



Finolex

Cables Limited

NOTICE

NOTICE is hereby given that the Forty-Seventh Annual General Meeting of Members of Finolex Cables Limited will be held on Monday, 10th August, 2015 at 11.30 a.m. at the Auditorium of Auto Cluster Development and Research Institute, H Block, Plot C-181, Near D Mart, Chinchwad, Pune - 411019, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2015 and the reports of the Board of Directors' and Auditors' thereon.
2. To declare a dividend on equity shares for the financial year ended 31st March, 2015.
3. To appoint a Director in place of Mr Mahesh Viswanathan (DIN: 02780987) who retires by rotation, and being eligible, offers himself for reappointment.

4. To appoint Auditors and fix their remuneration and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, M/s. B. K. Khare & Co., Chartered Accountants, [Firm Registration No. 105102W], be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as shall be fixed by the Board of Directors of the Company (the "Board").

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, relevant, usual and/or expedient, for implementing and giving effect to this resolution."

SPECIAL BUSINESS

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

"RESOLVED THAT Mrs Namita Vikas Thapar [DIN: 05318899] who was appointed an Additional Director (Woman Director) by the Board of Directors of the Company (the "Board") with effect from 8th November 2014 and who holds office upto the date of this Annual General Meeting pursuant to 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 and, who is eligible for reappointment and in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 160(1) of the Act from a member of the Company proposing her candidature as Director of the Company and who has consented, if appointed, to act as Director, be and is hereby appointed a Director of the Company liable to retire by rotation."

6. 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, and the Companies (Audit and Auditors) Rules, 2014, and pursuant to the recommendation of the Audit Committee and subject to the applicable guidelines and approval of the Central Government in this regard, the Members of the Company hereby ratify a consolidated remuneration of Rs.4.50 Lakhs (Rupees Four Lakhs Fifty Thousand Only) plus taxes and out of pocket expenses, if any, chargeable extra on actual basis payable to M/s Joshi Apte & Associates, Cost Accountants, Pune (Firm Registration No.00240) who have been appointed as Cost Auditors by the Board of Directors of the Company (the "Board"), to conduct cost audit of the cost records of the Company for the financial year ending 31st March, 2016.

RESOLVED FURTHER THAT the Board be and is hereby authorised 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."

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 including any modification(s) or reenactment thereof for the time being in force and subject to the provisions of the Articles of Association of the Company, approval of the Members of the Company (the "Members") be and is hereby accorded to the Board of Directors of the Company (the "Board") to offer or invite subscriptions for secured/unsecured redeemable non-convertible debentures, in one or more series/tranches, aggregating up to Rs.150 Crores (Rupees One Hundred Fifty Crores only), on private placement basis, from such persons and on such terms and conditions as the Board may, from time to time, determine and consider proper and beneficial to the Company including as to when the said Debentures are to be issued, the consideration for the issue, the coupon rate(s) applicable, redemption period, utilisation of the issue proceeds and all matters connected with or incidental thereto;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient to give effect to this resolution."

8. To approve related party transaction(s) with Corning Finolex Optical Fibre Private Limited and to consider, and, if thought fit, to pass, the following resolution as a Special Resolution:

47th

Annual Report 2014-15

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 49 (VII) of the Listing Agreement and subject to such other approvals, consents, sanctions and permissions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Audit Committee and the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include a Committee constituted by the Board or any person(s) authorized by the Board) to authorize the Management of the Company to carry out transaction(s) in its ordinary course of business for the purchase of optical fibre from Corning Finolex Optical Fibre Private Limited from time to time at a price to be agreed between the Company and Corning Finolex Optical Fibre Private Limited and on the existing terms and conditions set out in the Agreement dated 16th June, 2011 entered into between the Company and Corning Finolex Optical Fibre Private Limited and mentioned in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board, Audit Committee and the Management of the Company be and is hereby authorized as may be appropriate or relevant to implement and to give effect to this resolution, to take all steps whatsoever and to do all such acts, deeds, matters and things as each of them may consider necessary, relevant, usual, customary and/or expedient for giving effect to this resolution including finalizing the ancillary and incidental terms in relation to each transaction and to sign deeds, applications, documents and writings in relation thereto.

