRO/ GN/ 2018/ 10 dated May 09, 2018 and all other applicable provisions of Listing Regulations, the Companies Act, 2013 and Rules framed thereunder, and such other applicable laws, rules, regulations, guidelines (“other applicable laws”) (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), the Company do hereby approve continuation of Directorship of Mr. Upendranath Nimmagadda (DIN 00613289), Non-executive Director of the Company who has attained the age of seventy five years, till he continues to be Director of the Company.”

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and pursuant to the SEBI (Listing Obligations and Disclosures Requirement) (Amendment) Regulation, 2018 notified by SEBI by way of Notification No. SEBI/ LAD-NRO/ GN/ 2018/ 10 dated May 09, 2018 and all other applicable provisions of Listing Regulations, and subject to such approvals as may be necessary, the approval of the Company be and is hereby accorded to the re-appointment of Shri Bhagwandas T. Doshi (DIN: 00040596) as Whole-time Director designated Executive Chairman of the Company for a period of three years with effect from 01 April, 2019 on the terms and conditions including remuneration as approved by the Nomination and

Remuneration Committee as set out under:-

I. Salary of Rs. 77,000/- (Rupees Seventy-seven Thousand only) per month with an increment from time to time as may be decided by the Board of Directors within the limits as per the applicable provisions of the Companies Act, 2013.

#### II. Perquisites:

Shri Bhagwandas T. Doshi shall also be entitled to the following perquisites as per the Rules of the Company:

1. Housing:
  - ❖ Rent free furnished residential accommodation with free use of all the facilities and amenities, provided that the expenditure incurred by the Company on hiring furnished accommodation will not exceed 60% of the salary or
  - ❖ In case no accommodation is provided by the Company, he shall be entitled to house rent allowance subject to a ceiling of 60% of the salary or
  - ❖ In case the accommodation is owned by the Company, 10% of the salary shall be deducted by the Company.
2. Re-imbursement of expenditure incurred on gas, water and electricity.
3. Medical Allowance/ Medical Insurance including hospitalization for self and family.
4. Leave Travel Allowance for self and family.
5. Personal Accident Insurance, the premium of which shall not exceed Rs. 10000/- per annum.
6. Subscription to Clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
7. Use of Company car with driver and telephone at his residence including mobile phones. Personal long distance calls shall be borne by Shri. Bhagwandas T. Doshi.

8. Encashment of un-availed leave at the end of his tenure.
9. Terminal benefits when Shri. Bhagwandas T. Doshi is posted at any other place during his tenure or otherwise:
10. Air/Sea passage together with cost of transportation of household belongings to such place as may be approved by the Board of Directors.
11. Such other perquisites and allowances including Bonus, Commission, Performance Incentive, Exgratia, etc. in accordance with the rules of the Company or as may be agreed to by the Board of Directors of the Company.

The value of the perquisites shall be evaluated as per Income-tax Rules, 1962, wherever applicable and at cost in the absence of any such Rules.

Wherein any financial year during the currency of the tenure of Shri Bhagwandas T. Doshi as Wholetime Director, the Company has made no profits or its profits are inadequate, the Company shall pay to Shri. Bhagwandas T. Doshi the above remuneration as minimum remuneration subject to the ceiling limit prescribed in Schedule V to the Companies Act, 2013.

Shri. Bhagwandas T. Doshi shall also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration:

1. Contribution to Provident Fund, Super Annuation Fund, Annuity fund and other retirement benefits to the extent the same are not taxable under the Income-tax Act, 1961.
2. Gratuity as per the provisions of the Payment of Gratuity Act or as per the Gratuity Scheme of the Company whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this Resolution”.

