



Finolex
Cables Limited
AN IS/ISO 9001 CERTIFIED COMPANY

FCL:SEC:SE:24:105

03rd October, 2024

Corporate Relations Department BSE Limited 1st Floor, New Trading Ring Rotunda Building, P J Towers Dalal Street, Fort Mumbai – 400 001	The Manager Listing Department National Stock Exchange of India Ltd 'Exchange Plaza', C-1, Block G, Bandra – Kurla Complex, Bandra (E), Mumbai – 400 051
Scrip Code: 500144	Scrip Code: FINCABLES

Sub: Postal Ballot Notice

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”).

Dear Sir/Madam,

In terms of the above referred regulation, please find enclosed copy of the postal ballot notice (“Postal Ballot Notice”) to seek approval of the shareholders for

- (i) Appointment of Ms. Shefali Shyam (DIN- 03294051) as Non-Executive- Independent Director
- (ii) Appointment of Mr. Satyanarayan Goverdhanlal Bagla (DIN- 00654582) as a Non-Executive- Independent Director

In compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 ,9/2023 dated September 25, 2023 and 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Monday, 30th September, 2024 (“Cut-off date”) seeking their approval as set out in the Postal Ballot Notice.

The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its members. The remote e-voting will commence from Friday, 4th October, 2024 (9:00 a.m. IST) and will end on Sunday, 3rd November 2024 (5:00 p.m. IST). The results of the postal ballot will be announced on or before Tuesday, 5th November 2024.

Registered Office:

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.
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In accordance with the provisions of the MCA Circulars, the Company has arranged for the Members to register their e-mail addresses. Therefore, those Members who have not yet registered their e-mail addresses are requested to register their e-mail address by following the procedure set out in the notes to the Postal Ballot Notice.

The above information will be made available on the website of the Company at www.finolex.com.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For FINOLEX CABLES LIMITED

Gayatri Kulkarni
Assistant Company Secretary
& Compliance Officer

Encl: As above

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Postal Ballot Notice

Pursuant to Section 110 & 108 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear member(s),

Notice is hereby given pursuant to the provisions of Section 110 & 108, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023 and 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below are proposed for appointment of Ms. Shefali Shyam (DIN- 03294051) as a Non- Executive-Independent Director and appointment of Mr. Satyanarayan Goverdhanlal Bagla (DIN- 00654582) as a Non- Executive-Independent Director of the Company for approval of the members of the Company (as on the Cut-off Date), through postal ballot (the "Postal Ballot") only by way of remote e-voting ("e-voting") process. A Statement of Material facts pertaining to the said resolutions and the reasons/rationale thereof form part of this Postal Ballot notice ("the Notice" or "the Postal Ballot Notice").

MCA vide the above mentioned circulars has advised the companies to take all decisions requiring members' approval (other than items of ordinary business or business where any person has a right to be heard) through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act. MCA has further clarified that for companies that are required to provide e-voting facility under the Act while they are transacting any business(es) by Postal Ballot up to September 30, 2025, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis.

The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of National Securities Depository Limited ("NSDL") for facilitating e-voting. The Company has made necessary arrangements with KFin Technologies Limited, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

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E-voting will commence on **Friday, 4th October, 2024 (9:00 a.m. IST)** and will end on **Sunday, 3rd November 2024 (5:00 p.m. IST)**. Members desiring to exercise their vote through e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on Sunday, 3rd November 2024. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his / her report to the Chairman of the Board (the "Chairman") or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced as per the statutory timelines. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice. The Scrutinizer's decision on validity of the votes cast in the postal Ballot shall be final.

The last date of e-voting, i.e., Sunday, 3rd November 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

Resolutions:

Appointment of Ms. Shefali Shyam (DIN- 03294051) as Non-Executive- Independent Director

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and Regulation 17 (1) (c) and 25 (2A) and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations, 2015") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Ms. Shefali Shyam (DIN- 03294051) who was appointed as an Additional Director in the category of an Independent Director with effect from 29th September 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, 2015 who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years till 28th September 2029 and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 read with Schedule V and any other applicable provisions of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder and Regulation 17(6) of the Listing Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Shefali Shyam (DIN- 03294051) be