By Order of the Board of Directors

Place : Pune
Dated : 12th May, 2015

R.G. D'SILVA
Company Secretary
& President (Legal)

Registered Office:
26/27, Mumbai-Pune Road, Pimpri, Pune - 411 018.
CIN: L31300MH1967PLC016531
Email: Investors@finolex.com

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT MORE THAN FIFTY MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER OF THE COMPANY.

2. The Statement setting out the material facts concerning each item of the special business mentioned under item Nos. 5 to 8 of the Notice as required under Section 102 of the Companies Act, 2013 is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will be closed from Saturday, 1st August, 2015 to Monday, 10th August, 2015 (both days inclusive) for the purpose of Annual General Meeting (AGM) and payment of Dividend.
4. The Board of Directors in their meeting held on 12th May, 2015 has recommended payment of Dividend of 90 % (Rs. 1.80 per equity share) for the year 2014-15. The payment of dividend is to be approved by the Members at the AGM. The aforesaid dividend, if declared at the AGM, will be paid on or before 8th September, 2015 to those Members whose names appear in the Register of Members of the Company, as on the date of the AGM. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership as per details to be received from the Depositories, i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the same being as of close of their respective business hours on the date immediately preceding the aforesaid Book Closure period (i.e. as of Friday, 31st July, 2015).
5. The Members are requested to:
 - a) intimate to the Company (for shares held in physical form) and to their Depository Participant (DP) (for shares held in Dematerialised form) the changes, if any, in their registered address, ECS/LECS/NECS/ Bank account number/details, etc. at an early date;
 - b) quote Ledger Folio Numbers/DP Identity and Client Identity Numbers in all their correspondence;
 - c) approach the Company for consolidation of folios, if shareholdings are under multiple folios;
 - d) direct all correspondence to the Company's Registered Office at 26/27, Mumbai-Pune Road, Pimpri, Pune 411018 for the attention of the Secretarial Department;
 - e) get the shares transferred in joint names or make nomination in respect of their shareholding in the Company, if they are held in single name to avoid inconvenience;



Finolex

Cables Limited

- f) bring their copies of the Annual Report and the Attendance Slip duly filled in for attending the Annual General Meeting; and
 - g) intimate the Company/Depository Participant (DP) the Permanent Account Number (PAN) allotted by the Income Tax Authorities for incorporation in the records/TDS Certificates, as maybe applicable;
6. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company Secretary, so as to reach the Company at least seven working days before the date of the Meeting, to enable the information required to be made available at the Meeting, to the extent possible.
7. **The Government in its concern for the environment has, as part of its green initiative permitted companies to serve requisite documents through electronic mode on their Members. Members are requested to support this worthy cause and inform the Company their personal email addresses and changes, if any, therein from time to time. This will also facilitate expeditious communication.**

Further the Companies Act, 2013 has also recognized serving of documents to any Member through electronic mode. In terms of the Circular No.NSDL/CIR/II/10/2012 dated 9th March, 2012 issued by National Securities Depository Limited, email addresses made available by the Depository for Member's respective Depository Participant accounts as part of the beneficiary position downloaded from the Depositories from time to time will be deemed to be the concerned Member's registered email address for serving notices/ documents including those covered under Sections 101 and 136 of the Companies Act, 2013 read with Section 20 of the Companies Act, 2013 and the underlying rules relating to transmission of documents in electronic mode. In light of the requirements prescribed by the aforesaid circulars, printed copies of the Notice of Annual General Meeting and Annual Report for the year ended 31st March, 2015 would be dispatched to the recorded addresses of only those Members whose Depository Participant accounts do not contain the details of their email address. **Members holding shares in electronic mode are requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company quoting their folio number(s).**

For convenience of stakeholders the Notice of Annual General Meeting and the copies of audited financial statements, directors' report, auditors' report, etc. will also be displayed on the website www.finolex.com of the Company.

