



**Finolex**  
**Cables Limited**  
AN IS/ISO 9001 CERTIFIED COMPANY

FCL:SEC:SE:24: 110

15<sup>th</sup> 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 Mr. Pravin Ahire (DIN- 10796692) as an Whole Time Director
- (ii) Appointment of Ms. Lipi Todi (DIN- 07142496) as a Non-Executive Independent Director
- (iii) Appointment of Mr. Anoop Krishna (DIN- 08068261) as a Non-Executive Independent Director
- (iv) Appointment of Mr. Sanjay Mathur (DIN- 00029858) 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”), and the Securities and Exchange Board of India's Circular dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 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 Friday, 11<sup>th</sup> October, 2024 (“Cut-off date”) seeking their approval as set out in the Postal Ballot Notice.

**Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531

**XCEEDS**  
**EXPECTATIONS**



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 Wednesday, 16<sup>th</sup> October, 2024 (9:00 a.m. IST) and will end on Thursday, 14<sup>th</sup> November 2024 (5:00 p.m. IST). The results of the postal ballot will be announced on or before Saturday, 16<sup>th</sup> November 2024.

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](http://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



## 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") and the Securities and Exchange Board of India's Circular dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, 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

1. Mr. Pravin Ahire (DIN- 10796692) as Whole Time Director
2. Ms. Lipi Todi (DIN- 07142496) as a Non- Executive-Independent Director
3. Mr. Anoop Krishna (DIN- 08068261) as a Non- Executive-Independent Director
4. Mr. Sanjay Mathur (DIN- 00029858) as a Non- Executive- Independent Director

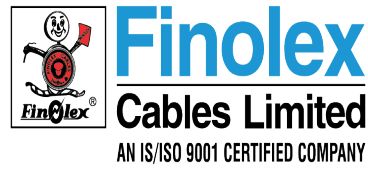
for approval of the members of the Company (as on the Cut-off Date), through postal ballot (the "Postal Ballot") only by way of remote e-voting ("e-voting") process. A Statement of Material facts pertaining to the said resolutions and the reasons/rationale thereof form part of this Postal Ballot notice ("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.

**Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531

**XCEEDS**  
**XPECTATIONS**



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.

E-voting will commence on **Wednesday, 16<sup>th</sup> October, 2024 (9:00 a.m. IST)** and will end on **Thursday, 14<sup>th</sup> 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 **Thursday, 14<sup>th</sup> 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., **Thursday, 14<sup>th</sup> November 2024 (5:00 p.m. IST)**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

### **Resolutions:**

#### **Appointment of Mr. Pravin Ahire (DIN- 10796692) as Whole Time Director**

*To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:*

“**RESOLVED THAT** pursuant to the provisions of the Sections 196, 197, 203 of the Act and other applicable provisions, if any, Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the consent of the Company be and is hereby accorded for the appointment and terms of the appointment including remuneration of Mr. Pravin Ahire (DIN- 10796692), as the Whole-time Director of the Company, 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, for a term of five consecutive years commencing from 14<sup>th</sup> October 2024 up to 13<sup>th</sup> October 2029, upon the terms and conditions of appointment and remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, and as set out in the explanatory

#### **Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531

**XCEEDS**  
**EXPECTATIONS**



statement attached to this postal ballot notice including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of Section 197 of the Act (subject to such approval as required), with liberty to the Board (which includes a duly constituted Committee of the Board) to alter and vary the terms and conditions of the said appointment as it may deem fit and in such manner as may be agreed to between the Board and of Mr. Pravin Ahire and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

### **Appointment of Ms. Lipi Todi (DIN- 07142496) 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, Ms. Lipi Todi (DIN- 07142496) who was appointed as an Additional Director in the category of an Independent Director with effect from 14<sup>th</sup> October 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 13<sup>th</sup> October 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. Lipi Todi (DIN- 07142496) 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.

#### **Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531

**XCEEDS  
EXPECTATIONS**



**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.”

**Mr. Anoop Krishna (DIN- 08068261) 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. Anoop Krishna (DIN- 08068261) who was appointed as an Additional Director in the category of an Independent Director with effect from 14<sup>th</sup> October 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 13<sup>th</sup> October 2029 and that he shall not be liable to retire by rotation.

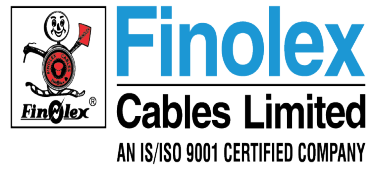
**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 read with Schedule V and any other applicable provisions of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder and Regulation 17(6) of the Listing Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anoop Krishna (DIN- 08068261) 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.

**Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531

**XCEEDS  
EXPECTATIONS**





**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.”

**Mr. Sanjay Mathur (DIN- 00029858) as a Non- Executive-Independent Director**

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

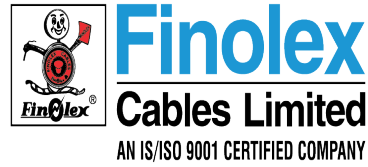
**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and Regulation 17 (1) (c) and 25 (2A) and other applicable provisions, if any, of SEBI (Listing Obligations 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. Sanjay Mathur (DIN- 00029858) who was appointed as an Additional Director in the category of an Independent Director with effect from 14<sup>th</sup> October 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 13<sup>th</sup> October 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. Sanjay Mathur (DIN- 00029858) 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.

**Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531

**XCEEDS  
EXPECTATIONS**



**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.”

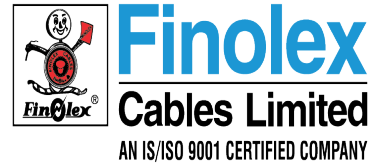
**By Order of the Board of Directors  
FOR FINOLEX CABLES LIMITED**

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

**Place: Pune  
Date: 14<sup>th</sup> October 2024**

**Registered Office:**  
26-27, Mumbai-Pune Road,  
Pimpri, Pune - 411018.  
CIN: L31300MH1967PLC016531  
Email: [investors@finolex.com](mailto: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.

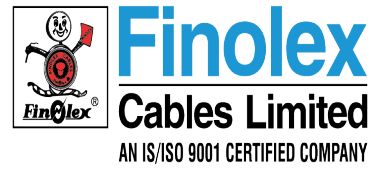
The detailed procedure with respect to Remote e-Voting is mentioned hereunder.

- 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, **Friday, 11<sup>th</sup> October 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](http://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

**Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531

**XCEEDS**  
**XPECTATIONS**



the district, where the Registered Office of the Company is situated, and also on the Website of the Company viz. [www.finolex.com](http://www.finolex.com).

- 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., Thursday, 14<sup>th</sup> 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 Saturday, 16<sup>th</sup> November 2024 and will also be displayed on the Company's website <https://finolex.com/>, on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com), and the stock exchanges i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
- 9) Mr. Gitesh Karandikar- AGM – Secretarial bearing Email Id- [gitesh\\_karandikar@finolex.com](mailto:gitesh_karandikar@finolex.com) and Contact No: 020-27506202 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](mailto:investors@finolex.com) or [einward.ris@kfintech.com](mailto: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

**Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531

**XCEEDS**  
**XPECTATIONS**



- 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”)
- 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](mailto: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.

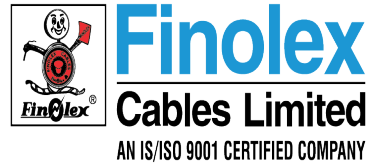
However, Members holding shares in electronic form will have to once again register their email address and mobile number with their DP, to permanently update the said information. In case of any queries, in this regard, Members are requested to write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) 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](mailto:einward.ris@kfintech.com) Members may follow the process detailed below for registration of email ID.

**Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531

**XCEEDS  
EXPECTATIONS**



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 <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> 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 <a href="https://www.finolex.com/investors">https://www.finolex.com/investors</a>	
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 30<sup>th</sup> June 2023. PAN cards not linked with Aadhaar became inoperative after 1<sup>st</sup> 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](mailto:einward.ris@kfintech.com). The forms for updating the same are available at [www.finolex.com](http://www.finolex.com).

**Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531





### **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 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 **Wednesday, 16<sup>th</sup> October 2024 (9.00 a.m. IST)** and ends on **Thursday, 14<sup>th</sup> 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. **Friday, 11<sup>th</sup> October 2024**.
- d) Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. **11<sup>th</sup> October 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.

#### **Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531

**XCEEDS  
EXPECTATIONS**



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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>





**Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
 Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531





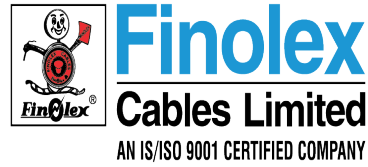


	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store     Google Play</p> <div style="display: flex; justify-content: space-around;"></div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 is 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.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered</li></ol>

**Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531

**XCEEDS**  
**EXPECTATIONS**



	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 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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.

**Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531



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 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**

**Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531

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](mailto: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?**

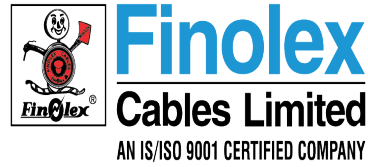
1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
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

#### **Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531



attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [mandar@msjcs.com](mailto:mandar@msjcs.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto: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](mailto: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](mailto: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](mailto: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.

**Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531

**XCEEDS**  
**XPECTATIONS**



**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")**

**Mr. Pravin Ahire (DIN- 10796692) as Whole Time Director**

Mr. Pravin Ahire is currently working as a Sr. Vice President-Works and he is associated with the Company since last 15 years and has become a key member of the Leadership Team. Since then, he has led operations overseeing business integration, transformation, and B2B functions, while collaborating closely with the Senior Management of the Company.

Recognizing Mr. Pravin Ahire's significant contributions and aligning with the Company's talent strategy, a proposal was made to appoint him as a Whole Time Director. Based on the Nomination and Remuneration Committee's recommendation, the Board appointed Pravin Ahire as an Additional Director of the Company, effective 14<sup>th</sup> October 2024 for a term of 5 years until 13<sup>th</sup> October 2029. During his tenure as Director of the Company, he shall not be subject to retirement by rotation in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company.

Furthermore, the appointment of Mr. Pravin Ahire as a Whole-time Director effective 14<sup>th</sup> October 2024, and the terms and conditions of such appointment, including remuneration, are subject to the approval of the shareholders, as per the relevant provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation")

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. Pravin Ahire- Sr. Vice President Works, aged 49, has been working in the Company since last 15 years and has rich experience in more than 25 years in production planning and control, Process engineering, Cable designing, product development, maintenance and projects in optical fibre cables, data cables (LAN Cables), jelly filled copper telecommunication cables, low and medium voltage power cables, and Domestic Cables (house wire).

Mr. Ahire has successfully led teams of over 800 employees and managed five communications units, demonstrating a proven track record of high performance in demanding environments. His expertise lies in effective planning and rapid analysis, allowing him to navigate multidisciplinary processes and develop practical solutions. He is well-versed in lean manufacturing practices, including 5S and OEE.

Before Finolex he worked with Sterlite, Silvassa (UT of D&NH) as Unit Operations Head 2000-2007 and Gujarat Telephone Cables Pvt. Ltd., as senior Process Engineer.

**Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531

**XCEEDS  
EXPECTATIONS**





Highly adaptable and eager to learn, Mr. Ahire is committed to excellence and proficient in creating and implementing functional strategies that align with organizational goals. He consistently maintains high productivity within budgetary and time constraints. His leadership style encompasses effective decision-making and motivation, complemented by experience in education and facilitating productive change.

As an innovative and resourceful leader, he excels in guiding diverse teams toward achieving time-sensitive objectives. He is skilled at navigating cross-cultural environments and effectively managing conflicts to enhance client satisfaction. Additionally, he possesses a keen ability to identify and convert opportunities into actionable plans while multitasking, all while being a creative thinker who adapts to dynamic environments and develops effective budgetary strategies.

He successfully led the relocation, installation, and commissioning of a data cables plant from Feltham, UK, to India within a tight timeframe of 30 days, facilitating immediate commencement of commercial production. Developed critical optical fiber and data cable products, achieving approvals from key clients, including Reliance Infocom, Tyco, Molex, TVS Net, Dax Networks, and ADC Krone. Accomplished 8-10% cost reduction on existing products through effective design and process control, along with a 3-5% reduction by optimizing vendor development for raw materials. Employed advanced planning techniques to enhance production efficiency, lowering scrap rates from 7% to just 2% through strategic machine loading and manpower selection. Designed innovative, cost-effective cable solutions that surpassed existing market offerings. Recognized with multiple star performance awards for exceptional contributions to the organization. Played a pivotal role in securing UL approvals for Cat5e and Cat6 UTP cables during my tenure at Sterlite. Implemented 5S, OEE, and PDOFS methodologies at General Cable's Sonapat plant, significantly boosting operational efficiency. Additionally, modified older machinery to develop an efficient heating system for curing medium voltage cores, leading to substantial fuel savings. Successfully implemented 5S, OEE, and PDOFS at General Cable's Sonapat plant, enhancing operational efficiency. Modified older machines at General Cable, developing an efficient heating system for curing medium voltage cores, resulting in significant fuel savings.

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 14<sup>th</sup> October, 2024, has appointed him as an Additional Director in the category of Executive- Director of the Company with effect from 14<sup>th</sup> October, 2024 subject to the approval of the shareholders through Ordinary resolution.

In light of the aforementioned facts and recognizing the valuable experience and expertise that Mr. Pravin Ahire brings to the Company, the Board recommends the approval of shareholders for appointment Mr. Pravin Ahire as a Whole-time Director, designated as "Executive Director" as detailed out in resolution. Specific details regarding his areas of expertise are provided in the Annexure to this Notice.