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paid such fees and remuneration and profit related commission as the Nomination and Remuneration Committee and Board of Directors may approve from time to time and subject to such limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to the Company Secretary or any other Officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Appointment of Mr. Satyanarayan Goverdhanlal Bagla (DIN- 00654582) as a Non-Executive-Independent Director

To consider and if thought fit, to pass the following resolution as a Special Resolution:

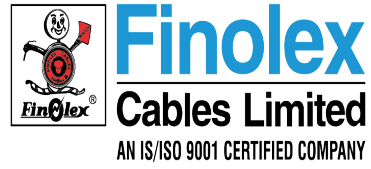
“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and Regulation 17 (1) (c) and 25 (2A) and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations, 2015”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Satyanarayan Goverdhanlal Bagla (DIN- 00654582) who was appointed as an Additional Director in the category of an Independent Director with effect from 29th September 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, 2015 who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years till 28th September 2029 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 read with Schedule V and any other applicable provisions of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder and Regulation 17(6) of the Listing Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Satyanarayan Goverdhanlal Bagla (DIN- 00654582) be paid such fees and remuneration and profit related commission as the Nomination and Remuneration Committee and Board of Directors may approve from time to time and subject to such limits as may be prescribed from time to time.

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RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to the Company Secretary or any other Officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board of Directors
FOR FINOLEX CABLES LIMITED**

**Sd/-
Siddhesh Mandke
Company Secretary
& General Manager (Legal)**

**Place: Pune
Date: 28th September 2024**

Registered Office:
26-27, Mumbai-Pune Road,
Pimpri, Pune - 411018.
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Email: investors@finolex.com



Notes:

- 1) The Statement of material facts pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reason/ rationale for the proposal and details as required under Regulation 36 of the Listing Regulations 2015, SS-2 is also annexed hereto for your consideration.
- 2) In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, 2015, SS-2 and the MCA Circulars, the Company is pleased to provide Remote e-Voting facility to its Members, to enable them to cast their votes electronically.

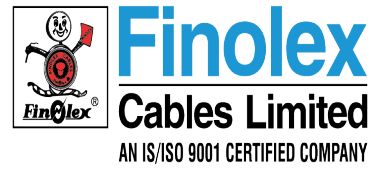
The detailed procedure with respect to Remote e-Voting is mentioned hereunder.

- 3) This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / depository participant(s), or with the Company’s Registrar and Share Transfer Agent i.e., KFin Technologies Limited (“RTA”) in accordance with the provisions of the Act, read with the Rules made thereunder and the framework provided under MCA Circulars as on, Monday, **30th September 2024 (“Cut-off Date”)**. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. A copy of the Postal Ballot Notice is also available on the website of the Company viz www.finolex.com.
- 4) In compliance with Regulation 44 of the Listing Regulations, 2015, as amended read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended (“SEBI Master Circular”) and pursuant to the provisions of Sections 110 & 108 of the Act read with the rules framed thereunder & SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The hard copy of Postal Ballot Notice along with Ballot Forms and pre-paid business envelope will not be sent to the members for this Ballot, in accordance with the exemptions granted by the MCA Circulars. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of this Notice.
- 5) After sending the notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Marathi newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also on the Website of the Company viz. www.finolex.com.

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- 6) The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Sunday, 3rd November 2024. Further, the resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
- 7) The Board has appointed Mr. Mandar Jog- Partner of M/s. Jog Limaye & Associates-Practicing Company Secretaries having Membership No. F9552 and CP No 9798, failing which Ms. Amruta Patil, Partner of M/s. Jog Limaye & Associates, Practicing Company Secretaries having Membership No. A25028 and CP No 27101 as the Scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.
- 8) The Scrutinizer will submit his/her report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting and the result of the e-voting by Postal Ballot will be announced on or before Tuesday, 5th November 2024 and will also be displayed on the Company’s website <https://finolex.com/>, on the website of NSDL www.evoting.nsdl.com, and the stock exchanges i.e. www.bseindia.com and www.nseindia.com.
- 9) Mr. Gitesh Karandikar- AGM – Secretarial bearing Email Id- gitesh_karandikar@finolex.com and Contact No: 020-27475963 (Ext-202) is responsible to address the grievances connected with facility for voting by electronic means.
- 10) All material documents referred to in the Statement of material facts will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternatively, Members may also send their requests to investors@finolex.com or einward.ris@kfintech.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the Postal Ballot.
- 11) In accordance with the MCA Circulars, the Members are requested to take note of the following:

