NOTICE

NOTICE is hereby given that the 58th Annual General Meeting ("AGM") of Members of **Finolex Cables Limited** will be held on **Monday, 28th September 2026 at 12.00 pm** through **Video Conference ("VC")/Other Audio Visual Means ("OAVM")**, to transact the following business:

ORDINARY BUSINESS

1. **To consider and adopt:**
   (a) the Audited Financial Statements of the Company for the Financial Year ended on 31st March 2026 and the reports of the Board of Directors' and Auditors' thereon; and

   (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended on 31st March 2026 and the report of Auditors thereon.

2. **To declare a dividend on equity shares for the Financial Year ended on 31st March 2026.**

3. **To appoint Mr. Nikhil Naik [DIN: 00202779], who is retiring by rotation, and being eligible, offers himself for re-appointment.**

SPECIAL BUSINESS

4. **To ratify the remuneration payable to the Cost Auditors for the Financial Year ending 31st March 2027 (Financial Year 2026-27).**

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

   "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the provisions of the Companies (Audit and Auditors) Rules, 2014, as amended, and subject to the provisions of the Articles of Association of the Company, and pursuant to the recommendation of the Audit Committee and the approval of the Board of Directors of the Company (the "Board") and subject to the applicable guidelines and approval as may be applicable in this regard, the Members of the Company hereby ratify the appointment of M/s. Joshi Apte & Associates, Cost Accountants, Pune (Firm Registration No. 00240) at a consolidated remuneration of ₹ 8,00,000 /- (Rupees Eight Lakhs Only) plus taxes and out of pocket expenses, if any, chargeable extra on actual basis, to conduct cost audit of the cost records of the Company for the Financial Year ending 31st March 2027 (Financial Year 2026-27).

   RESOLVED FURTHER THAT the Board be and is hereby authorized to do or to authorize any person to do all such acts, deeds, matters and things as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution and for matters connected therewith or incidental thereto."

5. To re-appoint Mrs. Vanessa Singh (DIN: 09342022) as an Independent Director of the Company for a second term of five consecutive years.

   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 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Articles of Association of the Company and pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. Vanessa Singh (DIN: 09342022), who was appointed as an Independent Director of the Company for a first term of five consecutive years commencing from 30th September, 2021 up to 29th September, 2026, and whose appointment was approved by the Members of the Company at the 54th Annual General Meeting, and who has submitted a declaration confirming that she meets the criteria of independence under the Act and the SEBI Listing Regulations, , be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 30th September, 2026 up to 29th September, 2031.

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

6. **To re-appoint Mr. Zubin Billimoria (DIN: 07144644) as an Independent Director of the Company for a second term of five consecutive years.**

   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 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Articles of Association of the Company, and pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Zubin Billimoria (DIN: 07144644), who was appointed as an Independent Director of the Company for a first term of five consecutive years commencing from 30th September, 2021 up to 29th September, 2026, and whose appointment was approved by the Members of the Company at the 54th Annual General Meeting, and who has submitted a declaration confirming that he meets the criteria of independence under the Act and the SEBI Listing Regulations, , be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 30th September, 2026 up to 29th September, 2031.

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

7. **To re-appoint Mr. Sriraman Raghuraman (DIN: 00228061) as an Independent Director the Company for a second term of five consecutive years and in terms of regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015.**

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 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Articles of Association of the Company, and pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Sriraman Raghuraman (DIN: 00228061) who was appointed as an Independent Director of the Company for a first term of five consecutive years commencing from 30th September, 2021 up to 29th September, 2026, and whose appointment was approved by the Members of the Company at the 54th Annual General Meeting, and who has submitted a declaration confirming that he meets the criteria of independence under the Act and the SEBI Listing Regulations, , be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 30th September, 2026 up to 29th September, 2031 and who will be attaining the age of 75 years on 21st February 2028.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations, approval be and is hereby given for continuation of Mr. Sriraman Raghuraman, beyond 21st February 2028, as an Independent Director of the Company on account of his attaining the age of 75 years on the said date.

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

8. **To re-appoint Mr. Ratnakar Barve (DIN: 09341821) as Whole-time Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 of the Companies Act, 2013 read with Schedule V and Section 203 and all other applicable provisions of the Act and the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), and the provisions of the Articles of Association of the Company,and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board, Mr. Ratnakar Barve (DIN: 09341821) who was appointed on the existing terms and remuneration as an Executive Director – Operations of the Company for a first term of five years commencing from 30th September, 2021 up to 29th September, 2026, and whose appointment was approved by the Members of the Company at the 54th Annual General Meeting held on 28th September, 2022, be and is hereby reappointed as the Whole-time

Director of the Company, not liable to retire by rotation, for the next term of 5 (Five) years w.e.f. 30th September, 2026 up to 29th September, 2031.

RESOLVED FURTHER THAT the terms and conditions including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, as set out in the Explanatory Statement annexed to the Notice convening this meeting, with the liberty to the Board of Directors to alter or vary the terms and conditions of the said re-appointment and/or remuneration, as it may deem fit and mutually agreed upon with Mr. Ratnakar Barve, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof. The terms and conditions relating to remuneration as set out under the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

Notes:

1. The Statement of Material Facts pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out material facts concerning the special business under item nos. 4, 5,6,7 & 8 of the Notice is annexed hereto and forms a part of this Notice.

2. Ministry of Corporate Affairs ("MCA") has vide its 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, 9/2024 dated September 19, 2024 and 03/3025 dated September 22, 2025 in relation to "Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/ CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively referred to as "SEBI Circulars") has permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM (e-AGM), without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the 58th AGM of the members of the Company is being held through VC/OAVM. The registered office of the Company shall be the deemed venue for the AGM.

3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Accordingly, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

4. The Members can join the AGM in the VC/OAVM mode at 11.30 am IST i.e. 30 minutes before and 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, December 28, 2022, September 25, 2023 and September 19, 2024 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system and voting on the date of the AGM will be provided by NSDL.

