Finolex
Cables Limited
Regd. Office: 26-27, Mumbai-Pune Road, Pimpri, Pune 411018, India. Tel: 91-20-27475963 / 27506200

POSTAL BALLOT NOTICE

Notice pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

NOTICE is hereby given to the Members of Finolex Cables Limited (the "Company") that the Board of Directors of the Company (the "Board") have decided at its meeting held on 9th August, 2013 to seek the consent of the Members of the Company, through voting by postal ballot in accordance with the provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 to the proposed resolutions as mentioned at Serial Nos.1 and 2 herein below.

1. **To consider, and, if thought fit, to pass, the following resolution as a Special Resolution through voting by postal ballot:**

   "RESOLVED THAT pursuant to the provisions of Section 17 read with Section 192A and other applicable provisions, if any, of the Companies Act, 1956 or any amendment or modification or reenactment thereof (the "Act"), consent of the Company be and is hereby accorded for alteration of the Clause III of Objects Clause of the Memorandum of Association of the Company in the following manner:

   After the existing Clause III (70) of the Memorandum of Association of the Company the following new clause (71) be inserted:

   71. To carry on the business of manufacturing assembling, altering, exchanging, buying, selling, importing, exporting or otherwise dealing in all types of electrical goods and instruments including circuit breakers, HRC fuses, meters, rectifiers, contactors, converters and alternators, current transformers, switches, switchgears, miniature circuit breakers, earth leakage circuit breakers, panels, electric motors, generators, electric magnets, motor control centres, power control centres, distribution boards, rising mains, bus trunking, overhead busbar systems, feeder pillars, solar coolers, geezers, Light Emitting Diodes (LEDs), Light Emitting Dioders (LED) lightings, all types of lightings, lighting fixtures, fan, air coolers, wiring accessories, iron clad switches, fuse units, distribution boxes, cutouts, wires and cables, all types of active and passive devices used for communication and fibre distribution networks, all aluminium conductor and aluminium conductor steel reinforced transformers, G.L.C. lamps, fancy shades, heating elements, bulbs, CFL lamps and fluorescent tubes and electronic control gear (ballast), plastic housing and all types of parts and accessories including chokes, starters, switches and condensers.

   RESOLVED FURTHER THAT the Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee constituted or to be constituted for the purposes herein), be and is hereby adopted as the Memorandum of Association of the Company.

   AND RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters, deeds and things as it may consider necessary, usual, proper or expedient to implement this resolution."

2. **To consider, and, if thought fit, to pass, the following resolution as a Special Resolution through voting by postal ballot:**

   "RESOLVED THAT approval of the Members of the Company be and is hereby accorded pursuant to the provisions of Section 149 (2A) and other applicable provisions, if any, of the Companies Act, 1956 or any amendment or modification or reenactment thereof (the "Act"), for commencing and carrying on any or all of the business and activities as mentioned in the amended Clause III (71) of the Objects Clause of the Memorandum of Association of the Company.

   RESOLVED FURTHER THAT effect may be given to this resolution, at such time and in such manner as the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee constituted or to be constituted for the purposes herein) considers appropriate and the Board be and is hereby authorized to take all such steps and actions and give such directions, as it may in its absolute discretion deem necessary and to settle any question or issue that may arise in this regard.

   AND RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual, proper or expedient to give effect to these resolutions without being required to seek any further consent or approval of Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of these resolutions."

By Order of the Board of Directors

R.G. D'SILVA

Company Secretary &
Vice President (Legal)

Place : Pune
Dated : 9th August, 2013

Notes:

1. The Explanatory Statement setting out the material facts concerning the special business mentioned under item Nos. 1 and 2 of the Postal Ballot Notice as required under Sections 173 (2) and 192A of the Companies Act, 1956 is annexed hereto.
2. The Company is providing voting facilities to the Members only through postal ballot form.
3. In order to conduct the postal ballot process in a fair and transparent manner, the Board has appointed Mr S V Deulkar, Practicing Company Secretary, Pune as the Scrutinizer.
4. You are requested to carefully read the instructions printed on the postal ballot form enclosed hereto and return the completed and signed form in the enclosed prepaid self-addressed envelope.
5. The postal ballot forms should reach the Scrutinizer on or before the close of working hours on 12th November, 2013. No other form or photo copy thereof is permitted. Any Member who has not received the postal ballot form may apply to the Company for a copy of the same.
6. Please note that any postal ballot form(s) received by Scrutinizer after the said date will be reated as having not been received.
7. The Scrutinizer, after completion of scrutiny, will submit his report to the Executive Chairman of the Company with copy to the Company Secretary on 15th November, 2013. The result will be immediately informed to the Stock Exchanges and also put up on the Company's website www.finolex.com on 15th November, 2013. The date of declaration of result shall be the date of passing of the resolutions.
8. The special resolutions as set out above, shall be declared as passed if votes cast in favour of the said resolutions by the Members so entitled and voting are not less than three times the number of votes, if any, cast against the same.

EXPLANATORY STATEMENT IN RESPECT OF ITEM NOs.1 AND 2 OF THE POSTAL BALLOT NOTICE PURSUANT TO SECTION 173(2) AND SECTION 192A OF THE COMPANIES ACT, 1956

Item Nos. 1 and 2

Your Company proposes to engage in business of products like Switchgears, Miniature Circuit Breakers (MCBs), Earth Leakage Circuit Breakers (ELCBs), Motors and Transformers. The aforesaid products are all related to the Company's main products like electrical cables, switches, CFLs and would be a natural fit and extension of the bouquet of products that the Company could offer to customers. Further, the Company's Country wide network of dealers, distributors/channel partners could be leveraged to facilitate sales of the aforesaid products all over the Country.