8. The Securities and Exchange Board of India ("SEBI") has vide its circulars Ref. No.MRD/DoP/Cir-05/2009 dated 20th May 2009 and Ref. No. SEBI/MRD/DoP/SE/RTA/Cir-03/2010 dated 7th January, 2010 specified that for securities market transactions and off - market/private transactions involving transfer/transmission of shares, deletion of name of deceased shareholder(s) and transposition of names in respect of shares held in physical form of listed companies, it shall be mandatory for the transferee(s)/shareholder(s) to furnish copy of PAN card to the Company/Registered Transfer Agents (RTAs) for registration of such transfer/transmission of shares or other requests, as aforesaid. All shareholder(s) desirous of lodging physical shares for any of the aforesaid should, therefore, invariably furnish copy of their PAN card at the time of lodging requests for such matters together with all requisite documents to the Company/RTA for necessary action, to avoid inconvenience.
9. Pursuant to Section 205A of the earlier Companies Act, 1956, all unclaimed/unpaid dividends upto the financial year ending 31st March, 1995 have been transferred to the General Revenue Account of the Central Government. Shareholders who have not encashed the dividend warrant for the said period are requested to claim the amount from the Registrar of Companies, Maharashtra, PMT Commercial Building, Deccan Gymkhana, Pune - 411004.

Further, pursuant to Section 205A of the earlier Companies Act, 1956, the amount of dividends for the financial years ended 31st March, 1996 to 31st March 2007, each of which were remaining unpaid or unclaimed for a period of seven years have, from time to time, been transferred to the Investor Education and Protection Fund of the Central Government (the "Fund") by the Company upon expiry of the period prescribed in this regard. Also pursuant to the provisions of Section 124 of the Companies Act, 2013 and applicable Rules made thereunder (the "Act"), the dividends remaining unpaid or unclaimed for the financial year ending 31st March, 2008 and thereafter shall similarly on expiry of the prescribed period of seven years also be transferred to the Fund.

The Company had individually informed the concerned Shareholders, at their last recorded addresses, and those Shareholders who have still not encashed the Dividend Warrants for the financial year ending 31st March, 2008 (which is to be transferred to the Fund within one month from 3rd September, 2015) or for any of the financial years subsequent thereto are therefore, requested to immediately forward the same to the Company for revalidation. **It may also please be noted that once the unclaimed dividend is transferred to the Investor Education and Protection Fund, as above, no claim shall lie against the Company in respect of the individual 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.**

10. In order to provide protection against fraudulent encashment of dividend warrants, Members are requested to furnish their Bank account number with the name of the Bank/Branch, its address and quoting their folio number, etc so that the Bank account details are available for payment of dividend by ECS/LECS/NECS/can be printed on the dividend warrants. Similarly, Members holding shares in dematerialised form may please immediately inform changes, if any, in their Bank account details (with 9 Digit MICR Code) to their Depository Participant (DP) to enable the correct Bank account details to be made available to the Company by the DP for ECS/LECS/NECS/printing on the dividend warrants. **In any case, Members will appreciate that the Company will not be responsible for any loss arising out of fraudulently encashed dividend warrants.**

47th

Annual Report 2014-15

11. Voting through electronic means (i.e. remote e-voting):

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted vide Notification F.No.01/34/2013-CL-V-Part-I dated 19th March, 2015 enacting the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide Members the facility to exercise their right to vote in respect of the business to be considered at the 47th Annual General Meeting (AGM) by electronic means and the business may be transacted from a place other than the venue of the AGM through remote e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for remote e-voting are as under:

- (A) Members whose shareholding is in dematerialized form and whose email addresses (IDs) are registered with the Company/ Depository Participants(s) will receive an email from NSDL informing the Member the User ID and Password:
- (i) Open email and open PDF file viz; "Finolex Cables Limited e-Voting.pdf" with your Client ID or Folio No. as password.
The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended to change the initial password and not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" (E-Voting Event Number) of Finolex Cables Limited.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote or cast your vote again even if you attend the AGM.
 - (xii) Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to e-voting@nsdl.co.in or forward the relevant documents to the Company's email ID i.e. investors@finolex.com with a copy marked to evoting@nsdl.co.in

