



FCL:SEC:AGM Voting:2014:199  
10th September 2014

The Manager - Listing Department,  
National Stock Exchange of India Limited,  
'Exchange Plaza', C-1, Block G,  
Bandra - Kurla Complex, Bandra (E),  
Mumbai - 400 051

E-Mail ID : cmlist@nse.co.in, compliance@nse.co.in

Dear Sir,

**Sub.: Scrutinizer's Report on the E-Voting and Poll Voting Process of Finolex Cables Limited -  
Resolutions passed at Annual General Meeting held on 9th September 2014**

Kindly refer to our prior communication with regard to the Annual General Meeting ("AGM") of the Company held on 9th September 2014.

We now enclose a copy of Scrutinizer's Report dated 9th September 2014 as received from Mr. S. V. Deulkar, Scrutinizer appointed by the Company.

Kindly arrange to take the aforesaid Report on your record and to upload the same on the website of the Stock Exchange and confirm the same per return at the earliest.

Thanking you,

Yours faithfully,  
For FINOLEX CABLES LIMITED

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

Encl.: As above

S. V. Deulkar  
Practicing company secretary  
63, Ashoknagar, Pune -411007

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To  
The Chairman,  
Finolex Cables Limited  
26/27, Mumbai-Pune Road,  
Pimpri, Pune- 411018

**Sub: Results of E-voting and Poll**

Dear Sir,

I undersigned, S. V. Deulkar, Practicing Company Secretary who has been appointed as the Scrutinizer of Finolex Cables Limited for following:

- a) E-voting conducted during 3<sup>rd</sup> September, 2014 to 5<sup>th</sup> September, 2014,
- b) Poll conducted at 46<sup>th</sup> Annual General Meeting (AGM) held on 9<sup>th</sup> September, 2014 and
- c) Combined report of e-voting and Poll

for the resolutions contained in the Notice of the said 46<sup>th</sup> Annual General Meeting (AGM) held on 9<sup>th</sup> September, 2014.

I enclose my Reports on E-voting, Poll and Combined report of E-voting and Poll for your information and records.

I hereby declare that all the 17 (seventeen) resolutions as per the aforesaid Notice of the AGM of the Company have been passed by the requisite majority.

Thanking you,

Yours faithfully,



S. V. Deulkar  
Practicing Company Secretary  
C. P. No. 965

Place: Pune

Date: 9<sup>th</sup> September, 2014

**S. V. Deulkar**  
Practicing company secretary  
63, Ashoknagar, Pune -411007

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**Scrutinizer's Report**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,

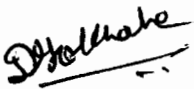
The Chairman

46th Annual General Meeting of the Equity shareholders of Finolex Cables Limited to be held on Tuesday, 9th day of September, 2014 at 11.30 a.m. at 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, Practicing Company Secretary, having office at 63, Ashoknagar, Pune 411007, 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 46th Annual General Meeting (AGM) of the Equity shareholders of Finolex Cables Limited to be held on Tuesday, 9th day of September, 2014 at 11.30 a.m. at 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 3rd September, 2014 (9:00 am) and ended on 5th September, 2014 (6:00 pm).
2. The shareholders holding shares as on the "cut off" date i.e. 8th August, 2014 were entitled to vote on the proposed resolutions (Item no. 1 to 17 as set out in the Notice of the 46th AGM of Finolex Cables Limited.)
3. The votes were unblocked on 6th September, 2014 around 1:45 p.m in the presence of two witnesses, Ms. Dhanashree Gokhale ( 401, Anant Vaibhav, Bavdhan, Pune -411021) and Ms. Amruta Jana (787, 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.



Name : Dhanashree Gokhale



Name : Amruta Jana



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 Security Depository Limited ([www.evoting.nsdl.com](http://www.evoting.nsdl.com))

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

a) Resolution 1 – Ordinary Resolution to Consider and adopt the audited Balance Sheet as at 31st March, 2014 .