Members holding shares of the Company in electronic form can verify/update their email address and mobile number with their respective DPs. Members can also temporarily update their email address and mobile number with RTA, by following the procedure given below:

- Visit the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
- Select the Company name: Finolex Cables Limited
- Enter DP ID & client ID (in case shares are held in electronic form)/physical folio no. (in case shares are held in physical form) and Permanent Account Number (“PAN”)

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- In case shares are held in physical form, if PAN is not available in the records, please enter any one of the share certificate numbers in respect of the shares held by you.
- Enter the email address and mobile number.
- System will check the authenticity of the DP ID & client ID/physical folio no. and PAN/ share certificate number, as the case may be and send the one-time password (“OTP”) to the said mobile number and email address for validation.
- Enter the OTP received by SMS and email to complete the validation process. (Please note that the OTP will be valid for 5 minutes only).
- In case the shares are held in physical form and PAN is not available, the system will prompt you to upload the self-attested copy of your PAN.
- System will confirm the email address for the limited purpose of serving this Postal Ballot Notice and the e-voting instructions along with the user ID and password.

Alternatively, Members may send an email request to einward.ris@kfintech.com along with the scanned copy of their request letter duly signed by the Member (first member if held jointly), providing the email address, mobile number, self-attested copy of PAN and client master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable RTA to temporarily register their email address and mobile number.

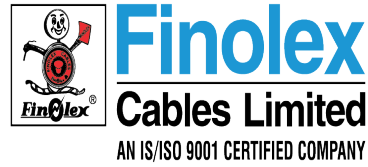
However, Members holding shares in electronic form will have to once again register their email address and mobile number with their DP, to permanently update the said information. In case of any queries, in this regard, Members are requested to write to einward.ris@kfintech.com or contact RTA at number: **022 - 4886 7000**.

- 12) We urge Members to support our commitment to environmental protection by choosing to receive the Company’s communication through an e-mail. Members holding shares in Demat mode, who have not registered their e-mail addresses are requested to register their email addresses with their respective DP and Members holding shares in physical mode are requested to update their email addresses with the Company’s RTA at einward.ris@kfintech.com Members may follow the process detailed below for registration of email ID.

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Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR - 1
	Update of signature of securities holder	Form ISR - 2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	ISR 4
	The forms for updating the above details are available at https://www.finolex.com/investors	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

13) Please note that, the last date for PAN-Aadhaar linking was 30th June 2023. PAN cards not linked with Aadhaar became inoperative after 1st July 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's Registrars & Share Transfer Agent KFin Technologies Limited at einward.ris@kfintech.com. The forms for updating the same are available at www.finolex.com.

E-Voting:

a) In compliance with Regulation 44 of the Listing Regulations, 2015 and Section 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars, the Company is

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pleased to provide facility of e-voting to enable its Members to cast their votes electronically in respect of the resolutions as set out in this Postal Ballot Notice.

- b) The e-voting period commences from **Friday, 4th October, 2024 (9.00 a.m. IST)** and ends on **Sunday, 3rd November 2024, (5.00 p.m. IST)**. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period. Once the vote on the resolutions is cast by the Member, he/she shall not be allowed to change it subsequently.
- c) The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the Cut-off Date i.e. **30th September 2024**.
- d) Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. **30th September 2024**, (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolution as set out in this Postal Ballot Notice only through the e-voting.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing

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User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

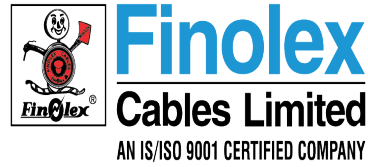
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

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NSDL Mobile App is available on



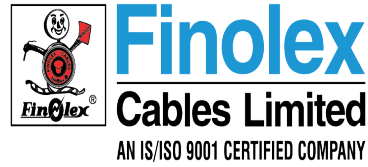
Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of

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	all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2

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i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on <https://www.evoting.nsdl.com/>.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on <https://www.evoting.nsdl.com/>.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

