

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS

1. PREAMBLE AND APPLICABILITY

- 1.1 The Code of Finolex Cables Limited (the 'Code') is framed by the Company to regulate, monitor and report trading by insiders
- 1.2 This Code is intended to prevent misuse of Unpublished Price Sensitive Information ("UPSI") by insiders and connected persons and ensure that Directors and Designated persons of the Company and their dependents shall not derive any benefit or assist others to derive any benefit from access to and possession of price sensitive information about the Company which is not in the public domain, that is to say, Insider Information.
- 1.3 The Code approved by the Board of Directors on 12th May 2015 is effective from May 15, 2015, amended on 26th May, 2023 and further amended on 10th August, 2024.
- 1.4 The Code shall be applicable to and binding on all the Specified Persons as defined in Clause 3.21.

2. LEGAL FRAMEWORK

- 2.1 The Securities and Exchange Board of India ("SEBI") has, in pursuance of the powers conferred on it under the Securities and Exchange Board of India Act, 1992, notified a new Regulation for prohibition of Insider Trading, viz., SEBI (Prohibition of Insider Trading) Regulations, 2015 (the "Regulations"), effective from May 15, 2015.
- 2.2 In terms of Regulation 9 (1) of the regulations, every listed company shall formulate a Code to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with the Regulations.
- 2.3 Accordingly, the Board of Directors of Finolex Cables Limited at its meeting held on 12th May 2015 have approved and adopted the Code and amended on 26th May, 2023 and further amended on 10th August, 2024.

3. DEFINITIONS

- 3.1 "Act" means the Securities and Exchange Board of India Act, 1992.
- 3.2 "Board" means the Board of Directors of the Company.
- 3.3 "Company" means M/s. Finolex Cables Limited.
- 3.4 "Compliance Officer" means the qualified Company Secretary appointed by the Company who shall be responsible for ensuring compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the Code under the overall supervision of the Board.
- 3.5 "Connected Person" means,-
- (i) any person who is or has during the six (6) months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with the officer / Employees or by being in any contractual, fiduciary or

employment relationship or by being a Director, officer or an Employee of the Company or holds any position including a professional or business relationship between himself / herself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to UPSI or is reasonably expected to allow such access.

(ii) In addition to the above, the following category of persons shall be deemed to be Connected Persons unless the contrary is established:

- i. an Immediate Relative of Connected Persons specified in clause (i); or
- ii. a holding company or associate company or subsidiary company (*List of Companies attached – as Annexure - I*); or
- iii. an intermediary as specified in section 12 of the Act or an employee or Director thereof; or
- iv. an investment company, trustee company, asset management company or an employee or Director thereof; or
- v. an official of a stock exchange or of clearing house or corporation; or
- vi. a member of board of trustees of a mutual fund or a member of the Board of the asset management company of a mutual fund or is an employee thereof; or
- vii. a member of the Board or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- viii. an official or an employee of a self-regulatory organization recognized or authorized by SEBI; or
- ix. a banker of the company; or
- x. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a Director of a company or his Immediate Relative or banker of the company, has more than 10% of the holding or interest.

3.6 “**Dealing in Securities**” means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the Securities of the Company either as principal or agent.

3.7 “**Derivative**” includes—

- (i) a security derived from a debt instrument, share, loan, whether secured or unsecured, risk instrument or contract for differences or any other form of security;
- (ii) a contract which derives its value from the prices, or index of prices, of underlying Securities

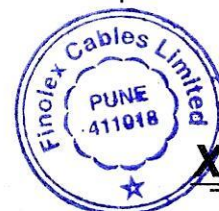
3.8 “**Director**” means and includes every Director on the Board of the Company.

3.9 “**Employee**” means every Employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.

3.10 “**Generally Available**” or “**Generally Available Information**” means information that is accessible to the public on a non-discriminatory basis. Information published on the website of a stock exchange, would ordinarily be considered as generally available.

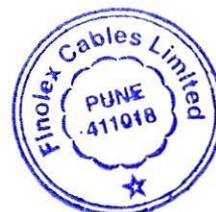
3.11 “**Immediate Relative**” means:

Spouse of a person and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to Trading in Securities.



