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Finolex
Cables Limited
AN IS/ISO 9001 COMPANY

FCL:SEC:AGM:19:198
19th September, 2019

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 ("AGM") of the Company held on 18th September, 2019 – Voting Results as per Scrutinizer's Report, Note clarifying the status thereof and Payment of Dividend, etc

We refer to our prior correspondence regarding AGM and would now enclose following for your information and record:

(1) Voting results of said AGM as received from the Scrutinizer, Ms Kanchan Limaye of M/s Jog Limaye & Associates, Practicing Company Secretaries, Pune 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 together with a Note clarifying the status of said Voting results.

We would also inform you that at the said AGM held on 18th September, 2019 the Members have, *inter alia*, approved the audited financial statement (including the consolidated financial statements) for the financial year ended 31st March, 2019 set out in the Notice of the AGM including the payment of dividend @ 225 % on the paid up Equity Share Capital of the Company.

As informed earlier the dividend approved @ 225% on the Paid-up Equity Share Capital of the Company will be paid to the Members, eligible for the same, by ECS / issue of dividend warrants dated 26th September, 2019 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.

Consolidated Scrutinizer's Report

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 (9) of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman of the Fifty-first Annual General Meeting of the Equity Shareholders of **Finolex Cables Limited** held on the Eighteenth day of September, 2019 at the Auditorium of Auto Cluster Development and Research Institute, H Block, Plot C-181, Near D'Mart, Chinchwad, Pune 411 019

Dear Sir,

I, Kanchan Limaye, partner of Jog Limaye & Associates, Company Secretaries was appointed as the Scrutinizer by the Board of Directors of Finolex Cables Limited ("the Company") for the purpose of:

(a) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for all the resolutions contained in the Notice of the Annual General Meeting ("AGM"); and

(b) Scrutinizing the e-voting process conducted at the AGM ("insta-poll") for all the resolutions contained in the Notice of the AGM.

The compliance with the provisions of the Companies Act, 2013 and the rules made thereunder relating to voting through electronic voting system by remote e-voting and insta-poll by the shareholders on the resolutions proposed in the Notice of the 51st Annual General Meeting of the Company is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process through electronic voting system and by insta-poll at the AGM are conducted in a fair and transparent manner and render consolidated scrutinizers 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 National Securities Depositories Limited ("NSDL") and report of insta-poll at the meeting.

Based on the report furnished by NSDL on the insta-poll and based on the data downloaded from the Official website of the NSDL for the E-Voting process, we now submit combined report (E-Voting and insta-poll) as under:

KANCHAN LIMAYE ★ FCS-9555 CP No. 17326 ★ Company Secretary

Resolution 1- Ordinary Resolution

Adoption of financial statements (including consolidated financial statements) of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon.

Voted **in favour** of the resolution: -

Number of members		Number of votes casted in favour of resolution	% of total number of votes cast
Votes by remote e-voting	170	10,26,65,405	
Votes by insta-poll	61	97,76,518	
Total		**11,24,41,923**	**99.99994**

Voted **against** the resolution: -

Number of members		Number of votes casted against the resolution	% of total number of votes cast
Votes by remote e-voting	2	66	
Votes by insta-poll	0	0	
Total		**66**	**5.86969**

Resolution 2- Ordinary Resolution

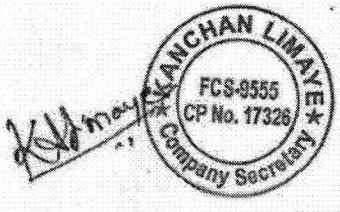
Declaration of dividend @ 225% on equity shares for the financial year ended 31st March, 2019 (i.e. @ Rs.4.50 per equity share of Rs.2/- each fully paid up) for the financial year ended 31st March, 2019.