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND IN HOLDING NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HERewith. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.
2. The Statement setting out material facts pursuant to section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, and the information required in respect of appointment/reappointment of directors as per Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and as per Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India is attached herewith. The Board of Directors of the Company commends their respective re-appointments.
3. The Register of Members and the Share Transfer books of the Company will be closed from Saturday, September 22, 2018 to Saturday, September 29, 2018 both days inclusive.
4. Members are requested to notify immediately any change of address:
  - (i) to their Depository Participants (DPs) in respect of their electronic share accounts, and
  - (ii) to the Company's Registrar & Share Transfer Agents,  
**Universal Capital Securities Pvt. Ltd.**  
**21, ShakilNiwas, Opp. Satyasaibaba Temple,**  
**Mahakali Caves Road, Andheri (E), Mumbai 400 093**
  - (iii) in respect of their physical share folios, if any, quoting their folio numbers.
5. Members are requested to bring their copy of the Annual Report to the meeting.
6. The Notice of the Annual General Meeting (AGM) along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
7. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with Registrar and Share Transfer Agents/Depositories.
8. Members may also note that the Notice of the 28<sup>th</sup> Annual General meeting and the Annual report for 2017-2018 will also be available on the Company's Website: [www.fineonlineindia.com](http://www.fineonlineindia.com) for download.
9. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares. Members can contact the Registrar and Share Transfer Agents of the Company in this regard.
10. The route map showing directions to reach the venue of the Twenty-Eighth Annual General Meeting is annexed.

11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:30 am to 6:00 pm) on all working days except Saturdays and Sundays (including Public Holidays) up to the date of the Annual General Meeting.

**12. VOTING THROUGH ELECTRONIC MEANS:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, and Regulation 44 of Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the company is pleased to provide members facility to exercise right to vote at 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting services provided by Central Depositories Services Limited (CDSL)

**A The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Wednesday, September 26, 2018 (09.00 a.m.) and ends on Friday, September 28, 2018 (05.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, September 22, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> <li>· Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number which is mentioned in address label as shown on Annual Report, in the PAN field.</li> <li>· In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>· If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the Company Name.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e- voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:  
Please follow all steps from Sl. No. (i) to Sl. No. (xiv) above, to cast vote.
1. If you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
  2. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  3. The remote e-voting period commences on Wednesday, September 26, 2018 (09.00 a.m.) and ends on Friday, September 28, 2018 (05.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, September 22, 2018, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
  4. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Saturday, September 22, 2018. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting. The members who have not cast vote through remote e-voting shall be entitled to vote at the meeting.
  5. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date, (may obtain the login ID and password by sending a request at [evoting@cdslindia.com](mailto:evoting@cdslindia.com) shall follow the procedure laid down above. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available [www.evotingindia.com](http://www.evotingindia.com).
  6. Ms. Sarvari Shah (Membership No. FCS 9697) and failing her Mr. Mitesh Dhaliwala (Membership No. FCS 8331) of M/s Parikh & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  7. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
  8. Shareholders who have already voted prior to the meeting date would be entitled to attend the Annual General Meeting but shall not be entitled to vote at the meeting.
  9. The Scrutinizer shall, immediately after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.



10. The Results declared along with the Scrutinizer's Report shall be displayed on the Notice Board of the Company at its Registered Office and placed on the Company's website ([www.fineonlineindia.com](http://www.fineonlineindia.com)) and on the website of CDSL and communicated to the BSE Limited where the shares of the Company are listed..

By Order of the Board  
Bhagwandas T Doshi  
Chairman  
DIN: 00040596

Registered Office:  
145, SDF-V, Seepz-SEZ, Andheri (East), Mumbai - 400096  
CIN: L72900MH1989PLC131521  
Tel: 22 2829 0244  
E-mail: [fineline@vsnl.com](mailto:fineline@vsnl.com), Website [www.fineonlineindia.com](http://www.fineonlineindia.com)  
Date :August 11, 2018

#### ANNEXURE TO THE NOTICE

**THE STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE INFORMATION REQUIRED AS PER REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATION, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETING.**

**Item No. 3**

M/s. C Sharat & Associates, Chartered Accountants, Auditors of the company have vide their letter dated August 11, 2018 expressed their unwillingness to continue to offer themselves for re-appointment as auditors of the Company at the ensuing Annual General Meeting of the Company.

The Company has received a letter from a member of the Company proposing the name of M/s. Ratanghayara & Co., Chartered Accountants, to be appointed as Auditors of the Company.

M/s. Ratanghayara & Co., Chartered Accountants have consented to act as Statutory Auditors of the Company if appointed.