The NRC and the Board are of the view that Mr. Pravin Ahire possesses requisite skills, background and experience and are aligned to the role and capabilities identified by the NRC.

**Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531

**XCEEDS**  
**XPECTATIONS**



The Board is satisfied that the appointment of Mr. Pravin Ahire if made, will be in the best interest of the Company.

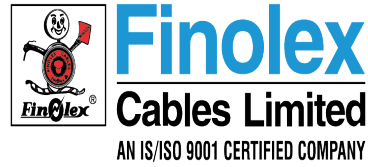
**Details pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings**

Name of the Director	Mr.Pravin Ahire	
Director Identification Number (DIN)	10796692	
Date of Birth / Age	04/11/1975, 49 years	
Education Qualification	B.E Mechanical.	
Nature of Expertise in specific Functional Areas	Please refer brief profile mentioned above	
Terms and Conditions of appointment	Terms and Conditions of appointment of Executive Director are available on website of the Company also at <a href="http://www.finolex.com">www.finolex.com</a>	
Remuneration last drawn & sought to be paid	BASIC	2,40,000.00
	HRA	96,000.00
	EDUCATION ALLOW	5,000.00
	SOFT FURNISHING ALLO	5,000.00
	CANTEEN ALLOWANCE	400.00
	LTA	20,000.00
	MEDICAL	20,000.00
	ad-hoc	213.00
	PLI	48,000.00
	DRIVER REIMB.	13,000.00
	PETROL REIMB.	13,000.00
	Other Benefits including Bonus, Gratuity and superannuation at applicable rates/ as per rules of the Company applicable to employees of his grade and scale	
Date of first appointment on the Board	14 <sup>th</sup> October 2024	
No. of shares held in the Company either by self or as a beneficial owner	NIL	
Relationship with other Directors / Manager / Key Managerial	Not related to any Director/Key Managerial Personnel of the Company.	

**Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531

**XCEEDS  
EXPECTATIONS**



Personnel	
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 Mr. Pravin Ahire 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. Pravin Ahire 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. Pravin Ahire 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. Pravin Ahire possesses requisite skills, capabilities etc. identified by the NRC and the Board. He brings extensive experience in production planning and control, Process engineering, Cable designing, product development, maintenance and projects in optical fibre cables, data cables jelly filled copper telecommunication cables, low and medium voltage power cables, and Domestic Cables (house wire). 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 Mr. Pravin Ahire will immensely benefit the Company and the appointment of Mr. Pravin Ahire, if made, will be in the best interest of the Company.

**Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531

**XCEEDS**  
**XPECTATIONS**



Through this resolution, the Board seeks the approval of the members for the appointment of Mr. Pravin Ahire as Whole Time Director of the Company with effect from 14<sup>th</sup> October 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.

The appointment letter setting out the terms and conditions of appointment as an Whole time Director to Mr. Pravin Ahire 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. Thursday, 14<sup>th</sup> November 2024 and is also available on the website of the Company at [www.finolex.com](http://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. Thursday, 14<sup>th</sup> November 2024.

Apart from Mr. Pravin Ahire, 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. Pravin Ahire as Whole Time Director of the Company with effect from 14<sup>th</sup> October 2024 who will not be liable to retire by rotation by passing of this resolution as an Ordinary Resolution as set forth in this notice for the approval of Members.

#### **Appointment of Ms. Lipi Todi (DIN- 07142496) as a Non- Executive-Independent Director**

The Board of Directors recognizes the importance of enhancing our leadership team. We believe that appointing esteemed individuals with extensive experience on the Board will be a significant asset. Their expertise in key areas aligns seamlessly 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 Ms. Lipi Todi (DIN- 07142496) who is eligible to be appointed as an Director in the category of 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. Lipi is a Chartered Accountant and Company Secretary with over 13 years of experience. She has diploma in IFRS from ACCA (UK affiliated) and also holds degree of Bachelor of Commerce (Honours) from Calcutta University.

#### **Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531

**XCEEDS**  
**XPECTATIONS**



Currently she is working with Elkem (Norwegian group) and serving as a Company Secretary and Manger Finance to the Indian entity known as Elkem South Asia Private Limited. Here she is responsible for the Finance, debtor management, secretarial, legal and CSR activities. She is also a member of POSH committee.

She started her career with IFB group, wherein she was part of internal audit, management audit, financial and secretarial team.