Voted **in favour** of the resolution: -

Number of members		Number of votes casted in favour of resolution	% of total number of votes cast
Votes by remote e-voting	179	11,02,43,511	
Votes by insta-poll	61	97,76,518	
Total		**12,00,20,029**	**99.99995**

Voted **against** the resolution: -

Number of members		Number of votes casted against the resolution	% of total number of votes cast
Votes by remote e-voting	1	65	
Votes by insta-poll	0	0	
Total		**65**	**5.41576**



Resolution 3- Ordinary Resolution

Appointment of Mr. Mahesh Viswanathan [DIN: 02780987], who retires by rotation, and being eligible, offers himself for reappointment as explained in Note No.13 of the Notice.

Voted **in favour** of the resolution: -

Number of members		Number of votes casted in favour of resolution	% of total number of votes cast
Votes by remote e-voting	109	3,12,11,330	
Votes by insta-poll	55	68,45,648	
Total		**3,80,56,978**	**31.70901**

Voted **against** the resolution: -

Number of members		Number of votes casted against the resolution	% of total number of votes cast
Votes by remote e-voting	69	7,90,31,610	
Votes by insta-poll	6	29,30,870	
Total		**8,19,62,480**	**68.29099**

Resolution 4- Special Business Ordinary Resolution

Appointment of Mr. Mohan Lal Jain [DIN: 00148677] as Director of the Company, liable to retire by rotation.

Voted **in favour** of the resolution: -

Number of members		Number of votes casted in favour of resolution	% of total number of votes cast
Votes by remote e-voting	147	3,34,66,912	
Votes by insta-poll	55	68,45,648	
Total		**4,03,12,560**	**34.19837**

Voted **against** the resolution: -

Number of members		Number of votes casted against the resolution	% of total number of votes cast
Votes by remote e-voting	28	7,46,35,172	
Votes by insta-poll	6	29,30,870	
Total		**7,75,66,042**	**65.80163**

MOHANCHAN LIMAYE FCS-9555 CP No. 17326 Company Secretary

Resolution 5- Special Business Ordinary Resolution

Appointment of Mrs. Shruti Deepen Udeshi [DIN: 06900182] as Independent Woman Director of the Company for a period of five consecutive years with effect from 14th February, 2019.

Voted **in favour** of the resolution: -

Number of members		Number of votes casted in favour of resolution	% of total number of votes cast
Votes by remote e-voting	157	3,48,44,992	
Votes by insta-poll	55	68,45,648	
Total		**4,16,90,640**	**35.36744**

Voted **against** the resolution: -

Number of members		Number of votes casted against the resolution	% of total number of votes cast
Votes by remote e-voting	18	7,32,57,092	
Votes by insta-poll	6	29,30,870	
Total		**7,61,87,962**	**64.63256**

Resolution 6- Special Business Special Resolution

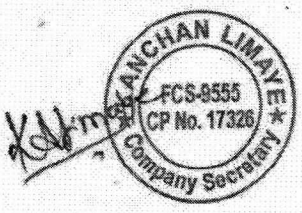
Reappointment of Mr. Pratap G Pawar [DIN: 00018995] as Independent Director of the Company for a second term of five consecutive years with effect from 9th September, 2019.

Voted **in favour** of the resolution: -

Number of members		Number of votes casted in favour of resolution	% of total number of votes cast
Votes by remote e-voting	140	2,57,96,566	
Votes by insta-poll	55	68,45,648	
Total		**3,26,42,214**	**29.58422**

Voted **against** the resolution: -

Number of members		Number of votes casted against the resolution	% of total number of votes cast
Votes by remote e-voting	30	7,47,53,499	
Votes by insta-poll	6	29,30,870	
Total		**7,76,94,369**	**70.41578**



Resolution 7- Special Business Ordinary Resolution

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 2019-20.

Voted **in favour** of the resolution: -

Number of members		**Number of votes casted in favour of resolution**	**% of total number of votes cast**
Votes by remote e-voting	173	11,02,41,746	
Votes by insta-poll	61	97,76,518	
Total		**12,00,18,264**	**99.99901**

Voted **against** the resolution: -

Number of members		**Number of votes casted against the resolution**	**% of total number of votes cast**
Votes by remote e-voting	5	1194	
Votes by insta-poll	0	0	
Total		**1194**	**0.00099**

Resolution 8- Special Business Special Resolution

To offer or invite subscriptions for secured/unsecured redeemable non-convertible debentures, in one or more series/tranches, aggregating upto Rs.150 Crores (Rupees One Hundred Fifty Crores Only) on private placement basis.