- (B) For Members holding shares in dematerialized form whose email IDs are not registered with the Company/Depository Participants(s), all Members holding shares in physical form as well as those Members who have requested for physical copy of the Notice and Annual Report, the following instructions are to be noted:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) given in I(A) above, to cast your vote.
- II. (a) Please note the facility for voting by ballot or polling paper shall also be made available at the Meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.
- (b) Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- III. 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 Downloads section of www.evoting.nsdl.com or contact NSDL on Toll Free No.1800-222-990 or by email at evoting@nsdl.co.in.

Please note 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 option "Forgot Password" available on the site to reset the password.

- IV. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password/PIN for casting your vote.
- V. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s). You may also enter the secret question and answer of your choice to retrieve your password in case you forget it



Finolex

Cables Limited

- VI. The remote e-voting period commences on 7th August, 2015 (9:00 am) and ends on 9th August, 2015 (5:00 pm). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 3rd August, 2015, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- VII. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 3rd August, 2015.
- VIII. Members who have already exercised their right to vote through remote e-voting can attend the AGM but cannot vote again.
- IX. Any person, who acquires shares of the Company and becomes a Member after dispatch of the Notice and holding shares as on the cut-off date i.e. 3rd August, 2015 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following Toll Free No.: 1800-222-990.
- X. Mr. S. V. Deulkar, (C.P. No.965) Partner of M/s SVD & Associates, Company Secretaries, Pune has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XI. The Scrutinizer shall, immediately after the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Executive Chairman of the Company or a person authorized by him in writing who shall countersign the same.
- XII. After receipt of the consolidated Scrutinizer's Report the Executive Chairman of the Company or a person authorized by him in writing shall declare the results of the voting forthwith. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.finolex.com and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges i.e. National Stock Exchange Limited of India Limited and Bombay Stock Exchange Limited, where the shares of the Company are listed.
- XIII. The Company shall cause a requisite public notice by way of an advertisement to be published on or before 19th July, 2015 in Marathi language newspaper 'Loksatta', Pune edition and in English language newspaper 'The Financial Express', Pune edition.
12. All documents referred to in the accompanying Notice 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 10th August, 2015.
13. Reappointment of Directors:
- (a) At the ensuing Annual General Meeting, Mr Mahesh Viswanathan retires by rotation and, being eligible, offers himself for reappointment. The information or details to be provided under the Code of Corporate Governance is set out hereinafter.
- Mr Mahesh Viswanathan is aged 55 years and joined the services of the Company as Chief Financial Officer on 15th October, 2008. Mr. Mahesh Viswanathan is a Chartered Accountant having several years experience in industry including in Management, Finance and Taxation matters. He has worked in a number of leading companies in India and also has international experience in multinational companies.
- Mr Mahesh Viswanathan was appointed as an Additional Director and a whole time Director designated as "Director – Finance & Chief Financial Officer by the Board of Directors of the Company (the "Board") at its meeting held on 23rd October, 2010 for a period of 5 years with effect from 1st November, 2010. Thereafter the Board at its meeting held on 30th April, 2013 appointed Mr Mahesh Viswanathan as a whole time Director designated as Executive Director & Chief Financial Officer of the Company for a period of 5 years with effect from 1st July, 2013. The said appointment was approved by the Members at the Annual General Meeting held on 28th June, 2013.
- Mr Mahesh Viswanathan is the Company's Nominee Director on the Board of M/s Finolex J-Power Systems Limited (also Member of its Audit Committee, Nomination and Remuneration Committee and Share Allotment and Transfer Committee) as also on the Board of M/s Corning Finolex Optical Fibre Private Limited. Mr Mahesh Viswanathan does not hold any shares in the Company as on 31st March, 2015.
- In terms of the Agreement executed between the Company and Mr Mahesh Viswanathan and pursuant to his reappointment as a Director on the Board of Directors of the Company by the Members at this meeting, Mr Mahesh Viswanathan shall continue as Executive Director and Chief Financial Officer of the Company for the remaining term of his office i.e. upto 30th June, 2018.
- Mr Mahesh Viswanathan may be deemed to be concerned or interested in the ordinary business at item No.3 of the Notice, since it relates to his reappointment as a Director on the Board. None of the other Directors or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested in the said item of business relating to reappointment of Mr Mahesh Viswanathan to the Board.
- The Board recommends the reappointment of Mr Mahesh Viswanathan on the Board for continuing as Executive Director and Chief Financial Officer of the Company for the remaining period of his term, as aforesaid.