7. In line with the MCA Circular No. 17/2020 dated April 13, 2020, Circular No. 2/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, 9/2023 dated September 25, 2023 and 9/2024 dated September 19, 2024 and Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/ CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/ CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and circular no. SEBI/HO/ CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October, 2024, the Notice calling AGM and Annual Report 2025-26 is being sent only through electronic mode to those members whose email addresses are registered with the Company's Registrar and Transfer Agents i.e. KFin Technologies Limited the Depositories Participants unless any member has requested physical copy of the same. The Notice calling the AGM and Annual Report 2025-26 has been uploaded on the website of the Company at www.finolex.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

8. A person who is not a Member as on the cut-off date i.e. 28th August, 2026, should treat this Notice of AGM for information purpose only.

   Record date for the purpose of entitlement of Dividend shall be 4th September, 2026.

9. The Board of Directors have recommended Dividend on equity shares @ 450% i.e. ₹ 9 per equity share of ₹ 2/- each fully paid up for the Financial Year ended at 31st March, 2026 that is proposed to be paid by 27th October, 2026, subject to the approval of shareholders.

   Note: In case an investor has bought any shares of the Company, such investors must ensure that the relevant shares are credited/ transferred to his/ their demat account before the record date. Investors should note that the dividend on shares lying in the clearing members (i.e. Brokers) account cannot be made available to the members directly by the Company.

10. Further in order to receive dividend in a timely manner, Members who have not updated their mandate for receiving dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to register their Electronic Bank Mandate to receive dividends by following the process as set out below:

    Members holding shares in Physical mode may intimate and get updated the Bank details with:

    KFin Technologies Limited
    (Unit: Finolex Cables Limited)
    Karvy Selenium, Tower B
    6th Floor, Plot Nos. 31 & 32
    Financial District, Nanakramguda
    Hyderabad – 500032
    Tel Nos. (40) 6716 1613 / 6716 1630

    along with following details/documents:-

    A signed request letter stating the Member's name (as recorded on the share certificate), folio number, complete address, along with:-

    (a) Name and Branch of Bank and Bank Account Type;

    (b) Bank account Number allotted by your Bank after implementing Core Banking Solutions;

    (c) 11 digit IFSC Code;

    (d) 9 digit MICR Code Number;

    (e) Self-attested copy of cancelled cheque bearing the name of the Member or First Holder;

    (f) Self-attested copy of PAN and AADHAR Card.

    Note: For queries related to updation of email ID and bank account details, members may contact at investors@finolex.com / einward.ris@kfintech.com.

11. Members holding shares in Demat form are requested to update their Electronic Bank Mandate through their Depository Participants.

12. Pursuant to the provisions of the Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to Members as per rates prescribed under the Income Tax Act, 2025 (IT Act). . For the prescribed rates for various categories the Members are requested to refer to the Finance Act, 2020 and amendments thereto. However, no tax shall be deducted on the dividend payable to a resident individual shareholder, if the total dividend to be

received during Financial Year 2026-27 does not exceed ₹ 10,000/-.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/ CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/ MIRSD_ RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

Further, relevant FAQs published by SEBI on its website can be viewed at the following link https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf

A resident individual shareholder with PAN who is not liable to pay Income Tax is requested to submit a yearly declaration in Form 15G/15H, to avail the benefit of non-deduction of tax to the Company's RTA i.e. KFin Technologies Limited (Unit: Finolex Cables Limited), Karvy Selenium, Tower B, 6th Floor, Plot Nos. 31 & 32, Financial District, Nanakramguda, Hyderabad – 500032, Tel Nos. (40) 6716 1613 / 6716 1630 (RTA address) so as to reach latest by 11th September, 2026. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%, as applicable.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending to Company's RTA i.e. KFin Technologies Limited (Unit: Finolex Cables Limited), at RTA address. The said declarations need to be submitted in advance so as to reach latest by 11th September, 2026.

Non- Resident Indian Members are requested to inform Company/ RTA (if shareholding in physical mode), respective DPs (if shareholding is in Demat mode), immediately of change in their residential status on return to India for permanent settlement.

Incomplete and/or unsigned forms and declarations will not be considered by the Company. All communications/ queries in this respect should be addressed to the RTA i.e. KFin Technologies Limited (Unit: Finolex Cables Limited), at RTA address and Exemption Forms are required to be forwarded in original only.

13. The Company has appointed KFin Technologies Limited (Unit-Finolex Cables Limited), Karvy Selenium, Tower B, 6th Floor, Plot Nos. 31 & 32, Financial District, Nanakramguda, Hyderabad – 500032, Tel Nos. (40) 6716 1613 / 6716 1630 as Registrar and Transfer Agents (RTA) for its share registry work (Physical and Electronic).

14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14. The said form can be downloaded from the Company's website at https://www.finolex.com/View/Page/Forms. Members are requested to submit the said form to their DP in case the shares are held by them in electronic form and to the RTA at einward.ris@kfintech.com in case the shares are held in physical form, quoting your folio number.

15. Further the Members are requested to:

i) intimate to their DP, changes if any, in their names, registered addresses, email address, telephone/mobile numbers, and/or changes in their bank account details, if the shares are held in dematerialized form.

ii) intimate to the RTA of the Company, changes if any, in their names, registered addresses, email address, telephone/mobile numbers, and/or changes in their bank account details, if the shares are held in physical form.

iii) consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.

iv) dematerialize their Physical Shares to Electronic Form (Demat), since in terms of Regulation 40 of SEBI Listing Regulations, 2015, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019.

16. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories for payment of

dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available.

The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of/change in such bank account details and all such requests should be directly addressed well before the Record date period (which commences on 4th September, 2026), to their respective Depository Participant where their shares are held in dematerialized form.

17. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form who have not done so are requested to submit the PAN to their Depository Participant with whom they are maintaining their demat account/s. Members holding shares in physical form must submit their PAN details to the RTA of the Company.

