

FCL:SEC:SE:23:112

02nd 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 55th Annual General Meeting held on Friday, 29th September, 2023.

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

Dear Sir/Madam,

In terms of the above referred regulations, the details regarding voting results of the business transacted at the 55th Annual General Meeting (AGM) of the Company held on Friday, 29th September, 2023, is annexed herewith for your reference and records.

The remote e-voting facility was provided to the Members from Tuesday, 26th September, 2023 at 9:00 A.M. and to Thursday, 28th September, 2023 at 5:00 P.M.

The Consolidated Scrutinizer's Report can also be accessed on the Company's website using the following link: 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, 2ND FLOOR DECCAN GYMKHANA PUNE – 411004.

MOB: (+91) 9422009851

E-MAIL : vishwa2biru@yahoo.com

SCRUTINIZER'S REPORT

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

To,
The Chairman of the Fifty-Fifth Annual General Meeting of the Equity Shareholders of Finolex Cables Limited held on the 29th September, 2023 through Video conference ("VC")/ Other Audio-Visual Means ("OVAM")

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 55th Annual General Meeting ('AGM') of Finolex Cables Limited ('the Company') held on Friday, 29th 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 55th AGM of the Company held on 29th September 2023 through VC/OAVM and the same are reproduced herein below:

Ordinary Business

1. To consider and adopt:

- (a) the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2023 and the reports of the Board of Directors' and Auditors' thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended on 31st March, 2023 and the report of Auditors thereon

2. To declare a dividend on equity shares for the Financial Year ended on 31st March, 2023

3. To appoint Mr. Nikhil Naik, as Director liable to retire by rotation, and being eligible, offers himself for re-appointment;





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Special Business

4. 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.
5. To ratify the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2024 (Financial Year 2023-24)
6. Payment of Commission to Non-Executive Directors.

The AGM was held through VC/OAVM without the physical presence of the Members at a common venue and in compliance with the the Ministry of Corporate Affairs ("MCA") has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", MCA circular no. 20/2020 dated May 5, 2020, circular no. 02/2021 dated January 13, 2021, circular no. 14/2021 dated December 14, 2021 and circular no. 02/2022 dated May 5, 2022, circular no. 10/2022 dated December 28, 2022 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January, 15 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as "SEBI Circulars") and circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January, 5 2023 has permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM (e-AGM), without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the 55th AGM of the members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder relating to remote e-voting and e-voting at the time of AGM on the resolutions contained in the notice of the 55th AGM of the Members of the Company. My responsibility as a scrutinizer for the voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make the Scrutinizers' Report of the votes cast "in favour" or "against" the above resolutions, based on the reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the authorized agency to provide remote e-voting facility prior to AGM and e-voting facility during the AGM.

The MCA vide its aforementioned Circulars has permitted the holding of AGM through VC/OAVM, without physical presence of the Members at a common venue. As required under Section 101 of the Act, the Notice of AGM dated May 17, 2023, along with Explanatory Statement under Section 102 of the Act was sent to the Members by permitted means as per the Circulars issued by the MCA and the SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and





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SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and the Members of the Company holding shares on the cut-off date i.e. Friday, 22nd September, 2023 were entitled to vote on the above-mentioned resolutions proposed; as set out in the Notice of AGM.

In this regard, I submit my report as under:

1. The Company provided remote e-voting facility to the Members to cast votes on aforesaid resolutions prior to the AGM. The Company also provided e-voting facility during the 55th AGM to those Members who did not cast their votes through remote e-voting facility, to enable them to cast their votes on the aforesaid resolutions.
2. The remote e-voting period remained open from 26th September 2023 (9.00 a.m.) (IST) 28th September (05.00 p.m.) (IST).
3. At the end of remote e-voting period on 28th September 2023 (05.00 p.m.) (IST) voting portal of the agency (NSDL) was blocked forthwith.
4. After the conclusion of AGM, the e-voting facility was opened for 15 minutes and opportunity was given to those shareholders who had not voted during the period 26th September 2023 to 28th September 2023 to cast their votes.
5. Thereafter, the details containing, inter alia, list of shareholders who voted as "assent" or "dissent" or "abstain from voting" on each resolution that were put to vote were generated from the e-voting website of NSDL i.e. www.evoting.nsdl.com.
6. Based on the reports generated from NSDL's e-voting website www.evoting.nsdl.com. which I have scrutinized, I now submit my consolidated report as under on the result of the remote e-voting prior to and e-voting during the AGM in respect of the said resolutions:





