

FCL:SEC:AGM:16:168
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 : Annual General Meeting of the Company held on 8th September, 2016 –
Voting Results, Scrutinizer's Report, Annual Report and Payment of Dividend, etc

We refer to our prior correspondence including letter Ref.No.FCL:SEC:AR15-16:154 dated 12th August, 2016 enclosing a copy of the Annual Report with Notice for the Annual General Meeting (AGM), Explanatory Statement thereto and would now enclose following for your information and record:

- (1) Voting results of said AGM given in the format prescribed by SEBI vide Circular Ref CIR/CFD/CMD/8/2015 dated 4th November, 2015 pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (2) Scrutinizer's Report dated 9th September, 2016 received from Mr S V Deulkar (C.P.No.965), Partner, M/s SVD & Associates, Company Secretaries, Pune, on the remote e-voting and poll voting process, as Scrutinizer appointed by the Company; and
- (3) A copy of Annual Report for the Financial Year ended 31st March 2016 that was approved by the Members at the AGM.

We would also inform you that at the AGM held on 8th September, 2016 the Members have, *inter alia*, approved the Annual Accounts for the Financial Year ended 31st March, 2016 as also all the items of business set out in the Notice of the AGM including the payment of dividend @ 125 % on the paid up Equity Share Capital of the Company.

As informed earlier the aforesaid dividend will be paid to the Members, eligible for the same, by ECS / issue of dividend warrants dated 16th September, 2016 which are proposed to be remitted/posted to the Members accordingly.

Thanking you,

Yours faithfully
For FINOLEX CABLES LIMITED



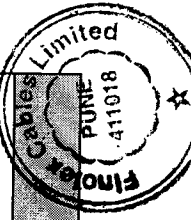
R G D'SILVA
Company Secretary
& President (Legal)

Encl : As above.

Date of the AGM/EGM	FINOLEX CABLES LIMITED
Total number of shareholders on record date	08-09-2016
No. of shareholders present in the meeting either in person or through proxy:	38386
Promoters and Promoter Group:	
Public:	16
No. of Shareholders attended the meeting through Video Conferencing	65
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY RESOLUTION - Adoption of audited standalone and consolidated financial statement of the Company for the financial year ended 31st March, 2016.									
Whether promoter/ promoter group are interested in the agenda/resolution?	NO									
Category	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			
Promoter and Promoter Group	Mode of Voting									
	E-Voting	54831020	99.9815	54831020	0	100.0000	0.0000			0.0000
	Poll	100	0.0002	100	0	100.0000	0.0000			0.0000
	Postal Ballot (if applicable)	54841170	0	0.0000	00	0	0.0000			0.0000
Public- Institutions	Total	54831120	99.9817	54831120	0	100	0			0.0000
	E-Voting	31975005	85.2309	31012557	962448	96.9899	3.0100			3.0100
	Poll	1134240	3.0234	1134240	0	100.0000	0.0000			0.0000
	Postal Ballot (if applicable)	37515747	0	0.0000	00	0	0.0000			0.0000
Public- Non Institutions	Total	33109245	88.2543	32146797	962448	97.0931	2.9069			2.9069
	E-Voting	22193574	36.6337	22193574	0	100.0000	0.0000			0.0000
	Poll	256985	0.4242	256985	0	100.0000	0.0000			0.0000
	Postal Ballot (if applicable)	60582428	0	0.0000	00	0	0.0000			0.0000
	Total	22450559	37.0579	22450559	0	100	0			0.0000
	Total	110390924	72.1795	109428476	962448	99.1281	0.8719			0.8719

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY RESOLUTION - Declaration of dividend @ 125% (including @25% to pay homage to Late Mr. P P Chhabria) on equity shares for the financial year ended 31st March, 2016									
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
Promoter and Promoter Group	E-Voting	54841170	54831020	99.9815	54831020	0	100.0000	0.0000
	Poll		100	0.0002	100	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		54831120	99.9817	54831120	0	100	0
Public- Institutions	E-Voting	37515747	31975005	85.2309	31975005	0	100.0000	0.0000
	Poll		1134240	3.0234	1134240	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		33109245	88.2543	33109245	0	100	0
Public- Non Institutions	E-Voting	60582428	22193574	36.6337	22193574	0	100.0000	0.0000
	Poll		256985	0.4242	256985	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		22450559	37.0579	22450559	0	100	0
Total		152939345	110390924	72.1795	110390924	0	100.0000	0.0000

