

Corporate Governance

Quarter Ending : December, 2022

Annexure 1

Composition of Board of Directors

Title	Name of the Director	Category	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	No of Independent Directorship in listed entities including this entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
MR	DEEPAK CHHABRIA	Executive Director, Chairperson related to Promoter	13-02-1992	01-07-2018	NA	NA	1	0	1	0
MR	RATNAKAR BARVE	Executive Director	30-09-2021	30-09-2021	NA	NA	1	0	1	0
MR	ZUBIN F BILLIMORIA	Non-Executive - Independent Director	30-09-2021	30-09-2021	NA	15.01	1	1	1	1
MR	SRIRAMAN RAGHURAMAN	Non-Executive - Independent Director	30-09-2021	30-09-2021	NA	15.01	1	1	2	1
MS	VANESSA SINGH	Non-Executive - Independent Director	30-09-2021	30-09-2021	NA	15.01	1	1	2	0
MR	NIKHIL MANOHAR NAIK	Non-Executive - Non Independent Director	30-09-2021	30-09-2021	NA	NA	1	0	7	0
MR	SHISHIR B DESAI	Non-Executive - Independent Director	01-10-2022	01-10-2022	30-12-2022	2.29	2	2	2	2
MR	AAKASH G GUPTA	Non-Executive - Non Independent Director	01-10-2022	01-10-2022	30-12-2022	2.29	1	0	0	0

Corporate Governance

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Audit Committee

Name of Committee members	Category	Date Of Appointment	Date of Cessation
ZUBIN F. BILLIMORIA	Non-Executive - Independent Director, Chairperson	30-09-2021	-
SRIRAMAN RAGHURAMAN	Non-Executive - Independent Director, Member	30-09-2021	-
VANESSA SINGH	Non-Executive - Independent Director, Member	30-09-2021	-

Nomination and remuneration committee

Name of Committee members	Category	Date Of Appointment	Date of Cessation
VANESSA SINGH	Non-Executive - Independent Director, Chairperson	30-09-2021	-
SRIRAMAN RAGHURAMAN	Non-Executive - Independent Director, Member	30-09-2021	-
ZUBIN F. BILLIMORIA	Non-Executive - Independent Director, Member	30-09-2021	-
NIKHIL MANOHAR NAIK	Non-Executive - Non Independent Director, Member	30-09-2021	-

Stakeholders Relationship Committee

Name of Committee members	Category	Date Of Appointment	Date of Cessation
SRIRAMAN RAGHURAMAN	Non-Executive - Independent Director, Chairperson	30-09-2021	-
DEEPAK CHHABRIA	Executive Director, Member	05-09-1997	-
VANESSA SINGH	Non-Executive - Independent Director, Member	30-09-2021	-
NIKHIL NAIK	Non Executive- Non Independent Director, Member	12-Aug-22	-
RATNAKAR BARVE	Executive Director, Member	30-09-2021	-

Risk Management Committee

Name of Committee members	Category	Date Of Appointment	Date of Cessation
ZUBIN F. BILLIMORIA	Non-Executive - Independent Director, Chairperson	30-09-2021	-
DEEPAK CHHABRIA	Executive Director, Member	08-11-2014	-
VANESSA SINGH	Non-Executive - Independent Director, Member	30-09-2021	-
RATNAKAR BARVE	Executive Director, Member	30-09-2021	-
Mahesh Viswanathan	Chief Financial Officer	08-Nov-14	-

Corporate Social Responsibility Committee

Name of Committee members	Category	Date Of Appointment	Date of Cessation
SRIRAMAN RAGHURAMAN	Non-Executive - Independent Director, Chairperson	30-09-2021	-
DEEPAK CHHABRIA	Executive Director, Member	08-08-2014	-
NIKHIL MANOHAR NAIK	Non-Executive - Non Independent Director, Member	30-09-2021	-
RATNAKAR BARVE	Executive Director, Member	30-09-2021	-

**Annexure 1**

**Meeting of Board of Directors**

Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meeting (in number of days)	Whether requirement of Quorum met
12-08-2022	-		
27-08-2022		14	
24-09-2022		27	
	09-11-2022	45	Yes
	07-12-2022	27	Yes
	29-12-2022	21	Yes

Note: The Board Meeting held on 07-12-2022 dealt with all items on the Agenda except for one for which the meeting was adjourned to 29th December, 2022.

**Meeting of Committees**

Name of Committee	Date(s) of meeting of the committee in the previous quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the current quarter	Maximum gap between any two
Audit Committee	27-07-2022	Yes	Nil	
Audit Committee	12-08-2022	Yes	Nil	42
Audit Committee	24-09-2022	Yes	09-11-2022	45
Nomination and Remuneration Committee	24-09-2022	Yes	Nil	
Corporate Social Responsibility Committee	11-08-2022	Yes	Nil	
Stakeholders Relationship Committee	04-07-2022	Yes	Nil	
Stakeholders Relationship Committee	19-09-2022	Yes	28-11-2022	69
Risk Management Committee	11-08-2022	Yes	Nil	

**Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance
Whether prior approval of audit committee obtained	Yes	-
Whether shareholder approval obtained for material RPT	NA	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-

**Affirmations**

Subject	Compliance status (Yes/No)
The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
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
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
This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes
<b>Any comments/observations/advice of the Board may be mentioned here:</b>	NA

For Finolex Cables Limited

Name: Kamlesh M Shinde  
Designation: Compliance Officer