Registered Office / Urse Plant
Finolex Industries Limited
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Dist. Pune 410 506, Maharashtra, India
CIN L40108PN1981PLC024153

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10th January, 2025

National Stock Exchange of India Limited

Manager – Listing Department

5, Exchange Plaza

Bandra-Kurla Complex

Bandra (East), Mumbai 400 051

Scrip Code: FINPIPE

BSE Limited

Manager – Listing Department

Floor 25, P.J.Towers

Dalal Street

Mumbai 400 001

Scrip Code: 500940

Sub: Minutes of Postal Ballot Meeting dated 14th December, 2024

Dear Sir/Madam,

Further to our letter dated 17th December, 2024, informing about the results of the Postal Ballot Meeting dated 14th December, 2024, we enclose herewith the minutes/proceedings of the said Postal Ballot Meeting.

Kindly take the same on your records.

Thanking you,

Yours sincerely,

For Finolex Industries Limited

Dakshinamurthy Iyer

Company Secretary & Compliance Officer

M. No.: A13004







MINUTES OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT (REMOTE E-VOTING PROCESS) BY MEMBERS OF FINOLEX INDUSTRIES LIMITED ("THE COMPANY") ON 14TH DECEMBER, 2024, RESULTS OF WHICH WERE DECLARED ON 17TH DECEMBER, 2024

The Board of Directors of the Company at its Board Meeting held on 24th October, 2024, had approved the proposal to seek consent of the Members of the Company through Postal Ballot by remote e-voting process pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and various circulars issued by the Ministry of Corporate Affairs ("MCA") vide General Circular dated 5th May, 2022 read with General Circular Nos. 14/2020 dated 8th April 8, 2020,17/2020 dated 13th April, 2020 and 09/2024 dated 19th September, 2024 (collectively referred to as "MCA Circulars") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) to seek approval of the Members on the following special business, as set out in the notice of the Postal Ballot dated 24th October, 2024:

Sr. No.	Particulars	Type of Resolution
1	Appointment of Mr. Debabrata Sarkar (DIN: 02502618) as an	Special
	Independent Director of the Company	
2	Appointment of Mr. Vijay Bhatt (DIN: 00751001) as an	Special
	Independent Director of the Company	
3	Appointment of Mr. Aditya Sapru (DIN: 00501437) as an	Special
	Independent Director of the Company	
4	Appointment of Mr. Rajesh Rathi (DIN: 00018628) as an	Special
	Independent Director of the Company	
5	Appointment of Mr. Munesh Khanna (DIN: 00202521) as an	Special
	Independent Director of the Company	
6	Appointment of Mr. Pradeep Udhas (DIN: 02207112) as an	Special
	Independent Director of the Company	
7	Appointment of Mr. Saurabh Dhanorkar (DIN: 00011322) as	Ordinary
	Managing Director of the Company	

The Board appointed Mr. Sridhar Mudaliar, Partner or failing him Ms. Sheetal Joshi, Partner of M/s. SVD & Associates, Company Secretaries, Pune, (Peer Review No: 669/2020), as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner. The Company had engaged the services of M/s. KFin Technologies Limited to provide the remote e-voting facility to enable Members to exercise their votes in a secured manner. A newspaper advertisement as required under the Companies Act, 2013 was published in "Financial Express" (English Newspaper) and "Loksatta (Marathi Newspaper) on Friday, 15th November, 2024.

Based on the analysis of the votes received through remote e-voting, the Scrutinizer submitted his report on Postal Ballot by Remote E-voting Process to the Chairman of the Company on 17th December, 2024.

The summary of the Scrutinizer's Report is as under:

The Postal Ballot Notice together with the explanatory statement, dated 24th October, 2024, was sent only through email to those Members whose names appeared in the Register of Members or in the Register of Beneficial Owners maintained by Depositories as on Cut-off Date i.e. Friday, 8th November, 2024 and whose e-mail addresses were registered with the Company/ Depositories on the said date.

- 2. The e-voting commenced on Friday, 15th November, 2024 at 9.00 a.m. (IST) and ended on Saturday, 14th December, 2024 at 5.00 p.m. (IST).
- 3. Post conclusion of the remote e-voting period on 14th December, 2024, based on the analysis of votes, the Scrutinizer submitted his report dated 17th December, 2024, addressed to the Chairman of the Company in the prescribed format. Based on the Report, the resolutions set out in the Postal Ballot Notice were passed with requisite majority on 14th December, 2024.