Resolution No. 3

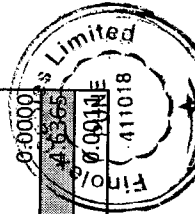
Resolution required: (Ordinary/ Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

ORDINARY RESOLUTION - Appointment of Mrs Namita V Thapar (DIN: 05318899), who retires by rotation as Woman Director

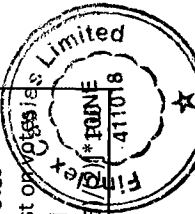
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	54841170	54831020	99.9815	54831020	0	100.0000	0.0000
	Poll		100	0.0002	100	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		54831120	99.9817	54831120	0	100	0
Public- Institutions	E-Voting	37515747	30734696	81.9248	29257078	1477618	95.1923	4.8076
	Poll		1134240	3.0234	1134240	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		31868936	84.9482	30391318	1477618	95.3635	4.6365
Total		152939345	22193574	36.6337	22193324	250	99.9988	0.0012



Public- Non Institutions	Poll	60582428		256985	0.4242	256985	0	100.0000	0.0000
	Postal Ballot (if applicable)			0	0.0000	00	0	0.0000	0.0000
	Total			22450559	37.0579	22450309	250	99.9989	0.0011
	Total	152939345		109150615	71.3686	107672747	1477863	98.6460	1.3540

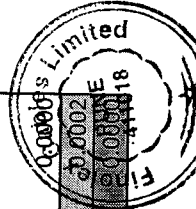
Resolution No.	4	ORDINARY RESOLUTION - Appointment of Auditors and fixing their remuneration.							
Resolution required: (Ordinary/ Special)	NO								
Whether promoter/ promoter group are interested in the agenda/resolution?	NO								
Category									
Promoter and Promoter Group	Mode of Voting	No. 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	
	E-Voting		54831020	99.9815	54831020	0	100.0000	0.0000	
	Poll	54841170	100	0.0002	100	0	100.0000	0.0000	
	Postal Ballot (if applicable)								
Public- Institutions	Total		54831120	99.9817	54831120	0	100	0.0000	0.0000
	E-Voting		29125895	77.6365	27996984	1128911	96.1240	3.8759	
	Poll	37515747	1134240	3.0234	1134240	0	100.0000	0.0000	
	Postal Ballot (if applicable)								
Public- Non Institutions	Total		30260135	80.6599	29131224	1128911	96.2693	3.7307	
	E-Voting		22193574	36.6337	22193474	100	99.9995	0.0004	
	Poll	60582428	256985	0.4242	256985	0	100.0000	0.0000	
	Postal Ballot (if applicable)								
Public- Non Institutions	Total		22450559	37.0579	22450459	100	99.9996	0.0004	
	Total	152939345	107541814	70.3166	106412803	1129011	98.9502	1.0498	

Resolution No.	5	ORDINARY RESOLUTION - Approval of remuneration of M/s Joshi Apte & Associates, Cost Accountants., Pune (Firm Registration No.00240) for the financial year 2016-17.							
Resolution required: (Ordinary/ Special)	NO								
Whether promoter/ promoter group are interested in the agenda/resolution?	NO								
Category									
Promoter and Promoter Group	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	
	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
Public- Institutions	Total								
	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
Public- Non Institutions	Total								
	Total								

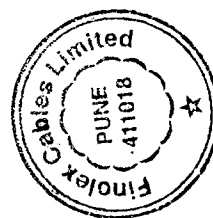


Promoter and Promoter Group	E-Voting		54841170	54831020		99.9815	54831020		0	100.0000		0.0000
	Poll	Postal Ballot (if applicable)		100	0.0002		100	0		100.0000	0.0000	
Public- Institutions	Total			54831120	99.9817		54831120	0		100.0000	0.0000	
	E-Voting			31975005	85.2309		31975005	0		100.0000	0.0000	
	Poll			1134240	3.0234		1134240	0		100.0000	0.0000	
	Postal Ballot (if applicable)							0		0.0000	0.0000	
Public- Non Institutions	Total			33109245	88.2543		33109245	0		100.0000	0.0000	
	E-Voting			22193574	36.6337		22193574	250		99.9988	0.0011	
	Poll			256985	0.4242		256985	0		100.0000	0.0000	
	Postal Ballot (if applicable)							0		0.0000	0.0000	
Total				22450559	37.0579		22450559	250		99.9989	0.0011	
Total				110390924	72.1795		110390924	250		99.9998	0.0002	