In view of the above, your Company proposes to amend the existing Objects Clause III of the Memorandum of Association by inserting the new clause 71 to enable it to manufacture and/or trade and deal in various new products including Switchgears, Miniature Circuit Breakers (MCBs), Earth Leakage Circuit Breakers (ELCBs), Motors and Transformers.

A copy each of the existing Memorandum of Association and a new set of the Memorandum of Association after incorporating the proposed alteration in its object clause is available for inspection by the Members of the Company at the registered office of the Company between 9.00 a.m. and 11.00 a.m. on any working day of the Company till 12th November, 2013.

The Provisions of Section 149 (2A) of the Companies Act, 1956 or any amendment or modification or reenactment thereof (the "Act"), require approval of the shareholders by means of a special resolution for commencing any business listed under the "Main Objects" of the Memorandum of Association of the Company in terms of Section 13(1)(d)(ii) of the Act. The Company proposes to commence the activities and/or business as detailed in the above said new Clause 71 inserted to Clause III of the Memorandum of Association.

Pursuant to Section 17 read with Section 192A of the Act, and the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 any proposal to alter the Objects Clause of the Company has to be approved by its shareholders by way of postal ballot. Though the approval under Section 149(2A) of the act is not mandatorily required by means of a postal ballot, yet the said proposal is also being put up for the shareholders' approval by way of postal ballot for good order.

The Board of Directors accordingly recommends the resolutions set out at item Nos.1 and 2 of the accompanying notice for the approval of the Members of the Company.

None of the Directors of the Company is in any way concerned or interested in the aforesaid special resolutions.

Place : Pune
Dated : 9th August, 2013

Registered Office:
26/27, Mumbai-Pune Road
Pimpri, Pune - 411 018.

By Order of the Board of Directors
R.G. D'SILVA
Company Secretary &
Vice President (Legal)

Finolex Cables Limited

Regd. Office: 26-27, Mumbai-Pune Road, Pimpri, Pune 411018, India. Tel: 91-20-27475963 / 27506200

POSTAL BALLOT FORM

(Please read the instruction printed overleaf carefully before completing this form)

POSTAL BALLOT NO :

1. Name and Registered address of the sole/first named Shareholder :

2. Name(s) of Joint Shareholder(s) :

3. Registered Folio No./ DP ID No./Client ID No.* (*applicable to investors holding Shares in Dematerialsed Form) :

4. Number of shares held :

5. I/We hereby exercise my/our vote in respect of the special resolutions to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company dated 9th August, 2013 by sending my/our assent/dissent to the said resolutions mentioned as under by placing the tick (√) mark against each item at the appropriate box below.

Item No.	Description	No. of shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Alteration of Memorandum of Association of the Company by inserting one new Clause No.71 under Objects Clause III therein.			
2.	Approval for the Company to commence the business under said new Clause No.71 under the Objects Clause III of its Memorandum of Association.			

Place :

Date :

(Signature of the Shareholder/Beneficial owner)

Note:
1. Please read carefully the instructions printed overleaf before exercising your vote.
2. Please send your postal ballot in the pre-paid envelope enclosed herewith so as to reach on or before 12th November, 2013.

INSTRUCTIONS

1. The Company is providing voting through postal ballot only. A Shareholder desiring to exercise vote by postal ballot may complete this postal ballot form and send it to the Scrutinizer in the attached self-addressed business reply envelope. The postage will be borne and paid by the Company. However, envelopes containing postal ballot if deposited in person or sent by courier at the expenses of the registered shareholder will also be accepted.

2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company

3. This postal ballot form should be completed and signed by the Shareholder. In case of joint holder, this form should be completed and signed (as per the specimen signature registered with the Company/Depository Participant) by the first named Shareholder and in his/her absence by the next named Shareholder.

4. Unsigned postal ballot forms will be rejected.

5. The Scrutinizer's decision on the validity of the postal ballot forms shall be final and binding.

6. In case of shares held by companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by a certified true copy of Board Resolution/Authority Letter together with attested specimen signature(s) of the authorized signatory(ies). A Shareholder may sign the form through an Attorney appointed specifically for this purpose in which case an attested copy of Power of Attorney should be attached to the Postal Ballot Form.

7. There will be only one postal ballot form for every Folio irrespective of the number of joint holders.

8. Voting by way of Proxy shall not be considered.

9. A shareholder need not use all his votes nor is he required to cast all his votes in the same way.

10. Duly completed postal ballot form should reach the Scrutinizer no later than the close of working hours on 12th November, 2013. All Postal Ballot Form(s) received after this date will be strictly treated as if reply from such shareholder has not been received.

11. Voting rights shall be reckoned on the paid-up value of shares registered in the name of shareholders on the cut-off date i.e. 30th September, 2013.

12. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope addressed to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

13. Result of the Postal Ballot vote will be declared at the Registered Office of the Company in the manner specified in the Postal Ballot Notice. The results will be thereafter be published in newspapers and communicated to the Stock Exchanges for the information of the Shareholders. The results will also be posted on the website of the Company www.finolex.com.

14. A Shareholder may request for a duplicate Ballot Paper, if so required, and the same duly completed should reach the Scrutinizer not later than the date and time specified at item No.10 above.