



Finolex
Cables Limited
AN IS/ISO 9001 CERTIFIED COMPANY

FCL:SEC:SE:23:132

21st November 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: Postal Ballot Notice

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”).

In terms of the above referred regulation, please find enclosed copy of the postal ballot notice (“Postal Ballot Notice”) to seek approval of the shareholders for appointment of Mr. Achyut Dhadphale (DIN- 07172828) as a Non- Executive-Non-Independent Director and Dr. Kshitija Wadkar (DIN-10202871) as a Non-Executive Independent Director of the Company.

In compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, November 17, 2023 (“Cut-off date”) seeking their approval as set out in the Postal Ballot Notice.

The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its members. The remote e-voting will commence from Thursday, 23rd November, 2023 (9:00 a.m. IST) and shall end on Friday, 22nd December, 2023 (5:00 p.m. IST). The results of the postal ballot will be announced on or before Monday, 25th December, 2023.

Registered Office:

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.
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In accordance with the provisions of the MCA Circulars, the Company has arranged for the Members to register their e-mail addresses. Therefore, those Members who have not yet registered their e-mail addresses are requested to register their e-mail address by following the procedure set out in the notes to the Postal Ballot Notice.

The above information will be made available on the website of the Company at 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



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Postal Ballot Notice

Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear member(s),

Notice is hereby given pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), 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), that the resolutions appended below are proposed for appointment of Mr. Achyut Dhadphale (DIN- 07172828) as a Non- Executive-Non-Independent Director and Dr. Kshitija Wadatkar (DIN-10202871) as a Non- Executive Independent Director of the Company, respectively, for approval of the members of the Company (as on the Cut-off Date), through postal ballot (the "Postal Ballot") only by way of remote e-voting ("e-voting") process. A Statement of Material facts pertaining to the said resolutions and the reasons/rationale thereof form part of this Postal Ballot notice ("the Notice" or "the Postal Ballot Notice").

MCA vide the above mentioned circulars has advised the companies to take all decisions requiring members' approval (other than items of ordinary business or business where any person has a right to be heard) through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act. MCA has further clarified that for companies that are required to provide e-voting facility under the Act while they are transacting any business(es) by postal ballot up to September 30, 2024, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations, 2015") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the abovementioned MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The hard copies of Postal Ballot Notice along with Ballot Forms and pre-paid business envelope will not be sent to the members for this Ballot, in accordance with the exemptions granted by the MCA Circulars. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

The Board has appointed Mr. V. M. Birajdar (Membership No. 035368) Practicing Chartered Accountant, as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

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In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations 2015, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of National Securities Depository Limited (“NSDL”) for facilitating e-voting. The Company has made necessary arrangements with KFin Technologies Limited, Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

E-voting will commence on Thursday, 23rd November 2023 (9:00 a.m. IST) and will end on Friday, 22nd December 2023 (5:00 p.m. IST). Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on 22nd December 2023. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time. The Scrutinizer will submit his report to the Chairman of the Board (the “Chairman”) or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced as per the statutory timelines. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e., Friday, 22nd December 2023, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

Resolutions:

Appointment of Mr. Achyut Dhadphale (DIN- 07172828) as Non-Executive-Non-Independent Director of the Company

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and Regulation 17 (1) (c) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations 2015”) (including any statutory modification or re-enactment 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. Achyut Dhadphale (DIN- 07172828) who was appointed as an Additional Director in the capacity of a Non-Executive-Non-Independent Director with effect from 30th September 2023, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive-Non-Independent Director of the Company and that he shall be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 read with Schedule V and any other applicable provisions of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder and Regulation 17(6) of the Listing Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Achyut Dhadphale be paid such fees and remuneration and profit related commission as the Nomination and Remuneration Committee and Board of Directors may approve from time to time and subject to such limits as may be prescribed from time to time.