18. The unclaimed dividend of ₹ 28,10,216/- (Rupees Twenty-Eight Lakh Ten Thousand Two Hundred Sixteen Only.) for the Financial Year 2017-2018 has been transferred to Investor Education and Protection Fund (IEPF), pursuant to the applicable provisions of Section 124 of the Act. Members are requested to refer the website of the Company for the details made available by the Company pursuant to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Second Amendment Rules, 2019 for information in connection with the unpaid/unclaimed dividend along with underlying shares thereto liable to be transferred to IEPF administered by the Central Government.

As per Section 124(6) of the Act read with the IEPF Rules as amended from time to time, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Account. In case the dividends are not claimed by the respective shareholders, necessary steps will be initiated by the Company to transfer the relevant shares held by the Members to IEPF along with dividend remaining unpaid/unclaimed thereon.

Members may please note that once the unclaimed dividend and relevant shares is/are transferred to the IEPF, no claim shall lie against the Company in respect of the relevant shares and/or the individual dividend amounts which were unclaimed and unpaid for a period of seven years from the date that they first became due for payment and no payment shall be made by the Company in respect of any such claims.

Members may please note that even in the event of transfer of such shares and the unclaimed dividend to IEPF, they are entitled to claim the same from IEPF authorities by submitting online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending the original documents mentioned in Form IEPF-5 duly signed to the Company along with Form IEPF- 5 for verification of claim.

Pursuant to Section 124 (5) of the Act, the unpaid dividend that will be due for transfer to the IEPF are as follows:

Type and year of dividend declared/paid	Date of declaration of dividend	% of dividend to face value	Unclaimed dividend amount as on 31st March, 2025	Due for transfer to IEPF
Dividend 2018-19	18th September, 2019	225%	47,10,524.00	24th October, 2026
Dividend 2019-20	29th September, 2020	275%	37,29,809.00	5th November, 2027
Dividend 2020-21	29th September, 2021	275%	41,44,753.00	3rd November, 2028
Dividend 2021-22	28th September, 2022	300%	34,73,958.00	2nd November, 2029
Dividend 2022-23	29th September, 2023	350%	44,36,178.00	3rd November, 2030
Dividend 2023-24	29th September, 2024	400%	63,71,867.00	3rd November, 2031
Dividend 2024-25	29th September, 2025	400%	62,26,775.00	3rd November, 2032

According to the IEPF Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the IEPF Authority. Accordingly, the Company has transferred 15,909 shares for the Financial Year 2017-18 on which dividends were unclaimed for seven consecutive years as per the requirements of the IEPF Rules.

Members who have not yet en-cashed their dividend warrant(s) pertaining to the dividend for the Financial Year 2018-19 and onwards are requested to lodge their claims in this regard with the RTA immediately. It may be noted that the unclaimed Dividend for the Financial Year 2018-19 should be claimed by the Members on or before 24th October 2026, else the same will be transferred to IEPF as required.

19. Members holding shares in demat mode, who have not registered their email addresses are requested to urgently register their email addresses with their respective depository participants and Members holding shares in physical mode are requested to update their email addresses with the RTA by emailing to einward.ris@kfintech.com immediately to receive copies of Annual Report in electronic mode.

20. Shareholders may send their questions in advance from their registered email addresses mentioning name, demat account number/folio number, email id, mobile number at investors@finolex.com latest by Saturday, 19th September, 2026. Questions received by the Company by the said date only will be considered for suitable reply by the Company.

21. Voting through electronic means:

    In compliance with the provisions of Section 108 of the Companies Act, 2013 Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of SEBI Listing Regulations, 2015, and relevant MCA Circulars, the Company is pleased to provide members the facility to exercise their right to vote during the AGM by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited ("NSDL").

    The remote e-voting period begins on Thursday, 24th September 2026 at 9:00 A.M. and ends on Sunday, 27th September, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Monday, 21st September, 2026, may cast their vote electronically, once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

    The voting rights of the shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 21st September, 2026.

    A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

    A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting during the AGM through electronic means. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

    Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of 4th September, 2026, may obtain the login id and password by sending a request to evoting@nsdl.com . However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

    Mr. Mandar Shrikrishna Jog(having Membership No. F9552 and CP No. 9798)/Mrs. Amruta Patil (having Membership No. A25028 and CP No. 27101), Partners, M/s. Jog Limaye & Associates- Practicing Company Secretaries, Pune, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

    The Scrutinizer shall after the conclusion of voting during the Annual General Meeting, first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same. The Results of the e-voting will be declared along with the report of the Scrutinizer, within two working days of the conclusion of the AGM and shall be placed on the website of the Company www.finolex.com and on the website of NSDL https://www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. Simultaneously the results shall also be forwarded to BSE Limited, Mumbai and National Stock Exchange of India Limited, Mumbai.

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

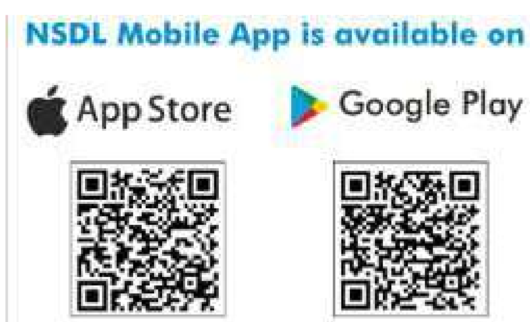
    The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

    Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. 

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the 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 or joining virtual meeting & voting during the meeting. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting 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 or joining virtual meeting & voting during the meeting.

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

B) Login Method for e-voting and joining virtual meeting 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 mo-bile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

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 www.evoting.nsdl.com

   b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to **"Terms and Conditions"** by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

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.) and who are otherwise not barred or restrained from voting are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mandar@msjcs.com with a copy marked to the Company at investors@finolex.com and to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com or pallavi@nsdl.co.in

4. Regulation 40 of the SEBI Listing Regulations, 2015 as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has clarified that listed companies, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, subdivision/consolidation of share certificates, etc. In view of this, Members holding shares in physical form are requested to submit duly filled Form ISR-4 for the above mentioned service requests along with Form ISR – 1, ISR – 2 ISR – 3, SH – 13, as may be applicable, in the format available on the website of RTA. Further, to eliminate all risks associated with physical shares and for ease of portfolio management and improved liquidity, Members holding equity shares in physical form are requested to consider converting their holdings to demat mode.