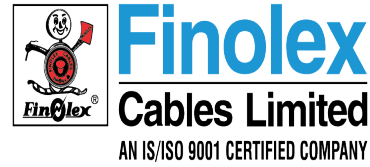
1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with

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attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mandar@msjcs.com with a copy marked to evoting@nsdl.com . Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id & password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@finolex.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (investors@finolex.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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Details of Director seeking appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Secretarial Standard-2 on General Meetings (SS-2) and Statement of Material Facts as required under Section 102 of the Companies Act, 2013 (the "Act")

Appointment of Ms. Shefali Shyam (DIN- 03294051) as Non-Executive- Independent Director

The members are requested to note that Board had appointed Ms. Anita Utamsingh (DIN 07142496) as an Additional Director in the category of Non-Executive Non-Independent Director with effect from 12th September, 2024.

Pursuant to Section 161 of the Companies Act, 2013 approval of shareholders for appointment of Ms. Anita Utamsingh was due in the Annual General Meeting held on 28th September, 2024.

However, pursuant to Section 160(1) of the Companies Act, 2013, the Company did not receive a notice in writing from a member proposing her candidature for the office of a Director, due to which Ms. Anita Utamsingh ceased to be the Director of the Company with effect from 28th September, 2024.

As per Regulation 17 (1) (c) of Listing Regulations, 2015, the Board of Directors of the Company shall comprise of not less than 6 (six) directors. After cessation of Ms. Anita Utamsingh, the Company would have 5 (five) directors on its Board & would be required to appoint one more Director on the Board and also further with a view to strengthen the Board from diversified background, pursuant to the recommendation of Nomination and Remuneration Committee, the Company is proposing the candidature of Ms. Shefali Shyam (DIN- 03294051) who is eligible to be appointed as Non-Executive- Independent director. The Company has received her consent to act as a Director of the Company and other documents to disclose her nature of interest under Section 184 of the Companies Act, 2013.

Brief Profile:

Ms. Shefali Shyam is a graduate from National Law School of India University (NLSIU), Bengaluru. She was general counsel of Arvind Fashions Limited for more than 17 years. She has also worked on the acquisition of and compliance for large brands such as Tommy Hilfiger, Calvin Klein and Sephora as well as smaller D2C brands which are ecommerce focused such as The Label Life. Shefali has also worked with SaaS companies in the retail sector.

She has over 25 years of experience in cross-border transactions, acquisitions and operational requirements in the retail sector mainly relating to premium fashion brands.

Currently, she works with GC Legal and provide services to corporates such as Cocoblu Retail Limited (a retailer on ecommerce marketplaces), Ace Turtle Omni Private Limited (deals with Lee, Wrangler, Dockers and Toys R Us brands), PVH Arvind Fashion Private Limited (a JV company that deals with Calvin Klein and Tommy Hilfiger brands), Kontoor Brands India Private Limited (a sourcing entity for a large US jeans wear company).

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Shefali also serves as a member of and chair anti-harassment committees of several organizations, and as a member of advisory boards to various businesses.

She has fulfilled the statutory criteria for being appointed as an Independent Director.

Pursuant to the recommendation of Nomination and Remuneration Committee (“NRC”) and Section 161 of the Companies Act, 2013, the Board at its meeting held on 28th September, 2024, has appointed her as an Additional Director in the category of Non-Executive-Independent Director of the Company with effect from 29th September, 2024 subject to the approval of the shareholders through Special resolution.

In the opinion of the Board, Ms. Shefali Shyam (DIN- 03294051) fulfils the conditions for independence specified under the Act, the Rules made thereunder and the Listing Regulations, 2015 and such other laws / regulations for the time being in force, to the extent applicable to the Company. The NRC and the Board are of the view that Ms. Shefali Shyam possesses requisite skills, background and experience and are aligned to the role and capabilities identified by the NRC. The Board is satisfied that the appointment of Ms. Shefali Shyam if made will be in the best interest of the Company.