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- 3.12 “Insider” means any person who is:
- a Connected Person; or
 - in possession of or having access to UPSI.
- 3.13 “Insider Trading”: When insider uses UPSI to arrive at trading in Securities, the action is referred to as Insider Trading.
- 3.14 “Key Managerial Personnel” means a person as defined in section 2 (51) of the Companies Act, 2013 or any amendments thereto.
- 3.15 “Non- Trading Period” means:
- the period, i.e., the number of trading days, before and after the date of a meeting of the Board or shareholders of the Company where ‘UPSI’ (as defined in Clause 3.27 below) is to be considered/be provided under this Code; or
 - Such other period(s) as may be decided and notified by the Compliance Officer.
- 3.16 “Promoter” means a person defined as a Promoter under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- 3.17 “Securities Exchange Board of India” or “SEBI” means the regulatory body for the investment market in India, constituted under the resolution of the Government of India in the Department of Economic Affairs.
- 3.18 “Securities” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.
- 3.19 “Specified” means specified by SEBI in writing.
- 3.20 Designated Person shall means and consist of connected persons who are:
- Promoters, Directors of the Company and its subsidiary;
 - Key Managerial Personnel and employees one level below the Board, CEO or functional head of intermediary or fiduciary;
 - Employees of the Company, Intermediary or fiduciary who would have access of Unpublished Price Sensitive Information (“UPSI”);
 - Employees of material subsidiaries who have access to UPSI on the basis of their role;
 - All supporting staff of the Company in Finance & Secretarial Department and such other staff of the Company who are expected to have access to UPSI.
- 3.21 “Stock Exchanges” shall mean the BSE Limited and the National Stock Exchange of India Limited where the Securities of the Company are currently listed.
- 3.22 “Takeover Regulations” means the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.



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"Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any Securities and "trade" shall be construed accordingly.

3.24

"Trading Day" means a day on which the recognized stock exchanges are open for Trading.

3.25

"Trading Plan" shall mean a plan for trades to be executed in the future by persons who have perpetual access to the UPSI.

3.26

"Trading Window" shall mean the window available for Trading in the Securities of the Company.

3.27

"Unpublished Price Sensitive Information", that is, UPSI means any information, relating to the Company or its Securities, directly or indirectly, that is not Generally Available which upon becoming Generally Available, is likely to materially affect the price of the Securities and shall, ordinarily include but not be restricted to, information relating to the following: –

- (i) Financial results;
- (ii) Dividends;
- (iii) Change in capital structure;
- (iv) Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
- (v) Changes in Key Managerial Personnel; and

4.

TRADING BY INSIDERS

4.1

Dissemination of UPSI

4.1.1

No Insider shall communicate, provide or allow access to UPSI, relating to the Company or its Securities, to any person including other Insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

4.1.2

No person shall procure from or cause the communication by any Insider of UPSI, relating to the Company or its Securities, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

4.1.3

The Insiders who are in possession of UPSI are required to handle such information with care and to deal with the information with them when transacting their business strictly on a need-to-know basis.

4.1.4

Need-to-Know

- (i) "need to know" basis means that UPSI should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- (ii) All non-public information directly received by any employee should immediately be reported to the head of the department.

4.1.5

Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

4.1.6 No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of Securities of the Company.

4.1.7 Disclosure or dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors

- Only public information to be provided.
- At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meeting.

4.2 Exemptions to communicate the UPSI:

UPSI may be communicated, provided, allowed access to or procured, in the following cases:

4.2.1 Open Offer as per the Takeover Regulations where the Board is of the informed opinion that sharing of such information is in the best interests of the Company.

4.2.2. Not an Open Offer as per the Takeover Regulations but where the Board is of the informed opinion that the proposed transaction is in the best interests of the Company and if the information that constitutes UPSI is disseminated to be made Generally Available at least two (2) trading days prior to the proposed transaction being effected in such form as the Board may determine. However, the Board would cause public disclosures of such UPSI well before the proposed transaction to rule out any information asymmetry in the market.

4.2.3 For the purpose of the afore-mentioned exemptions, the parties involved shall execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, and shall not otherwise trade in Securities of the Company when in possession of UPSI.

5 COMPLIANCE OFFICER

5.1 The Compliance Officer shall report on Insider Trading to the Board and, in particular, shall provide reports to the Chairman of the Audit Committee.