5. In terms of the SEBI Listing Regulations, 2015, securities of listed companies can only be transferred in dematerialized form. Further, SEBI vide its Circular dated January 25, 2022, has mandated that listed companies shall issue the securities in dematerialized form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition etc. Accordingly, Members are advised to dematerialize shares held by them in physical form.

6. As per the Central Board of Direct Taxes (CBDT) it was mandatory to link PAN with Aadhar number by June 30, 2023 or any other date as may be specified by the CBDT. Further, w.e.f. July 1, 2023 or any other date as may be specified by the CBDT, RTAs shall accept only valid PANs and the ones which are linked to the Aadhar number. The folios in which PAN is / are not valid as on the notified cut-off date of June 30, 2023 or any other date as may be specified by the CBDT.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@finolex.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@finolex.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system.** After successful login, you can see link of "VC/OAVM link" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ have questions may send their questions in advance latest by 19th September, 2026 mentioning their name, demat account number/folio number, email id, mobile number at investors@finolex.com. Due to paucity of time, Members will be allowed a time of 3 minutes to ask the questions. Members are requested to keep their question in brief. The same will be replied by the Company suitably. Members, who would like to ask questions during the AGM with regard to the financial statements or any other matter to be placed at the AGM, need to register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address investors@finolex.com by 19th September, 2026 by 11:00 a.m. IST. Those Members who have registered themselves as speakers only shall be allowed to ask

questions during the AGM, on first-come first-serve basis and subject to availability of time.

6. The Company reserves right to restrict the number of questions and number of speakers as appropriate, for smooth conduct of AGM.

   All documents referred to in the accompanying Notice and Statement of material facts are open for inspection by Members at the Registered Office of the Company between 9.00 a.m. to 11.00 a.m. on any working day of the Company till 27th September, 2026 or thereafter through video conference facility of NSDL.

7. During the AGM, Members with prior intimation of 48 hours, may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested, maintained under Section 189 of the Act, upon Login to NSDL e-Voting system at https://www.evoting.nsdl.com.

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS (SS-2) IS SET OUT HEREINAFTER:

ITEM NO. 3.

Mr. Nikhil Manohar Naik [DIN: 00202779], is Non-Executive, Non-Independent Director of the Company.

Mr. Nikhil Naik has done M.Sc in Shipping, Trade and Finance (Distinction) from Bayes Business School, London (formerly known as Cass Business School). During his work experience of 44 years, he has served in Leadership roles in Port Management, Shipping and Private Equity and Logistic businesses. His competency areas include Leadership-Strategic Management of people, businesses and Markets, analysis of financials, nurturing, advising management of businesses, building lasting customer relationships and networking with External Agencies and Government.

Name of the Director	**Mr. Nikhil Manohar Naik**
Director Identification Number (DIN)	202779
Date of Birth / Age	15th September 1961
	64 years
Educational Qualification	M.Sc in Shipping, Trade and Finance (Distinction)
Nature of Expertise in specific Functional Areas	Please refer brief profile mentioned above.
Terms and Conditions of appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.
Remuneration last drawn & sought to be paid	Remuneration (in the form of Sitting fees and Commision) during FY 2025-26 ₹ 37,04,348/- (Rupees Thirty-Seven Lakh Four Thousand Three Hundred Forty-Eight Only.) Remuneration sought to be paid: Mr. Nikhil Naik will be entitled for sitting fees as may be decided by the Board from time to time and commission, if any, as may be approved by the Board.
Date of first appointment on the Board	30th September, 2021
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	F.Y. 2025-26 : 6 (Six) F.Y. 2026-27 : 3 (Three) till the date of this Notice.
Directorship held in other Companies (excluding foreign companies)	Aakash Educational Services Limited Matix Fertilizers and Chemicals Limited Essar Bulk Terminals (Salaya) Limited Essar Ports Limited Salaya Bulk Terminals Limited

Membership/Chairpersonship of Committees across Companies (excluding Foreign Companies)	1. Finolex Cables Limited- (a) Audit Committee (Member) (b) Nomination & Remuneration Committee (Member) (c) Corporate Social Responsibility Committee (Member) (d) Share Transfer & Stakeholders Relationship Committee (Member) (e) Risk Management Committee (Member) 2. Salaya Bulk Terminals Limited- (a) Audit Committee (b) Nomination & Remuneration Committee (c) Corporate Social Responsibility Committee (d) Stakeholder Relationship Committee 3. Essar Ports Limited- (a) Audit Committee (b) Nomination & Remuneration Committee (c) Corporate Social Responsibility Committee (d) Stakeholder Relationship Committee (e) Safety & Sustainability Committee 4. Essar Bulk Terminal (Salaya) Limited- (a) Audit Committee (b) Nomination & Remuneration Committee (c) Corporate Social Responsibility Committee (d) Safety and Sustainability Committee 5. Aakash Educational Services Limited (a) Audit Committee (b) Nomination and Remuneration Committee (c) Corporate Social Responsibility Committee
Name of the listed/ unlisted entities from which the person has resigned in the past three years	AMNS Ports India Limited AMNS Ports Hazira Limited AMNS Ports Paradip Limited AMNS Ports Vizag Limited AMNS Ports Shared Services Private Limited

Apart from Mr. Nikhil Naik, 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 his re-appointment as a Non-Executive Director, liable to retire by rotation and passing of this resolution as an Ordinary Resolution.

