

MINUTES OF THE MEETING OF THE MEMBERS OF FINOLEX CABLES LIMITED HELD ON MONDAY, 10TH AUGUST, 2015 AT 11.30 A.M.

The 47th Annual General Meeting of Finolex Cables Limited was held on Monday, 10th August, 2015 at 11.30 a.m. at the Auditorium of Auto Cluster Development and Research Institute Limited, H Block, Plot C-181, Near D Mart, Chinchwad, Pune – 411019, when the following Directors were present :

Directors Present:		
Mr D K Chhabria	:	Executive Chairman
Mr Mahesh Viswanathan	:	Executive Director & Chief Financial Officer
Mr P P Chhabria	:	Non Independent Director
Dr H S Vachha	:	Independent Director and Chairman of Audit Committee and Risk Management Committee
Mr S K Asher	:	Independent Director
Mr P G Pawar	:	Independent Director and Chairman of the Share Transfer-cum-Stakeholders Relationship Committee
Mr P R Rathi	:	Independent Director and Chairman of the Nomination and Remuneration Committee and of the CSR Committee
Mr A J Engineer	:	Independent Director
Mrs Namita V Thapar	:	Woman Director

- 14 Proxy forms were lodged with the Company representing 58,10,445 shares.
- 2 representations under Section 113 of the Companies Act, 2013 were lodged with the Company representing 6,91,43,195 shares.
- 61 Members were present in person representing 15,19,922 shares.
- 11 Members were represented by proxies representing 48,91,845 shares.
- 2 Representatives representing 2 corporate bodies (total 6,91,43,195 shares) were present in person.

Mr D K Chhabria, Executive Chairman of the Company took the Chair and after ascertaining that the quorum required for the meeting was present, commenced the proceedings of the meeting at 11.30 a.m.

It was confirmed that the Company is in compliance with the applicable provisions of the Companies Act, 2013 (the "Act") and Rules framed thereunder with respect to calling and convening the meeting and shall be adhering to the applicable provisions for conducting the meeting. It was added that the prescribed statutory registers are available for inspection by the Members of the Company.

It was stated that the Partner and team of M/s B K Khare & Co., Chartered Accountants, Statutory Auditors and the Partner and team of M/s SVD & Associates, Company Secretaries, Secretarial Auditor were present at the meeting.

The Executive Chairman then delivered his speech and thereafter with the consent of the Members present, the Notice convening the meeting was taken as read.

The Executive Chairman stated that as required under Section 108 of the Companies Act, 2013, the Company had provided remote e-voting facility to the Members to cast their votes electronically in respect of all businesses mentioned in the notice. The remote e-voting facility was kept open for a period of three days from Friday, 7th August, 2015 (9.00 a.m.) to Sunday, 9th August, 2015 (5.00 p.m.)

It was stated that Mr. S V Deulkar, (C.P.No.965) Partner of M/s SVD & Associates, Company Secretaries, Pune, had been appointed as the Scrutinizer for scrutinizing the remote e-voting process in a fair and transparent manner. However, since poll was proposed to be taken at AGM, the results of remote e-voting and poll would be reconciled by the Scrutinizer and the consolidated Scrutinizer's Report will be declared later on. As per E-voting rules, the results will have to be forthwith placed on the website of the Company.

It was also clarified that as per Section 107 read with Section 108 of the Companies Act, 2013, the members are to note that there would be no voting by show of hands at the Annual General Meeting. Therefore, in order to enable the members who had not voted earlier in the remote e-voting process and were present at the meeting in person or in proxy to cast their vote, a poll would be taken in respect of the resolutions contained in the Notice.

It was further clarified that members who have already voted under the remote e-voting process are not allowed to change their vote subsequently. Accordingly such members are not entitled to again cast their vote by poll.

Thereafter the Executive Chairman appointed Mr. S V Deulkar, Partner of M/s SVD & Associates, Company Secretaries, Pune as one of the scrutinizers for the poll to be taken and requested one of the members present to come forward to act as second scrutinizer. Mr Yogesh J Shah, Member came forward and was appointed as the second scrutinizer for the poll.

The scrutinizers were then requested to lock and seal the empty polling boxes in the presence of the members and proxies.

The Executive Chairman then read out all the Items from the Notice of Annual General Meeting each of which were individually duly proposed and seconded as under by the Members present and which were thereafter put for voting by poll by the Members present provided that they had earlier not voted electronically:

1.0 ADOPTION OF AUDITED FINANCIAL STATEMENT, DIRECTORS' AND AUDITOR'S REPORTS

The Executive Chairman took up Agenda Item No.1 of the Notice and requested the Members to come forward with any comments that they may have on the Annual Report.

Some of the Members sought certain information/clarification about the accounts and operations of the Company. The Executive Chairman then replied to the Members queries and thereafter enquired whether any other Member had any query. There being no further queries from any Member the following resolution was proposed by the Executive Chairman and seconded by Mrs Smita Halkar:

RESOLUTION:

“RESOLVED THAT the Audited Financial Statement as at 31st March 2015 including Balance Sheet and Profit and Loss Account for the year ended on that date together with the reports of the Directors’ and Auditor’s thereon be and are hereby approved and adopted.”