Resolution No.	6												
Resolution required: (Ordinary/ Special)	SPECIAL RESOLUTION - To offer or invite subscriptions for secured/unsecured redeemable non-convertible debentures of upto Rs.150 Crores, in one or more series / tranches, on private placement basis. (As set out in the Notice)												
Whether promoter/ promoter group are interested in the agenda/resolution?	NO												
Category	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						
Promoter and Promoter Group	Mode of Voting												
	E-Voting	54831020	99.9815	54831020	0	100.0000	0.0000						
	Poll	100	0.0002	100	0	100.0000	0.0000						
	Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0.0000						
Public- Institutions	Total	54831120	99.9817	54831120	0	100	0						
	E-Voting	31975005	85.2309	31975005	0	100.0000	0.0000						
	Poll	1134240	3.0234	1134240	0	100.0000	0.0000						
	Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0.0000						
Public- Non Institutions	Total	33109245	88.2543	33109245	0	100	0						
	E-Voting	22193574	36.6337	22193524	50	99.9997	0.0002						
	Poll	256985	0.4242	256985	0	100.0000	0.0000						
	Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0.0000						
Total		22450559	37.0579	22450509	50	99.9998	0.0002						
		110390924	72.1795	110390874	50	100.0000	0.0000						



Resolution No.	7	SPECIAL RESOLUTION - Approval for the Company to continue to purchase optical fibre from Corning Finolex Optical Fibre Private Limited. (As set out in the Notice)									
Resolution required: (Ordinary/ Special)		Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	NO	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			
Promoter and Promoter Group	E-Voting		54831020	99.9815	54831020						
	Poll		100	0.0002	100						
	Postal Ballot (if applicable)	54841170									
	Total		54831120	99.9817	54831120						
Public- Institutions	E-Voting		31975005	85.2309	31975005						
	Poll		1134240	3.0234	1134240						
	Postal Ballot (if applicable)	37515747									
	Total		33109245	88.2543	33109245						
Public- Non Institutions	E-Voting		22193574	36.6337	22193424	150	99.9993				
	Poll		256985	0.4242	256985		100.0000				
	Postal Ballot (if applicable)	60582428									
	Total		22450559	0.0000	00		0.0000				
		Total	152939345	37.0579	22450409	150	99.9993				
		Total	110390924	72.1795	110390774	150	99.9999				





SVD & Associates

Company Secretaries

4th Floor, Vedwati Apartments, Shivajinagar, Pune - 411005
Ph. : 020 69000666, E-mail: deulkarcs@gmail.com



To
The Chairman,
Finolex Cables Limited,
26/27, Mumbai-Pune, Road,
Pimpri, Pune-411018

Sub: Results of voting by Insta Poll and E-voting

Dear Sir,

I undersigned, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries, have been appointed as Scrutinizer of Finolex Cables Limited ("the Company") for scrutinizing the e-voting process (during September 5, 2016 to September 7, 2016) and poll through electronic voting system (Insta Poll) (at 48th Annual General Meeting (AGM) held on September 8, 2016) conducted as per the provisions of the Companies Act, 2013.

The Compliance with the provisions of the Companies Act, 2013 and the rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through electronic means (by remote e-voting) and poll through electronic voting system (Insta Poll) by the shareholders on the resolutions proposed in the Notice of the 48th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process by remote e-voting and by Insta Poll at AGM are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, on the resolutions, to the Chairman, based on the reports generated from the electronic voting system provided by Karvy Computershare Private Limited and the report of Insta Poll at the meeting.:

I hereby enclose below reports relating to the voting on the resolutions proposed at the 48th Annual General Meeting of the Company held on September 8, 2016:

- a) Report on E-voting;
- b) Report on Insta Poll; and

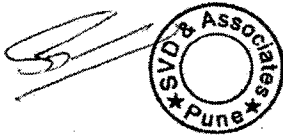
c) Combined report of e-voting and Insta Poll

I hereby declare the resolution no. 1 and 3 to 7 have been passed with requisite majority and resolution no. 2 has been passed unanimously as per the aforesaid Notice of the Annual General Meeting the Company.

