

FINOLEX CABLES LIMITED

Quarter Ending June 2024

Annexure I

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory	The Company's proposal to appoint Mr. Shane Pedder-(NENID) (DIN-03595409) to the Board was defeated since two of the major shareholders voted against the proposals. Consequently, effective 15th June 2024, the Board comprises of 5 members instead of the 6 as required under LODR, 2015. The Company is in search of a right candidate and will comply with the regulations within the statutory timeline. The Company neither intended nor in any way is responsible for disruption of composition of its Board.
Whether the listed entity has a Regular Chairperson	No
Whether Chairperson is related to MD or CEO	No

Sr. No.	Title (Mr/Ms)	Name of the Director	DIN	Category	Disqualification of Directors under section 164 of the Companies Act, 2013					Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
					Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status													
1	Mr	RATNAKAR BARVE	9341821	Executive Director	No	-	-	-	Active	NA	-	30-09-2021	-	-	-	1	0	1	0	-		
2	Mr	ZUBIN F. BILLIMORIA	7144644	Non-Executive - Independent Director	No	-	-	-	Active	Yes	28-09-2022	30-09-2021	30-09-2021	-	27	1	1	1	1	-		
3	Mr	SRIRAMAN RAGHURAMAN	228061	Non-Executive - Independent Director	No	-	-	-	Active	Yes	28-09-2022	30-09-2021	30-09-2021	-	27	1	1	2	1	-		
4	Mrs	VANESSA SINGH	9342022	Non-Executive - Independent Director	No	-	-	-	Active	Yes	28-09-2022	30-09-2021	30-09-2021	-	27	1	1	2	0	-		
5	Mr	NIKHIL MANOHAR NAIK	202779	Non-Executive - Non Independent Director, Chairperson	No	-	-	-	Active	NA	-	30-09-2021	-	-	-	1	0	6	0	-		
6	Mr	SHANE GAIOMURD PEDDER	3595409	Non-Executive - Non Independent Director	No	-	-	-	Inactive	NA	-	20-03-2024	-	15-06-2024	-	0	0	0	0	Others		



Annexure 1
II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson				YES			
Sr. No.	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	7144644	ZUBIN F. BILLIMORIA	Non-Executive - Independent Director	Chairperson	30-09-2021	-	-
2	228061	SRIRAMAN RAGHURAMAN	Non-Executive - Independent Director	Member	30-09-2021	-	-
3	9342022	VANESSA SINGH	Non-Executive - Independent Director	Member	30-09-2021	-	-
4	202779	NIKHIL MANOHAR NAIK	Non-Executive - Non Independent Director	Member	09-02-2024	-	-

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson					YES		
Sr. No.	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	9342022	VANESSA SINGH	Non-Executive - Independent Director	Chairperson	30-09-2021	-	-
2	228061	SRIRAMAN RAGHURAMAN	Non-Executive - Independent Director	Member	30-09-2021	-	-
3	7144644	ZUBIN F. BILLIMORIA	Non-Executive - Independent Director	Member	30-09-2021	-	-
4	202779	NIKHIL MANOHAR NAIK	Non-Executive - Non Independent Director	Member	30-09-2021	-	-

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson				YES			
Sr. No.	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	228061	SRIRAMAN RAGHURAMAN	Non-Executive - Independent Director	Chairperson	30-09-2021	-	-
2	9341821	RATNAKAR BARVE	Executive Director	Member	30-09-2021	-	-
3	9342022	VANESSA SINGH	Non-Executive - Independent Director	Member	30-09-2021	-	-
4	202779	NIKHIL MANOHAR NAIK	Non-Executive - Non Independent Director	Member	30-09-2021	-	-

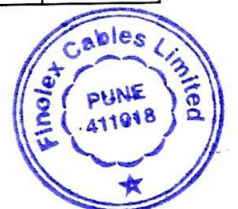
Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson				YES			
Sr. No.	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	7144644	ZUBIN F. BILLIMORIA	Non-Executive - Independent Director	Chairperson	30-09-2021	-	-
2	9341821	RATNAKAR BARVE	Executive Director	Member	30-09-2021	-	-
3	9342022	VANESSA SINGH	Non-Executive - Independent Director	Member	30-09-2021	-	-
4*	0	MAHESH VISWANATHAN	Chief Financial Officer	Member	08-11-2014	-	*

* Mr. Mahesh Viswanathan, Chief Financial Officer of the Company is the member of Risk Management Committee.