5.2 Contents of the Report

The Report shall contain all relevant details including, without prejudice to the generality thereof:

- i. Instances of violation of the Code or the Regulations by any person;
- ii. Disclosures;
- iii. Trading Plans;
- iv. Pre-clearances approved and rejected.
- v. Any other matter as may be decided by the Audit Committee / the Board.

5.3 Reports to Audit Committee

Audit Committee will review the compliance with the provisions of these regulations at-least once in a financial year and will verify the systems for internal controls are adequate and operating effectively.

5.4 The Compliance Officer shall assist all employees in addressing any clarifications regarding the Regulations and the Company's Code.

6 TRADING PLAN

6.1 Prevention of misuse of UPSI

6.1.1 An Insider shall be entitled to formulate a Trading Plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

6.1.2 Trading Plan shall:

- i. not entail commencement of trading on behalf of the insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;
- ii. not entail overlap of any period for which another Trading Plan is already in existence;
- iii. set out either the value of trades to be effected or the number of Securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- iv. not entail trading in Securities for market abuse.

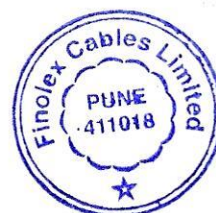
6.1.3 The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the Trading Plan as per provisions of the Regulations.

6.1.4 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the Trading Plan, without being entitled either to execute any trade in the Securities outside the scope of the Trading Plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.

Provided further that if the insider has set a price limit for a trade under sub-clause (iv) of clause (v) of sub-regulation 2, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

6.1.5 The pre-clearance of Trades shall not be required for a trade executed as per an approved Trading Plan. Provided further that The Trading Window norms and restrictions on Contra Trade shall not be applicable for Trades carried out in accordance with an approved Trading Plan.



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6.2 Disclosure of Trading Plan:

The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

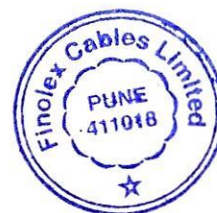
7 PRE-CLEARANCE OF TRADE

All Designated Persons shall when the Trading Window is open, trade only subject to pre-clearance by the Compliance Officer, by sending the request for approval in the format stated at **Annexure-II** to the Code. Pre-Clearance will be required for trading in 100 shares or Rs. 1,00,000/- market value of Shares whichever is lower. The application shall be accompanied with a letter of undertaking executed in favour of the Company in the format provided in **Annexure- III** to the Code.

- 7.1 The Trading Window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.
- 7.2 The Compliance Officer shall have the authority to ask for further information, if deemed necessary and it shall be obligatory for the Designated Person to immediately furnish the information sought for by the Compliance Officer.
- 7.3 Prior to approving any trade, the Compliance Officer shall be entitled to seek declaration to the effect that the applicant for pre-clearance is not in possession of any UPSI. He / she shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- 7.4 The trades that have been pre-cleared shall be executed in not more than seven (7) trading days by the Designated Person, failing which fresh pre-clearance would be needed for the trades to be executed.
- 7.5 Designated Persons who have obtained the pre-clearance as stated at **Annexure-IV** to the Code are required to submit a report of the transactions done (including a NIL report, if no transaction is done) within seven (7) trading days from the expiry of the specified time period to Compliance Officer in the form and manner as specified in **Annexure – V** to the Code.

8 OTHER RESTRICTIONS

- 8.1 All Designated Persons who buy or sell Securities of the Company shall not enter into an opposite transaction (contra trade) i.e. sell or buy Securities during the six (6) months period post the previous buy / sell.
- 8.2 The Compliance Officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing, provided that such relaxation does not violate the Regulations.
- 8.3 If an opposite transaction (contra trade) is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.



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9 TRADING OF SECURITIES OF THE COMPANY

9.1 Trading while in possession of UPSI:

9.1.1 No Insider shall trade in Securities of the Company when in possession of UPSI, provided that the Insider may prove his / her innocence by demonstrating the circumstances including the following:

- i. The transaction is an off-market inter-se transfer between Promoters who were in possession of the same UPSI without being in breach of restrictions imposed on communication and Trading by Insiders and both parties had made a conscious and informed trade decision.
- ii. In case of non- individual Insiders:
 - a) The individuals who were in possession of such UPSI were different from the individuals taking Trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to trade; and
 - b) Appropriate and adequate arrangements were in place to ensure that the Regulations are not violated and no UPSI was communicated by the individuals possessing the information to the individuals taking Trading decisions and there is no evidence of such arrangements having been breached.
- iii. The trades were pursuant to a Trading Plan set up in accordance with the Regulations or Code.