Her key roles during her tenure in IFB were core member in the implementation of IND AS in 2016. She is proficient in drafting the annual accounts of listed entities in compliance with IND AS. She also has experience in doing the quarterly closing of listed entities and liaisons with statutory auditors (including Big 4 firms). She has hands on in drafting accounting policies. She also handled annual closure for several other entities. She has worked closely with Bankers to get the credit approvals. She successfully implemented several process improvements. Establishing and maintaining robust internal controls to safeguard the company's assets and ensure adherence to accounting principles and regulatory standards. She has closely worked with the management team in establishing strategies.

She also led the Compliance team during the implementation of Companies Act 2013 and simultaneous amendments in SEBI (LODR), as the group was having few listed entities. She has worked on preferential issues both for listed and private entities independently. She has also served as a Company secretary for few entities. She is well versed with the Board room strategies. Taken care of secretarial compliances for listed and other entities. She was the chairperson of the POSH Committee.

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

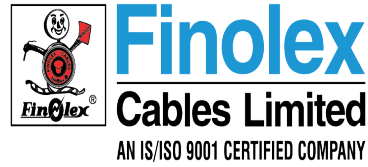
Pursuant to the recommendation of Nomination and Remuneration Committee ("NRC") and Section 161 of the Companies Act, 2013, the Board at its meeting held on 14<sup>th</sup> October 2024, has appointed her as an Additional Director in the category of Non-Executive-Independent Director of the Company with effect from 14<sup>th</sup> October 2024 subject to the approval of the shareholders through Special resolution.

In the opinion of the Board, Ms. Lipi Todi (DIN- 07142496) 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 Ms. Lipi Todi possesses requisite skills, background and experience which are aligned to the role and capabilities identified by the NRC. The Board is satisfied that the appointment of Ms. Lipi Todi, if made, will be in the best interest of the Company.

**Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531

**XCEEDS  
EXPECTATIONS**



**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**

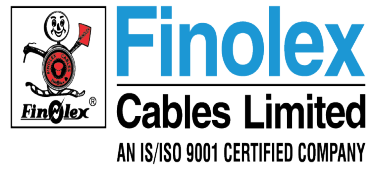
Name of the Director	Ms. Lipi Todi
Director Identification Number (DIN)	07142496
Date of Birth / Age	31 <sup>st</sup> July 1985, 39 years
Education Qualification	Chartered Accountant and Company Secretary
Nature of Expertise in specific Functional Areas	Please refer brief profile mentioned above
Terms and Conditions of appointment	Terms and Conditions of appointment of Non-Executive Independent Director are available on website of the Company also at <a href="http://www.finolex.com">www.finolex.com</a>
Remuneration last drawn & sought to be paid	Ms. Lipi Todi 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.
Date of first appointment on the Board	14 <sup>th</sup> October 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

**Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531

**XCEEDS  
EXPECTATIONS**





The Company has received:

- (i) consent in writing from Ms. Lipi Todi 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. Lipi Todi 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.

In the opinion of the Board, Ms. Lipi Todi 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. Lipi Todi possesses requisite skills, capabilities etc. identified by the NRC and the Board. She 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 Ms. Lipi Todi will immensely benefit the Company and the appointment of Ms. Lipi Todi 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. Lipi Todi as Non-Executive- Independent Director of the Company with effect from 14<sup>th</sup> October 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. Lipi Todi 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. Lipi Todi 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.

**Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531

**XCEEDS**  
**XPECTATIONS**



Lipi Todi 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. Lipi Todi 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. Thursday, 14<sup>th</sup> November 2024 and is also available on the website of the Company at [www.finolex.com](http://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. Thursday, 14<sup>th</sup> November 2024.

Apart from Ms. Lipi Todi, 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. Lipi Todi as Non-Executive- Independent Director of the Company with effect from 14<sup>th</sup> October 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.

#### **Mr. Anoop Krishna (DIN- 08068261) as a Non- Executive-Independent Director**

The Board of Directors recognizes the importance of enhancing our leadership team. We believe that appointing esteemed individuals with extensive experience on the Board will be a significant asset. Their expertise in key areas aligns seamlessly 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. Anoop Krishna (DIN- 08068261) who is eligible to be appointed as an 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. Anoop Krishna, aged 66 years, is an accomplished banking professional with over 42 years of experience in the financial sector. Mr. Anoop has a strong academic background, holding a graduate degree with Honours in Humanities and various executive management qualifications such as Certified Associate of Indian Institute of Bankers (CAIIB) which have equipped him with the skills necessary to excel in complex financial environments.