STATEMENT OF MATERIAL FACTS IN RESPECT OF ITEM NOS. 4 TO 8 OF SPECIAL BUSINESS OF THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 4

The Board of Directors of the Company on the recommendation of the Audit Committee has approved the appointment of M/s. Joshi Apte & Associates, Cost Accountants, Pune (Firm Registration No.00240), to conduct audit of the cost records of the Company for the Financial Year ending March 31, 2027 (Financial Year 2026-27 at a remuneration of ₹ 8,00,000/-).

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the "Act") read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. Hence, this resolution is put up for the consideration of the Members.

The Board is of the opinion that M/s. Joshi Apte & Associates, Cost Accountants, Pune, have been associated with the Company for a considerable period of years and have consistently provided satisfactory professional services. The remuneration proposed for approval is reasonable and as per industrial practices. Based on their performance and continued engagement, the Board recommends their remuneration for approval of the shareholders for the current financial year.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are, directly or indirectly, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends Passing of this Resolution as an Ordinary Resolution.

ITEM NO. 5

Mrs. Vanessa Singh [DIN: 09342022] was appointed as an Independent Director for a first term of five consecutive years commencing from 30th September, 2021 up to 29th September, 2026, and her appointment was approved by the Members of the Company at the 54th Annual General Meeting. Her appointment is in accordance with the provisions of Sections 149(1), 160(1) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the provisions of Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (the "Rules") and the provisions of the Articles of Association of the Company.

She has completed one term as an independent Director of the Company, she is further eligible for re-appointment for second term. Her Performance evaluation as an Independent Director was conducted by the entire Board (excluding the Director being evaluated) on the basis of criteria such as Transparency, Analytical Capabilities, Performance, Leadership, Ethics and ability to take balanced decisions regarding stakeholders, etc. Accordingly, based on the performance evaluation of the Independent Directors, the Nomination & Remuneration Committee and Board of Directors of the Company at their meeting held on 10th August, 2026 and 11th August 2026 respectively, recommended the reappointment of Mrs. Vanessa Singh as an Independent Director, for a second term as provided in the resolution, and she shall not be liable to retire by rotation at the Annual General Meeting as provided under Section 152(6) of the Companies Act, 2013.

Brief Resume of the Director and Nature of her expertise in specific functional areas: Mrs. Vanessa Singh is aged 38 years, holds a Bachelor's Degree in Law and Diploma in Human Rights and Law. She is a trained Mediator, and completed her training under Mediation and Conciliation Project Committee (MCPC) Supreme Court of India. She has extensive work experience of over a decade in various civil, criminal litigation and arbitration matters in Delhi and Mumbai. Presently she is practicing family law in Mumbai, before various fora.

Name of the Director	Mrs. Vanessa Singh
Director Identification Number (DIN)	09342022
Date of Birth /Age	1st May 1988, Age-38 Years.
Educational Qualification	LLB and Diploma in Human Rights and Law
Nature of Expertise in specific Functional Areas	Please refer brief profile mentioned above.
Terms and Conditions of appointment/re-appointment	As per resolutions at Item No. 5 of the Notice
Remuneration last drawn & sought to be paid	• Remuneration (in the form of Sitting fees and Commission) during FY 2025-26 ₹ 36,04,348/- (Rupees Thirty-Six Lakh Four Thousand Three Hundred and Forty-Eight Only). • Remuneration sought to be paid: Mrs. Vanessa Singh will be entitled for sitting fees as may be decided by the Board from time to time and commission, if any, as may be approved by the Board.
Date of first appointment on the Board	30th September, 2021
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	F.Y. 2025-26 : 6 (Six) F.Y. 2026-27 : 3 (Three) till the date of this Notice.
Directorship held in other Companies (excluding foreign companies)	NIL
Membership/Chairpersonship of Committees across Companies (excluding Foreign Companies)	Finolex Cables Limited- a) Audit Committee (Member) b) Nomination & Remuneration Committee (Chairperson) c) Share Transfer & Stakeholders Relationship Committee (Member) d) Risk Management Committee (Member)
Name of the listed/ unlisted entities from which the person has resigned in the past three years	NA
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	NA

The Company has received requisite declaration from Mrs. Vanessa Singh (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (Rules);(ii)Intimation in Form DIR-8 in terms of the Rules, to the effect that she is not disqualified under Section 164 of the Act;(iii) Declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations; (iv) Confirmation in terms of Regulation 25(8) of the Listing Regulations that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties and (v) Declaration pursuant to BSE Limited and National Stock Exchange of India Limited Circulars dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any order passed by SEBI or any other such authority. Mrs. Vanessa Singh has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Nomination & Remuneration Committee has considered her diverse skills, leadership capabilities, and expertise in Law, as being key requirements for this role. Accordingly, the Nomination & Remuneration Committee and Board are of the view that Mrs. Vanessa Singh is a person of integrity and possesses the requisite skills and capabilities, fulfils the conditions for appointment as Independent Woman Director and considers her appointment would be beneficial for the Company specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended.

The terms and conditions of appointment of Mrs. Vanessa Singh as an Independent Director are uploaded on the website of the Company at: www.finolex.com and would also be made available for inspection to the Members without any fee, during business hours on working days, upto the date of the Annual General Meeting i.e. Monday, 28th September, 2026. The Board recommends the Special Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

Other than Mrs. Vanessa Singh none of the Directors or Key Managerial Personnel of the Company and/or their relatives is/are in any way concerned or interested financially or otherwise in the resolution to be passed with regard to Item Nos. 5 of the Notice.

The Board therefore recommends her re-appointment as an Independent Woman Director of the Company for second term of five consecutive years with effect from 30th September, 2026.

ITEM NO. 6

Mr. Zubin Billimoria [DIN: 07144644] was appointed as an Independent Director for a first term of five consecutive years commencing from 30th September, 2021 up to 29th September, 2026, and his appointment was approved by the Members of the Company at the 54th Annual General Meeting. His appointment is in accordance with the provisions of Sections 149(1), 160(1) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the provisions of Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (the "Rules") and the provisions of the Articles of Association of the Company.