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ORDINARY BUSINESSES:

Resolution 1: Ordinary Resolution

To consider and adopt:

- the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2023 and the reports of the Board of Directors' and Auditors' thereon; and
- the Audited Consolidated Financial Statements of the Company for the Financial Year ended on 31st March, 2023 and the report of Auditors thereon

(i) Votes cast **in favour** of the resolution:

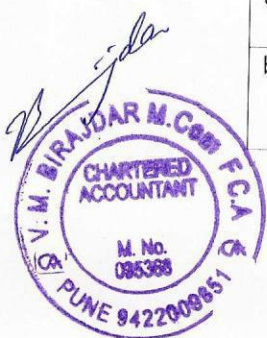
Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the AGM)
a.	Number of members voted	492	14	506
b.	Number of valid votes cast by them	120264050	2928805	123192855
c.	% of total number of valid votes cast	99.99%		

(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 AGM)
a.	Number of members voted	6	0	6
b.	Number of valid votes cast by them	167	0	167
c.	% of total number of valid votes cast	0.00		

(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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Resolution 2: Ordinary Resolution

To declare a dividend on equity shares for the Financial Year ended on 31st March, 2023

(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	497	14	511
b.	Number of valid votes cast by them	120602507	2928805	123531312
c.	% of total number of valid votes cast	100%		

(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 AGM)
a.	Number of members voted	4	0	4
b.	Number of valid votes cast by them	27	0	27
c.	% of total number of valid votes cast	0.00%		

(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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Resolution 3: Ordinary Resolution

To appoint Mr. Nikhil Naik, as Director liable to retire by rotation, and being eligible, offers himself for re-appointment;

(i) Votes cast in favour of the resolution:

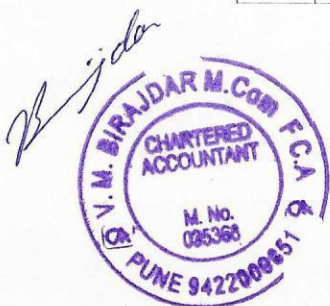
Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the AGM)
a.	Number of members voted	452	14	466
b.	Number of valid votes cast by them	119615512	2928805	122544317
c.	% of total number of valid votes cast	99.22%		

(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 AGM)
a.	Number of members voted	51	0	51
b.	Number of valid votes cast by them	972921	0	972921
c.	% of total number of valid votes cast	0.78%		

(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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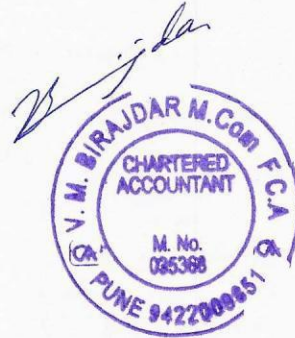
E-MAIL : yishwa2biru@yahoo.com

SPECIAL BUSINESS:

Resolution 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 1st July 2023 to 30th June 2028.

The Company has provided me with copies of the orders from National Company Law Appellate Tribunal (NCLAT) as well as the Hon'ble Supreme Court of India in the matter of the Company Appeal No. (AT) 64 of 2020 that is awaiting the decision of the NCLAT. While the Hon'ble Supreme Court has allowed the continuance of the Annual General Meeting, their order states that "*Any action which is taken on proposed resolution no. 4 pertaining to the appointment of the Executive Chairperson shall be subject to the outcome of the appeal which is pending before the NCLAT.*" I have sought and obtained advise from a former Chief Justice of India and basis the same the results of voting on item no. 4 are being kept in abeyance until the NCLAT passes its final Orders in Company Appeal (AT) No. 64 of 2020.