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

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 92                                                       | 44788327                     | 100%                                  |

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

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                        | 0                            | 0                                     |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ not voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 0                                                                    | 0                                  |

b) Resolution 2 - Ordinary Resolution for declaration of dividend on equity shares for the financial year ended 31st March, 2014.

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

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 94                                                       | 44978654                     | 100%                                  |

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

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                        | 0                            | 0                                     |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ Not Voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 0                                                                    | 0                                  |



c) Resolution 3 – Ordinary Resolution for appointment of Dr. Vikas G Pai who retires by rotation at this AGM, but though eligible, does not offer himself for re-appointment.

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

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 86                                                       | 44764547                     | 99.52                                 |

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

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 6                                                        | 213987                       | 0.48                                  |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ not voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 0                                                                    | 0                                  |

d) Resolution 4 – Ordinary Resolution for appointment of Auditors and fixing their remuneration.

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

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 86                                                       | 44744942                     | 99.48                                 |

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

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 6                                                        | 233442                       | 0.52                                  |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ not voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 0                                                                    | 0                                  |



e) Resolution 5 – Ordinary Resolution for appointment of Mr. Adi J. Engineer as an Independent Director

(i) Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 87                                                       | 41301883                     | 91.83                                 |

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

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 5                                                        | 3676171                      | 8.17                                  |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ Not Voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 0                                                                    | 0                                  |

f) Resolution 6 - Ordinary Resolution for appointment of Dr. Homiar S. Vachha as an Independent Director

(i) Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 76                                                       | 40325932                     | 89.66                                 |

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

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 16                                                       | 4652122                      | 10.34                                 |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ Not Voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 0                                                                    | 0                                  |



g) Resolution 7 – Ordinary Resolution for appointment of Mr. Atul C. Choksey as an Independent Director

(i) Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 42                                                       | 25830011                     | 60.64                                 |

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

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 42                                                       | 16763078                     | 39.36                                 |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ Not Voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 0                                                                    | 0                                  |

h) Resolution 8 - Ordinary Resolution for appointment of Mr. S.B. (Ravi) Pandit as an Independent Director

(i) Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 85                                                       | 41301633                     | 91.83                                 |

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

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 5                                                        | 3676171                      | 8.17                                  |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ Not Voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 0                                                                    | 0                                  |



i) Resolution 9 – Ordinary Resolution for appointment of Mr. Pradeep R. Rathi as an Independent Director

(i) Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 56                                                       | 29164797                     | 64.84                                 |

(ii) Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 35                                                       | 15813057                     | 35.16                                 |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ Not Voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 0                                                                    | 0                                  |

j) Resolution 10 - Ordinary Resolution for appointment of Mr. Sanjay K. Asher as an Independent Director

(i) Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 79                                                       | 41274883                     | 91.77                                 |

(ii) Voted against the resolution:

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 9                                                        | 3701101                      | 8.23                                  |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ Not Voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 0                                                                    | 0                                  |



k) Resolution 11 – Ordinary Resolution for appointment of Mr. Pratap G. Pawar as an Independent Director

(i) Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 66                                                       | 37938367                     | 89.07                                 |

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

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 18                                                       | 4654722                      | 10.93                                 |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ Not Voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 0                                                                    | 0                                  |

l) Resolution 12 - Special Resolution for authority for borrowing monies in excess of paid up capital and free reserves of the Company

(i) Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 85                                                       | 44974967                     | 99.99                                 |

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

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 6                                                        | 2887                         | 0.01                                  |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ Not Voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 0                                                                    | 0                                  |



m) Resolution 13 - Special Resolution for Authority for creation of charges / mortgages etc on movable and/or immovable properties of the Company

(i) Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 89                                                       | 44976522                     | 99.996                                |

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

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 3                                                        | 1832                         | 0.004                                 |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ Not Voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 0                                                                    | 0                                  |

n) Resolution 14 - Special Resolution for the approval of payment of remuneration to the directors other than in whole-time employment and Managing Director of the Company .

(i) Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 84                                                       | 44422086                     | 98.77                                 |

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

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 5                                                        | 555218                       | 1.23                                  |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ Not Voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 0                                                                    | 0                                  |



o) Resolution 15 - Ordinary Resolution for approval of remuneration to M/s Joshi Apte & Associates Cost Auditors.