47th

Annual Report 2014-15

EXPLANATORY STATEMENT IN RESPECT OF ITEM NOS. 5 TO 8 OF THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 5

Mrs Namita Vikas Thapar [DIN: 05318899] was appointed with immediate effect as an Additional Director (Woman Director) by the Board of Directors of the Company (the "Board") at its meeting held on 8th November, 2014. 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. Mrs Namita Vikas Thapar holds office of Director upto the date of this Annual General Meeting. The Company has received a notice from a member in pursuance of Section 160(1) of the Act signifying his intention to propose the appointment of Mrs Namita Vikas Thapar (i.e. Woman Director) as Director of the Company along with a deposit of Rupees One Lakh only which shall be refunded to the concerned member if Mrs Namita Vikas Thapar is elected as Director.

Mrs Namita Vikas Thapar, aged about 38 years holds qualifications of B.Com., C.A. and MBA from Duke University, USA. She is a whole time Director and Chief Financial Officer of Emcure Pharmaceuticals Limited and has about 15 years experience. She is also a Director on the Board of Zuventus Healthcare Limited. She does not hold any shares in the Company.

The Board recommends her appointment as a Director, in the capacity as woman director, on the Board of Directors of the Company and liable to retire by rotation.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No.5 of the Notice.

Item No.6

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 31st March, 2016.

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 recommends the Ordinary Resolution set out at Item No.6 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No.6 of the Notice.

Item No.7

Section 42 of the Companies Act, 2013 (the "Act") read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 deals with private placement of securities by a company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement basis, a company shall obtain previous approval of its Members by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year. In this regard private placement means an offer of securities or invitation to subscribe securities to a select group of persons by a company (other than by way of public offer) through issue of a private placement offer letter and which satisfies the conditions specified in Section 42 of the Act.

In terms of the aforesaid provisions, the Members of the Company had, at the 46th Annual General Meeting held on 9th September, 2014, authorized the Board of Directors of the Company to offer or invite subscription for non-convertible debentures in one or more tranches aggregating upto an amount of Rs.100 Crores (Rupees One Hundred Crores only) on private placement basis on such terms and conditions including security as the Board may, from time to time, decide in the said year. It may please be noted that the Company had not made any private placement of non-convertible debentures pursuant to the authority accorded by the Members by the resolution passed on 9th September, 2014.

The Company may however require to augment its long term resources for financing, its planned or ongoing capital expenditure and for general corporate purposes and the Company may offer or invite subscription for secured or unsecured redeemable non-convertible debentures, in one or more series or tranches on a private placement basis, issuable or redeemable at par.

The approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 to enable the Company to offer or invite subscription for NCDs on a private placement basis, in one or more tranches during the period of one year from the date of passing the resolution at Item No.7 within the overall borrowing limits of the Company, as approved by the Members from time to time.

The Board recommends the Special Resolution set out at Item No.7 of the Notice for approval by the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No.7 of the Notice.

