SELECTED
Superbrand
INDIA 2009-10
CONSUMER VALIDATED

Finolex
Cables Limited
AN IS/ISO 9001 COMPANY

FCL:SEC:AGM:16:166
9th September, 2016

The Manager
Listing Department
National Stock Exchange of India Ltd
'Exchange Plaza', C-1, Block G,
Bandra – Kurla Complex,
Bandra (E),
Mumbai – 400 051

Dear Sir,

Re : Proceedings of the 48th Annual General Meeting of the Company held on Thursday, 8th September, 2016

In continuation of our letter dated 12th August, 2016 and 16th August, 2016 and 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 48th Annual General Meeting of the Company held on Thursday, 8th September, 2016.

Kindly arrange to take the above on your record.

Thanking you,

Yours faithfully
For FINOLEX CABLES LIMITED

R G D'SILVA
Company Secretary
& President (Legal)

Encl : As above.

GIST OF PROCEEDINGS OF THE 48TH ANNUAL GENERAL MEETING OF FINOLEX CABLES LIMITED HELD ON THURSDAY, 8TH SEPTEMBER, 2016

1. Date, time and Venue of the Meeting:

The 48th Annual General Meeting ("AGM") of the Company was held on Thursday, 8th September, 2016 and the meeting commenced at 11.30 a.m. at the Auditorium of Auto Cluster Development and Research Institute, 'H' Block, Plot C-181, Near D'Mart, Chinchwad, Pune – 411019. The meeting concluded at 12.15 p.m. on the same day.

2. Brief details of items deliberated at the Meeting and result thereof:

- Mr Deepak K Chhabria, Executive Chairman chaired the proceedings of the Meeting.
- The requisite quorum being present, the Executive Chairman called the Meeting to order.
- The Executive Chairman thereafter delivered his speech. Copy of the Executive Chairman's speech was delivered to the Stock Exchanges separately.
- The Executive Chairman informed that remote e-voting commenced at 9.00 a.m. on 5th September, 2016 and ended at 5.00 p.m. on 7th September, 2016.
- The following items of business as set out in the Notice calling the AGM were put for shareholders' approval.

Ordinary Business:

i. Consideration and adoption of audited standalone and consolidated financial statement of the Company for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.

ii. Declaration of dividend on equity shares for the financial year ended 31st March, 2016.

iii. Re-appointment of Mrs Namita V Thapar (DIN 05318899), who retires by rotation as Woman Director on the Board of Directors of the Company.

iv. Re-appointment of M/s B K Khare & Co., Chartered Accountants (Firm Registration No.105102W) as Auditors of the Company and fixing their remuneration for the year 2016-17.

Special Business:

v. Ratification of remuneration to M/s Joshi Apte & Associates, Cost Accountants (Firm Registration No.00240) as Cost Auditors for the financial year ending 31st March, 2017.

vi. Approval by special resolution, for the Company to offer or invite subscriptions for secured/unsecured redeemable non convertible debentures ("NCDs") in one or more series/tranches aggregating upto Rs.150 Crores, on private placement basis.

vii. Approval by special resolution, for related party transaction(s) with Corning Finolex Optical Fibre Private Limited.

- Clarifications were provided to the queries raised by the members at the meeting.
- The Executive Chairman informed the members that Mr S V Deulkar (CP No.965), Partner of M/s SVD & Associates, Company Secretaries was appointed as the Scrutinizer for the purpose of scrutinizing the remote e-voting and InstaPol voting process.
- The Executive Chairman informed the members that the results of e-voting shall be disseminated to the stock exchanges and also uploaded on the website of the Company and of M/s Karvy Computershare Private limied (viz. www.karvy.com), the agency providing e-voting facility.

3. **Manner of approval:**

- Pursuant to the provisions of the Companies Act, 2013 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the Company had provided remote e-voting facility to its members to cast votes electronically, on all the resolutions set out in the notice.
- Further, the facility for voting through electronic voting system i.e. InstaPol was made available to the members who were present at the AGM and had not earlier cast their votes by remote e-voting.
- All resolutions as set out in the Notice calling the said Annual General Meeting were duly passed with the requisite majority and are deemed to be passed on the date of the Annual General Meeting i.e. 8th September, 2016.

For FINOLEX CABLES LIMITED

R G D'SILVA
Company Secretary
& President (Legal)

Place: Pune
Date: 9th September, 2016