Thanking you,

Yours faithfully,

For SVD & Associates

A handwritten signature in black ink is written over a circular stamp. The stamp has a double-lined border. Between the lines, the text "SVD & Associates" is written in a semi-circle at the top, and "Pune" is written at the bottom, separated by two small stars on each side.

S. V. Deulkar

Partner

C. P. No. 965

Place: Pune

Date: September 9, 2016

S. V. Deulkar
Practicing Company Secretary
63, Ashok Nagar, Pune 411007

Combined Report
Finolex Cables Limited (CIN:- L31300MH1967PLC016531)
48th Annual General Meeting held on September 8, 2016

48th Annual General Meeting held on September 8, 2016

Sr. No	Resolutions	E - voting		Voting by Insta poll		Total		Result
		No. of Votes		No. of Votes		No. of Votes		
		For	Against	For	Against	For	Against	
1	Ordinary Resolution:- Adoption of financial statement of the Company for the financial year ended 31st March, 2016 and the reports of the Board of Directors and Auditors thereon.	108037151	962448	1391325	0	109428476	962448	Resolution passed with requisite majority
2	Ordinary Resolution:- Declaration of dividend @125% on equity shares for the financial year ended 31st March, 2016 which includes special one time dividend @25% to pay homage to late Mr. P P Chhabria, Founder Promoter Director and Former Executive Chairman of the Company.	108999599	0	1391325	0	110390924	0	Resolution passed unanimously
3	Ordinary Resolution:- Appointment of Mrs. Namita V Thapar (DIN:05318899),(as Women Director on the Board), who retires by rotation at this meeting and being eligible, offers herself for re-appointment.	106281422	1477868	1391325	0	107672747	1477868	Resolution passed with requisite majority
4	Ordinary Resolution:- Appointment of Auditors and fixing their remuneration.	105021478	1129011	1391325	0	106412803	1129011	Resolution passed with requisite majority

S. V. Deulkar
Practicing Company Secretary
63, Ashok Nagar, Pune 411007

Combined Report
Finolex Cables Limited (CIN:- L31300MH1967PLC016531)
48th Annual General Meeting held on September 8, 2016

48th Annual General Meeting held on September 8, 2016

Sr. No	Resolutions	E - voting		Voting by Insta poll		Total		Result
		No. of Votes		No. of Votes		No. of Votes		
		For	Against	For	Against	For	Against	
5	Ordinary resolution:- Approval of remuneration of M/s Joshi Apte & Associates, Cost Accountants, Pune (Firm Registration No. 00240) as Cost Auditors of the Company for the Financial Year 2016-17.	108999349	250	1391325	0	110390674	250	Resolution passed with requisite majority
6	Special Resolution:- To offer or invite subscriptions for secured or unsecured redeemable non-convertible debentures, in one or more series or tranches, aggregating upto Rs. 150 Crores (Rupees One Hundred Fifty Crores Only) on private placement basis.	108999549	50	1391325	0	110390874	50	Resolution passed with requisite majority
7	Special Resolution:- Approval for the Company to continue to purchase optical fibre from Corning Finolex Optical Fibre Private Limited.	108999449	150	1391325	0	110390774	150	Resolution passed with requisite majority

Place: Pune

Date: September 9, 2016


S.V. DEULKAR
COMPANY SECRETARY
FCS 1321 C P 965
63 Ashok Nagar-Pune-411007

S. V. Deulkar
Practicing Company Secretary
63, Ashoknagar, Pune -411007

Scrutinizer's Report

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
48th Annual General Meeting of the Equity shareholders of Finolex Cables Limited held on Thursday, September 8, 2016 at 11.30 AM at the Auditorium of Auto Cluster Development and Research Institute, H Block, Plot C-181, Near D Mart, Chinchwad, Pune-411019.