2.0 DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE YEAR ENDED 31ST MARCH 2015

The Executive Chairman informed the Members that the Board of Directors had recommended payment of dividend @ 90% (i.e. Rs.1.80 per equity share of Rs.2 fully paid up) for the year ended 31st March 2015 to those Members whose names appear on the Register of Members of the Company as on 10th August, 2014 or the Register of Beneficial Owners furnished by the Depositories as at close of their business hours on 31st July, 2015 i.e. the date immediately preceding the commencement of Book Closure period from 1st August, 2015 to 10th August, 2015. The dividend at aforesaid rate would be payable on the equity capital and dividend outgo determined accordingly.

Thereafter, the following resolution was proposed by Mr Yatin Redkar and seconded by Mr Pravin R Naik:

RESOLUTION:

“RESOLVED THAT the dividend @ 90% i.e. Rs.1.80 per share on the share capital of 152,939,345 equity shares of Rs.2/- each fully paid for the year ended 31st March 2015 be and is hereby declared to be paid out of the current year’s profit and that the same be made payable on or after the 10th August, 2015 and within the prescribed time, to the Members whose names appear in the Register of Members of the Company as on 10th August, 2015 or the Register of Beneficial Owners furnished by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd (CDSL) as at close of their business hours on 31st July, 2015 i.e. the date immediately preceding the Book Closure period from 1st August, 2015 to 10th August, 2015.”

3.0 REAPPOINTMENT OF MR MAHESH VISWANATHAN AS DIRECTOR

The Chairman informed the Members that Mr Mahesh Viswanathan (DIN: 02780987), Executive Director & Chief Financial Officer, retires by rotation, and, being eligible, offers himself for reappointment. Thereafter, the following resolution was proposed by Mr Jayant H Shah and seconded by Mr Mahesh Kulkarni:

RESOLUTION :

“RESOLVED THAT Mr Mahesh Viswanathan (DIN: 02780987), Executive Director & Chief Financial Officer, who retires by rotation be and is hereby reappointed as Director of the Company liable to retire by rotation.”

4.0 APPOINTMENT OF AUDITORS OF THE COMPANY

The Executive Chairman informed the Members that the Auditors of the Company M/s B K Khare & Co., Chartered Accountants were due for retirement at the conclusion of the Annual General Meeting and that they had confirmed in writing to the Company that they were eligible for reappointment.

Thereafter the following resolution was proposed as an Ordinary Resolution by Mr C R Ghadage and seconded by Mr Vidyadhar Sant:

RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, M/s. B. K. Khare & Co., Chartered Accountants, [Firm Registration No. 105102W], be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as shall be fixed by the Board of Directors of the Company (the “Board”).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts deeds, matters and things as may be deemed necessary, relevant, usual and/or expedient, for implementing and giving effect to this resolution.”

5.0 APPOINTMENT OF MRS NAMITA VIKAS THAPAR AS DIRECTOR

The Chairman informed the Members that Mrs Namita Vikas Thapar (DIN: 05318899), was appointed as an Additional Director (Woman Director) by the Board of Directors of the Company with effect from 8th November, 2014 and holds office upto the date of this Annual General Meeting and is eligible for reappointment and in respect of whom the Company had received a notice in writing from a Member of the Company proposing her candidature as Director of the Company. Thereafter, the following resolution was proposed as an Ordinary Resolution by Mrs Smita Halkar and seconded by Mr Yatin Redkar:

RESOLUTION :

“RESOLVED THAT Mrs Namita Vikas Thapar [DIN: 05318899] who was appointed an Additional Director (Woman Director) by the Board of Directors of the Company (the “Board”) with effect from 8th November 2014 and who holds office upto the date of this Annual General Meeting pursuant to the provisions of Sections 149(1), 160(1) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the provisions of Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (the “Rules”) and the provisions of the Articles of Association of the Company and, who is eligible for reappointment and in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 160(1) of the Act from a member of the Company proposing her candidature as Director of the Company and who has consented, if appointed, to act as Director, be and is hereby appointed a Director of the Company liable to retire by rotation.”

6.0 APPROVE REMUNERATION OF M/S JOSHI APTE & ASSOCIATES, COST ACCOUNTANTS, PUNE

The Executive Chairman then took up the next item on the Agenda regarding approval for the remuneration payable to M/s Joshi Apte & Associates, Cost Accountants who were appointed by the Board as Cost Auditors of the Company on a remuneration of Rs.4.50 Lakhs. It was stated that pursuant to the provisions of Section 148 of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors as fixed by the Board has to be ratified by the Members of the Company.

Thereafter, the following Ordinary resolution was proposed by Mr Mahesh Kulkarni and seconded by Mr M Sridhar Reddy:

RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, and pursuant to the recommendation of the Audit Committee and subject to the applicable guidelines and approval of the Central Government in this regard, the Members of the Company hereby ratify a consolidated remuneration of Rs.4.50 Lakhs (Rupees Four Lakhs Fifty Thousand Only) plus taxes and out of pocket expenses, if any, chargeable extra on actual basis payable to M/s Joshi Apte & Associates, Cost Accountants, Pune (Firm Registration No.00240) who have been appointed as Cost Auditors by the Board of Directors of the Company (the "Board"), to conduct cost audit of the cost records of the Company for the financial year ending 31st March, 2016.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do or to authorize any person to do all such acts, deeds, matters and things as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution and for matters connected therewith or incidental thereto."