Your Directors therefore recommend the appointment of M/s. Ratanghayara & Co., Chartered Accountants, as Auditors of the Company for the approval by the members.

None of the Directors and the Key Managerial Personnel of the Company, including their relatives, is in any way, concerned or interested, financially or otherwise, in the said resolution.

**Item No. 4**

Securities and Exchange Board of India (SEBI) has vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 09, 2018 issued the SEBI (Listing Obligations and Disclosures Requirement) (Amendment) Regulation, 2018 ("the Amendment Regulations") which brought amendment in the SEBI (Listing Obligations and Disclosures Requirement) Regulation, 2015 ("the Listing Regulations") to be made effective from April 01, 2019, save as otherwise specifically provided for in the Amendment Regulations. One of the said amendments requires the listed entities to avail approval of shareholders by way of Special Resolution to appoint or continue the directorship of non-executive Directors who have attained the age of seventy-five years. This amendment is going to be effective from April 01, 2019. Mr. Upendranath Nimmagadda, Non-Executive Director of the Company, has already attained the age of seventy five years.

The Board feels that the skills, expertise and vast experience of Mr. Upendranath Nimmagadda would continue to help the Company in its growth path. The Board upon the recommendation of Nomination and Remuneration Committee decided to seek the approval of shareholders at the ensuing Annual General Meeting in terms of the provisions of the Amendment Regulations for continuation of the directorship of above said Director post March 31, 2019 till he continues to be a Director of the Company.

Accordingly, The Board recommends the Special Resolution, as set out at Item No. 4 of the accompanying Notice, for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Mr. Upendranath Nimmagadda and his relative(s), is in any way concerned or interested (financially or otherwise), in the proposed respective Special Resolution set out at Item No. 4 of the Notice.

**Item No. 5**

The Board of Directors of the Company (the "Board") had by resolution dated August 11, 2018, re-appointed Shri Bhagwandas T. Doshi as the Whole-time Director designated as Executive Chairman of the Company respectively for a period of three years with effect from April 1, 2019 on the terms and conditions including remuneration as contained in the special resolution at item number 5 in the accompanying notice. The said reappointment of Shri Bhagwandas T. Doshi and the payment of remuneration to them are subject to the approval of the Members of the Company.

Pursuant to Section 196, 197, 201 & 203 read with Schedule V of the Companies Act, 2013 and Rule 7 of the Companies (Appointment & Remuneration of

Managerial Remuneration Personnel) Rules, 2014 framed and all other applicable provisions of the Companies Act, 2013, the remuneration payable to Shri Bhagwandas T. Doshi is placed before the shareholders for their approval by way of a special resolution.

Shri Bhagwandas T. Doshi has already crossed the age of 70 years and accordingly his re-appointment is required to be approved by a special resolution of the members of the company.

Shri Bhagwandas T. Doshi is a Promoter Director of the company with varied & rich industrial experience. As the company stands to gain from his continuous participation and guidance, his re-appointment is beneficial to the company.

**Additional information required to be given along with a Notice calling General Meeting as per sub para (B) of Section II of Part II of Schedule V of the Companies Act, 2013 is given hereunder:**

<b>I. General Information:</b>				
(1) Nature of industry	Manufacturing			
(2) Date or expected date of commencement of commercial production	09/10/1989 & 01/09/2003			
(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.			
	(Rs. in Lakhs)			
(4) Financial performance based on given indicators	<b>2017 -2018</b>	<b>2016 -2017</b>	<b>2015 -2016</b>	<b>2014 -2015</b>
Turnover *	2830.61	2552	2529	2368
Net profit (as computed under section 198)				
Net profit/ (Loss) as per profit and loss account	9.28	4.63	8.52	7.68
Amount of Dividend paid	NIL	NIL	NIL	NIL
Rate of Dividend declared	N.A.	N.A.	N.A.	N.A.
Earning before interest, depreciation & taxes	138.86	123.80	110.85	62.87
% of EBIDT to turnover	4.90%	4.85%	4.38%	2.65 %
* Turnover does not include DEPB and duty drawback, which is included in sales				
(5) Foreign investments or collaborators, if any.	NIL			