The results of the voting by Postal Ballot was announced on 17th December, 2024 and immediately the same has been communicated to BSE Limited and The National Stock Exchange of India Limited ("Stock Exchanges") and results of the Postal Ballot have been uploaded on the website of the Company's website at www.finolexpipes.com and on the website of stock exchanges at BSE Limited and The National Stock Exchange of India Limited and on the website of KFintech at https://evoting.kfintech.com/.

The details of voting on the resolutions as per the Scrutinizer's Report are as under:

Item No. 1: Appointment of Mr. Debabrata Sarkar (DIN: 02502618) as an Independent Director of the Company

Nature of Resolution - Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') (including any statutory modification(s) or reenactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Debabrata Sarkar (DIN: 02502618), who was appointed as an Additional, Non-executive Independent Director of the Company under section 161 of the Act, 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 SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years, i.e., with effect from 19th September 2024 up to 18th September 2029 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations, Mr. Debabrata Sarkar (DIN: 02502618), be paid such fees and commission, as may be approved by the Board and subject to such limits as may be prescribed, from time to time.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

Result of voting through Postal Ballot by remote e-voting was as follows:

No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
47,71,34,286	76.90	27,61,33,578	20,10,00,708	57.87	42.13

Item No. 2: Appointment of Mr. Vijay Bhatt (DIN: 00751001) as an Independent Director of the Company

Nature of Resolution – Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') (including any statutory modification(s) or reenactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Vijay Bhatt (DIN: 00751001), who was appointed as an Additional, Non-executive Independent Director of the Company under section 161 of the Act, 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 SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years, i.e., with effect from 19th September 2024 up to 18th September 2029 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations, Mr. Vijay Bhatt (DIN: 00751001), be paid such fees and commission as may be approved by the Board and subject to such limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

Result of voting through Postal Ballot by remote e-voting was as follows:

No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
47,71,34,094	76.90	27,36,54,264	20,34,79,830	57.35	42.65

Item No. 3: Appointment of Mr. Aditya Sapru (DIN: 00501437) as an Independent Director of the Company

Nature of Resolution – Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') (including any statutory modification(s) or reenactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Aditya Sapru (DIN: 00501437), who was appointed as an Additional, Non-executive Independent Director of the Company, under section 161 of the Act, 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 SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years, i.e., with effect from 19th September 2024 up to 18th September 2029 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations, Mr. Aditya Sapru (DIN: 00501437), be paid such fees and commission as may be approved by the Board and subject to such limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

Result of voting through Postal Ballot by remote e-voting was as follows:

No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
47,71,34,286	76.90	27,61,52,820	20,09,81,466	57.88	42.12

Item No. 4: Appointment of Mr. Rajesh Rathi (DIN: 00018628) as an Independent Director of the Company

Nature of Resolution – Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') (including any statutory modification(s) or reenactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Rajesh Rathi (DIN: 00018628), who was appointed as an Additional, Non-executive Independent Director of the Company, under section 161 of the Act, 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 SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years, i.e., with effect from 19th September 2024 up to 18th September 2029 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations, Mr. Rajesh Rathi (DIN: 00018628), be paid such fees and commission as may be approved by the Board and subject to such limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

Result of voting through Postal Ballot by remote e-voting was as follows:

No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
47,71,34,286	76.90	27,00,93,642	20,70,40,644	56.61	43.39

Item No. 5: Appointment of Mr. Munesh Khanna (DIN: 00202521) as an Independent Director of the Company

Nature of Resolution - Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') (including any statutory modification(s) or reenactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Munesh Khanna (DIN: 00202521), who was appointed as an Additional, Non-executive Independent Director of the Company, under section 161 of the Act, 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 SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years, i.e., with effect from 19th September 2024 up to 18th September 2029 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations, Mr. Munesh Khanna (DIN: 00202521), be paid such fees and commission as may be approved by the Board and subject to such limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

Result of voting through Postal Ballot by remote e-voting was as follows:

No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
47,71,34,286	76.90	26,83,14,614	20,88,19,672	56.23	43.77

Item No. 6: Appointment of Mr. Pradeep Udhas (DIN: 02207112) as an Independent Director of the Company

Nature of Resolution – Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') (including any statutory modification(s) or reenactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Pradeep Udhas (DIN: 02207112), who was appointed as an Additional, Non-executive Independent Director of the Company, under section 161 of the Act, 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 SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years, i.e., with effect from 30th September 2024 up to 29th September 2029 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations, Mr. Pradeep Udhas (DIN: 02207112), be paid such fees and commission as may be approved by the Board and subject to such limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution."