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Resolution 5: Ordinary Resolution

To ratify the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2024 (Financial Year 2023-24)

(i) Votes cast in favour of the resolution:

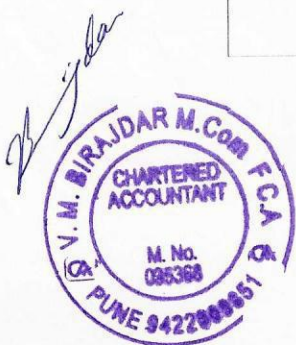
Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the AGM)
a.	Number of members voted	484	14	498
b.	Number of valid votes cast by them	120587811	2928805	123516616
c.	% of total number of valid votes cast	99.99%		

(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 AGM)
a.	Number of members voted	14	0	14
b.	Number of valid votes cast by them	720	0	720
c.	% of total number of valid votes cast	0.00%		

(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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Resolution 6: Special Resolution

Payment of Commission to Non-Executive Directors

(i) Votes cast in favour of the resolution:

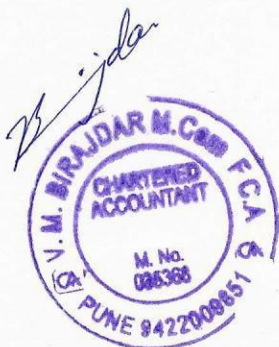
Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the AGM)
a.	Number of members voted	348	12	360
b.	Number of valid votes cast by them	33455339	49225	33504564
c.	% of total number of valid votes cast	27.13%		

(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 AGM)
a.	Number of members voted	153	2	155
b.	Number of valid votes cast by them	87133192	2879580	90012772
c.	% of total number of valid votes cast	72.87%		

(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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7. All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 55th AGM of the Company and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking You,

Yours Faithfully,

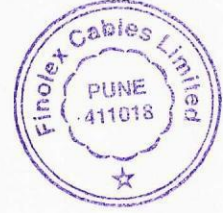
V. M. BIRAJDAR
Chartered Accountant

Membership Number
035368
UDIN: 23035368BGWSXF2065
Peer Review Certificate No.
Place: Pune
Date: 02/10/2023



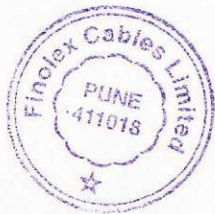
Countersigned by:
For Finolex Cables Limited

Mr. Deepak Chhabria
Executive Chairman
Place: Pune
Date: 02/10/2023

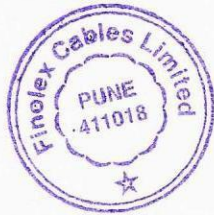


	FINOLEX CABLES LTD
Date of the AGM/EGM	29-09-2023
Total number of shareholders on record date	131326
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	18
Public:	60

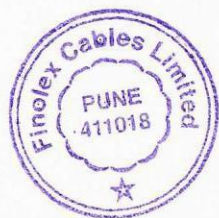
Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To consider and adopt: (a) the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2023 and the reports of the Board of Directors' and Auditors' thereon; and (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended on 31st March, 2023 and the report of Auditors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
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	5,48,33,670	0	100.0000	0.0000	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
	Total		5,48,33,670	99.9863	5,48,33,670	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	4,12,49,650	3,57,50,125	86.6677	3,57,50,125	0	100.0000	0.0000	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
	Total		3,57,50,125	86.6677	3,57,50,125	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	5,68,48,525	2,96,80,422	52.2097	2,96,80,255	167	99.9994	0.0005	0	0
	Poll		29,28,805	5.1519	29,28,805	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,26,09,227	57.3616	3,26,09,060	167	99.9995	0.0005	0	0
Total		15,29,39,345	12,31,93,022	80.5502	12,31,92,855	167	99.9999	0.0001	0	0



Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To declare a dividend on equity shares for the Financial Year ended on 31st March, 2023.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
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	5,48,33,670	0	100.0000	0.0000	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
	Total		5,48,33,670	99.9863	5,48,33,670	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	4,12,49,650	3,60,88,440	87.4879	3,60,88,440	0	100.0000	0.0000	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
	Total		3,60,88,440	87.4879	3,60,88,440	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	5,68,48,525	2,96,80,424	52.2097	2,96,80,397	27	99.9999	0.0000	0	0
	Poll		29,28,805	5.1519	29,28,805	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,26,09,229	57.3616	3,26,09,202	27	99.9999	0.0001	0	0
Total		15,29,39,345	12,35,31,339	80.7715	12,35,31,312	27	100.0000	0.0000	0	0