He has completed one term as an independent Director of the Company, he is further eligible for re-appointment for second term. His Performance evaluation as an Independent Director was conducted by the entire Board (excluding the Director being evaluated) on the basis of criteria such as Transparency, Analytical Capabilities, Performance, Leadership, Ethics and ability to take balanced decisions regarding stakeholders, etc. Accordingly, based on the performance evaluation of the Independent Directors, the Nomination & Remuneration Committee and Board of Directors of the Company at their meeting held on 10th August, 2026 and 11th August 2026 respectively, recommended the reappointment of Mr. Zubin Billimoria as an Independent Director, for a second term as provided in the resolution, and he shall not be liable to retire by rotation at the Annual General Meeting as provided under Section 152(6) of the Companies Act, 2013.

Brief Resume of the Director and Nature of his expertise in specific functional areas: Mr. Zubin Billimoria [DIN: 07144644] is aged about 61 years, holds a Bachelor's degree in Commerce, is a Fellow Chartered Accountant and Associate Member of the Institute of Company Secretaries of India. He was earlier associated with M/s Deloitte Haskins & Sells, Chartered Accountants. He is also Director in the People Home Finance Limited (formerly known as Capital India Home Loans Limited) and The Zoroastrian Co-operative Bank Limited. He has wide experience and exposure in Accounts, Taxation, Governance, Risk Assessment and Finance.

Name of the Director	Mr. Zubin Billimoria
Director Identification Number (DIN)	07144644
Date of Birth /Age	27th December 1964, Age-61 Years.
Educational Qualification	Chartered Accountants and Company Secretary
Nature of Expertise in specific Functional Areas	Please refer brief profile mentioned above.
Terms and Conditions of appointment/re-appointment	As per resolutions at Item No. 6 of the Notice
Remuneration last drawn & sought to be paid	• Remuneration (in the form of Sitting fees and Commission) during FY 2025-26 ₹ 28,86,957/- (Rupees Twenty-Eight Lakh Eighty-Six Thousand Nine Hundred and Fifty-Seven Only.) • Remuneration sought to be paid: Mr. Zubin Billimoria will be entitled for sitting fees as may be decided by the Board from time to time and commission, if any, as may be approved by the Board.
Date of first appointment on the Board	30th September, 2021
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	F.Y. 2025-26 : 5 (Five)
	F.Y. 2026-27 : 3 (Three) till the date of this Notice.
Directorship held in other Companies (excluding foreign companies)	People Home Finance Limited (formerly known as Capital India Home Loans Limited)

Membership/Chairpersonship of Committees across Companies (excluding Foreign Companies)	Finolex Cables Limited- a). Audit Committee (Chairperson) b). Nomination & Remuneration Committee (Member) c). ShareTransfer&StakeholdersRelationshipCommittee (Member) d). Corporate Social Responsibility Committee (Member) e). Risk Management Committee (Chairperson) People Home Finance Limited - a). Audit Committee (Chairperson)
Name of the listed/ unlisted entities from which the person has resigned in the past three years	NA
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	NA

The Company has received requisite declaration from Mr. Zubin Billimoria (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (Rules); (ii) Intimation in Form DIR-8 in terms of the Rules, to the effect that he is not disqualified under Section 164 of the Act; (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations; (iv) Confirmation in terms of Regulation 25(8) of the Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties and (v) Declaration pursuant to BSE Limited and National Stock Exchange of India Limited Circulars dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by SEBI or any other such authority. Mr. Zubin Billimoria has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The terms and conditions of appointment of Mr. Zubin Billimoria as an Independent Director are uploaded on the website of the Company at: www.finolex.com and would also be made available for inspection to the Members without any fee, during business hours on working days, upto the date of the Annual General Meeting i.e. Monday, 28th September, 2026. The Board recommends the Special Resolution at Item No. 6 of the accompanying Notice for approval by the Members of the Company.

Other than Mr. Zubin Billimoria none of the Directors or Key Managerial Personnel of the Company and/or their relatives is/are in anyway concerned or interested financially or otherwise in the resolutions to be passed with regard to Item Nos. 6 of the Notice.

The Board therefore recommends his re-appointment as an Independent Director of the Company for second term of five consecutive years with effect from 30th September, 2026.

ITEM NO. 7

Mr. Sriraman Raghuraman (DIN: 00228061) was appointed as a Non-Executive an Independent Director of the Company for a first term of five consecutive years commencing from 30th September, 2021, up to 29th September, 2026,and his appointment was approved by the Members of the Company at the 54th Annual General Meeting. His appointment is in accordance with the provisions of Sections 149(1), 160(1) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the provisions of Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (the “Rules”) and the provisions of the Articles of Association of the Company.

He has completed one term as an independent Director of the Company, he is further eligible for re-appointment for second term. His Performance evaluation as an Independent Director was conducted by the entire Board (excluding the Director being evaluated) on the basis of criteria such as Transparency, Analytical Capabilities, Performance, Leadership, Ethics and ability to take balanced decisions regarding stakeholders, etc. Accordingly, based on the performance evaluation of the Independent Directors, the Nomination & Remuneration Committee and Board of Directors of the Company at their meeting held on 10th August, 2026 and 11th August 2026 respectively, recommended the reappointment of Mr. Sriraman Raghuraman as an Independent Director, for a second term as provided in the resolution, and he shall not be liable to retire by rotation at the Annual General Meeting as provided under Section 152(6) of the Companies Act, 2013.

In terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), no listed company shall appoint a person or continue the directorship of any person as a Non - Executive Director who has attained the age of seventy-five years, unless a Special Resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. During his current tenure, Mr. Sriraman Raghuraman will attain the age of seventy-five years on 21st February 2028, however his tenure will continue till 29th September, 2031.

Brief Resume of the Director and Nature of his expertise in specific functional areas: Mr. Sriraman Raghuraman is aged 73 years, holds a Bachelor's Degree in Science and Law, is a Fellow Member of the Institute of Company Secretaries of India, Fellow Member of the Institute of Cost & Works Accountants of India, Post Graduate Diploma in Management from All India Institute of Management. He has extensive professional experience of around 41 years and significant executive leadership accomplishments in corporate sector. Currently he is Director in various companies and is also acting as a consultant for group company matters at Deepak Fertilizers and Petrochemicals Corporation Limited.

