

**FCL:SEC:SE:23:**

**13<sup>th</sup> October 2023**

Corporate Relations Department BSE Limited 1st Floor, New Trading Ring Rotunda Building, P J Towers Dalal Street, Fort Mumbai – 400 001	The Manager Listing Department National Stock Exchange of India Ltd 'Exchange Plaza', C-1, Block G, Bandra – Kurla Complex, Bandra (E), Mumbai – 400 051	Mr Tom Schmit Luxembourg Stock Exchange PO Box 165 L-2011 Luxembourg Grand-Duchy of Luxembourg EUROPE
Scrip Code: 500144	Scrip Code: FINCABLES	

Dear Sir/Madam,

Sub: Consolidated Scrutinizer's Report for the 55<sup>th</sup> Annual General Meeting held on Friday, 29<sup>th</sup> September, 2023.

Ref: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

This is in continuation to our earlier letter bearing ref no. **FCL:SEC:SE:23:112** dated 2<sup>nd</sup> October 2023.

In terms of the above referred regulations, the details regarding voting results of the Item no.4 pertaining to re-appointment of Mr. Deepak Chhabria (DIN 01403799) as a Whole Time Director designated as an "Executive Chairman" of the Company for a period of 5 (five) years with effect from 1<sup>st</sup> July 2023 to 30<sup>th</sup> June 2028 transacted at the 55<sup>th</sup> Annual General Meeting (AGM) of the Company held on Friday, 29<sup>th</sup> September, 2023, is annexed herewith for your reference and records.

**Please note that the directions in the Hon'ble Supreme Court's Order dated 26<sup>th</sup> September 2023 which states that "any action which is taken on the proposed resolution pertaining to the appointment of the Executive Chairperson shall be subject to the outcome of the appeal which is pending before the NCLAT." Accordingly the results are hosted in compliance to the Supreme Court order.**

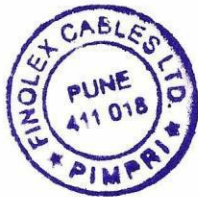
The Consolidated Scrutinizer's Report in this regard can also be accessed on the Company's website using the following link: [www.finolex.com](http://www.finolex.com)

Kindly take the same on record.

Thanking you,  
Yours faithfully,

**For FINOLEX CABLES LIMITED**

  
**Gayatri Kulkarni**  
Assistant Company Secretary  
& Compliance Officer



Encl: As above



**V.M. BIRAJDAR**  
**CHARTERED ACCOUNTANT**  
682, GODAWARI CHAMBERS, 2<sup>ND</sup> FLOOR DECCAN GYMKHANA PUNE - 411004.

MOB: (+91) 9422009851

E-MAIL : [vishwa2biru@yahoo.com](mailto:vishwa2biru@yahoo.com)

Date : 13<sup>th</sup> October 2023

### SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the  
Companies (Management and Administration) Rules, 2014]

To,

Mr. Deepak Chhabria

Chairman

Finolex Cables Limited

Dear Sir,

**Subject:** Consolidated Scrutinizer's Report on e-voting conducted 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 by the Companies (Management and Administration) Amendment Rules, 2015 for the 55<sup>th</sup> Annual General Meeting ('AGM') of Finolex Cables Limited ('the Company') held on Friday, 29<sup>th</sup> September, 2023 at 03.00 p.m. (IST) through Video Conferencing ('VC') /Other Audio Visual Means ('OAVM').

I, **V.M. Birajdar**, Practicing Chartered Accountant, Pune refer to my appointment as the Scrutinizers in terms of Section 108 of the Companies Act, 2013 ('the Act') as amended from time to time, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations, for the purpose of scrutinizing the process of remote e-voting and e-voting during the AGM in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice convening the 55<sup>th</sup> AGM of the Company held on 29<sup>th</sup> September 2023 through VC/OAVM and in continuation to my earlier report dated 2<sup>nd</sup> October 2023 as well as





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pursuant to directions received from Hon'ble Supreme Court, I further submit the voting results for the Item No. 4 hereunder:

**Special Business**

**Resolution No. 4: Ordinary Resolution**

Re-appointment of Mr. Deepak Chhabria (DIN 01403799) as a Whole Time Director designated as an "Executive Chairman" of the Company for a period of 5 (five) years with effect from 1<sup>st</sup> July 2023 to 30<sup>th</sup> June 2028.