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RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Appointment of Dr. Kshitija Wadtkar (DIN-10202871) as a Non- Executive Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and Regulation 17 (1) (c) and 25 (2A) and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations, 2015”) (including any statutory modification or re-enactment 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, Dr. Kshitija Wadtkar (DIN-10202871) who was appointed as an Additional Director in the category of an Independent Director with effect from 30th September 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, 2015 who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years till 29th September 2028 and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 read with Schedule V and any other applicable provisions of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder and Regulation 17(6) of the Listing Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Kshitija Wadtkar be paid such fees and remuneration and profit related commission as the Nomination and Remuneration Committee and Board of Directors may approve from time to time and subject to such limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**By Order of the Board of Directors
FOR FINOLEX CABLES LIMITED**

**Place: Pune
Date: 09th November 2023**

**Sd/-
Siddhesh Mandke
Company Secretary
& General Manager (Legal)**

Registered Office:
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Pimpri, Pune - 411018.
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Notes:

- 1) The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reason/ rationale for the proposal and details as required under Regulation 36 of the Listing Regulations 2015, SS-2 is also annexed hereto for your consideration.
- 2) This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / depository participant(s), as on Friday, 17th November, 2023 (“Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the Listing Regulations, 2015 and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through e-voting system.
- 3) The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Friday, 22nd December 2023. Further, the resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
- 4) The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting and the result of the e-voting by Postal Ballot will be announced on or before 25th December 2023 and will also be displayed on the Company website <https://finolex.com/>, on the website of NSDL www.evoting.nsdl.com, and communicated to the stock exchanges and RTA.
- 5) All material documents referred to in the statement of material facts will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternatively, Members may also send their requests to investors@finolex.com or einward.ris@kfintech.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
- 6) In accordance with the MCA Circulars, the Members are requested to take note of the following: Members holding shares of the Company in electronic form can verify/update their email address and mobile number with their respective DPs. Members can also temporarily update their email address and mobile number with RTA, by following the procedure given below:

– Visit the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>

– Select the company name: Finolex Cables Limited

– Enter DP ID & client ID (in case shares are held in electronic form)/physical folio no. (in case shares are held in physical form) and Permanent Account Number (“PAN”)

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– In case of shares which are held in physical form, if PAN is not available in the records, please enter any one of the share certificate numbers in respect of the shares held by you.

– Enter the email address and mobile number.

– System will check the authenticity of the DP ID & client ID/physical folio no. and PAN/ share certificate number, as the case may be and send the one-time password (“OTP”) to the said mobile number and email address for validation.

– Enter the OTP received by SMS and email to complete the validation process. (Please note that the OTP will be valid for 5 minutes only).

– In case the shares are held in physical form and PAN is not available, the system will prompt you to upload the self-attested copy of your PAN.

– System will confirm the email address for the limited purpose of serving this Postal Ballot Notice and the e-voting instructions along with the user ID and password.

Alternatively, Members may send an email request to einward.ris@kfintech.com along with the scanned copy of their request letter duly signed by the Member (first member if held jointly), providing the email address, mobile number, self-attested copy of PAN and client master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable RTA to temporarily register their email address and mobile number.

However, Members holding shares in electronic form will have to once again register their email address and mobile number with their DP, to permanently update the said information. In case of any queries, in this regard, Members are requested to write to einward.ris@kfintech.com or contact RTA at toll free number: 1800-309-4001.

- 7) We urge Members to support our commitment to environmental protection by choosing to receive the Company’s communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP and Members holding shares in physical mode are requested to update their email addresses with the Company’s RTA at einward.ris@kfintech.com. Members may follow the process detailed below for registration of email ID:

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR - 1
	Update of signature of securities holder	Form ISR - 2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14

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	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	ISR 4
	The forms for updating the above details are available at https://www.finolex.com/investors	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

- 8) SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by December 31, 2023 and linking PAN with Aadhaar by March 31, 2023 vide its circular dated November 3, 2021 and December 14, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars KFin Technologies Limited at inward.ris@kfinotech.com. The forms for updating the same are available at <https://finolex.com>.

Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

E-Voting:

- In compliance with Regulation 44 of the Listing Regulations, 2015 and Section 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars, the Company is pleased to provide facility of e-voting to enable its Members to cast their votes electronically in respect of the resolutions as set out in this Postal Ballot Notice.
- The e-voting period commences from Thursday, 23rd November, 2023 (9.00 a.m. IST) and ends on Friday, 22nd December 2023, (5.00 p.m IST). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period. Once the vote on the resolutions is cast by the Member, he/she shall not be allowed to change it subsequently.
- The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the Cut-off Date i.e. 17th November, 2023.
- Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. 17th November, 2023, (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolution as set out in this Postal Ballot Notice only through the e-voting.

