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, Bombay Poona Road,
Pimpri, Pune-411018

Sub: Results of voting by 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 August 7, 2015 to August 9, 2015) and voting by poll (at 47th Annual General Meeting (AGM) held on August 10, 2015) 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 Listing Agreement entered into by the Company with the Stock exchanges on which the shares of the Company are listed relating to voting through electronic means (by remote e-voting) and voting by poll by the shareholders on the resolutions proposed in the Notice of the 47th 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 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 National Securities Depository Limited ("NSDL") and the report of poll at the meeting.:

I hereby enclose below reports relating to the voting on the resolutions proposed at the 47th Annual General Meeting of the Company held on August 10, 2015:

a) Report on E-voting;
b) Report on Poll; and
c) Combined report of e-voting and Poll

I hereby declare that all the 8 (Eight) resolutions except 2nd (Second) resolution as per the aforesaid Notice of the Annual General Meeting the Company have been passed by requisite majority.

Thanking you,
Yours faithfully,

For SVD & Associates

S. V. Deulkar
Partner
C. P. No. 965

Place: Pune
Date: August 10, 2015

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

Combined Report
Finolex Cables Limited
Annual General Meeting held on August 10, 2015

Sr. No	Resolutions	E - voting		Voting by poll		Total		Result
		No. of Votes		No. of Votes		No. of Votes		
		For	Against	For	Against	For	Against	
1	Adoption of financial statement of the Company for the financial year ended March 31, 2015 and the reports of the Board of Directors and Auditors thereon.	106201258	180447	535533	0	106736791	180447	Resolution passed with requisite majority
2	Declaration of dividend @ 90% (Rs. 1.80 per equity share) for the financial year ended March 31, 2015.	106500599	0	535533	0	107036132	0	Resolution passed unanimously
3	Appointment of Mr. Mahesh Vishwanathan (DIN: 02780987), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.	106015284	483115	535533	0	106550817	483115	Resolution passed with requisite majority
4	Appointment of Auditors and fixing their remuneration.	103286856	697530	535533	0	103822389	697530	Resolution passed with requisite majority
5	Appointment of Mrs. Namita Vikas Thapar (DIN: 05318899) as Woman Director of the Company liable to retire by rotation.	105228030	483120	535393	140	105763423	483260	Resolution passed with requisite majority

S. V. DEULKAR FCS-1321 CP-965 COMPANY SECRETARY

Practicing Company Secretary
63, Ashok Nagar, Pune 411007

Combined Report
Finolex Cables Limited
Annual General Meeting held on August 10, 2015

Sr. No	Resolutions	E - voting		Voting by poll		Total		Result
		No. of Votes		No. of Votes		No. of Votes		
		For	Against	For	Against	For	Against	
6	Approval of remuneration of M/s Joshi Apte & Associates, Cost Accountants, Pune (FR No: 00240) as Cost Auditor of the Company for the financial year 2015-16.	106499159	290	535533	0	107034692	290	Resolution passed with requisite majority
7	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 and Fifty Crores Only) on private placement basis.	106496952	2147	535533	0	107032485	2147	Resolution passed with requisite majority
8	Approval for the Company to continue to purchase optical fibre from Corning Finolex Optical Fibre Private Limited (CFOFPL) as set out at item No.8 of the Notice.	106482101	210	535533	0	107017634	210	Resolution passed with requisite majority

Place: Pune
Date: August 10, 2015

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 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,

47th Annual General Meeting of the Equity shareholders of Finolex Cables Limited held on Monday, August 10, 2015 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 47th Annual General Meeting of the Equity shareholders of Finolex Cables Limited held on Monday, August 10, 2015 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 August 7, 2015 (9.00 a.m.) to August 9, 2015 (5.00 p.m.)

2. The shareholders holding shares as on the "cut off" date i.e. August 3, 2015 were entitled to vote on the proposed resolutions (item no. 1 to 8 as set out in the Notice of the 47th Annual General Meeting (AGM) of Finolex Cables Limited.)

S.V. DEULKAR FCS-1321 CP-965 COMPANY SECRETARY

3. The votes were unblocked on August 10, 2015 at around 2.15 PM in the presence of two witnesses, Ms. Disha Kulkarni (Kothrud, Pune-411038) and Ms. Amruta Jana (Ganj Peth, Pune-411042) 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 National Securities Depository Limited ("NSDL").

Name: AMRUTA JANA
787 GANJ PETH
PUNE 411042

Name: Disha Kulkarni
Kothrud Pune - 411038

S.V. DEULKAR
FCS-1321
CP-865
COMPANY SECRETARY

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

a) Resolution 1 – Adoption of financial statement of the Company for the financial year ended March 31, 2015 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
202	106201258	99.83%

(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
3	180447	0.17%

(iii) Not voted/Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	7335

b) Resolution 2 – Declaration of dividend @ 90% (Rs. 1.80 per equity share) for the financial year ended March 31, 2015.