Resolution No.	3										
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Mr. Nikhil Naik as a Director liable to retire by rotation and being eligible, offers himself for re-appointment.										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
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	5,48,33,670	0	100.0000	0.0000	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	
	Total		5,48,33,670	99.9863	5,48,33,670	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	4,12,49,650	3,60,74,440	87.4539	3,51,02,244	9,72,196	97.3050	2.6949	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	
	Total		3,60,74,440	87.4539	3,51,02,244	9,72,196	97.3050	2.6950	0	0	
Public- Non Institutions	E-Voting	5,68,48,525	2,96,80,323	52.2095	2,96,79,598	725	99.9975	0.0024	0	0	
	Poll		29,28,805	5.1519	29,28,805	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		3,26,09,128	57.3614	3,26,08,403	725	99.9978	0.0022	0	0	
Total		15,29,39,345	12,35,17,238	80.7622	12,25,44,317	9,72,921	99.2123	0.7877	0	0	

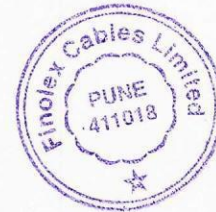


Note on Item 4

The Company has proposed 6 resolutions in 55th Annual General Meeting of the Company held on 29th September 2023.

In respect of Item no 4 (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), in view of the Hon'ble Supreme Court's Order dt 26th Sept 2023 (*Copy attached for reference*), the relevant part of which reads **"Any action which is taken on proposed resolution No. 4 pertaining to the appointment of the Executive Chairperson shall be subject to the outcome of the appeal which is pending before the NCLAT"**, and the legal advise obtained on the same, the results of the voting on Item no 4 are being kept in abeyance until the NCLAT passes final Orders in Company Appeal (AT) No. 64 of 2020.

The Company is, therefore, publishing the results of the said voting keeping in abeyance result of Item no. 4.



**IN THE SUPREME COURT OF INDIA
CIVIL APPELLATE JURISDICTION**

Civil Appeal No 6108 of 2023

Orbit Electricals Private Limited and Another

Appellants

Versus

Deepak Kishan Chhabria and Others

Respondents

W I T H

Civil Appeal No 6176 of 2023

O R D E R

- 1 The National Company Law Tribunal¹ dismissed the application filed by the first respondent for the grant of interim relief by an order dated 31 December 2019. The first respondent is in appeal before the National Company Law Appellate Tribunal². Admittedly, no interim relief operated in favour of the first respondent during the pendency of the appeal.
- 2 The appeal has been heard and orders were reserved by the NCLAT on 21 September 2023. However, while reserving orders, the NCLAT has directed the parties “to maintain status quo as was available prior to EOGM dated 03.05.2019” till the judgement is delivered. No reasons have been indicated by the NCLAT even *prima facie* for issuing the interim order, particularly in

1
Signature valid
2
Digitally signed by
CHITAN KUMAR
Date: 2023.09.27
11:15:21
Reason:

“NCLT”

“NCLAT”

the context of the fact that there was no interim relief operating since the dismissal of the application for interim relief on 31 December 2019. It is admitted that no relief was obtained by the first respondent in the proceedings before the Bombay High Court, as well.

- 3 In the circumstances, we vacate the interim direction as noted above. The Annual General Meeting (AGM) of the company, Finolex Cables Limited is to take place on 29 September 2023. Any action which is taken on proposed resolution No 4 pertaining to the appointment of the Executive Chairperson shall be subject to the outcome of the appeal which is pending before the NCLAT.
- 4 Subject to the aforesaid modifications, the appeals are allowed and the impugned order is set aside to the aforesaid extent.
- 5 Pending applications, if any, stand disposed of.

.....CJI.
[Dr Dhananjaya Y Chandrachud]

.....J.
[J B Pardiwala]

.....J.
[Manoj Misra]

New Delhi;
September 26, 2023
CKB

ITEM NO.10

COURT NO.1

SECTION XVII

S U P R E M E C O U R T O F I N D I A
R E C O R D O F P R O C E E D I N G S

Civil Appeal No.6108/2023

ORBIT ELECTRICALS PRIVATE LIMITED & ANR.