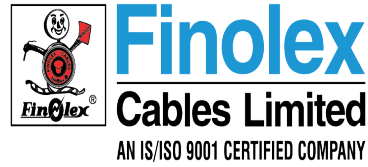
Details pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings

Name of the Director	Ms. Shefali Shyam
Director Identification Number (DIN)	03294051
Date of Birth / Age	09/02/1973, 51 years
Education Qualification	Graduate from NLSIU, Bengaluru
Nature of Expertise in specific Functional Areas	Please refer brief profile mentioned above
Terms and Conditions of appointment	Terms and Conditions of appointment of Non-Executive Independent Director are available on website of the Company also at www.finolex.com
Remuneration last drawn & sought to be paid	<ul style="list-style-type: none">• Remuneration during FY 2023-24 (₹ in Lakh): Not Applicable• Remuneration sought to be paid: Ms. Shefali Shyam shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as

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	may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.
Date of first appointment on the Board	29 th September, 2024
No. of shares held in the Company either by self or as a beneficial owner	NIL
Relationship with other Directors / Manager / Key Managerial Personnel	Not related to any Director/Key Managerial Personnel of the Company.
No. of board meetings attended during the year	NA
Directorship held in other Companies including listed entities (excluding foreign companies)	NIL
Membership/Chairpersonship of Committees across Companies (excluding Foreign Companies)	NIL
Name of the listed entities from which the person has resigned in the past three years	NA

The Company has received:

- (i) consent in writing from Ms. Shefali Shyam to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Ms. Shefali Shyam to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority; and
- (iv) A notice in writing by a member proposing her candidature under Section 160(1) of the Act.

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In the opinion of the Board, Ms. Shefali Shyam fulfils the conditions under the Act, the Rules made thereunder and the Listing Regulations, 2015 and such other laws / regulations for the time being in force, to the extent applicable to the Company.

Thus, the NRC and Board are of the view that Ms. Shefali Shyam possesses requisite skills, capabilities etc. identified by the NRC and the Board. She brings extensive experience in corporate law, cross-border transactions, acquisitions, and operational management. This expertise aligns closely with our company's operations and will significantly enhance our business performance.

In view of expertise and exposure, NRC and the Board consider that association of Ms. Shefali Shyam will immensely benefit the Company and the appointment of Ms. Shefali Shyam if made, will be in the best interest of the Company.

Through this resolution, the Board seeks the approval of the members for the appointment of Ms. Shefali Shyam as Non-Executive- Independent Director of the Company with effect from 29th September, 2024 pursuant to Sections 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and she shall not be liable to retire by rotation.

In accordance with the provisions of Regulation 25(2A) of Listing Regulations, 2015 the appointment of an Independent Director shall be subject to the approval of Members by way of a Special Resolution. In view of the stipulations as contained in the First proviso to Regulation 25(2A) of the Listing Regulations, 2015 if a Special Resolution for the appointment of Ms. Shefali Shyam as an Independent Director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution, and votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of Ms. Shefali Shyam as an Independent Director shall be deemed to have been made under Regulation 25(2A) of the Listing Regulations, 2015. In view of thereof, the approval of the Members for appointment of Ms. Shefali Shyam as an Independent Director is being sought as a Special Resolution (but subject to the provisions contained in Regulation 25(2A) of the Listing Regulations, 2015).

The appointment letter setting out the terms and conditions of appointment as an Independent Director to Ms. Shefali Shyam are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e. Sunday, 3rd November 2024 and is also available on the website of the Company at www.finolex.com.

All the material documents referred to in the Notice and Statement of material facts such as the consent and disclosure of interests etc. are available for inspection without any fees by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e. Sunday, 3rd November 2024.

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Apart from Ms. Shefali Shyam, none of the Directors, Key Managerial Personnel and/or their relatives are deemed to be concerned or interested, directly or indirectly, financially or otherwise, in the proposed resolution.

The Board recommends appointment of Ms. Shefali Shyam as Non-Executive- Independent Director of the Company with effect from 29th September 2024 who will not be liable to retire by rotation by passing of this resolution as a Special Resolution as set forth in this notice for the approval of Members.

Appointment of Mr. Satyanarayan Goverdhanlal Bagla (DIN- 00654582) as a Non- Executive-Independent Director

The members are requested to note that the Board of Directors has identified the need to strengthen its leadership team and believe that appointment of esteemed people, with their extensive experience on the Board, will be a valuable addition. Their expertise in specific areas aligns with our strategic objectives and vision for growth.