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

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

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Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service

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	<p>provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in

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	progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID

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	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vishwa2biru@yahoo.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@finolex.com.

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2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (investors@finolex.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Details of Director seeking appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Secretarial Standard-2 on General Meetings (SS-2) and Statement of Material Facts as required under Section 102 of the Companies Act, 2013 (the "Act")

Appointment of Mr. Achyut Dhadphale (DIN- 07172828) as Non-Executive-Non-Independent Director of the Company-

Pursuant to the recommendation of Nomination and Remuneration Committee ("NRC") and Section 161 of the Companies Act, 2013, the Board at its meeting held on 29th September 2023, has appointed Mr. Achyut Dhadphale (DIN- 07172828) as an Additional Director in the category of Non-Executive-Non-Independent Director of the Company with effect from 30th September 2023 subject to the approval of the shareholders through Ordinary resolution.

The Company has received:

- (i) consent in writing from Mr. Achyut Dhadphale to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Dhadphale to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority; and
- (iv) A notice in writing by a member proposing his candidature under Section 160(1) of the Act

In the opinion of the Board, Mr. Achyut Dhadphale fulfils the conditions under the Act, the Rules made thereunder and the Listing Regulations, 2015 and such other laws / regulations for the time being in force, to the extent applicable to the Company. The NRC and Board are of the view that Mr. Achyut Dhadphale possesses requisite skills, background and experience and the same are in line with the role and capabilities identified by the NRC. The Board was satisfied that the appointment of Mr. Achyut Dhadphale if made will be in the best interest of the Company.

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Brief profile of Mr. Achyut Dhadphale:

Mr. Achyut Madhusudan Dhadphale, aged 70, is Mechanical Engineer and holds a Diploma in Business Management from Institute of Management Development And Research, Pune (IMDR) in 1981. He has more than 40 years of experience in the field of Industrial Engineering and he is also a Director on the Board of The Kolhapur Steel Ltd and Kirloskar Ebara Pumps Ltd.

Mr. Achyut Dhadphale does not hold any shares in the Company.

Mr. Achyut Dhadphale attended 1 (One) Board meeting of the Company held during the Financial Year 2023-24 after his appointment on 30th September, 2023.

Through this resolution, the Board seeks the approval of the members for the appointment of Mr. Achyut Dhadphale (DIN 07172828) as Non-Executive-Non-Independent Director of the Company with effect from 30th September 2023 pursuant to Sections 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall be liable to retire by rotation.

All the material documents referred to in the Notice and Statement of material facts such as the consent and disclosure of interests etc. are available for inspection without any fees by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e. Friday, 22nd December 2023.

Apart from Mr. Achyut Dhadphale, none of the Directors, Key Managerial Personnel and/or their relatives are deemed to be concerned or interested, directly or indirectly, financially or otherwise, in the proposed resolution.

The Board recommends appointment of Mr. Achyut Dhadphale who will be liable to retire by rotation and passing of the ordinary resolution as set forth in this notice for the approval of Members.

Appointment of Dr. Kshitija Wadtkar (DIN- 10202871) as Non-Executive Independent Director of the Company-

Pursuant to the recommendation of Nomination and Remuneration Committee ("NRC") and Section 161 of the Companies Act, 2013, the Board at its meeting held on 29th September 2023, has appointed Dr. Kshitija Wadtkar (DIN- 10202871) as an Additional Director in the category of Independent director of the Company with effect from 30th September 2023 for a term of 5 consecutive years i.e. upto 29th September 2028, subject to the approval of the shareholders through Special resolution.

The Company has received:

- (i) consent in writing from Dr. Kshitija Wadtkar to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules');
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Dr. Kshitija Wadtkar to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Listing Regulations, 2015;
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority; and

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- (v) A notice in writing by a member proposing her candidature under Section 160(1) of the Act.

The NRC had previously identified the desired attributes, skills and capabilities for the role of the Independent Director(s). Basis those attributes, the NRC recommended the candidature of Dr. Kshitija Wadatkar.