Dear Sir,

I, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries have been appointed as scrutinizer of Finolex Cables Limited ("the Company") for the purpose of the poll through electronic voting system (hereinafter referred as "Insta Poll") taken on below mentioned resolution(s), at the 48th Annual General Meeting of the Equity shareholders of Finolex Cables Limited held on Thursday, September 8, 2016 at 11.30 AM at the Auditorium of Auto Cluster Development and Research Institute, H Block, Plot C-181, Near D Mart, Chinchwad, Pune-411019. The mode of voting for all resolutions was through Insta poll.

I submit my report as under

1. The result of the Insta Poll is as under:

- a) **Ordinary Resolution No. 1** – Adoption of financial statement of the Company for the financial year ended 31st March, 2016 and the reports of the Board of Directors and Auditors thereon.



(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	1391325	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid votes:**

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
1*	25000

*Note:-*One shareholder has partly voted "for" and partly "not voted" for the resolution.*

b) Ordinary Resolution No. 2 – Declaration of dividend @125% on equity shares for the financial year ended 31st March, 2016 which includes special one time dividend @25% to pay homage to late Mr. P P Chhabria, Founder Promoter Director and Former Executive Chairman of the Company.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	1391325	100%



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
1*	25000

*Note:-*One shareholder has partly voted "for" and partly "not voted" for the resolution.*

- c) **Ordinary Resolution 3** – Appointment of Mrs. Namita V Thapar (DIN:05318899) ,(as Women Director on the Board), who retires by rotation at this meeting and being eligible, offers herself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	1391325	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) **Not voted/Invalid votes:**

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
1*	25000

*Note:-*One shareholder has partly voted "for" and partly "not voted" for the resolution.*

d) Ordinary Resolution No. 4 – Appointment of Auditors and fixing their remuneration.

(i) **Voted in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	1391325	100%

(ii) **Voted against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid votes:**

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
1*	25000

*Note:-*One shareholder has partly voted "for" and partly "not voted" for the resolution.*

e) Ordinary Resolution No. 5 – Approval of remuneration of M/s Joshi Apte & Associates, Cost Accountants, Pune (Firm Registration No. 00240) as Cost Auditors of the Company for the Financial Year 2016-17.



(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	1391325	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
1*	25000

*Note:-*One shareholder has partly voted "for" and partly "not voted" for the resolution.*

f) Special Resolution No. 6 – To offer or invite subscriptions for secured or unsecured redeemable non-convertible debentures, in one or more series or tranches, aggregating upto Rs. 150 Crores (Rupees One Hundred Fifty Crores Only) on private placement basis.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	1391325	100%



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
1*	25000

*Note:-*One shareholder has partly voted "for" and partly "not voted" for the resolution.*

g) Special Resolution No. 7 – Approval for the Company to continue to purchase optical fibre from Corning Finolex Optical Fibre Private Limited.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
56	1391325	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) **Not voted/Invalid votes:**

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
1*	25000

*Note:-*One shareholder has partly voted "for" and partly "not voted" for the resolution.*

2. The Insta Poll facility was provided by the Company's Registrar and Share Transfer Agent M/s Karvy Computershare Private Limited.
3. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed
4. The electronic data and other relevant records relating voting shall remain in my safe custody until the Chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



S. V. Deulkar

Practicing Company Secretary

C. P. No. 965

Place: Pune

Date: September 9, 2016

S. V. Deulkar
Practicing Company Secretary
63, Ashoknagar, Pune -411007

Scrutinizer Report

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

To,
The Chairman,
48th Annual General Meeting of the Equity shareholders of Finolex Cables Limited held on Thursday, September 8, 2016 at 11.30 AM at the Auditorium of Auto Cluster Development and Research Institute, H Block, Plot C-181, Near D Mart, Chinchwad, Pune-411019.