Therefore with a view to strengthen the Board from diversified background, pursuant to the recommendation of Nomination and Remuneration Committee, the Company is proposing the candidature of Mr. Satyanarayan Goverdhanlal Bagla (DIN- 00654582) who is eligible to be appointed as an Additional Director in the category of Non-Executive Independent director. The Company has received his consent to act as a Director of the Company and other documents to disclose his nature of interest under Section 184 of the Companies Act, 2013.

Brief Profile:

Mr. Satyanarayan Goverdhanlal Bagla is the Founder partner of M/s Bagla Associates, Chartered accountants having Offices in Mumbai and Surat. He holds rich and varied experience of 33 years as practicing chartered accountant and more than 29 years' experience in bank, statutory, concurrent, revenue, stock audits as a partner in charge and has also handled taxation matters and statutory, internal, tax audits of various private and public sector undertakings. He has successfully represented large corporates such as Teamlease Services Ltd and its subsidiary and associate companies, Sports Technologies P Ltd (Dream11) in Income Tax Department and consulting them regularly on tax matters.

He had an outstanding academic career, throughout school topper, secured positions in all Rajasthan merit list in Board Examinations and stood first in the M.L. Sukhadia University, Udaipur in 1988 in B. Com (Hons.) and awarded gold medal for the same, also won several reputed prizes and awards for academic and extra-curricular activities. He has passed CA exams with ranks on all India basis, 27th rank in CA Inter (Nov. 1989) and 30th in CA Final (May 1991).

He has completed his Articleship Training of three years from July 1988 to June 1991 under M/s. Darak & Porwal, Chartered Accountants, Mumbai and gained good experience in internal and statutory audits of various limited and private limited companies, public sector undertakings, insurance, bank branch audits, tax planning and tax advisory matters etc.

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He is a Life member of CA's Association and ordinary member of Bombay chartered Accountants Society. Also, actively associated with Lions Club of Mumbai Western, Member of CPE study circle and Borivali Kandivali (East) CPE Study Circle of WIRC, Mumbai, Member of on the Committee of Banking Finance and Capital Markets (BFCM) of Western Indian Regional Council of ICAI for the year 2008-09, Member of on the Committee of Corporate Social Responsibility (CSR) of Western Indian Regional Council of ICAI for the year 2017-18, Member of on the Public Relations Committee of Western Indian Regional Council of ICAI for the year 2020-21.

He has completed Certificate Course of Concurrent Audit of Banks and Forensic Accounting and Fraud detection (FAFD) by ICAI and is pursuing DISA course and completed practical training.

He has fulfilled the statutory criteria for being appointed as an Independent Director.

Pursuant to the recommendation of Nomination and Remuneration Committee ("NRC") and Section 161 of the Companies Act, 2013, the Board at its meeting held on 28th September, 2024, has appointed him as an Additional Director in the category of Non-Executive-Independent Director of the Company with effect from 29th September, 2024 subject to the approval of the shareholders through Special resolution.

In the opinion of the Board, Mr. Satyanarayan Goverdhanlal Bagla (DIN- 00654582) fulfils the conditions for independence specified under the Act, the Rules made thereunder and the Listing Regulations, 2015 and such other laws / regulations for the time being in force, to the extent applicable to the Company. The NRC and Board are of the view that Mr. Satyanarayan Goverdhanlal Bagla possesses requisite skills, background and experience and are aligned to the role and capabilities identified by the NRC. The Board was satisfied that the appointment of Mr. Satyanarayan Goverdhanlal Bagla if made, will be in the best interest of the Company.

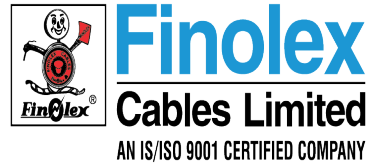
Details pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings

Name of the Director	Mr. Satyanarayan Goverdhanlal Bagla
Director Identification Number (DIN)	00654582
Date of Birth / Age	02/11/1969 , 55 years
Education Qualification	Practicing Chartered Accountant
Nature of Expertise in specific Functional Areas	Please refer brief profile mentioned above

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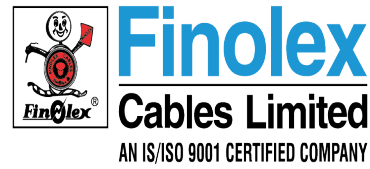