#### **Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531

**XCEEDS**  
**XPECTATIONS**



He began his career as a Probationary Officer in 1982 with the State Bank of India (SBI) and quickly rose through the ranks, serving as Branch Manager, Regional Manager, and eventually Chief General Manager of the Mid Corporate Group for Northern and Eastern India. His achievements include ensuring the best of the services to thousands of Customers both on Assets as well as Liability side, from a public sector platform. He has handled all products of Retail Banking extensively and ensured computerisation of manually operated Branches. He demonstrated exceptional leadership by motivating teams to adapt to technological changes and effectively managing large corporate portfolios, achieving consistent growth while maintaining control over non-performing assets. His strategic insights and risk management skills were instrumental during challenging periods in the steel and power sectors, where he successfully restructured stressed assets.

Mr. Anoop continued to make significant contributions to the financial industry as an Executive Director at Paisalo Digital Ltd and a Senior Advisor at Grant Thornton, among other roles. He has been actively involved in providing advisory services on corporate resolutions, debt syndication, and innovative financial solutions. Mr. Anoop's extensive experience and commitment to fostering a collaborative work environment reflect his strengths as a team builder and a dedicated leader in the finance sector.

He practiced successfully the traits of motivational leadership and also motivated the computer illiterate employees to become tech savvy. He acted as key motivator in this transformational journey. He accomplished the art of adaptability, flexibility, analysing and understanding complex Human Machine situations, marketing, Human Resource's management and how to channelise trade unions in a positive and constructive engagement.

Post superannuation, he joined a mid-sized NBFC Paisalo Digital Ltd and currently holding position of an Executive director. He achieved partnership of six PSU Banks including SBI for Co lending model with Paisalo Digital Ltd.

He then worked with Grant Thornton (GT) in Feb 2018 as a Senior Advisor at Mumbai till September 2023 for corporate clients on Corporate Resolutions, Debt Syndication, Structuring, Acquisition, managing complex financial deals, Resolution for SMAs etc. Generated and successfully converted around 15 Corporates as business for GT.

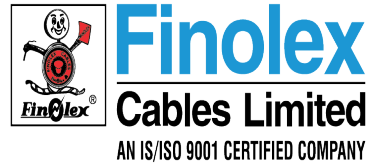
He is also associated with Luthra & Luthra, a niche legal firm in August 2022 as senior advisor for cases under IBC. Buy side advisory and hand holding corporates for acquisition of stressed assets under IBC Process, Preparation of Resolution plans, presentation, and negotiation with the lenders. He also provides hand holding to the corporates for implementation of resolution plan post NCLT approval.

He is also working as Senior Advisor with Easy Pay Pvt Ltd, a Fintech company for providing digital solutions to banks and NBFCs for asset and Liability side products, various digital payments solutions to Financial Companies and Government Departments and providing Innovative digital solutions for various smart city projects.

**Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531

**XCEEDS**  
**XPECTATIONS**



He is also working as an external member on Independent Advisory Committee of ARCIL and last but not the least as Senior Advisor to Modulus alternatives investment fund which invests in performing assets across all sectors.

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 14<sup>th</sup> October 2024, has appointed him as an Additional Director in the category of Non-Executive-Independent Director of the Company with effect from 14<sup>th</sup> October 2024 subject to the approval of the shareholders through Special resolution.

In the opinion of the Board, Mr. Anoop Krishna (DIN- 08068261) 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. Anoop Krishna (DIN- 08068261) 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 Mr. Anoop Krishna (DIN- 08068261) 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. Anoop Krishna
Director Identification Number (DIN)	08068261
Date of Birth / Age	01/01/1958, 66 years
Education Qualification	Degree with Honours in Humanities and various executive management qualifications such as Certified Associate of Indian Institute of Bankers (CAIB)
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 <a href="http://www.finolex.com">www.finolex.com</a>
Remuneration last drawn & sought to be paid	Mr. Anoop Krishna 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.

**Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531

**XCEEDS**  
**XPECTATIONS**



Date of first appointment on the Board	14 <sup>th</sup> October 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 Mr. Anoop Krishna (DIN- 08068261) 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. Anoop Krishna (DIN- 08068261) 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. Anoop Krishna (DIN- 08068261) 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.

**Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531

**XCEEDS**  
**XPECTATIONS**





Thus, the NRC and Board are of the view that Mr. Anoop Krishna (DIN- 08068261) possesses requisite skills, capabilities etc. identified by the NRC and the Board. He brings extensive experience in art of adaptability, flexibility, analysing and understanding complex Human Machine situations, marketing, Human Resource's management and how to channelise trade unions in a positive and constructive engagement. 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. Anoop Krishna (DIN- 08068261) will immensely benefit the Company and the appointment of Mr. Anoop Krishna (DIN- 08068261) 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. Anoop Krishna (DIN- 08068261) as Non-Executive- Independent Director of the Company with effect from 14<sup>th</sup> October 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. Anoop Krishna (DIN- 08068261) 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. Anoop Krishna (DIN- 08068261) 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. Anoop Krishna (DIN- 08068261) 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 Mr. Anoop Krishna (DIN- 08068261) 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. Thursday, 14<sup>th</sup> November 2024 and is also available on the website of the Company at [www.finolex.com](http://www.finolex.com).