Appellant(s)

VERSUS

DEEPAK KISHAN CHHABRIA & ORS.

Respondent(s)

(With IA No.195601/2023 - EX-PARTE STAY and IA No.195602/2023 -
EXEMPTION FROM FILING C/C OF THE IMPUGNED JUDGMENT)

WITH C.A. No.6176/2023 (XVII)

(With IA No.198102/2023-EXEMPTION FROM FILING C/C OF THE IMPUGNED
JUDGMENT and IA No.198101/2023-EX-PARTE STAY)

Date : 26-09-2023 These matters were called on for hearing today.

CORAM :

HON'BLE THE CHIEF JUSTICE
HON'BLE MR. JUSTICE J.B. PARDIWALA
HON'BLE MR. JUSTICE MANOJ MISRA

For Appellant(s)

Mr. Mukul Rohatgi, Sr. Adv.
Mr. Ranjeet Kumar, Sr. Adv.
Mr. Sikhil Suri, Adv.
Mr. Abhinav Agrawal, AOR
Mr. Kunal Mehta, Adv.

CA 6176/2023

Dr. A.M. Singhvi, Sr. Adv.
Mr. Mahesh Agarwal, Adv.
Mr. Rishi Agrawala, Adv.
Mr. Ankur Saigal, Adv.
Ms. Geetika Sharma, Adv.
Mr. Shashwat Singh, Adv.
Mr. E.C. Agrawala, AOR

For Respondent(s) Mr. Dushyant Dave, Sr. Adv.
Mr. Shyam Divan, Sr. Adv.
Mr. Ramji Srinivasan, Sr. Adv.
Mr. Amit Jajoo, Adv.
Mr. Malak Manish Bhatt, AOR
Mr. V.P. Singh, Adv.
Ms. Vatsala Pant, Adv.
Mr. Mandeep Singh, Adv.
Mr. Akshat Singh, Adv.
Ms. Eshna Kumar, Adv.

UPON hearing the counsel the Court made the following
O R D E R

- 1 The appeals are allowed in terms of the signed order.
- 2 Pending applications, if any, stand disposed of.

(CHETAN KUMAR)
A.R. -cum-P.S.

(SAROJ KUMARI GAUR)
Assistant Registrar

(Signed order is placed on the file)

Resolution No.	5										
Resolution required: (Ordinary/ Special)	ORDINARY - To ratify the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2024 (Financial Year 2023-24).										
Whether promoter/ promoter group are interested in the agenda/resolution?	NO										
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	5,48,33,670	0	100.0000	0.0000	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	
	Total		5,48,33,670	99.9863	5,48,33,670	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	4,12,49,650	3,60,74,440	87.4539	3,60,74,440	0	100.0000	0.0000	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	
	Total		3,60,74,440	87.4539	3,60,74,440	0	100.0000	0.0000	0	0	
Public- Non Institutions	E-Voting	5,68,48,525	2,96,80,421	52.2097	2,96,79,701	720	99.9975	0.0024	0	0	
	Poll		29,28,805	5.1519	29,28,805	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		3,26,09,226	57.3616	3,26,08,506	720	99.9978	0.0022	0	0	
Total		15,29,39,345	12,35,17,336	80.7623	12,35,16,616	720	99.9994	0.0006	0	0	



Resolution No.	6										
Resolution required: (Ordinary/ Special)	SPECIAL - Payment of Commission to Non-Executive Directors.										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
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	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	
	Total		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	2,25,44,993	1,35,29,447	62.4957	37.5042	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	
	Total		3,60,74,440	87.4539	2,25,44,993	1,35,29,447	62.4958	37.5042	0	0	
Public- Non Institutions	E-Voting	5,68,48,525	2,96,80,421	52.2097	71,88,946	2,24,91,475	24.2211	75.7788	0	0	
	Poll		29,28,805	5.1519	49,225	28,79,580	1.6807	98.3192	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		3,26,09,226	57.3616	72,38,171	2,53,71,055	22.1967	77.8033	0	0	
Total		15,29,39,345	12,35,17,336	80.7623	3,35,04,564	9,00,12,772	27.1254	72.8746	0	0	

