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Finolex
Cables Limited
AN IS/ISO 9001 COMPANY

FCL: SEC: SE: 2021:121
29th September 2021

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 53rd Annual General Meeting of the Company held on Wednesday, 29th September, 2021.

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 53rd Annual General Meeting of the Company held on Wednesday, 29th September, 2021.

Kindly arrange to take the above on your record.

Thanking you,

Yours faithfully
For FINOLEX CABLES LIMITED

Gayatri Kulkarni
Compliance Officer
Encl: As above

Gist of Proceedings of the 53rd Annual General Meeting of Finolex Cables Limited held on Wednesday, 29th September, 2021

The 53rd Annual General Meeting ("AGM") of the Company was held on Wednesday, 29th September 2021 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 8th April 2020, the General Circular No. 17/2020 dated 13 April 2020 and the General Circular No. 20/2020 dated 5 May 2020, and Circular no. 02/2021 dated January 13, 2021 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/CMDl/CIR/P/2020/79 dated 12th May 2020. The meeting commenced at 11.30 a.m. and concluded at 12.24 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, 26th September, 2021 and ended at 5.00 p.m. on Tuesday, 28th September, 2021.

The Chairman briefed the members with respect to the business to be transacted at the meeting. As per Notice dated 12th, August, 2021 convening the 53rd Annual General Meeting of the Company, the following businesses were transacted at the meeting. The Chairman stated that Resolution Nos. 1 and 2 were proposed to be passed as Ordinary Business and Resolution Nos. 3 to 13 were proposed to be passed as a Special Business.

The following items of business as per the Notice of 53rd Annual General Meeting were commended for members' consideration and approval:-

Sr. No	Resolutions Description	Resolution Type
	ORDINARY BUSINESS	
1	Adoption of financial statement (including consolidated financial statements) of the Company for the financial year ended 31st March, 2021 and the reports of the Board of Directors and Auditors thereon.	Ordinary Resolution

2	Declaration of dividend @ 275% on equity shares for the financial year ended 31st March, 2021 (i.e. @ Rs.5.50 per equity share of Rs.2/- each fully paid up) for the financial year ended 31st March, 2021.	Ordinary Resolution
	SPECIAL BUSINESS	
3	Appointment of Mr Padmanabh R Barpande [DIN: 00016214] as Director of the Company, liable to retire by rotation.	Ordinary Resolution
4	Appointment of Mr Avinash S Khare [DIN: 06759588] as Director of the Company, liable to retire by rotation.	Ordinary Resolution
5	Appointment of Mrs. Firoza F Kapadia [DIN: 08899561] as Director of the Company, liable to retire by rotation.	Ordinary Resolution
6	Appointment of Mr. Prasad M Deshpande [DIN: 00040587] as Director of the Company, liable to retire by rotation.	Ordinary Resolution
7	Appointment of Mr Sunil Upmanyu [DIN: 06447016] as Executive Director – Operations of the Company with effect from 30th September, 2020, liable to retire by rotation.	Ordinary Resolution
8	Appointment of Mr Padmanabh R Barpande [DIN: 00016214] as an Independent Director of the Company, for a term of five consecutive years with effect from 30th September, 2020.	Special Resolution
9	Appointment of Mr Avinash S Khare [DIN: 06759588] as an Independent Director of the Company, for a term of five consecutive years with effect from 30th September 2020.	Ordinary Resolution
10	Appointment of Mrs. Firoza F Kapadia [DIN: 08899561] as an Independent Director of the Company, for a term of five consecutive years with effect from 30th September 2020.	Ordinary Resolution
11	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 2021-22.	Ordinary Resolution
12	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
13	Approval for the Company to continue to purchase optical fibre from Corning Finolex Optical Fibre Private Limited as set out at item No. 13 of the Notice.	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 nearly three months of production and sales being affected due to Covid-19 pandemic and consequent lockdowns and restrictions imposed in various states. The shareholders also appreciated the Company retaining dividend at high rate of 275% i.e. Rs. 5.50 per equity shares of Rs. 2 each. A shareholder suggested that exports should be promoted and actions increased to prevent infringements and sale of duplicate cables in the Market. Two shareholders being father and son holding six and four shares respectively that was recently acquired raised query regarding recent media reports in the press.

The Executive Chairman and Key Managerial Personnel of the Company replied to the queries raised by the Members. It was confirmed and reiterated that the Company is in due compliance with applicable provisions of Company Law and SEBI Regulations. 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 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.

Chairman's Speech

Ladies and Gentlemen, Good Morning.

It is my honor and pleasure to extend a very warm welcome to all the shareholders gracing this occasion i.e. the 53rd Annual General Meeting of Finolex Cables Ltd. This year too, in view of the continuing COVID19 pandemic, this meeting is being organized virtually and I am extremely glad that so many of you have taken it upon yourself to participate. Your enthusiasm and active participation will surely motivate all of us at the Company to strive for excellence. In this period of COVID, I hope all members are taking good care of their health and safety and wish everyone the best of health.

Moving to the business of the day, the Notice convening this meeting, the Directors' Report and the Auditors' Report for the financial year 2020-21 are already with you. The auditor's report is unqualified and clean and I take them as read.

I would now like to mention a few major events of 2020-21.

The pandemic peaked at the beginning of the financial year and took its toll on the economies and businesses across the world and here in India. As the cover of our Annual Report states, this year has been one of "Exceptional Adversity" in which your Company and its employees showed "Outstanding Character".

The year started with complete lockdown of operations for two straight months. The results of the first quarter were reflective of this disruption. Faced with an unprecedented situation and serious disturbances caused by a ravaging pandemic, your Company, during this time, strategically planned for business recovery post lockdown. When operations opened up, consumer demand took its time to find traction and the Company started clocking significant numbers from the second quarter. All this, while the Company ensured the best safety, security and social distancing environment for its employees, as well as paying full salaries to all its employees during the times of closure.

