

FCL:SEC:SE:22: 126

29<sup>th</sup> September, 2022

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	

BSE Scrip Code- 500144

NSE Trading Symbol: FINCABLES

Dear Sir,

Subject: Proceedings of the 54<sup>th</sup> Annual General Meeting of the Company held on Wednesday,  
28<sup>th</sup> September, 2022.

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), we enclose gist of proceedings of the 53<sup>rd</sup> Annual General Meeting of the Company held on Wednesday, 29<sup>th</sup> September, 2021. Kindly arrange to take the above on your record.

Thanking you,

Yours faithfully,

For Finolex Cables Limited

Kamlesh M Shinde  
Assistant Company Secretary  
& Compliance Officer.

**Gist of Proceedings of the 54<sup>th</sup> Annual General Meeting of Finolex Cables Limited held on Wednesday, 28<sup>th</sup> September, 2022**

The 54<sup>th</sup> Annual General Meeting (“AGM”) of the Company was held on Wednesday, 28<sup>th</sup> September 2022 through Video Conferencing (VC) / Other Audio Visual Means (“OAVM”). The AGM was held in compliance with the provisions of the Companies Act, 2013, (the “Act”) and Rules thereunder, as applicable read with the General Circular No. 14/2020 dated 8<sup>th</sup> April 2020, the General Circular No. 17/2020 dated 13 April 2020 and the General Circular No. 20/2020 dated 5 May 2020, Circular no. 02/2021 dated January 13, 2021 and Circular No. 2/2022 dated 5 May 2022 issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”) and the SEBI Regulations read with the SEBI Circular No. SEBI/HO/CFD/CMDI/CIR/P/2020/79 dated 12<sup>th</sup> May 2020. The meeting commenced at 11.30 a.m. and concluded at 12.33 p.m. (including time allowed for e-voting at AGM) on the same day. In terms of the aforesaid Circulars the AGM is deemed to be held from the Registered Office of the Company.

**Brief details of the meeting:**

Mr. Deepak K Chhabria, Executive Chairman chaired the proceedings of the meeting. The Executive Chairman, each Director and Key Managerial Personnel introduced themselves to the shareholders and informed the location from where they were participating in the AGM. The requisite quorum being present, the Executive Chairman called the meeting to order. The Executive Chairman thereafter delivered his speech. Copy of the Chairman’s Speech is attached herewith as Annexure A.

The Executive Chairman informed that remote e-voting had commenced at 9.00 a.m. on Sunday, 25<sup>th</sup> September, 2022 and ended at 5.00 p.m. on Tuesday, 27<sup>th</sup> September, 2022.

The Chairman briefed the members with respect to the business to be transacted at the meeting. As per Notice dated 12<sup>th</sup>, August, 2022 convening the 54<sup>th</sup> Annual General Meeting of the Company, the following businesses were transacted at the meeting. The Chairman stated that Resolution Nos. 1 to 3 were proposed to be passed as Ordinary Business and Resolution Nos. 4 to 13 were proposed to be passed as a Special Business.

The following items of business as per the Notice of 54<sup>th</sup> Annual General Meeting were recommended for members’ consideration and approval:-

<b>Sr. No</b>	<b>Resolutions Description</b>	<b>Resolution Type</b>
	<b><u>ORDINARY BUSINESS</u></b>	
1	Adoption of financial statement (including consolidated financial statements) of the Company for the financial year ended 31st March, 2022 and the reports of the Board of Directors and Auditors thereon.	Ordinary Resolution
2	Declaration of dividend @ 300% on equity shares for the financial year ended 31st March, 2022 (i.e. @ Rs. 6.00 per equity share of Rs.2/- each fully paid up) for the financial year ended 31st March, 2022.	Ordinary Resolution
3	Appointment of Statutory Auditors and fix their remuneration.	Ordinary Resolution

	<b><u>SPECIAL BUSINESS</u></b>	
4	Appointment of Mr Zubin F Billimoria [DIN: 07144644] as Director of the Company, liable to retire by rotation.	Ordinary Resolution
5	Appointment of Mr Sriraman Raghuraman [DIN: 00228061] as Director of the Company, liable to retire by rotation.	Ordinary Resolution
6	Appointment of Mrs. Vanessa Singh [DIN: 09342022] as Director of the Company, liable to retire by rotation.	Ordinary Resolution
7	Appointment of Mr. Nikhil M Naik [DIN: 00202779] as Director of the Company, liable to retire by rotation.	Ordinary Resolution
8	Appointment of Mr Ratnakar P Barve [DIN: 09341821] as Executive Director – Operations of the Company with effect from 30 <sup>th</sup> September, 2021, liable to retire by rotation.	Ordinary Resolution
9	Appointment of Mr Zubin F Billimoria [DIN: 07144644] as an Independent Director of the Company, for a term of five consecutive years with effect from 30 <sup>th</sup> September, 2021.	Special Resolution
10	Appointment of Mr Sriraman Raghuraman [DIN: 00228061] as an Independent Director of the Company, for a term of five consecutive years with effect from 30 <sup>th</sup> September 2021.	Special Resolution
11	Appointment of Mrs. Vanessa Singh [DIN: 09342022] as an Independent Director of the Company, for a term of five consecutive years with effect from 30 <sup>th</sup> September 2021.	Special Resolution
12	Ratify remuneration payable to M/s. Joshi Apte & Associates, Cost Accountants, Pune (Firm Registration No.00240) pursuant to their appointment as Cost Auditor of the Company for the financial year 2022-23.	Ordinary Resolution
13	To offer or invite subscriptions for secured/unsecured redeemable non-convertible debentures, in one or more series/tranches, aggregating upto an amount of Rs.150 Crores (Rupees One Hundred Fifty Crores Only) on private placement basis.	Special Resolution

On the invitation of the Chairman, Members who had previously registered themselves as speakers, addressed the meeting through VC/ OAVM.

Some shareholders asked questions on operations and expansion plans and appreciated the relatively good performance despite production and sales being affected in the first two months of financial year ended 31<sup>st</sup> March, 2022 due to Covid-19 pandemic and restrictions imposed in various states. The shareholders also appreciated the Company enhancing dividend to high rate of 300% i.e. Rs. 6.00 per equity shares of Rs. 2 each. A shareholder suggested that more efforts should be put in by the Company to promote exports.

The Executive Chairman and the Chief Financial Officer of the Company replied to the queries raised by the Members. The Chairman thereafter thanked all Members for their active participation at the AGM. The Chairman also requested Members to stay safe and be healthy.

The Executive Chairman informed the Members that Mr. Mandar Jog, Practising Company Secretary (CP No. 9798) of M/s. Jog Limaye & Associates, Company Secretaries was appointed as the Scrutinizer for the purpose of scrutinizing the remote e-voting and also the voting that may be done by the Members during the time given to Members who had logged in to the AGM but had not cast their votes earlier by remote e-voting.

The Executive Chairman informed the Members that the results of e-voting and votes cast on the day of the AGM shall be reconciled by the Scrutinizer and his Report received within 48 hours of the conclusion of the Meeting be made available on the website of the Company, that of M/s. National Securities and Depositories Limited (NSDL), and of the Stock Exchanges where the Equity Shares of the Company are listed.

The result of remote e-voting and the voting at the AGM through electronic voting system provided by NSDL was that all the Resolutions proposed in the Notice for the AGM were passed with requisite majority.

It may also please be noted that the aforesaid Gist of Proceedings do not purport to constitute minutes of the 54<sup>th</sup> Annual General Meeting of the Company.

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