

**Corporate Governance**

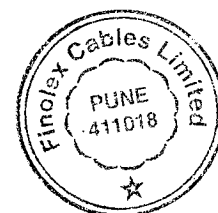
Quarter Ending : March 2017

**Annexure 1**

**Composition of Board of Directors**

Title	Name of the Director	Category	Date of appointment in the current term	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr	Adi J Engineer	Non-Executive - Independent Director	9-Sep-14	-	60	2	2	0
Mr	Atul C Choksey	Non-Executive - Independent Director	9-Sep-14	-	60	4	0	1
Mr	D K Chhabria	Executive Director, Chairperson	1-Jul-13	-	-	1	1	0
Mr	H S Vachha	Non-Executive - Independent Director	9-Sep-14	-	60	2	5	5
Mr	Mahesh Viswanathan	Executive Director	1-Jul-13	-	-	1	1	0
Mr	P G Pawar	Non-Executive - Independent Director	9-Sep-14	-	60	4	4	3
Mr	Pradeep R Rathi	Non-Executive - Independent Director	9-Sep-14	-	60	4	5	1
Mr	S B (Ravi) Pandit	Non-Executive - Independent Director	9-Sep-14	-	60	2	2	0
Mr	Sanjay K Asher	Non-Executive - Independent Director	9-Sep-14	-	60	7	4	4
Mr	SUMIT NIRANJAN SHAH	Non-Executive - Non Independent Director	14-Feb-17	-	-	2	0	0
Mrs	Namita V Thapar	Non-Executive - Non Independent Director	10-Aug-15	-	-	1	0	0

*R. Asher*



**II. Composition of Committees:**

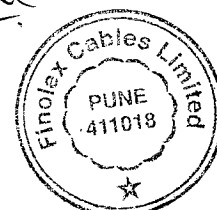
<b>Audit Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	H S Vachha	ID	Chairperson
2	Sanjay K Asher	ID	Member
3	P G Pawar	ID	Member
4	Pradeep R Rathi	ID	Member

<b>Stakeholders Relationship Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	P G Pawar	ID	Chairperson
2	D K Chhabria	C & ED	Member
3	Sanjay K Asher	ID	Member
4	Pradeep R Rathi	ID	Member
5	Mahesh Viswanathan	ED	Member

<b>Risk Management Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	D K Chhabria	C & ED	Member
2	Mahesh Viswanathan	ED	Member
3	H S Vachha	ID	Chairperson
4	Sanjay K Asher	ID	Member

<b>Nomination and Remuneration Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Sanjay K Asher	ID	Member
2	P G Pawar	ID	Member
3	Pradeep R Rathi	ID	Chairperson

*Rathi*



III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
10-Nov-2016	14-Feb-2017	95

IV. Meeting of Committees				
Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	14-Feb-2017	YES	06-Oct-2016	95
Audit Committee	31-Mar-2017	YES	10-Nov-2016	

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**VI. Affirmations**

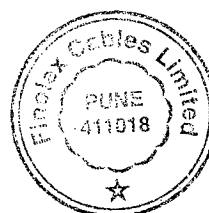
- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee - **Yes**
  - Nomination & remuneration committee - **Yes**
  - Stakeholders relationship committee - **Yes**
  - Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
  - Any comments/observations/advice of Board of Directors may be mentioned here:

**FOR FINOLEX CABLES LIMITED**

Name :

Designation :

**R G D'SILVA**  
**COMPANY SECRETARY**  
**& PRESIDENT (LEGAL)**



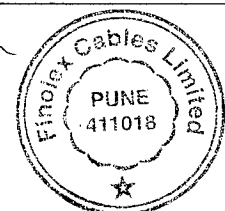
**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Not Applicable	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes

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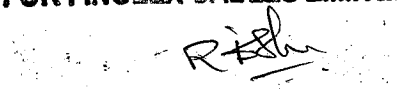
*R. S. H.*



<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Not Applicable
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Not Applicable
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

Name : **FOR FINOLEX CABLES LIMITED**  
 Designation :   
**R G D'SILVA**  
**COMPANY SECRETARY**  
**& PRESIDENT (LEGAL)**