9.1.2. In the case of Connected Persons, the onus of establishing that they were not in possession of UPSI shall be on such Connected Persons and in other cases, the onus would be on SEBI.

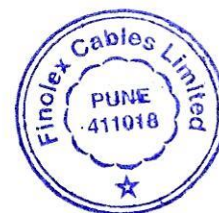
9.1.3 SEBI may specify such standards and requirements, from time to time, as it may deem necessary for the purpose of the Regulations.

10 TRADING WINDOW CLOSURE PERIOD

10.1 The Company shall specify a period, to be called "Trading Window Closure Period", for Trading in the Company's Securities. Any other period shall be Trading Period for the purpose of the Code. Designated Persons and their Immediate Relatives shall not trade in the Company's Securities during the Trading Window Closure Period.

10.2 The Compliance Officer shall by way of e- mail, communicate the date of the Board Meeting to the Designated Persons. It shall be the onus of the Designated Persons to communicate the Trading Window Closure to their Immediate Relatives.

Trading window closure period will be made applicable from the end of every quarter till 48 hours after the declaration of financial results.



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- 10.3** Apart from the pre-determined Non-Trading Period as stated in Clause 10.3 above, if the Company takes up for consideration any of the items pertaining to Clause 3.27 or any other item that has material impact on the price of the Securities of the Company, the same shall be intimated to the Designated Persons (as applicable) that such event(s) shall be considered for the ascertainment of Trading Window Closure.

Trading Window Closure period will end 48 hours after the declaration of financial results to consider the relevant management decision.

10.4 Special Trading Window Closure Period for certain Employees

Since special events which give rise to event-based Trading Window Closure Period, may require certain pre-work involving certain Employees concerned, such Employees may be subject to an additional Trading Window Closure Period, commencing when they are assigned the required pre-work responsibility. This would be notified to the Employees concerned and this additional Trading Window Closure Period would apply only to the Employees concerned and the management personnel involved in the decision. Such Employees/management personnel are required not to disclose the fact of the special Trading Window Closure Period to others; so that Employees are generally not made aware that some special event is under consideration.

- 10.5** The timing for re-opening of the Trading Window shall be determined by the Compliance Officer taking into account various factors including the UPSI in question becoming Generally Available and being capable of assimilation by the market, which in any event shall not be earlier than 48 hours after the information becomes Generally Available.

- 10.6** All Designated Persons of the Company shall conduct all their dealings in Securities only during the Trading Period and shall not deal in any transaction involving the purchase or sale of Securities during the Trading Window Closure Period, as referred above or during any other period as may be specified by the Company from time to time.

- 10.7** In case of Employee Stock Ownership Plans, the exercise of an option may be allowed during the Trading Window Closure Period. However, sale of Securities allotted on the exercise of Employee Stock Ownership Plans shall not be allowed during Trading Window Closure Period.

11 DISCLOSURES OF TRADING BY INSIDERS

11.1 General provisions

- 11.1.1** Every public disclosure under this Clause shall be made in such form as may be specified by SEBI from time to time.

- 11.1.2** The disclosures to be made by any person shall include those relating to Trading by such person, Immediate Relatives, and by any other person for whom such person takes Trading decisions.

- 11.1.3** The disclosures of trading in Securities shall also include trading in derivatives of Securities and the traded value of the Derivatives shall be taken into account for the purposes of arriving at the value of trade, subject to trading of such Derivatives is permitted by any law for the time being in force.



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11.2 Reporting Requirements for Transactions in Securities

11.2.1 Every Promoter, Key Managerial Personnel, Designated Persons and Director of the Company shall disclose his/her holding of Securities of the Company including the statement of holdings of dependent family members in the format provided at **Annexure-VI to the Code** as on the date of the Regulations taking effect i.e. May 15, 2015 or such other date(s) as may be notified by SEBI, to the Company within thirty (30) days of the Regulations taking effect. Changes in shareholding shall be intimated to the Compliance Officer in the format provided at **Annexure-VII to the Code**.

