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Finolex
Cables Limited
AN IS/ISO 9001 COMPANY

FCL:SEC:AGM:17:241
29th 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 49th Annual General Meeting of the Company held on Thursday, 28th September, 2017

In continuation of our letter dated 1st September, 2017 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 49th Annual General Meeting of the Company held on Thursday, 28th September, 2017.

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 49TH ANNUAL GENERAL MEETING OF FINOLEX CABLES LIMITED HELD ON THURSDAY, 28TH SEPTEMBER, 2017

1. Date, time and Venue of the Meeting:

The 49th Annual General Meeting ("AGM") of the Company was held on Thursday, 28th September, 2017 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 12.10 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 25th September, 2017 and ended at 5.00 p.m. on 27th September, 2017.
- 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, 2017 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, 2017.

iii. Re-appointment of Mr Mahesh Viswanathan (DIN 02780987), who retires by rotation as Director on the Board of Directors of the Company.

iv. Appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.117366W / W100018) as Auditors of the Company to hold office from the conclusion of the Forty-Ninth Annual General Meeting till the conclusion of the Fifty-Fourth Annual General Meeting of the Company to be held in the financial year 2022-23 and fixing their remuneration for the year 2017-18 and from time to time.

... 2

Special Business:

v. Appointment of Mr Sumit N Shah (DIN 00036387), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office upto the date of this Annual General Meeting and, who is eligible for appointment and is liable to retire by rotation as Director on the Board of Directors of the Company.

vi. Appointment of Mr Shishir Lall (DIN 00078316), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office upto the date of this Annual General Meeting and, who is eligible for appointment and is liable to retire by rotation as Director on the Board of Directors of the Company.

vii. Appointment of Mr Sumit N Shah (DIN 00036387) as an Independent Director, who was appointed as an Additional Director by the Board of Directors of the Company and who holds office upto the date of this Annual General Meeting and, who is eligible for the appointment .

viii. Appointment of Mr Shishir Lall (DIN 00078316) as an Independent Director, who was appointed as an Additional Director by the Board of Directors of the Company and who holds office upto the date of this Annual General Meeting and, who is eligible for appointment.

ix. Appointment of Mr K P Chhabria to hold and to continue to hold an office or place of profit as "Advisor" to the Company with effect from 1st October, 2017 upon the terms and conditions, including fees/remuneration to be paid to him in this regard.

x. 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, 2018.

xi. Approval by special resolution for the Company for payment to Directors and Alternate Directors (who are neither in the whole-time employment nor Managing Directors of the Company) of remuneration, in addition to sitting fees for each meeting for the Board of Directors of the Company by way of commission, not exceeding one percent of the net profit of the Company or Rupees One Crore, whichever is lower, as may be determined by the Board in each financial year, calculated in accordance with the provisions of the Act, such commission being divisible amongst the Directors and Alternate Directors as aforesaid.

xii. 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.

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

... 3

- 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.

- Resolutions as set out in the Notice calling the said Annual General Meeting under the Sr.Nos.1,2,4,10,12 and 13 have been passed unanimously, resolutions at Sr.Nos. 3,6,8 and 11 have been passed with requisite majority, whereas resolutions at Sr. Nos.5,7 and 9 have been defeated on the date of the Annual General Meeting i.e. 28th September, 2017.

For FINOLEX CABLES LIMITED

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

Place: Pune
Date: 29th September, 2017