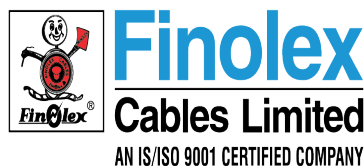
All the material documents referred to in the Notice and Statement of material facts such as the consent and disclosure of interests etc. are available for inspection without any fees by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e. Thursday, 14<sup>th</sup> November 2024.

**Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531

**XCEEDS**  
**XPECTATIONS**





Apart from Mr. Anoop Krishna (DIN- 08068261), 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. Anoop Krishna (DIN- 08068261) as Non-Executive- Independent Director of the Company with effect from 14<sup>th</sup> October 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. Sanjay Mathur (DIN- 00029858) as a Non- Executive- Independent Director**

Members are requested to note that as the Company continue to navigate the dynamic landscape of industry, it has become increasingly clear that strengthening Company's leadership team is essential for Company's growth and success. The appointment of a new director will bring valuable expertise and fresh perspectives that align with Company's strategic goals. This addition will not only enhance Board's decision-making capabilities but also help effectively respond to challenges and seize new opportunities.

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. Sanjay Mathur (DIN- 00029858) who is eligible to be appointed as an 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. Sanjay Mathur, aged 60 years is an experienced business leader with over 19 years (out of 34 years executive and 4 years entrepreneurial) of executive and board-level experience across Oil & Gas, Chemicals, and FMCG sectors. He has a proven track record in corporate governance, risk management, and strategic advisory, strong expertise in leading public companies, ensuring regulatory compliance, and delivering sustainable business growth. He is adept at providing independent judgment and strategic guidance to boards, fostering long-term value creation while driving ESG (Environmental, Social, and Governance) initiatives.

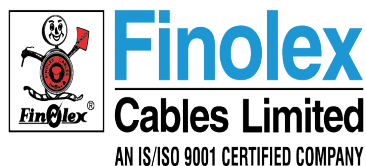
His educational qualification includes Master of Marketing (Retail & Wholesale) – Monash University, Melbourne, Australia, Bachelor of Chemical Engineering & Technology – Panjab University, India, Dip FM (Diploma in Financial Management) – ACCA, U.K., Advanced Management Programme – Melbourne Business School, Australia, Certificate in Artificial Intelligence (AI) – Strategies for Leading Business Transformation – Northwestern Kellogg University, USA (2020).

His key strengths include experience in top notch corporate governance standards, Companies Act 2013, LODR, Section 179, CSR, and risk management frameworks (COSO), successfully led mergers, acquisitions, and strategic transformations, Financial Acumen:

#### **Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531

**XCEEDS**  
**XPECTATIONS**



In-depth knowledge of P&L, budgeting, capital expenditure, shareholder value optimization, and driving financial growth in competitive markets, Risk & Audit Oversight: Comprehensive experience in managing audit functions, financial risk frameworks, and ensuring complete legal compliance, Corporate Social Responsibility & ESG: Advocate for sustainable practices and environmental responsibility, aligning business strategies with CSR and ESG standards, Stakeholder Engagement: Skilled at building relationships with shareholders, regulators, and key stakeholders to drive transparency and trust, Marketing, Sales, and Operations Strategy: Cross-functional experience in driving key business functions, including frontline operations, sales, and HSE.

He was associated with Vesuvius - Foseco Group a public company listed on NSE and BSE for 14 years as Managing Director with extensive experience in regulatory compliance and control framework. His key achievements include leading transformation of India and ASEAN operations, achieving 3X revenue growth and 10% CAGR, alongside a market share increase of 8%, delivered ROS of 24% and PAT of 10%, managed successful integration of Crucibles business post-acquisition of Foseco by Vesuvius, establishment of a new manufacturing plant in Pune and restructured underperforming units, achieving a 25% ROS.

He was also associated with Shell International Petroleum Group as Managing Director, Pennzoil Quaker State India Ltd from 2003 – 2007 where he led a team through Shell's acquisition of Pennzoil, doubling sales turnover and achieving 30% year-on-year growth in sales and profits and Implemented crisis management strategies post-9/11 in Yemen, ensuring business continuity and profitability in conflict zones.