Electrical wires, which contributes approximately 83% of the Company's total revenue, depends on the performance of the Real estate sector, which has experienced sluggish growth during the last couple of years. When the economy reopened during the second quarter of last year, build up in volumes was slow initially and started picking up from the third quarter. However, the second wave of COVID infections did impact business during the final quarter of the year (as well as the first quarter of the current year). The year was also marked by a steep rise in commodity prices due to which your Company had to adjust selling prices several times. The real estate sector has been marking its recovery, as we speak, boosted by Government reforms and a slow but steady increase

in demand. These reforms, with schemes such as 'Housing for all' are poised to boost the recovery for the sector and eventual thrust to the demand for the Company's products.

Our endeavor to expand our retailer network bore fruit, with the Company reaching a total of 90,000 retail touch-points during the year. We are confident of reaching the targeted 1,50,000 retail touch-points very soon. The Company expects these to gradually convert into higher volumes going forward.

Your Company is a well-recognized 'Total Cables Solutions' provider and caters to diverse electrical requirements of commercial, industrial and consumer markets, through its wide range of product-portfolio. This proved to be a significant growth driver in the performance of the Company during the year, and is expected to do so in the times to come.

The Government in the previous years had unveiled a host of programs and schemes towards betterment of infrastructure and continues to invest in them as committed. These programs such as the National Infrastructure Pipeline, Smart Cities, Deendayal Upadhaya Gram Jyoti Yojana, Power for all, Housing for all will boost the demand for electrical wires and cables. Increased activity in the electricity transmission and distribution sector and the renewable energy sector are expected to push demand even further.

Having said this, despite their ambitious intent for maximum outreach, the telecom companies continue to operate under stress. Public sector undertakings in this sector faced severe liquidity crunch and despite their best intentions, could not place their orders as estimated. Private sector telecom operators continue to incur losses over their revenue models. This has resulted in sluggish growth of the telecommunication cables segment. The Digital India program and the upcoming 5G infrastructure demand would be growth drivers to the communications cables segment.

Your Company continues its focus on augmenting its revenues in the FMEG and home appliance segments, which has been growing well even under the current economic conditions.

Now for the business highlights of 2020-21:

- Your Company's Electrical Wires segment revenue stood at Rs. 2,310 crores as compared to Rs. 2,361 crores in the previous year
- Communication Cables revenue stood at Rs. 322 crores as compared to Rs. 489 crore in the previous year

- The segment titled "Other" showed a higher revenue of Rs. 114 crore as against Rs.88 crore in the previous year – a growth of 29%. This segment comprises of the new product lines such as Lamps, Switches, Fans, Water Heaters and Switchgear.
- Total Income for the year FY 2020-21 stood at Rs. 2,845 crores as against Rs 3,049 crores in the previous year. Other income for the year, saw a significant decrease, with negligible dividend income received during the current year, as against Rs. 80 Crores during the previous year, on account of an associate declaring regular as well as interim dividend during the previous year.
- Profit before taxes (PBT) stood at Rs. 392 crores as against Rs. 501 crores in the previous year.
- Profit After Tax stood at Rs. 283 crores in FY2020-21 as against Rs.402 crores FY2019-20.
- Your Company continues to remain debt free.
- Your Company believes that 'True character is in helping others succeed' and our CSR efforts continue to be focused around projects in education, healthcare, women empowerment, Covid care and support to the Police Department. This year we incurred an expenditure of Rs 9.8 crores on CSR activities.

- Your Company commissioned it's PVC Conduit Plant at Goa during the year and is committed to its proposed capex of Rs. 200 Crores over the next 18-20 months, for enhancing its manufacturing capabilities at Urse, Pune and Verna, Goa. This includes the construction of the electron beam cured cables plant which aims at serving the renewable energy sector and the automobiles segment.

- Revenue augmentation, efficient cost control, improved asset utilization, product quality maximization, continue to remain the core focus areas for your Company and these, I am sure, will lead to a stronger Financial position of your Company. Finolex Cables Ltd is well poised to take advantage of any future growth opportunity.
- For the year ended 2020-21, your Directors are pleased to recommend a 275% dividend, Rs.5.50 per equity share.

Mr. P R Barpande and Mr. A S Khare, who were appointed by the Board as Additional Directors (Independent), hold office upto the date of this Annual General Meeting and being eligible offer themselves for appointment. The Board proposes and recommends their appointment as Independent Directors.

Mr. Sunil Upmanyu, who was appointed as Additional Director (Executive Director-Operations) during the year, holds office upto the date of this Annual General Meeting and being eligible, offers himself for appointment. The Board recommends his appointment.

Mr. P M Deshpande, who was appointed by the Board as Additional Director (Non-Executive, Non-independent), holds office upto the date of this Annual General Meeting and being eligible, offers himself for appointment. The Board recommends his appointment.

Mrs. Firoza F Kapadia, who was appointed as Woman Director (Non-Executive, Independent) being eligible, offers herself for appointment as Independent Woman Director. The Board recommends her appointment.

I take this opportunity to thank all Members particularly those of you who have so kindly made it convenient to attend this meeting even during the pandemic. I am grateful to the banks, financial institutions, government departments, local authorities, customers, suppliers and business associates of Your Company for their continued co-operation and support. I express my deep gratitude to all Directors on the Board and employees of your Company at all levels for their efficient handling of Your Company's operations. I look forward with confidence and optimism to their continued co-operation and support in future.

With this I conclude my opening remarks.

Thank you.