

FCL: SEC:SEBI:24(A):2019:130

28th May 2019

**Bombay Stock Exchange Limited
National Stock Exchange of India Limited
Luxembourg Stock Exchange**

Dear Sirs,

Sub: Compliance under Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the copy of Secretarial Compliance Report duly issued by Jog Limaye & Associates, Practicing Company Secretaries, Pune, for the financial year ended March 31, 2019.

Kindly arrange to take the same on record.

Thanking you,

Yours faithfully
For **FINOLEX CABLES LIMITED**



R G D'Silva
Company Secretary
& President (Legal)

Encl: As Above



Secretarial compliance report of Finolex Cables Limited

For the year ended 31st March, 2019

To
Finolex Cables Limited
26/27, Bombay Poona Road,
Pimpri, Pune - 411 018

We have examined:

- a) all the documents and records made available to us and explanation provided by Finolex Cables Limited ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant and made available to us, which has been relied upon to make this certification,

for the year ended 31st March, 2019 ("Reporting period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific regulations, wherever applicable, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- i. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- ii. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 (*not applicable during reporting period*)
- iii. Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018; (*not applicable during reporting period*)
- iv. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- v. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (*not applicable during reporting period*);
- vi. Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 (*not applicable during reporting period*);
- vii. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;





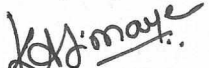
viii. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (*not applicable during reporting period*); and

Circular D&CC/FITTC/CIR-16/2002 dated 31st December, 2002 and CIR/MRD/DP/30/2010 dated 6th September, 2010 issued under SEBI (Depositories and Participants) Regulations, 2018

and based on information provided by the management of the Company and on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder,
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) There were no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: *Not Applicable*

**For Jog Limaye & Associates
Company Secretaries**


**Kanchan Limaye
Partner
Membership No.: F9555
CP No.: 17326**



Place- Pune
Date- 24.05.2019