Terms and Conditions of appointment	Terms and Conditions of appointment of Non-Executive Independent Director are available on website of the Company also at www.finolex.com
Remuneration last drawn & sought to be paid	<p>Remuneration during FY 2023-24 (₹ in Lakh): Not Applicable</p> <ul style="list-style-type: none"> Remuneration sought to be paid: <p>Mr. Satyanarayan Bagla shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.</p>
Date of first appointment on the Board	29 th September, 2024
No. of shares held in the Company either by self or as a beneficial owner	NIL
Relationship with other Directors / Manager / Key Managerial Personnel	Not related to any Director/Key Managerial Personnel of the Company.
No. of board meetings attended during the year	NA
Directorship held in other Companies including listed entities (excluding foreign companies)	NIL
Membership/Chairpersonship of Committees across Companies (excluding Foreign Companies)	NIL
Name of the listed entities from which the person has resigned in the past three years	NA

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The Company has received:

- (i) consent in writing from Mr. Satyanarayan Bagla to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Satyanarayan Bagla to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority; and
- (iv) A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

In the opinion of the Board, Mr. Satyanarayan Bagla fulfils the conditions under the Act, the Rules made thereunder and the Listing Regulations, 2015 and such other laws / regulations for the time being in force, to the extent applicable to the Company.

Thus, the NRC and Board are of the view that Mr. Satyanarayan Bagla possesses requisite skills, capabilities etc. identified by the NRC and the Board. He brings extensive experience in accountancy, bank, statutory, concurrent, revenue, stock audits and taxation matters.

This expertise aligns closely with our company's requirement and will significantly help our Company.

In view of expertise and exposure, NRC and the Board consider that association of Mr. Satyanarayan Bagla will immensely benefit the Company and the appointment of Mr. Satyanarayan Bagla if made, will be in the best interest of the Company.

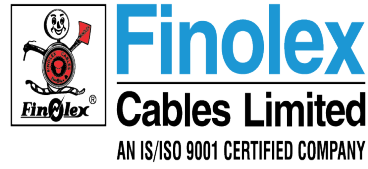
Through this resolution, the Board seeks the approval of the members for the appointment of Mr. Satyanarayan Bagla as Non-Executive- Independent Director of the Company with effect from 29th September, 2024 pursuant to Sections 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

In accordance with the provisions of Regulation 25(2A) of Listing Regulations, 2015, the appointment of an Independent Director shall be subject to the approval of Members by way of a Special Resolution. In view of the stipulations as contained in the First proviso to Regulation 25(2A) of the Listing Regulations, 2015 if a Special Resolution for the appointment of Mr. Satyanarayan Bagla as an Independent Director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution, and votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of Mr. Satyanarayan Bagla as an Independent Director shall be deemed to have been made under Regulation 25(2A) of the Listing Regulations, 2015. In view of thereof, the approval of the Members for appointment of Mr. Satyanarayan Bagla as an Independent Director is being sought as a Special

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Resolution (but subject to the provisions contained in Regulation 25(2A) of the Listing Regulations, 2015).

The appointment letter setting out the terms and conditions of appointment as an Independent Director to Mr. Satyanarayan Bagla are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e. Sunday, 3rd November 2024 and is also available on the website of the Company at www.finolex.com.

All the material documents referred to in the Notice and Statement of material facts such as the consent and disclosure of interests etc. are available for inspection without any fees by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e. Sunday, 3rd November 2024.

Apart from Mr. Satyanarayan Bagla, none of the Directors, Key Managerial Personnel and/or their relatives are deemed to be concerned or interested, directly or indirectly, financially or otherwise, in the proposed resolution.

The Board recommends appointment of Mr. Satyanarayan Bagla as Non-Executive-Independent Director of the Company with effect from 29th September 2024 who will not be liable to retire by rotation by passing of this resolution as a Special Resolution as set forth in this notice for the approval of Members.

**By Order of the Board of Directors
FOR FINOLEX CABLES LIMITED**

**Sd/-
Siddhesh Mandke
Company Secretary
& General Manager (Legal)**

Place: Pune

Date: 28th September 2024

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