In the opinion of the Board, Dr. Kshitija Wadatkar fulfils the conditions for independence specified under the Act, the Rules made thereunder and the Listing Regulations, 2015 and such other laws / regulations for the time being in force, to the extent applicable to the Company. The NRC and Board are of the view that Dr. Kshitija Wadatkar possesses requisite skills, background and experience and are aligned to the role and capabilities identified by the NRC. The Board was satisfied that the appointment of Dr. Kshitija Wadatkar if made will be in the best interest of the Company:

Brief profile of Dr. Kshitija Wadatkar:

Dr. Kshitija Wadatkar has more than 14 years of experience at the Bombay High Court. She is the corporate advisor for her expertise in white-collar crimes, and Economic Offences. She is the founder of her bouquet law firm which represents the most prominent corporate houses and financial institutions of the country. She appears for Union of India as Add. Public prosecutor whereby she represented eminent cases for Enforcement Directorate (ED), Central Bureau of Investigation (CBI), and Registrar of Companies before the Bombay High Court, sessions court and its tribunals in various scams of National and International importance. She is Independent Director to Public Listed Company viz. Man Infraconstruction Limited. She is passionate about policy reforms in India. She works collaboratively with an organization like Tata Institute of Social Sciences (TISS), Home Department of Maharashtra, State Government Institutions and NGOs. She has PhD in Constitutional Law and is frequently invited for her Constitutional Law expertise by National News channels on leading verdicts of the Hon'ble Supreme Court. India Today listed her in their Power-list as "Top 8 Emerging Indian Women 2023".

Further, Dr. Kshitija Wadatkar has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Dr. Kshitija Wadatkar has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further, Dr. Kshitija Wadatkar has confirmed that, she had not been a partner of a firm that had transactions during last three financial years with Finolex Cables Limited or its subsidiaries amounting to ten percent or more of its gross turnover. Dr. Kshitija Wadatkar does not hold any shares in the Company.

Dr. Kshitija Wadatkar attended 1 (One) Board meeting of the Company held during the Financial Year 2023-24 after her appointment on 30th September, 2023.

The resolution seeks the approval of members for the appointment of Dr. Kshitija Wadatkar as an Independent Director of the Company with effect from 30th September 2023 pursuant to Sections 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and she shall not be liable to retire by rotation. In accordance with the provisions of Regulation 25(2A) of Listing Regulations, 2015 the appointment of an Independent Director shall be subject to the approval of Members by way of a Special Resolution. In view of the stipulations as contained in the First proviso to Regulation 25(2A) of the Listing Regulations, 2015 if a Special Resolution for the appointment of Dr. Wadatkar as an Independent Director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution, and votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of Dr. Kshitija Wadatkar as an Independent Director shall be deemed to have been made under Regulation

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25(2A) of the Listing Regulations, 2015. In view of thereof, the approval of the Members for appointment of Dr. Kshitija Wadtkar as an Independent Director is being sought as a Special Resolution (but subject to the provisions contained in Regulation 25(2A) of the Listing Regulations, 2015).

The appointment letter setting out the terms and conditions of appointment as an Independent Director to Dr. Kshitija Wadtkar are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e. Friday, 22nd December 2023 and is also available on the website of the Company at <https://finolex.com>.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, 2015, the approval of the Members is sought for the appointment of Dr. Kshitija Wadtkar as an Independent Director of the Company, as a Special Resolution as set out above.

Apart from Dr. Kshitija Wadtkar, none of the Directors, Key Managerial Personnel and/or their relatives are deemed to be concerned or interested, directly or indirectly, financially or otherwise, in the proposed resolution.

The Board recommends appointment of Dr. Kshitija Wadtkar as an Independent Director of the Company for a term of 5 years i.e from 30th September 2023 up to 29th September 2028, not liable to retire by rotation and passing of the special resolution as set forth in this notice for the approval of Members (but subject to the provisions contained in Regulation 25(2A) of the Listing Regulations).

**By Order of the Board of Directors
FOR FINOLEX CABLES LIMITED**

**Sd/-
Siddhesh Mandke
Company Secretary
& General Manager (Legal)**

**Place: Pune
Date: 09th November 2023**

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