(i) Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 89                                                       | 44978298                     | 100                                   |

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

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 2                                                        | 6                            | 0                                     |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ Not Voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 0                                                                    | 0                                  |

p) Resolution 16 - Special Resolution for approval to offer or invite subscriptions for secured/ unsecured redeemable non-convertible debentures.

(i) Voted in favour of the resolution:

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 92                                                       | 44976754                     | 99.996                                |

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

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 1                                                        | 1800                         | 0.004                                 |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ Not Voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 0                                                                    | 0                                  |



q) Resolution 17 - Special Resolution for approval to the board for purchase of optical fibre from Corning Finolex Optical Fibre Private Limited.

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

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 89                                                       | 44976442                     | 99.995                                |

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

| Number of members voted through electronic voting system | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------------------------|------------------------------|---------------------------------------|
| 3                                                        | 2062                         | 0.005                                 |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ not voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 0                                                                    | 0                                  |

6. The register, all other papers and relevant records relating electronic voting shall remain in my safe custody until the chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same are 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 : 6th September, 2014

**S. V. Deulkar**  
Practicing company secretary  
63, Ashoknagar, Pune -411007

### Scrutinizer's Report

[Pursuant to rule section 109 of the companies Act, 2013 and rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]

To,

The Chairman

46th Annual General Meeting of the Equity shareholders of Finolex Cables Limited to be held on Tuesday, 9th day of September, 2014 at 11.30 a.m. at Auditorium of Auto Cluster Development and Research Institute, H Block, Plot C-181, Near D Mart, Chinchwad, Pune – 411019.

I, S. V. Deulkar, Practicing Company Secretary having office at 63, Ashoknagar, Pune 411007 and Mr. Yogesh Shah having residential address 55/4, Ganesh Khind Road, Aund, Pune - 411007 having client ID 12011300 00017132 have been appointed as scrutinizer of Finolex Cables Limited ("the company") for the purpose of the poll taken on below mentioned resolution(s), at the 46th Annual General Meeting of the Equity shareholders of Finolex Cables Limited held on Tuesday, 9th day of September, 2014 at 11.30 a.m. at 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 by us.

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.

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 – Ordinary Resolution to Consider and adopt the audited Balance Sheet as at 31st March, 2014 .

(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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 84                                                           | 56418409                     | 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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ Not Voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 2                                                                    | 1830                               |



*[Signature]*

b) Resolution 2 - Ordinary Resolution for declaration of dividend on equity shares for the financial year ended 31st March, 2014.

(i) Voted in favour of the resolution:

| Number of members present and voting (in | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------|------------------------------|---------------------------------------|
| 84                                       | 56418409                     | 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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ Not Voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 2                                                                    | 1830                               |

c) Resolution 3 – Ordinary Resolution for appointment of Dr. Vikas G Pai who retires by rotation at this meeting, but though eligible, does not offer himself for re-appointment.

(i) Voted In favour of the resolution:

| Number of members present and voting (in | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------------------|------------------------------|---------------------------------------|
| 56                                       | 2716664                      | 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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ Not Voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 30                                                                   | 53703575                           |

d) Resolution 4 – Ordinary Resolution for 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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 81                                                           | 56268746                     | 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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ Not Voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 5                                                                    | 151493                             |



*[Handwritten signature]*

e) Resolution 5 – Ordinary Resolution for appointment of Mr. Adi J. Engineer as an Independent Director

(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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 83                                                           | 56417709                     | 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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ Not Voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 3                                                                    | 2530                               |

f) Resolution 6 - Ordinary Resolution for appointment of Dr. Homiar S. Vachha as an Independent Director

(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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 83                                                           | 56417709                     | 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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ Not Voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 3                                                                    | 2530                               |

g) Resolution 7 – Ordinary Resolution for appointment of Mr. Atul C. Choksey as an Independent Director

(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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 77                                                           | 55363018                     | 98.13                                 |