(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
209	106500599	100%

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

S.V. DEULKAR ★ FCS-1321 CP-965 ★ COMPANY SECRETARY

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 whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

c) Resolution 3 – Appointment of Mr. Mahesh Vishwanathan (DIN: 02780987), who retires by rotation at this meeting and being eligible, offers himself 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
192	106015284	99.55%

(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	483115	0.45%

(iii) Not voted/Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	2200

d) Resolution 4 – Appointment of Auditors and fixing their remuneration.

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

S.V. DEULKAR FCS-4321 CP-965 COMPANY SECRETARY

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
186	103286856	99.33%

(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
11	697530	0.67%

(iii) Not voted/Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
12	2516213

e) Resolution 5 – Appointment of Mrs. Namita Vikas Thapar (DIN: 05318899) as Woman Director of the Company liable to retire by rotation.

(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
189	105228030	99.54%

(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	483120	0.46%

(ii) Not voted/Invalid votes:

S. V. DEULKAR FCS-1321 CP-985 COMPANY SECRETARY

Total number of members whose votes were declared invalid	Total number of votes cast by them
7	789449

f) Resolution 6 – Approval of remuneration of M/s Joshi Apte & Associates, Cost Accountants, Pune (FR No: 00240) as Cost Auditor of the Company for the financial year 2015-16.

(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
201	106499159	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
5	290	0.00%

(iii) Not voted/Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	1150

g) Resolution 7 – 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 and 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
199	106496952	99.99%

DEULKAR FCS-1321 CP-965 COMPANY SECRETARY

(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
7	2147	0.00%

(iii) Not voted/Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	1500

h) Resolution 8 – Approval for the Company to continue to purchase optical fibre from Corning Finolex Optical Fibre Private Limited (CFOFPL) as set out at item No.8 of the Notice.

(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
201	106482101	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
4	210	0.00%

(iii) Not voted/Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	18288

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6. The register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the chairperson 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: August 10, 2015

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,

47th Annual General Meeting of the Equity shareholders of Finolex Cables Limited held on Monday, August 10, 2015 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 and Mr. Yogesh Jayant Shah having Client ID No: 12011300/00017132 residing at 55/4, Ganeshkhind Road, Aundh, Pune-411007 have been appointed as scrutinizers of Finolex Cables Limited ("the Company") for the purpose of the poll taken on below mentioned resolution(s), at the 47th Annual General Meeting of the Equity shareholders of Finolex Cables Limited held on Monday, August 10, 2015 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. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks placed.

2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.

S. V. DEULKAR FCS-1321 CP-965 COMPANY SECRETARY

3. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the Poll is as under:

a) Resolution 1 – Adoption of financial statement of the Company for the financial year ended March 31, 2015 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	535533	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 whose votes were declared invalid	Total number of votes cast by them
3	1310

b) Resolution 2 – Declaration of dividend @ 90% (Rs. 1.80 per equity share) for the financial year ended March 31, 2015.

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

S. DEULKAR CS-1321 CP-965 COMPANY SECRETARY

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	535533	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 whose votes were declared invalid	Total number of votes cast by them
3	1310

c) Resolution 3 – Appointment of Mr. Mahesh Vishwanathan (DIN: 02780987), who retires by rotation at this meeting and being eligible, offers himself 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	535533	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:

S.V. DEULKAR FCS-1821 CP-955 COMPANY SECRETARY

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	1310

d) Resolution 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	535533	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 whose votes were declared invalid	Total number of votes cast by them
3	1310

e) Resolution 5 – Appointment of Mrs. Namita Vikas Thapar (DIN: 05318899) as Woman Director of the Company liable to retire by rotation.

(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
55	535393	99.97%

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

S. DEULKAR FCS 3321 CP-965 COMPANY SECRETARY

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	140	0.03%

(iii) Not voted/Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	1310

f) Resolution 6 – Approval of remuneration of M/s Joshi Apte & Associates, Cost Accountants, Pune (FR No: 00240) as Cost Auditor of the Company for the financial year 2015-16.

(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	535533	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 whose votes were declared invalid	Total number of votes cast by them
3	1310

S. V. DEULKAR FCS-1321 CP-965 COMPANY SECRETARY

g) Resolution 7- 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 and 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	535533	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 whose votes were declared invalid	Total number of votes cast by them
3	1310

h) Resolution 8- Approval for the Company to continue to purchase optical fibre from Corning Finolex Optical Fibre Private Limited (CFOFPL) as set out at item No.8 of the Notice.

(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	535533	100%

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

S.V. DEULKAR FCS-1321 CP-965 COMPANY SECRETARY

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 whose votes were declared invalid	Total number of votes cast by them
3	1310

5. A list of equity shareholders who voted " FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed

6. The poll papers and other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

S. V. Deulkar

Practicing Company Secretary

C. P. No. 965

Yogesh Jayant Shah

Client ID No: 12011300/00017132

55/4, Ganeshkhind Road,

Aundh, Pune-411007

Place: Pune

Date: August 10, 2015