He is a Life Member of Institute of Directors, Member of CEO Forum- CII (Confederation of Indian Industry), Pune, Ex-President, Great Die Casting Technology Forum (GDCTECH), Pune and Former Member, Rotary Club, Pune Downtown. He has achieved 8 Consecutive Group Safety Awards (Vesuvius), Super Achievers Award, Indira Institute of Management Education, Mercer-Sirota Top Employee Engagement Scores (Vesuvius Group), Employee of the Year, Shell Yemen, 2002 and Employee of the Quarter, Shell Yemen, 1998.

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

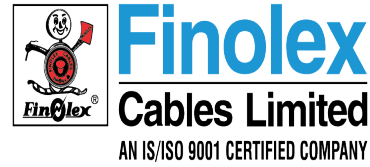
Pursuant to the recommendation of Nomination and Remuneration Committee ("NRC") and Section 161 of the Companies Act, 2013, the Board at its meeting held on 14<sup>th</sup> October 2024, has appointed Mr. Sanjay Mathur (DIN- 00029858) as an Additional Director in the category of Non-Executive- Independent Director of the Company with effect from 14<sup>th</sup> October 2024 subject to the approval of the shareholders through Special resolution.

**Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.

Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531

**XCEEDS  
EXPECTATIONS**



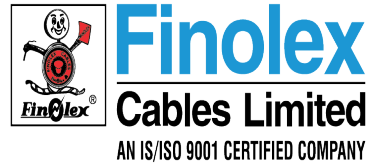
**Details pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings**

Name of the Director	Sanjay Mathur
Director Identification Number (DIN)	00029858
Date of Birth / Age	05/11/1964, 60 years
Education Qualification	<ul style="list-style-type: none"> <li>• <b>Master of Marketing (Retail &amp; Wholesale)</b> – Monash University, Melbourne, Australia</li> <li>• <b>Bachelor of Chemical Engineering &amp; Technology</b> – Panjab University, India</li> <li>• <b>Dip FM (Diploma in Financial Management)</b> – ACCA, U.K.</li> <li>• <b>Advanced Management Programme</b> – Melbourne Business School, Australia</li> <li>• <b>Certificate in Artificial Intelligence (AI)</b> – Strategies for Leading Business Transformation – Northwestern Kellogg University, USA (2020)</li> </ul>
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 <a href="http://www.finolex.com">www.finolex.com</a>
Remuneration last drawn & sought to be paid	Mr. Sanjay Mathur 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.
Date of first appointment on the Board	14 <sup>th</sup> October 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	1

**Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531

**XCEEDS**  
**XPECTATIONS**



Companies including listed entities (excluding foreign companies)	
Membership/Chairpersonship of Committees across Companies (excluding Foreign Companies)	NA
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 Mr. Sanjay Mathur 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. Sanjay Mathur 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. Sanjay Mathur 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. Sanjay Mathur possesses requisite skills, capabilities etc. identified by the NRC and the Board. Further, he has deep experience in Oil & Gas, Chemicals, and FMCG sectors which aligns with the business of the Company as substantial portion of our business is from FMCG sectors.

In view of expertise and exposure NRC and the Board consider that association of Mr. Sanjay will immensely benefit the Company and the appointment of Mr. Sanjay 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. Sanjay Mathur (DIN- 00029858) as Non-Executive- Independent Director of the Company with effect from 14<sup>th</sup> October 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.

**Registered Office:**

26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531

**XCEEDS**  
**XPECTATIONS**



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. Sanjay Mathur 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. Sanjay Mathur 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. Sanjay Mathur 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 Mr. Sanjay Mathur 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. Thursday, 14<sup>th</sup> November 2024 and is also available on the website of the Company at [www.finolex.com](http://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. 14<sup>th</sup> November 2024.

Apart from Mr. Sanjay Mathur (DIN- 00029858), 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. Sanjay Mathur (DIN- 00029858) as Non-Executive- Independent Director of the Company with effect from 14<sup>th</sup> October, 2024 who will not be liable to retire by rotation and 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: 14<sup>th</sup> October 2024**

**Registered Office:**  
26-27, Mumbai-Pune Road,  
Pimpri, Pune - 411018.  
CIN: L31300MH1967PLC016531  
Email: [investors@finolex.com](mailto:investors@finolex.com)

**Registered Office:**  
26-27, Mumbai-Pune Road, Pimpri, Pune – 411018. Tel: 020 27506200.  
Visit us at: [www.finolex.com](http://www.finolex.com) | Email: [sales@finolex.com](mailto:sales@finolex.com) | CIN: L31300MH1967PL016531

**XCEEDS  
EXPECTATIONS**