Item No.8

The Company and Corning Ventures France SAS (a French subsidiary of Corning Incorporated, USA) entered into a joint venture under the name "Corning Finolex Optical Fibre Private Limited" (CFOFPL). Pursuant to the approval of the Board of Directors of the Company



Finolex

Cables Limited

at its meeting held on 8th February, 2011 an Agreement dated 16th June, 2011 ("JV Agreement") was entered into between the Company and CFOFPL in order for the Company to purchase optical fibre from CFOFPL (the "Transaction"). The business of CFOFPL is to purchase optical fibre produced by Corning Technologies India Private Limited and sell the same to merchant cablers in India.

The particulars of the Transaction in terms of Clause 3 of the Explanation to Rule 15 sub-rule (3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

1	Name of the related party	Corning Finolex Optical Fibre Private Limited ("CFOFPL")
2	Name of the Directors or key managerial personnel who is related, if any	Mr D K Chhabria Mr Mahesh Viswanathan
3	Nature of relationship	Nominee Directors of the Company on the Board of CFOFPL and Mr D K Chhabria is now also the Non Executive Chairman of CFOFPL.
4	Nature of material terms, monetary value and particulars of the contract or arrangement	Annual purchase value at current prices is estimated at Rs.40 Crores or 1 Million KM Fibre quantity whichever is higher; normal credit period applicable is 30 days.
5	Any other information relevant of important for the Members to take a decision on the proposed resolution: Advantages for the Company by virtue of being a JV partner in CFOFPL are as under: (a) The Company would have confirmed long term source of supply for its fibre requirements as and when its requirement of fibre exceeds its own manufacturing capacity. (b) From time to time, cable customers specify or mandate that their cable should be made with a specific brand of fibre. Where such specification requires the use of only Corning branded fibre, this JV Agreement allows the Company to procure fibre without entering into protracted negotiations. (c) The JV Agreement further provides that for a similar volume of fibre, the Company would get the lowest price in India from CFOFPL as compared to any of its other customers. (d) Finally, the Company would participate equally in the profits that would accrue to CFOFPL via its operations. Being primarily a trading company, the investment in CFOFPL is not expected to be large and hence the returns would be attractive in the long run. (e) The JV Agreement also provides for safeguards in such a manner that operating losses, if any, would be reimbursed by Corning Ventures France SAS to the JV company i.e. CFOFPL.	

The Transaction is entered into in the ordinary course of business of the Company. The Ministry of Corporate Affairs has vide its General Circular No. 30 / 2014 dated July 17, 2014 clarified that contracts entered into by companies, after making necessary compliances under Section 297 of the Companies Act, 1956, which already came into effect before the commencement of Section 188 of the Companies Act, 2013, that is, 1st April, 2014, will not require fresh approval under Section 188 till the expiry of the original term of such contracts, except where any modification in such contract is made on or after 1st April, 2014. However, for ensuring better corporate governance and as a matter of abundant caution, the approval of the Members is being sought by way of a special resolution.

The Board resolution dated 8th February, 2011 and the JV Agreement entered into between the Company and Corning Finolex Optical Fibre Private Limited are available for inspection by the Members at the Registered Office of the Company between 9.00 am to 11.00 am on any working day of the Company till 10th August, 2015.

It is in the interest of the Company to pass the special resolution. The Board has recommended the resolution and the Audit committee has approved the proposed resolution which is being placed before the Members for their approval.

Mr D K Chhabria, Executive Chairman and Mr Mahesh Viswanathan, Executive Director and Chief Financial Officer of the Company are the nominees of the Company on the Board of Directors of CFOFPL, and Mr D K Chhabria is also the non Executive Chairman of CFOFPL. Accordingly, they may be deemed to be concerned or interested in this Special Resolution. Mr D K Chhabria and Mr Mahesh Viswanathan do not hold any shares or have any pecuniary interest in CFOFPL. No other Director or Key Managerial Personnel or their respective relatives are concerned or interested financially or otherwise in the resolution set out at Item No.8 of this Notice.

By Order of the Board of Directors

R.G. D'SILVA

Company Secretary
& President (Legal)

Place : Pune

Dated : 12th May, 2015

Registered Office:

26/27, Mumbai-Pune Road, Pimpri, Pune - 411 018.