(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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 6                                                            | 1054391                      | 1.87                                  |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ Not Voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 3                                                                    | 2530                               |



g

h) Resolution 8 - Ordinary Resolution for appointment of Mr. S.B. (Ravi) Pandit as an Independent Director

(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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 83                                                           | 56417709                     | 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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ Not Voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 3                                                                    | 2530                               |

i) Resolution 9 – Ordinary Resolution for appointment of Mr. Pradeep R. Rathi as an Independent Director

(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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 78                                                           | 55367018                     | 98.14                                 |

(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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 5                                                            | 1050691                      | 1.86                                  |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ Not Voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 3                                                                    | 2530                               |

j) Resolution 10 - Ordinary Resolution for appointment of Mr. Sanjay K. Asher as an Independent Director

(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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 83                                                           | 56417709                     | 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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ Not Voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 3                                                                    | 2530                               |



k) Resolution 11 – Ordinary Resolution for appointment of Mr. Pratap G. Pawar as an Independent Director

(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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 84                                                           | 56418409                     | 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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ Not Voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 2                                                                    | 1830                               |

l) Resolution 12 - Special Resolution for authority for borrowing monies in excess of paid up capital and free reserves of the Company

(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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 83                                                           | 56417709                     |                                       |

(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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ Not Voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 3                                                                    | 2530                               |

m) Resolution 13 - Special Resolution for Authority for creation of charges / mortgages etc on movable and/or immovable properties of the Company

(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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 83                                                           | 56417709                     | 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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ Not Voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 3                                                                    | 2530                               |



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n) Resolution 14 - Special Resolution for the approval of payment of remuneration to the directors other than in whole-time employment and Managing Director of the Company .

(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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 83                                                           | 56414409                     | 99.99                                 |

(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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 1                                                            | 4000                         | 0.01                                  |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ Not Voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 2                                                                    | 1830                               |

o) Resolution 15 - Ordinary Resolution for approval of remuneration to M/s Joshi Apte & Associates Cost Auditors.

(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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 84                                                           | 56418409                     | 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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ Not Voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 2                                                                    | 1830                               |

p) Resolution 16 - Special Resolution for approval to offer or invite subscriptions for secured/ unsecured redeemable non-convertible debentures.

(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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 82                                                           | 56410509                     | 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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ Not Voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 4                                                                    | 9730                               |



*(Signature)*

q) Resolution 17 - Special Resolution for approval to the board for purchase of optical fibre from Corning Finolex Optical Fibre Private Limited.

(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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 82                                                           | 56410509                     | 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 |
|--------------------------------------------------------------|------------------------------|---------------------------------------|
| 0                                                            | 0                            | 0                                     |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid/ Not Voted | Total number of votes cast by them |
|----------------------------------------------------------------------|------------------------------------|
| 4                                                                    | 9730                               |

5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid/ not voted for each resolution is enclosed.