Justification for continuation of directorship beyond the age of seventy-five years, as required under the proviso to Regulation 17(1A) of the Listing Regulations:

Mr. Sriraman Raghuraman is a Fellow Member of the Institute of Company Secretaries of India and a Fellow Member of the Institute of Cost Accountants of India, with over 41 years of professional experience in corporate governance / cost and management accounting / secretarial and regulatory compliance in various companies such as Ishanya Brand Services Limited, Ishanya Realty Corporation Limited and SCM Fertichem Limited.

The Board has identified Corporate Governance and Regulatory Compliance, Accounting, Financial and Cost Management, Internal Financial Controls and Audit Oversight, Risk Management, and Corporate Social Responsibility and Sustainability among the core skills, expertise and competencies required in the context of the Company's business and sector, as disclosed in the Board Skills Matrix forming part of the Corporate Governance Report. Mr. Raghuraman, being a Fellow Member of the Institute of Company Secretaries of India and a Fellow Member of the Institute of Cost Accountants of India, possesses these competencies, and the Board is of the view that his continued availability preserves the balance of skills on the Board. As skills required in the context of the Company's business and sector. Mr. Raghuraman possesses these competencies, and the Board is of the view that his continued availability preserves the balance of skills on the Board.

During his first term, Mr. Raghuraman has served as a Member of the Audit Committee, the Nomination & Remuneration Committee, the Share Transfer & Stakeholders Relationship Committee and the Risk Management Committee, and as Chairperson of the Corporate Social Responsibility Committee. His qualification as a Fellow Cost Accountant enables him to satisfy the requirement of financial literacy and accounting/financial management expertise for the Audit Committee under Regulation 18(1)(c) of the Listing Regulations.

The performance evaluation of Mr. Raghuraman for FY 2025-26, carried out by the entire Board (excluding the Director being evaluated) and by the Nomination & Remuneration Committee in accordance with Section 178 of the Act and Regulation 17(10) of the Listing Regulations, was rated [insert outcome]. The Nomination & Remuneration Committee and the Board have satisfied themselves that Mr. Raghuraman continues to meet the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, that he is not disqualified under Section 164, and that he continues to devote sufficient time and attention to the affairs of the Company.

Having regard to the above, and being of the view that his age of seventy-five years, to be attained on 21st February 2028, is not by itself a constraint on his ability to discharge the duties of an Independent Director, the Board considers it in the interest of the Company that Mr. Raghuraman continue to hold office as a Non-Executive Independent Director for the balance of his second term after 21st February 2028 and up to 29th September 2031. Approval of the Members is accordingly sought at this stage, by way of Special Resolution, so that the continuity of his directorship is not disrupted upon his attaining the said age.

Name of the Director	Mr. Sriraman Raghuraman
Director Identification Number (DIN)	00228061
Date of Birth /Age	21st February, 1953, Age-73 Years.
Educational Qualification	Fellow Member of the Institute of Company Secretaries of India and Fellow Member of the Institute of Cost & Works Accountants of India
Nature of Expertise in specific Functional Areas	Please refer brief profile mentioned above.
Terms and Conditions of appointment/re-appointment	As per resolutions at Item No. 7 of the Notice
Remuneration last drawn & sought to be paid	• Remuneration (in the form of Sitting fees and Commision) during FY 2025-26 ₹ 38,04,348/- (Rupees Thirty-Eight Lakh Four Thousand Three Hundred and Forty-Eight Only). • Remuneration sought to be paid: Mr. Sriraman Raghuraman will be entitled for sitting fees as may be decided by the Board from time to time and commission, if any, as may be approved by the Board.
Date of first appointment on the Board	30th September, 2021
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	F.Y. 2025-26 : 6 (Six) F.Y. 2026-27 : 3 (Three) till the date of this Notice.
Directorship held in other Companies (excluding foreign companies)	Ishanya Brand Services Limited, Ishanya Realty Corporation Limited and SCM Fertichem Limited
Membership/Chairpersonship of Committees across Companies (excluding Foreign Companies)	Finolex Cables Limited- a). Audit Committee (Member) b). Nomination & Remuneration Committee (Member) c). Share Transfer & Stakeholders Relationship Committee (Member) d). Corporate Social Responsibility Committee (Chairperson) e). Risk Management Committee (Member)
Name of the listed/ unlisted entities from which the person has resigned in the past three years	Performance Chemiserve Limited
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	NA

The Company has received requisite declaration from Mr. Sriraman Raghuraman (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (Rules); (ii)Intimation in Form DIR-8 in terms of the Rules, to the effect that he is not disqualified under Section 164 of the Act; (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations; (iv) Confirmation in terms of Regulation 25(8) of the Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties and (v) Declaration pursuant to BSE Limited and National Stock Exchange of India Limited Circulars dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by SEBI or any other such authority. Mr. Sriraman Raghuraman has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the

Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Sriraman Raghuraman as a Non- Executive Independent Director. Further, in the opinion of the Board, Mr. Sriraman Raghuraman fulfils all the conditions as specified in the Act and Rules made thereunder and SEBI Listing Regulations to continue the office as an Independent Director of the Company.

On the recommendation of Nomination & Remuneration Committee and based on the skills, experience, knowledge and report of performance evaluation of Mr. Sriraman Raghuraman, the Board of the Directors on August 11, 2026 have approved the continuation of directorship of Mr. Sriraman Raghuraman (DIN: 00228061) as a Non-Executive Independent Director of the Company for a second term of five consecutive years commencing from 30th September, 2026 up to 29th September, 2031 and will attain the age of 75 years on 21st February 2028, even after attaining the age of 75 years in February, 2028. The Board of Directors recommends passing of the resolution as set out in this Notice as Special Resolution.

