

Corporate Governance

General information about company	
Scrip Code	500144
NSE Symbol	FINCABLES
MSEI Symbol	NA
ISIN	INE235A01022
Name of the entity	Finolex Cables Limited
Date of start of financial year	01-APR-2023
Date of end of financial year	31-MAR-2024
Reporting Quarter	Yearly
Date of Report	31-Mar-2024
Risk management committee	Not Applicable

Annexure I to be submitted by listed entity on quarterly basis

Annexure I to be submitted by listed entity on quarterly basis					
NA					
Mr.	RATNAKAR BARVE	ACCPB6441Q	09341821	Executive Director	
Mr.	ZUBIN F. BILLIMORIA	AAFPB1096E	07144644	Non-Executive - Independent Director	
Mr.	SRIRAMAN RAGHURAMAN	ABSPR3779C	00228061	Non-Executive - Independent Director	
Mrs.	VANESSA SINGH	CDAPS5367R	09342022	Non-Executive - Independent Director	
Mr.	NIKHIL MANOHAR NAIK	AAAPN4293J	00202779	Non-Executive - Non Independent Director	
Mr.	SHANE GAJOMURD PEDDER	ACWPP7316A	03595409	Non-Executive - Non Independent Director	

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07144644	ZUBIN F. BILLIMORIA	Non-Executive - Independent Director	Chairperson	30-Sep-2021		
2	00228061	SRIRAMAN RAGHURAMAN	Non-Executive - Independent Director	Member	30-Sep-2021		
3	09342022	VANESSA SINGH	Non-Executive - Independent Director	Member	30-Sep-2021		
4	00202779	NIKHIL MANOHAR NAIK	Non-Executive - Non Independent Director	Member	09-Feb-2024		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09342022	VANESSA SINGH	Non-Executive - Independent Director	Chairperson	30-Sep-2021		
2	00228061	SRIRAMAN RAGHURAMAN	Non-Executive - Independent Director	Member	30-Sep-2021		
3	07144644	ZUBIN F. BILLIMORIA	Non-Executive - Independent Director	Member	30-Sep-2021		
4	00202779	NIKHIL MANOHAR NAIK	Non-Executive - Non Independent Director	Member	30-Sep-2021		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00228061	SRIRAMAN RAGHURAMAN	Non-Executive - Independent Director	Chairperson	30-Sep-2021		
2	09341821	RATNAKAR BARVE	Executive Director	Member	30-Sep-2021		
3	09342022	VANESSA SINGH	Non-Executive - Independent Director	Member	30-Sep-2021		
4	00202779	NIKHIL MANOHAR NAIK	Non-Executive - Non Independent Director	Member	30-Sep-2021		

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson							Yes
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07144644	ZUBIN F. BILLIMORIA	ID	Chairperson	30-Sep-2021		
2	09341821	RATNAKAR BARVE	ED	Member	30-Sep-2021		
3	09342022	VANESSA SINGH	ID	Member	30-Sep-2021		
4	00000000	MAHESH VISWANATHAN	Chief Financial Officer	Member	08-Nov-2014		

1	19-Oct-2023			20	20	true	7	7	4
2	09-Nov-2023			71	71	true	5	5	3
3	20-Jan-2024			19	19	true	5	5	3
4	09-Feb-2024			39	39	true	5	5	3

1	Audit Committee			09-Nov-2023					true	5	5	4	0
2	Audit Committee			22-Dec-2023	42				true	5	5	4	0
3	Audit Committee			09-Feb-2024	48				true	3	3	3	0
4	Audit Committee			27-Mar-2024	46				true	4	4	3	0
5	Nomination and remuneration committee			09-Nov-2023					true	4	4	3	0
6	Nomination and remuneration committee			24-Jan-2024					true	4	4	3	0
7	Nomination and remuneration committee			20-Mar-2024	55				true	4	4	3	0
8	Stakeholders Relationship Committee			09-Nov-2023					true	5	5	2	0
9	Stakeholders Relationship Committee			07-Dec-2023	27				true	5	5	2	0
10	Stakeholders Relationship Committee			20-Feb-2024	74				true	4	4	2	0
11	Stakeholders Relationship Committee			12-Mar-2024	20				true	4	4	2	0
12	Risk Management Committee			24-Jan-2024					true	3	2	1	1

Annexure I

V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			
Disclosure of notes of material transaction with related party			

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Other details of cyber security incidence or breaches or loss of data event		
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr	Date of the event	Brief details of the event

Annexure I

VI. Affirmations			
Sr	Subject	Compliance status (Yes/No)	
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes	
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes	
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes	
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes	
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes	
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes	
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes	
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes	
9	Any comments/observations/advice of Board of Directors may be mentioned here.		

Annexure I

Sr	Subject	Compliance status
1	Name of signatory	GAYATRI BHAGYESH KULKARNI
2	Designation	Compliance Officer

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.finolex.com/
2	Terms and conditions of appointment of independent directors	Yes		https://www.finolex.com/
3	Composition of various committees of board of directors	Yes		https://www.finolex.com/
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.finolex.com/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.finolex.com/
6	Criteria of making payments to non-executive directors	Yes		https://www.finolex.com/
7	Policy on dealing with related party transactions	Yes		https://www.finolex.com/
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.finolex.com/
10	Email address for grievance redressal and other relevant details	Yes		https://www.finolex.com/
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.finolex.com/
12	Financial results	Yes		https://www.finolex.com/
13	Shareholding pattern	Yes		https://www.finolex.com/
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously	Yes		https://www.finolex.com/
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		https://www.finolex.com/
16	New name and the old name of the listed entity	Yes		https://www.finolex.com/
17	Advertisements as per regulation 47 (1)	Yes		https://www.finolex.com/
18	Credit rating or revision in credit rating obtained	Yes		https://www.finolex.com/
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Secretarial Compliance Report	Yes		https://www.finolex.com/
21	Materiality Policy as per Regulation 30(4)	Yes		https://www.finolex.com/
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://www.finolex.com/
23	Disclosures under regulation 30(8)	Yes		https://www.finolex.com/
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes		https://www.finolex.com/
25	Dividend distribution policy as provided under section 92 of the Companies Act, 2013	Yes		https://www.finolex.com/
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://www.finolex.com/
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://www.finolex.com/
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updation	Yes		https://www.finolex.com/
Disclosure of notes on website in terms of Listing Regulations explanatory				

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A), 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of directorship	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination & Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of nomination & remuneration committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
23	Meeting of stakeholder relationship committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6) & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and Shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
Any other information to be provided - Add Notes				

Annexure II

1	Name of signatory	GAYATRI BHAGYESH KULKARNI
2	Designation	Compliance Officer

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
Any other information to be provided		

Additional Half yearly Disclosure

Applicability of disclosure	Not Applicable
Reason for Non Applicability	Company has not given any Loan/Guarantee/Comfort Letters/Securities as mentioned in Point No. (A), (B) and (C).

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		

(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)</
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