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					YES		
Sr. No.	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	228061	SRIRAMAN RAGHURAMAN	Non-Executive - Independent Director	Chairperson	30-09-2021	-	-
2	202779	NIKHIL MANOHAR NAIK	Non-Executive - Non Independent Director	Member	30-09-2021	-	-
3	9341821	RATNAKAR BARVE	Executive Director	Member	30-09-2021	-	-
4	7144644	ZUBIN F. BILLIMORIA	Non-Executive - Independent Director	Member	09-02-2024	-	-
5	3595409	SHANE GAIOMURD PEDDER	Non-Executive - Non Independent Director	Member	23-04-2024	15-06-2024	-



Corporate Governance

Annexure 1

III. Meeting Of Board Of Directors

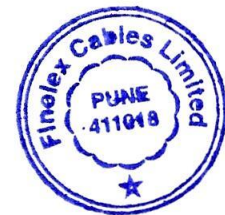
Disclosure of notes on meeting of board of directors explanatory							-
Sr. No.	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive(in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	20-01-2024	-	-		5	5	3
2	09-02-2024	19	-	Yes	5	5	3
3	20-03-2024	39	-	Yes	5	5	3
4	23-04-2024	33	-	Yes	6	6	3
5	23-05-2024	29	-	Yes	6	6	3
6	08-06-2024	15	-	Yes	6	6	3

Corporate Governance

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IV. Meeting Of Committees

Disclosure of notes on meeting of committees explanatory						-				
Sr. No.	Name of Committee	Enter Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (details)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	09-Feb-24	-	-	-	Yes	3	3	3	0
2	Audit Committee	27-Mar-24	46	-	-	Yes	4	4	3	0
3	Audit Committee	23-Apr-24	26	-	-	Yes	4	4	3	0
4	Audit Committee	23-May-24	29	-	-	Yes	4	4	3	0
5	Nomination and remuneration committee	24-Jan-24	-	-	-	Yes	4	4	3	0
6	Nomination and remuneration committee	20-Mar-24	55	-	-	Yes	4	4	3	0
7	Nomination and remuneration committee	23-May-24	63	-	-	Yes	4	4	3	0
8	Stakeholders Relationship Committee	20-Feb-24	-	-	-	Yes	4	4	2	0
9	Stakeholders Relationship Committee	12-Mar-24	20	-	-	Yes	4	4	2	0
10	Stakeholders Relationship Committee	09-May-24	57	-	-	Yes	4	4	2	0
11	Stakeholders Relationship Committee	13-Jun-24	34	-	-	Yes	4	4	2	0
12	Corporate Social Responsibility Committee	24-Jan-24	-	-	-	Yes	3	3	1	0
13	Corporate Social Responsibility Committee	22-May-24	118	-	-	Yes	5	5	2	0
14	Risk Management Committee	24-Jan-24	-	-	-	Yes	3	2	1	1



Annexure 1

V. Related Party Transactions

Sr. No.	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	NA	-
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			-

Annexure 1

Cyber Security Incidence

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	0		
Date of the event	-	Brief details of the event	-



Annexure I

VI. Affirmations

Sr. No.	Subject	Compliance status (Yes/No)
1	The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
2	The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit committee	Yes
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 b. Nomination and remuneration committee	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 c. Stakeholders relationship committee	Yes
5	The composition of the risk management committee 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 of 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 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:	The Company's proposal to appoint Mr. Shane Pedder-(NENID) (DIN-03595409) to the Board was defeated since two of the major shareholders voted against the proposals. Consequently, effective 15th June 2024, the Board comprises of 5 members instead of the 6 as required under LODR, 2015. The Company is in search of a right candidate and will comply with the regulations within the statutory timeline. The Company neither intended nor in any way is responsible for disruption of composition of its Board.

Annexure I

Sr. No.	Subject	Compliance status
1	Name of signatory	GAYATRI BHAGYESH KULKARNI
2	Designation	Compliance Officer