Result of voting through Postal Ballot by remote e-voting was as follows:

	No. of votes	% of Votes polled	No. of votes	No. of votes –	% of votes in	% of Votes
	polled	on outstanding	– in favour	against	favour on votes	against on
		shares			polled	votes polled
Ī	47,71,34,286	76.90	27,36,73,915	20,34,60,371	57.36	42.64

Resolutions under Item Nos. 1 to 6 of the captioned Notice, pertaining to the appointment of Independent Directors was passed by requisite majority pursuant to Regulation 25 (2A) of SEBI LODR Regulations, 2015.

Item No. 7: Appointment of Mr. Saurabh Dhanorkar (DIN: 00011322) as Managing Director of the Company

Nature of Resolution - Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder and in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the approval of Board of Directors (the 'Board") and subject to the approval of the Central Government and all other applicable regulatory approvals, as may be required, the approval of the Members be and is hereby accorded to appoint Mr. Saurabh Dhanorkar (DIN: 00011322), as Managing Director of the Company, for a period of 2 (two) years effective from November 21, 2024 until November 20, 2026 (both days inclusive) on the such terms and conditions, including increase in remuneration and remuneration to be paid in case of inadequacy of profits, absence of profits or no profits in any financial year during his said tenure as set out in the draft agreement to be entered into by the Company with Mr. Saurabh Dhanorkar, and as mentioned in the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to this notice.

RESOLVED FURTHER THAT the draft agreement which is placed before this meeting be and is hereby specifically approved with liberty to the Board and/or Nomination and Remuneration Committee of the Company to alter and vary the terms and conditions of appointment and / or remuneration as it may deem fit from time to time and in accordance with the provisions of the Companies Act, 2013 and/or any schedules thereto (including any statutory modification(s) or reenactment(s) thereof for the time being in force).

RESOLVED FURTHER THAT the remuneration as mentioned in the draft agreement(s) revised from time to time be and is hereby approved as the minimum remuneration by way of basic salary and other allowances/perquisites not exceeding the limits specified under Section II of part II of Schedule V of the Companies Act, 2013, as amended, or such other limits as may be prescribed from time to time as minimum remuneration payable to Mr. Saurabh Dhanorkar (DIN: 00011322) in case of inadequate profits or no profits in any financial year during the currency of his tenure(s) as Managing Director as may be required.

RESOLVED FURTHER THAT the Board be and is hereby authorized to enhance, alter or vary from time to time the scope and quantum of remuneration, perquisites, benefits and amenities payable during the tenure of the appointment of Mr. Saurabh Dhanorkar (DIN: 00011322), provided that any revision in the quantum of remuneration payable to him shall not exceed the statutory limits specified under Section 197 read with Schedule V of the Act as amended, and shall be subject to such approvals, sanctions, or permissions, as may be required for such revision in the remuneration.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters, deeds and things and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution(s), including finalizing, varying, settling, modifying the terms and conditions of the proposed appointment, to settle and finalize all issues that may arise in this regard, without requiring the Board to secure any further consent, concurrence or approval and/or consent, of the Members of the Company, to negotiate, finalize, amend, alter, modify, etc. the terms and conditions and/or any other appointment documents (including providing such representation(s), warranty(ies), indemnity(ies) and covenant(s) as may be required) and to execute, deliver and perform such agreement(s), other contract(s), deed(s), undertaking(s) and other document(s) and subsequent modification thereto; to file application(s) and make representation(s) in respect thereof and seek the requisite approval(s) from the relevant authority(ies) and third party(ies), including governmental authority(ies); to suitably inform and apply to all the concerned authorities, to settle any question, difficulty or doubt that may arise in this regard, and to take all necessary steps in the matter as it may, in its absolute discretion, and in the best interests of the Company deem necessary, desirable or expedient, to give effect to the above resolution(s).

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate any or all of its powers vested on it by this resolution(s) to any of its Committee(s) or individual Director(s) or other Officer(s) or Executive(s) of the Company or such other person(s) like advisor(s), advocate(s), attorney(s), lawyer(s), etc. or any other appropriate agency of persons as may be necessary or desirable, and to settle any question(s), difficulty(ies) or doubt(s) that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the appointment/ remuneration, without being required to seek any further consent, concurrence or approval and/or consent of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval and/ or consent, expressly by the authority of this resolution(s)."

Result of voting through Postal Ballot by remote e-voting was as follows:

No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
47,71,34,299	76.90	24,08,28,203	23,63,06,096	50.47	49.53

The Chairman noted the results of voting as stated above and it was declared and recorded that the resolutions as set out in the Notice of Postal Ballot dated 24th October 2024 were duly passed by the Members on 14th December, 2024 with requisite majority.

Entered in the Minutes Book – 10th January, 2025.