Dear Sir,

I, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries, have been appointed as scrutinizer of Finolex Cables Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner & ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on below mentioned resolution(s), at the 48th Annual General Meeting of the Equity shareholders of Finolex Cables Limited held on Thursday, September 8, 2016 at 11.30 AM at the Auditorium of Auto cluster Development and Research Institute, H Block, Plot C-181, Near D Mart, Chinchwad, Pune-411019. I submit my report as under:

1. The e-voting period remained open from September 5, 2016 (9.00 a.m.) to September 7, 2016 (5.00 p.m.)
2. The shareholders holding shares as on the "cut off" date i.e. September 1, 2016 were entitled to vote on the proposed resolutions (item no. 1 to 7 as set out in the Notice of the 48th Annual General Meeting (AGM) of Finolex Cables Limited.)



3. The votes were unblocked on September 8th, 2016 at around 12.30 PM in the presence of two witnesses, Ms. Disha Kulkarni name (Kothrud, Pune- 411038) and Ms. Insiya Kamal (Shivajinagar, Pune-411004) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "for" and "Against", were downloaded from the e-voting website of Karvy Computershare Private Limited.


Name: Disha Kulkarni
Kothrud - 411038


Name: INSIYA KAMAL
Shivajinagar - 411004,



5. The result of the e-voting is as under:

- a) **Ordinary Resolution No.1** – Adoption of financial statement of the Company for the financial year ended 31st March, 2016 and the reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
165	108037151	99.12%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
1	962448	0.88%

(iii) Not voted/Invalid votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
2*	32045

*Note:- *Shareholders have partly voted "for" and partly "not voted" for the resolution.*

- b) **Ordinary Resolution No. 2** – Declaration of dividend @125% on equity shares for the financial year ended 31st March, 2016 which includes special one time dividend @25% to pay homage to late Mr. P P Chhabria, Founder Promoter Director and Former Executive Chairman of the Company.



(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
166	108999599	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
2*	32045

*Note:- *Shareholders have partly voted "for" and partly "not voted" for the resolution.*

- c) **Ordinary Resolution 3** – Appointment of Mrs. Namita V Thapar (DIN:05318899),(as Women Director on the Board), who retires by rotation at this meeting and being eligible, offers herself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
150	106281422	98.63%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
13*	1477868	1.37%



*Note:-*One shareholder has partly voted "for" and partly "against" the resolution.*

(iii) **Not voted/Invalid votes:**

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
6*	1272354

*Note:-*Two shareholder's have partly voted "for" and partly "not voted" for the resolution.*

d) Ordinary Resolution No. 4 – Appointment of Auditors and fixing their remuneration.

(i) **Voted in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
154	105021478	98.94%

(ii) **Voted against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
5*	1129011	1.06%

*Note:-*One shareholder has partly voted "for" and partly "against" the resolution.*

(iii) **Not voted/Invalid votes:**

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
10*	2881155

*Note:-*Two shareholders have partly voted "for" and partly "not voted" for the resolution.*



- e) **Ordinary Resolution No. 5** – Approval of remuneration of M/s Joshi Apte & Associates, Cost Accountants, Pune (Firm Registration No. 00240) as Cost Auditors of the Company for the Financial Year 2016-17.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
166	108999349	99.99%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
1*	250	0.01%

*Note:- *Shareholder has partly voted "for" and partly "against" the resolution.*

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
2*	32045

*Note:- *Shareholder's have partly voted "for" and partly "not voted" for the resolution.*

- f) **Special Resolution No. 6** – To offer or invite subscriptions for secured or unsecured redeemable non-convertible debentures, in one or more series or tranches, aggregating upto Rs. 150 Crores (Rupees One Hundred Fifty Crores Only) on private placement basis.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
166	108999549	99.99%



(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
1*	50	0.01%

*Note:- *Shareholder has partly voted "for" and partly "against" the resolution.*

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
2*	32045

*Note:- *Shareholder's have partly voted "for" and partly "not voted" for the resolution.*

g) Special Resolution No. 7 – Approval for the Company to continue to purchase optical fibre from Corning Finolex Optical Fibre Private Limited.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
166	108999449	99.99%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
1*	150	0.01%

*Note:- *Shareholder has partly voted "for" and partly "against" the resolution.*



(iii) **Not voted/Invalid votes:**

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
2*	32045

*Note:- *Shareholder's have partly voted "for" and partly "not voted" for the resolution.*

6. The register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



S. V. Deulkar

Practicing Company Secretary

C. P. No. 965



Place: Pune

Date: September 9, 2016