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

Thanking you,



S. V. Deulkar  
Practicing Company Secretary  
C. P. No. 965



Yogesh J. Shah  
YOGESH J. SHAH  
55/4 GANESHKINOD ROAD,  
AC WDH, PUNE 411007

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

**Combined Report**  
**Finolex Cables Limited**  
**Annual General Meeting dated 9th September, 2014**

| Sr. No | Resolutions                                                                                                                                                     | E - voting   |          | Voting through Poll |         | Total        |          | Result                                    |
|--------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|----------|---------------------|---------|--------------|----------|-------------------------------------------|
|        |                                                                                                                                                                 | No. of Votes |          | No. of Votes        |         | No. of Votes |          |                                           |
|        |                                                                                                                                                                 | For          | Against  | For                 | Against | For          | Against  |                                           |
| 1      | Ordinary Resolution to Consider and adopt the audited Balance Sheet as at 31st March, 2014 .                                                                    | 44788327     | 0        | 56418409            | 0       | 101206736    | 0        | Resolution passed unanimously             |
| 2      | Ordinary Resolution for declaration of dividend on equity shares for the financial year ended 31st March, 2014.                                                 | 44978654     | 0        | 56418409            | 0       | 101397063    | 0        | Resolution passed unanimously             |
| 3      | Ordinary Resolution for appointment of Dr. Vikas G Pai who retires by rotation at this meeting, but though eligible, does not offer himself for re-appointment. | 44764547     | 0        | 2716664             | 0       | 47481211     | 0        | Resolution passed unanimously             |
| 4      | Ordinary Resolution for appointment of M/s. B. K. Khare & Co. Chartered Accountants as Auditors and fixing their remuneration.                                  | 44744942     | 233442   | 56268746            | 0       | 101013688    | 233442   | Resolution passed with requisite majority |
| 5      | Ordinary Resolution for appointment of Mr. Adi J. Engineer as an Independent Director                                                                           | 41301883     | 3676171  | 56417709            | 0       | 97719592     | 3676171  | Resolution passed with requisite majority |
| 6      | Ordinary Resolution for appointment of Dr. Homiar S. Vachha as an Independent Director                                                                          | 40325932     | 4652122  | 56417709            | 0       | 96743641     | 4652122  | Resolution passed with requisite majority |
| 7      | Ordinary Resolution for appointment of Mr. Atul C. Choksey as an Independent Director                                                                           | 25830011     | 16763078 | 55363018            | 1054391 | 81193029     | 17817469 | Resolution passed with requisite majority |



| Sr. No | Resolutions                                                                                                                               | E - voting   |          | Voting through Poll |         | Total        |          | Result                                    |
|--------|-------------------------------------------------------------------------------------------------------------------------------------------|--------------|----------|---------------------|---------|--------------|----------|-------------------------------------------|
|        |                                                                                                                                           | No. of Votes |          | No. of Votes        |         | No. of Votes |          |                                           |
|        |                                                                                                                                           | For          | Against  | For                 | Against | For          | Against  |                                           |
| 8      | Ordinary Resolution for appointment of Mr. S.B. (Ravi) Pandit as an Independent Director                                                  | 41301633     | 3676171  | 56417709            | 0       | 97719342     | 3676171  | Resolution passed with requisite majority |
| 9      | Ordinary Resolution for appointment of Mr. Pradeep R. Rathi as an Independent Director                                                    | 29164797     | 15813057 | 55367018            | 1050691 | 84531815     | 16863748 | Resolution passed with requisite majority |
| 10     | Ordinary Resolution for appointment of Mr. Sanjay K. Asher as an Independent Director                                                     | 41274883     | 3701101  | 56417709            | 0       | 97692592     | 3701101  | Resolution passed with requisite majority |
| 11     | Ordinary Resolution for appointment of Mr. Pratap G. Pawar as an Independent Director                                                     | 37938367     | 4654722  | 56418409            | 0       | 94356776     | 4654722  | Resolution passed with requisite majority |
| 12     | Special Resolution for authority for borrowing monies in excess of paid up capital and free reserves of the Company                       | 44974967     | 2887     | 56417709            | 0       | 101392676    | 2887     | Resolution passed with requisite majority |
| 13     | Special Resolution for authority for creation of charges / mortgages etc on movable and/or immovable properties of the Company            | 44976522     | 1832     | 56417709            | 0       | 101394231    | 1832     | Resolution passed with requisite majority |
| 14     | Special Resolution for the approval of payment of remuneration to the directors other than in whole-time employment and Managing Director | 44422086     | 555218   | 56414409            | 4000    | 100836495    | 559218   | Resolution passed with requisite majority |
| 15     | Ordinary Resolution for approval of remuneration to M/s Joshi Apte & Associates,                                                          | 44978298     | 6        | 56418409            | 0       | 101396707    | 6        | Resolution passed with requisite majority |
| 16     | Special Resolution for approval to offer or invite subscriptions for secured/ unsecured redeemable non-convertible debentures.            | 44976754     | 1800     | 56410509            | 0       | 101387263    | 1800     | Resolution passed with requisite majority |
| 17     | Special Resolution for approval for the Company to purchase optical fibre from Corning Finolex Optical Fibre Private Limited.             | 44976442     | 2062     | 56410509            | 0       | 101386951    | 2062     | Resolution passed with requisite majority |