Voted **in favour** of the resolution: -

Number of members		**Number of votes casted in favour of resolution**	**% of total number of votes cast**
Votes by remote e-voting	175	11,02,42,864	
Votes by insta-poll	61	97,76,518	
Total		**12,00,19,382**	**99.99952**

Voted **against** the resolution: -

Number of members		**Number of votes casted against the resolution**	**% of total number of votes cast**
Votes by remote e-voting	4	576	
Votes by insta-poll	0	0	
Total		**576**	**0.00047**

KANCHAN LIMAYE FCS-9555 CP No. 17326 Company Secretary

Resolution 9- Special Business Special Resolution

Approval for the Company to continue to purchase optical fibre from Corning Finolex Optical Fibre Private Limited.

Voted **in favour** of the resolution: -

Number of members		Number of votes casted in favour of resolution	% of total number of votes cast
Votes by remote e-voting	133	10,70,88,340	
Votes by insta-poll	61	97,76,518	
Total		**11,68,64,858**	**97.37119**

Voted **against** the resolution: -

Number of members		Number of votes casted against the resolution	% of total number of votes cast
Votes by remote e-voting	46	31,55,100	
Votes by insta-poll	0	0	
Total		**31,55,100**	**2.62881**

Thanking you,

Yours faithfully

For Jog Limaye & Associates
Company Secretaries

KANCHAN LIMAYE ★ FCS-9555 CP No. 17326 ★ Company Secretary

Kanchan Limaye
Partner
C.P. No. 17326
Membership No- FCS 9555

Place- Pune
Date- 19th September, 2019

NOTE

The company has been informed that Mr. Deepak Chhabria, Executive Chairman, has filed Misc Application (MA) No. 1449/2019 in April, 2019 before the National Company Law Tribunal, Mumbai Bench (Hon'ble NCLT) challenging the steps being taken by Orbit Electricals Pvt. Ltd. (Orbit) to amend Article 59 and Article 60 of its Articles of Association (Orbit's AoA). Orbit owns 30.7% of the share capital of the company, and Article 59 of Orbit's AoA provided that Mr. Deepak Chhabria had the right to vote on behalf of Orbit in the General Meetings of the company. Article 60 provided that the Articles of Association of Orbit shall not be amended or modified for 60 years. The above MA 1449/2019 was extensively heard by the Hon'ble NCLT on 7th, 8th, 15th and 28th May and after arguments were complete Orders thereon were reserved.

When Orbit convened a Board Meeting on September 14, 2019 to decide who shall be authorized to vote for the upcoming AGM of the company to be held on September 18, 2019, and the manner in which the voting on behalf of Orbit is to be done at the company's AGM, this was brought to the notice of the Hon'ble NCLT and on September 13, 2019 an Interim Order was passed by the Hon'ble NCLT, para 6 of which is reproduced below :

Quote

We hereby hold that the balance of convenience demands not to grant any injunction by stopping the forthcoming meeting going to be held on 14.09.2019, however, with a rider that the decision of MA 1449/2019 shall be binding on the parties of these Miscellaneous Applications. Therefore, as a consequence, the result of the decision shall be squarely applicable on the outcome of the meeting scheduled for 14.09.2019 and repercussions thereupon. The approved Minutes of 14.09.2019 meeting are to be placed before this Bench on the next date of hearing for adjudication, if any, demanded by the parties.

Unquote

The Hon'ble NCLT also observed that since the Bench is now constituted as a Division Bench and a long gap had occurred after the completion of the hearing of MA 1449/2019, a rehearing was desirable. The rehearing started on 16th September 2019 and the next hearing is scheduled for 23rd September 2019, and the matter is subjudice.

Thus while the results of the voting at the AGM is being hosted in accordance with applicable law, members are hereby advised that the said results are subject to the Orders of the Hon'ble NCLT.

Finolex Cables Limited PUNE 411018