7.0 APPROVAL TO OFFER OR INVITE SUBSCRIPTIONS FOR SECURED/ UNSECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES AGGREGATING UPTO RS.150 CRORES

The Executive Chairman then took up the next item on the Agenda regarding approval for the Company to offer or invite subscriptions for secured/unsecured redeemable non-convertible debentures, in one or more series/tranches, aggregating upto Rs.150 Crores on private placement basis pursuant to the provisions of Sections 42 and 71 of the Companies Act, 2013 (the "Act") read with the provisions of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

Thereafter, the following Special resolution was proposed by Mr Ravi Garg and seconded by Mr Vidyadhar Sant:

RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 including any modification(s) or reenactment

thereof for the time being in force and subject to the provisions of the Articles of Association of the Company, approval of the Members of the Company (the "Members") be and is hereby accorded to the Board of Directors of the Company (the "Board") to offer or invite subscriptions for secured/unsecured redeemable non-convertible debentures, in one or more series/tranches, aggregating up to Rs.150 Crores (Rupees One Hundred Fifty Crores only), on private placement basis, from such persons and on such terms and conditions as the Board may, from time to time, determine and consider proper and beneficial to the Company including as to when the said Debentures are to be issued, the consideration for the issue, the coupon rate(s) applicable, redemption period, utilisation of the issue proceeds and all matters connected with or incidental thereto;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient to give effect to this resolution."

Being deemed to be interested in following Item No.8 of the Notice, the Executive Chairman, Mr D K Chhabria vacated the Chair and requested Dr H S Vachha, Chairman of the Audit Committee to Chair the proceedings for considering the said item of the Meeting.

8.0 APPROVE RELATED PARTY TRANSACTION(S) WITH CORNING FINOLEX OPTICAL FIBRE PRIVATE LIMITED

Dr H S Vachha, Chairman of the Audit Committee then took up the next item on the Agenda regarding approval for the Company to purchase optical fibre from Corning Finolex Optical Fibre Private Limited ("CFOFPL") a related party under the terms of the Agreement dated 16th June, 2011 between the Company and the said party. In addition to the particulars and relevant information given in the Explanatory Statement to the Notice issued for the meeting, the advantages for the Company by virtue of being a JV partner in CFOFPL as was set out therein were explained for the benefit of the Members.

Thereafter, the following Special resolution was proposed by Mr Pravin Naik and seconded by Mr C R Ghadage:

RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 49 (VII) of the Listing Agreement and subject to such other approvals, consents, sanctions and permissions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Audit Committee and the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include a Committee constituted by the Board or any person(s) authorized by the Board) to authorize the Management of the Company to carry out transaction(s) in its ordinary course of business for the purchase of optical fibre from Corning Finolex Optical Fibre Private Limited from time to time at a price to be agreed between the Company and Corning Finolex Optical Fibre Private Limited and on the existing terms and conditions set out in the Agreement dated 16th June, 2011 entered into between the Company and Corning Finolex Optical Fibre Private Limited and mentioned in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board, Audit Committee and the Management of the Company be and is hereby authorized as may be appropriate or relevant to implement and to give effect to this resolution, to take all steps whatsoever and to do all such acts, deeds, matters and things as each of them may consider necessary, relevant, usual, customary and/or expedient for giving effect to this resolution including finalizing the ancillary and incidental terms in relation to each transaction and to sign deeds, applications, documents and writings in relation thereto.

Dr H S Vachha then vacated the Chair and Mr D K Chhabria, Executive Chairman took the Chair and continued the proceedings of the Meeting.

The Executive Chairman informed the Members that all the resolutions for all items of business had been duly proposed and seconded and thereafter requested the Members present who had not voted in the remote e-voting process to vote on the Items of the Notice as per the Ballot paper distributed amongst the Members.

It was stated that the quorum was present throughout the Meeting and the same be accordingly recorded in the Minutes of the Meeting.

Immediately after completion of voting by poll at the Meeting the Scrutinizer and the two witnesses (not in the employment of the Company) took custody of the locked and sealed polling boxes for purpose of completing the requirements of first counting the votes cast by poll at the meeting and to thereafter unblock the votes cast through remote e-voting for purpose of preparing his Consolidated Scrutinizer's Report for submission to the Executive Chairman of the Company.

The Executive Chairman thereafter informed that the results of remote e-voting and poll would be declared on receipt of the Consolidated Scrutinizer's report and would be forthwith placed on the Company's website and also sent to the Stock Exchanges, as required, and requested the Members to join for refreshments.

The Meeting thereafter ended at 12.10 p.m. with a vote of thanks by Member, Mr Bharat Khandwala to the Chair.

EXECUTIVE CHAIRMAN