The terms and conditions of appointment of Mr. Sriraman Raghuraman as an Independent Director are uploaded on the website of the Company at: www.finolex.com and would also be made available for inspection to the Members without any fee, during business hours on working days, upto the date of the Annual General Meeting i.e. Monday, 28th September, 2026. The Board recommends the Special Resolution at Item No. 7 of the accompanying Notice for approval by the Members of the Company.

Other than Mr. Sriraman Raghuraman none of the Directors or Key Managerial Personnel of the Company and/or their relatives is/are in anyway concerned or interested financially or otherwise in the resolutions to be passed with regard to item No. 7 of the Notice.

The Board therefore recommends his re-appointment as an Independent Director of the Company for second term of five consecutive years with effect from 30th September, 2026.

ITEM NO. 8

Mr Ratnakar Prakash Barve [DIN: 0009341821], who has been working in a Company for long time and who was appointed as an Executive Director – Operations of the Company for a first term of five years commencing from 30th September, 2021 up to 29th September, 2026, and whose appointment was approved by the Members of the Company at the 54th Annual General Meeting held on 28th September 2022 as an Executive Director – Operations on the existing terms and conditions. His appointment is in accordance with the provisions of Sections 149(1), 160(1) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the provisions of Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (the "Rules") and the provisions of the Articles of Association of the Company. His appointment has been recommended by the Nomination and Remuneration Committee and has been approved by the Board.

Brief Resume of the Director: Mr. Ratnakar Prakash Barve is aged 60 years, has a Bachelor's degree in Electronics & Telecommunication Engineering. He is also MBA in Operation's Management and is a certified Six Sigma Black Belt. He was appointed as an Executive Director – Operations of the Company for a first term of five consecutive years commencing from September 30, 2021 up to September 29, 2026, and whose appointment was approved by the Members of the Company at the 54th Annual General Meeting held on 28th September 2022 as an Executive Director – Operations and is not liable to retire by rotation.

Nature of his expertise in specific functional areas: Mr. Ratnakar Prakash Barve has vast experience of 38 years in the manufacturing industry and projects. He started his career in 1987, in Goa Telecommunications & Systems Limited, manufacturing transmission equipment's in collaboration with Indian Telephone Industries Bangalore. He then worked in Bharati Teletech Limited (manufacturing arm of Bharati Airtel Ltd,) since 1995 and was a part of First Transmission project of Airtel Ltd, in Installation & commissioning of STM1 network in Delhi. In 2002, he was promoted as a Plant Head before joining Finolex in 2009. He has extensive experience in Production, Projects & R&D departments.

He has completed more than 16 years in Finolex Cables Limited and is presently serving as Plant Head in the grade of Assistant Vice President (Operations), in charge of all the Companies Units at Verna, Goa.

Key Terms of re-appointment:

- **Period:** 5 (five) years commencing from September 30, 2026 to September 29, 2031

- **Remuneration:**

1. **Salary and allowances:** ₹ 47,15,002/- (Rupees Forty-Seven Lakhs Fifteen Thousand and Two Only) PA along with the performance based commission which is variable. The annual increment will be decided by the Board of Directors of the Company on the recommendation of the Nomination and

Remuneration Committee as per the remuneration policy of the Company.

2. **Overall Remuneration:** The aggregate of salary, allowances, perquisites, and other benefits payable to Mr. Barve shall not exceed the limits prescribed under Sections 196, 197, and Schedule V of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time.

3. **Sitting Fees:** Mr. Barve shall not be entitled to any sitting fees for attending meetings of the Board or its Committees.

Name of the Director	Mr. Ratnakar Prakash Barve
Director Identification Number (DIN)	0009341821
Date of Birth /Age	20th February 1966, Age-60 Years.
Educational Qualification	Bachelor's degree in Electronics & Telecommunication Engineering.
Nature of Expertise in specific Functional Areas	Please refer brief profile mentioned above.
Terms and Conditions of appointment/re-appointment	As per resolutions at Item No. 8 of the Notice
Remuneration last drawn & sought to be paid	Remuneration (including Commission) during FY 2025-26 ₹ 67,15,002/- (Rupees Sixty-Seven Lakh Fifteen Thousand and Two Only).
Date of first appointment on the Board	30th September, 2021
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	F.Y. 2025-26 : 6 (Six) F.Y. 2026-27 : 3 (Three) till the date of this Notice.
Directorship held in other Companies (excluding foreign companies)	NIL
Membership/Chairpersonship of Committees across Companies (excluding Foreign Companies)	Finolex Cables Limited- a).Share Transfer & Stakeholders Relationship Committee (Member) b). Corporate Social Responsibility Committee (Member) c). Risk Management Committee (Member)
Name of the listed/ unlisted entities from which the person has resigned in the past three years	NA
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	NA

The Board recommends his appointment as a Whole Time Director on the Board of Directors of the Company not liable to retire by rotation under the provisions of the Act and of the

Memorandum of Association and Articles of Association of the Company.

Other than Mr Ratnakar Prakash Barve, none of the Directors or Key Managerial Personnel of the Company and/or their relative/s is/are, in any way, concerned or interested, financially or otherwise in the resolution to be passed with regard to Item No.8 of the Notice.

The Board therefore recommends his re-appointment as Whole-Time Director of the Company for second term of five years with effect from September 30, 2026.

By Order of the Board of Directors
For **Finolex Cables Limited**

Nirnoy Sur
Company Secretary & General Manager (Legal)
ACS- 26705
Registered Office:
26-27, Mumbai-Pune Road,
Pimpri, Pune - 411018.
CIN: L31300MH1967PLC016531
Email: Investors@finolex.com

Date: 11th August, 2026
Place: Pune

Finolex Cables Limited

Regd. Office: Finolex Cables Ltd., 26-27, Mumbai-Pune Road, Pimpri, Pune-411 018, India.
Tel: 020-27475963 | **Fax:** 020-27470344
CIN: L31300MH1967PLC016531 | Visit us at: www.finolex.com