11.2.2 Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter shall disclose his/her holding of Securities of the Company as on the date of appointment or becoming a Promoter, to the Company within seven (7) days of such appointment or becoming a Promoter.

11.2.3 Company, at its discretion shall require any other Connected Person or class of Connected Persons to make disclosures of holdings and Trading in Securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with the Regulations.

11.3 Continual Disclosure

Every Promoter and member of Promoter Group, Designated persons and Director of the Company shall disclose to the Company the number of such Securities acquired or disposed of within two (2) trading days of such transaction if the value of the Securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10,00,000 or such other value as may be specified.

11.4 Disclosure by the Company

The Company shall notify the particulars of such Trading (mentioned in Clause 11.3 above) to the Stock Exchanges within two (2) trading days of receipt of the disclosure or from becoming aware of such information.

12 PENALTY FOR CONTRAVENTION OF THE CODE

12.1 Any Designated Person who trades in Securities or communicates any information for Trading in Securities, in contravention of the Code may be penalized and appropriate action may be taken by the Company in the manner stated at **Annexure – VIII to the Code**.

12.2 Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include monetary fine, wage freeze, suspension, ineligibility for future participation in Employee Stock Ownership Plans, etc. at the sole discretion of the Company.

12.3 The action taken by the Company in terms of the penalty provisions shall not preclude SEBI from taking any action in case of violation of the Regulations.

13 INFORMATION TO SEBI IN CASE OF VIOLATION AND CONSEQUENCES OF DEFAULT UNDER THE REGULATIONS

13.1 In case it is observed by the Compliance Officer that there has been a violation of the Code by any person, then the violation shall be informed by the Compliance Officer to the Board promptly and thereafter to stock exchanges.



13.2 If any Insider who-

- (i) either on his own behalf or on behalf of any other person, deals in Securities of a body corporate listed on any stock exchange on the basis of any UPSI; or
- (ii) communicates any UPSI to any person, with or without his request for such information except as required in the ordinary course of business or under any law; or
- (iii) counsels, or procures for any other person to deal in any Securities of any body corporate on the basis of UPSI, shall be liable to a penalty which shall not be less than INR 10 lakhs but which may extend to INR 25 crores or three times the amount of profits made out of Insider Trading, whichever is higher.

This has been inserted in view of section 15 G of the SEBI Act, 1992 read with regulation 10 of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

14 **AMENDMENT**

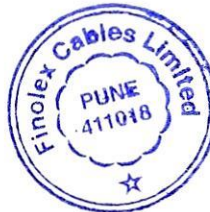
The Board reserves its right to amend or modify the Code in whole or in part, at any time when it deems appropriate without assigning any reason whatsoever to suit the requirements under the applicable SEBI Regulations and other laws. However, no such amendment or modification will be binding unless the same is notified in writing.

15 **CONCLUSION**

All Designated Persons are advised to familiarize themselves with the Regulations and comply with the same, as well as with the Code; both in letter and in spirit. Designated Persons are also advised to ensure compliance by their Immediate Relatives.

For any assistance or clarifications, kindly contact the Compliance Officer of the Company at 020-27506202 / 020 - 27506230 or at the following address Finolex Cables Limited, 26-27, Mumbai Pune Road, Pimpri, Pune – 411018.

Date: 10th August, 2024



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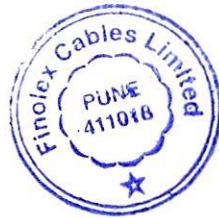
CHAIRMAN



Annexure - I

LIST OF OTHER COMPANIES- HOLDING, SUBSIDIARIES AND ASSOCIATES TO WHOM THE CODE SHALL BE APPLICABLE

S. No.	Name of the Company	Nature of interest in Finolex Cables Limited
1	Finolex J-Power Systems Limited	J V Company
2	Orbit Electricals Private Limited	Shareholder & Promoter group company.