(i) Votes cast in favour of the resolution:

Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the AGM)
a.	Number of members voted	334	13	347
b.	Number of valid votes cast by them	34119647	49255	3,41,68,902
c.	% of total number of valid votes cast	27.66		

(ii) Votes cast against the resolution:

Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the
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				AGM)
a.	Number of members voted	165	1	166
b.	Number of valid votes cast by them	86468886 <sup>#</sup>	2879550	89348436
c.	% of total number of valid votes cast	72.34		

\* Finolex Industries Limited holding 2,21,87,075 shares have voted against the resolution no. 4 which is in contravention to the term and intent of the Memorandum of Understanding (MOU) dated 11<sup>th</sup> October 2011 executed between Finolex Industries Limited and Finolex Cables Limited. The litigations over the said MOU are pending before various fora.

<sup>#</sup>Orbit Electricals Private limited holding 4,69,56,120 equity shares have voted against the resolution no. 4 and pursuant to Hon'ble Supreme Court's Order dated 26th Sept 2023, any action which is taken on the proposed resolution pertaining to the appointment of the Executive Chairperson shall be subject to the outcome of the appeal which is pending before the NCLAT.

(iii) **Invalid votes:**

Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the AGM)
a.	Number of members voted	0	0	0
b.	Number of invalid votes cast by them	0	0	0



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Thanking You,

Yours Faithfully,

For V M Birajdar,  
Chartered Accountant

Membership Number  
C.P. Number 035368



UDIN:  
23035368BQWSXS3854

Place: Pune

Date: 13<sup>th</sup> October 2023

Countersigned by:  
For Finolex Cables Limited

Mr. Deepak Chhabria  
Chairman



Resolution No.	4									
Resolution required: (Ordinary/Special)	ORDINARY - Re-appointment of Mr. Deepak Chhabria (DIN 01403799) as a Whole Time Director designated as an "Executive Chairman" of the Company for a period of 5 (five) years with effect from 1st July 2023 to 30th June 2028.									
Whether promoter/promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	5,48,41,170	5,48,33,670	99.9863	37,21,400	5,11,12,270 <sup>#</sup>	6.7867	93.2132	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		5,48,33,670	99.9863	37,21,400	5,11,12,270	6.7867	93.2133	0	0
Public-Institutions	E-Voting	4,12,49,650	3,60,74,440	87.4539	2,32,25,314	1,28,49,126*	64.3816	35.6183	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		3,60,74,440	87.4539	2,32,25,314	1,28,49,126	64.3816	35.6184	0	0
Public-Non Institutions	E-Voting	5,68,48,525	2,96,80,423	52.2097	71,72,933	2,25,07,490	24.1672	75.8327	0	0
	Poll		29,28,805	5.1519	49,255	28,79,550	1.6817	98.3182	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		3,26,09,228	57.3616	72,22,188	2,53,87,040	22.1477	77.8523	0	0
<b>Total</b>		15,29,39,345	12,35,17,338	80.7623	3,41,68,902	8,93,48,436	27.6632	72.3368	0	0

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<sup>#</sup> Orbit Electricals Private limited holding 4,69,56,120 equity shares have voted against the resolution no. 4 and pursuant to Hon'ble Supreme Court's Order dated 26<sup>th</sup> Sept 2023, which states that "any action which is taken on the proposed resolution pertaining to the appointment of the Executive Chairperson shall be subject to the outcome of the appeal which is pending before the NCLAT."