CIN: L31300MH1967PLC016531

Email: Investors@finolex.com

FINOLEX CABLES LIMITED

Regd. Office: 26-27, Mumbai – Pune Road, Pimpri, Pune – 411 018

[CIN: L31300MH1967PLC016531]

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : _____
 Registered Address : _____
 E-Mail ID : _____
 Folio No. / Client ID : _____
 DP ID : _____

I/We, being the member(s) holding _____ shares of the above named Company, hereby appoint: (1) Mr/Mrs/
 Ms _____ residing at _____

E-Mail ID: _____ or failing him/her (2) Mr/Mrs/Ms _____ residing
 at _____ E-Mail ID: _____

or failing him/her (3) Mr/Mrs/Ms _____ residing at _____
 E-Mail ID: _____

whose signatures are appended below, as my/our proxy to attend and vote (on a poll) for me/our behalf at the 47th Annual General Meeting of the Company, to be held on Monday the 10th day of August, 2015 at 11.30 a.m. at the Auditorium of Auto Cluster Development and Research Institute, H Block, Plot C-181, Near D'Mart, Chinchwad, Pune – 411019 and at any adjournment thereof in respect of such resolution as are indicated below:

Sr. No.	Resolution	Vote (Optional see Note 3)*	
		For	Against
	ORDINARY BUSINESS		
1	Adoption of financial statement of the Company for the financial year ended 31st March, 2015 and the reports of the Board of Directors' and Auditors' thereon.		
2	Declaration of dividend @ 90% on equity shares for the financial year ended 31st March, 2015.		
3	Appointment of Mr Mahesh Viswanathan (DIN: 02780987), who retires by rotation at this meeting, and being eligible, offers himself for reappointment.		
4	Appointment of Auditors and fixing their remuneration.		
	SPECIAL BUSINESS		
5	Appointment of Mrs Namita Vikas Thapar (DIN: 05318899) as Woman Director of the Company liable to retire by rotation.		
6	Approval of remuneration of M/s Joshi Apte & Associates, Cost Accountants, Pune (Firm Registration No.00240) as Cost Auditor of the Company for the financial year 2015-16.		
7	To offer or invite subscriptions for secured/unsecured redeemable non-convertible debentures, in one or more series/tranches, aggregating upto Rs.150 Crores (Rupees One Hundred Fifty Crores Only) on private placement basis.		
8	Approval for the Company to continue to purchase optical fibre from Corning Finolex Optical Fibre Private Limited as set out at item No.8 of the Notice.		

Signed this _____ day of _____ 2015

Affix Rs.1/- Revenue Stamp

Signature of Shareholder

Signature of 1st proxy holder

Signature of 2nd proxy holder

Signature of 3rd proxy holder

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For details of the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 47th Annual General Meeting.
- *It is optional to indicate your preference. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

TEAR HERE

FINOLEX CABLES LIMITED

Regd. Office: 26-27, Mumbai – Pune Road, Pimpri, Pune – 411 018

[CIN: L31300MH1967PLC016531]

47TH ANNUAL GENERAL MEETING – MONDAY, 10th AUGUST, 2015

ATTENDANCE SLIP

(To be handed over at the entrance of the venue of the Meeting)

Folio No. : _____ No. of Shares _____

DP ID : _____

Client ID : _____

Name of the attending member (in block letters)

Name of the Proxy (in block letters)

(to be filled by the Proxy attending instead of the member)

I hereby record my presence at the 47th Annual General Meeting held on Monday the 10th day of August, 2015 at 11.30 a.m. at the Auditorium of Auto Cluster Development and Research Institute, H Block, Plot C-181, Near D Mart, Chinchwad, Pune – 411019.

Member's/Proxy's Signature

- Notes: 1) Interested joint members may obtain attendance slips from the Registered Office of the Company.
2) Members/Joint members/proxies are requested to bring the duly filled in attendance slip with them. Duplicate slips will not be issued at the entrance of the Auditorium.