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Annexure - II

FORMAT OF APPLICATION FOR PRE-DEALING APPROVAL

Date:

To,
The Compliance Officer,
Finolex Cables Limited,
Pune

Dear Sir / Madam,

Application for Pre-dealing approval in Securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code to Regulate, Monitor and Report Trading by Insiders, I seek approval to purchase / sell / subscribe to the equity shares of the Company as per details given below:

Name of the Applicant	
Designation	
Number of Securities held as on date	
Folio No. / DP ID / Client ID No.	
The proposal is for	(a) Purchase of Securities (b) Subscription to Securities (c) Sale of Securities
Proposed date of dealing in Securities	
Estimated number of Securities proposed to be acquired / subscribed / sold	
Price at which the transaction is proposed	
Current market price (as on the date of the application)	
Whether the proposed transaction will be through stock exchange or off-market deal	
Folio No. / DP ID / Client ID No. where the Securities will be credited or debited	

I enclose herewith the form of Undertaking signed by me.

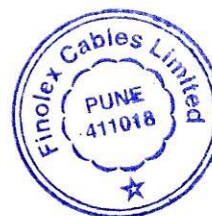
Yours faithfully,

Signature:

Name:

Designation:

Place:



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Annexure - III

FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

UNDERTAKING

To,
The Compliance Officer,
Finolex Cables Limited,
Pune

I,, of the Company residing at, am desirous of dealing in* shares of the Company as mentioned in my application dated for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any Unpublished Price Sensitive Information ("UPSI") as defined in the Company's Code to Regulate, Monitor and Report Trading by Insiders ('Code') up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as Price Sensitive Information for the purpose of the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the Securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within two (2) trading days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 trading days of the receipt of approval, failing which I shall seek pre-clearance.

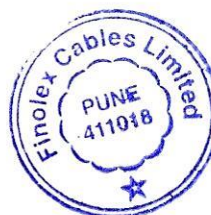
I declare that I have made full and true disclosure in the matter.

Date:

Signature:

Name:

* Indicate number of shares



D. W. Kulkarni



Finolex
Cables Limited
AN IS/ISO 9001 CERTIFIED COMPANY

Annexure - IV

FORMAT FOR PRE- CLEARANCE ORDER

To,
Name :
Designation :
Place :

This is to inform you that your request for dealing in (Nos.) shares of the Company as mentioned in your application dated is approved. Please note that the said transaction must be completed on or before that is within 7 days from today.

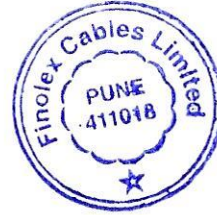
In case you do not execute the approved transaction / deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the Securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within two (2) days from the date of transaction / deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,

for FINOLEX CABLES LIMITED
Compliance Officer

Date:

Encl: Format for submission of details of transaction.



Wadhwa

Annexure -V

FORMAT FOR DISCLOSURE OF TRANSACTIONS
[TO BE SUBMITTED WITHIN 2 DAYS OF TRANSACTION / DEALING IN SECURITIES OF THE COMPANY]

To,
The Compliance Officer,
Finolex Cables Limited,
Pune

I hereby inform that I

- have not bought / sold/ subscribed any Securities of the Company
- have bought/sold/subscribed to _____ Securities as mentioned below on ____ (date)

Name of Holder	No. of Securities dealt with	Bought / Sold / Subscribed	DP ID / Client ID / Folio No.	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of three (3) years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to / from brokers.
3. Extract of bank passbook / statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above Securities for a minimum period of six (6) months. In case there is any urgent need to sell these Securities within the said period, I shall approach the Compliance Officer for necessary approval. (*applicable in case of purchase / subscription*).

I declare that the above information is correct and that no provisions of the Company's Code to Regulate, Monitor and Report Trading by Insiders and / or applicable laws / regulations have been contravened for effecting the above said transactions(s).

Date:

Signature:

Name:

Designation:



FORMAT FOR INITIAL DISCLOSURE OF SECURITIES

To,
The Compliance Officer,
Finolex Cables Limited,
Pune

I,, in my capacity as
..... of the Company hereby submit the following details of Securities held in the
Company as on (date of becoming Designated Person).

I. Details of Securities held by me :

Type of Securities	Number of Securities Held	Folio No.	Beneficiary A/c. Client ID

II. Details of dependent(s) :

Pursuant to the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code to Regulate, Monitor and Report Trading by Insiders, I hereby declare that I have the following dependent(s):

S. No.	Name of Dependent	Relation with Director / Officer / Designated Employee

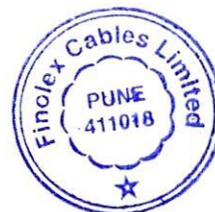
III. Details of Securities held by dependent (s):

Name of Relative	Relationship	Type of Securities	No. of Securities Held	Folio No.	Beneficiary A/c. Client ID

Date :

Signature :

Name :



[Handwritten Signature]

Annexure-VII

DISCLOSURE OF CHANGE IN SHAREHOLDING

To,
The Compliance Officer,
Finolex Cables Limited,
Pune

I,, in my capacity as
..... of the Company hereby submit the following details of change in holding of
Securities of the Company:

Name, PAN No. and address of shareholder	No. of Securities held before the transaction	Receipt of allotment advice / acquisition of / sale of Securities	Nature of transaction and quantity			Trading member through whom the trade was executed with SEBI Registration Number of Trading Member	Exchange on which the trade was executed
			Purchase	Sale	Others		

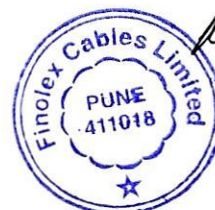
Details of change in Securities held by dependent family members:

Name, PAN No. and address of shareholder	No. of Securities held before the transaction	Receipt of allotment advice / acquisition of / sale of Securities	Nature of transaction and quantity			Trading member through whom the trade was executed with SEBI Registration Number of Trading Member	Exchange on which the trade was executed
			Purchase	Sale	Others		

I / We declare that I / We have complied with the requirement of the minimum holding period of six (6) months with respect to the Securities purchased / sold.

I hereby declare that the above details are true, correct and complete in all respects.

Date:
Signature:
Name:



Annexure - VIII

PENALTY FOR CONTRAVENTION OF CODE TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS

The Code requires Designated Persons and their Immediate Relatives to seek prior approval for any transaction in the Securities of the Company, report such transaction(s) and submit certain periodic reports and documentation. The Code also prohibits any transaction in Securities during Non-Trading Period. It is strongly recommended that the employees go through and strictly adhere to the Code and the SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Code *inter alia* requires:

1. Obtaining pre-clearance for certain transactions;
2. Reporting / declaring transactions in Securities of the Company within a stipulated time period;
3. Prohibition on trading in Securities during Non-Trading Period.

Penal provisions

In terms of the Code, the Company will take appropriate disciplinary action against the defaulters for not complying with the Code. Please note that the following action shall be taken for any non-compliance with the Code, in addition to the actions that may be taken by SEBI or other authorities.

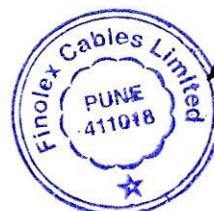
1.	<p>Not obtaining pre-clearance for trading (buying/selling) in the Securities* First instance: Warning Second instance: A fine of upto 5% of the gross value of the transaction Third instance: A fine of upto 10% of the gross value of the transaction Fourth instance: Action as may be decided by the Board of Directors (* this includes trading in Securities above the approved limits)</p>
2.	<p>Delay in reporting / declaring transactions (buy/sell) in the Securities within the stipulated time (including a 'nil' report): First instance: Warning Second instance: A fine of Rs. 1,000/- per day of default upto the first 10 days of default Third instance: A fine of Rs. 2,000/- per day of default upto the first 10 days of default Fourth instance: Action as may be decided by the Board of Directors Note: The amount of fine payable for any delay under this category beyond the first 10 days of default would be decided by the Board of Directors.</p>
3.	<p>Trading during non-trading period (when the trading window is closed) First instance: Warning Second instance: A fine of 10% of the gross value of transaction Third instance: A fine of 20% of the gross value of transaction Fourth instance: Action as may be decided by the Board of Directors</p>
4.	<p>Any other non-compliance with the Code: Appropriate action as may be decided by Board of Directors.</p>

The fine stated hereinabove is payable to the Company and the modalities for paying the fine would be separately communicated by the Compliance Officer to the concerned person.

In case of any doubt or dispute with regard to the interpretation or applicability or otherwise of the provisions of the Code or related provisions, the decision of the Board of Directors shall be final.

In case the Board of Directors is required to review any transaction or impose penalties on one of its own members, the concerned member would excuse himself from the Board of Directors on that matter and not participate.

The above process shall come into force with immediate effect.



[Handwritten signature]