

**REPORT OF SCRUTINIZER(S) ON POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration) Rules, 2014]

To  
The Chairman  
**Polycab India Limited**  
**(formerly known as Polycab Wires Limited)**  
Registered Office Address: E-554 Greater Kailash -II, New Delhi – 110048  
Corporate Office: Polycab House, 771 Mogul Lane, Mahim (W), Mumbai – 400016

Dear Sir,

**Sub:** Scrutinizer's Report on Passing of Resolution through Postal Ballot and E-voting conducted by **Polycab India Limited (formerly known as Polycab Wires Limited)** ("Company") under Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended, and subject to Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 covered under the Notice dated 11<sup>th</sup> December, 2019

1. I, **Dilip Bharadiya**, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Polycab India Limited ("the Company") pursuant to Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended, and subject to Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, to receive and scrutinize the Postal Ballot Forms received from shareholders and also to scrutinize the e-voting process in a fair and transparent manner, in respect of the Postal Ballot Notice, sent to all its Shareholders, for adopting the following Special resolutions:

- Shifting of Registered Office of the Company from the "National Capital Territory (NCT) of Delhi to the State of Gujarat and consequential amendment in the Memorandum of Association of the Company."
- Ratification / Amendment of Employee Stock Option Plan 2018
- Ratification / Amendment of Polycab Employee Stock Option Privilege Scheme 2018
- Ratification / Amendment of Polycab Employee Stock Option Performance Scheme 2018
- Grant of Employee Stock Options to the Employees of Subsidiary Companies under 'Polycab Employee Stock Option Plan 2018' ('ESOP Plan 2018') comprising of Polycab Employee Stock Option Privilege Scheme 2018 and Polycab Employee Stock Option Performance Scheme 2018 ('ESOP Scheme 2018').

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2. I am pleased to present the report on the Postal Ballot conducted by the Company to pass resolutions as contained in the Notice of the Postal Ballot dated 11<sup>th</sup> December, 2019.
3. I hereby submit my report as under:
  - 3.1 The Company has completed the despatch of Postal Ballot Notice along with Explanatory Statement and Postal Ballot Form as detailed below to all the Members of the Company, whose names appeared in the Register of Members/Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e Friday, 13<sup>th</sup> December, 2019 as under:
    - a) In electronic mail to 80,015 Members whose email ID's are registered with the Depository Participants on Wednesday, 18<sup>th</sup> December, 2019
    - b) 13,629 in Physical mode, along with a self addressed postage prepaid Business Reply Envelope to the members whose email ID's are not registered on Friday, 20<sup>th</sup> December, 2019
    - c) 3304 Bounce back email cases received from NSDL on 23rd December 2019 and Postal ballot notice was sent to the shareholders on Monday, 30th December 2019
  - 3.2 Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has published the advertisement of Postal Ballot Notice in Financial Express (in English) and Jansatta (in Hindi) on 21st December 2019.
  - 3.3 Particulars of all the Postal Ballot Papers received from the members have been entered in a Register, separately maintained for the purpose.
  - 3.4 The Company had engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its members. During the process of voting by electronic means we were assisted by and had relied upon the secured system provided by NSDL for validation of voting by electronic means. Reports for voting on resolution were generated from e-voting website of NSDL, by unblocking the data after 5.05 p.m on 20<sup>th</sup> January, 2020 in the presence of two witnesses.
  - 3.5 All the Postal Ballot Forms received as stated in the Notice dated 11<sup>th</sup> December, 2019 and votes cast through e-voting received upto 5.00 p.m. on Monday 20<sup>th</sup> January, 2020, the last day and time fixed by the Company for the receipt of e-votes, were scrutinized by me with respect to their validity and the votes cast through the same had been recorded.
  - 3.6 No Postal Ballot Form including votes cast through e-voting received after the close of working hours, on Monday 20<sup>th</sup> January 2020, the last day and time fixed by the Company had been considered.
  - 3.7 No incomplete, unsigned or incorrect Postal Ballot Form was received
  - 3.8 Two Physical Postal Ballot Forms received were defective w.r.t. there being mismatch in the shareholders signature totaling to 77 equity shares.

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- 3.9 With the support of the Registrar and Transfer Agent ("RTA") of the Company, the Postal Ballot forms were scrutinized and the signatures of Members who had cast their votes verified with their specimen signature registered with RTA as provided by the depositories.
- 3.10 The particulars of all the electronic votes casted by the members through e-voting process have been recorded in a register separately maintained for the purpose.
- 3.11 The result of the e-voting is as per the annexure attached herewith
- 3.12 In terms of the requirements of the Companies Act 2013, the Postal Ballot Forms and other related papers/ registers and records will be handed over to the Company for safe custody of the same after signing of the minutes of the Postal Ballot process.

3.13 **Conclusion:**

All the resolutions having secured requisite majority of votes, the respective resolutions may be considered to have been passed. The Chairman of the said AGM may accordingly declare the result of voting.

Thanking You,  
For DILIP BHARADIYA & ASSOCIATES



DILIP BHARADIYA  
F.C.S. 7956; C.P. 6740  
UDIN: F007956B000083372



Place: Mumbai

Date : 21<sup>st</sup> January, 2020

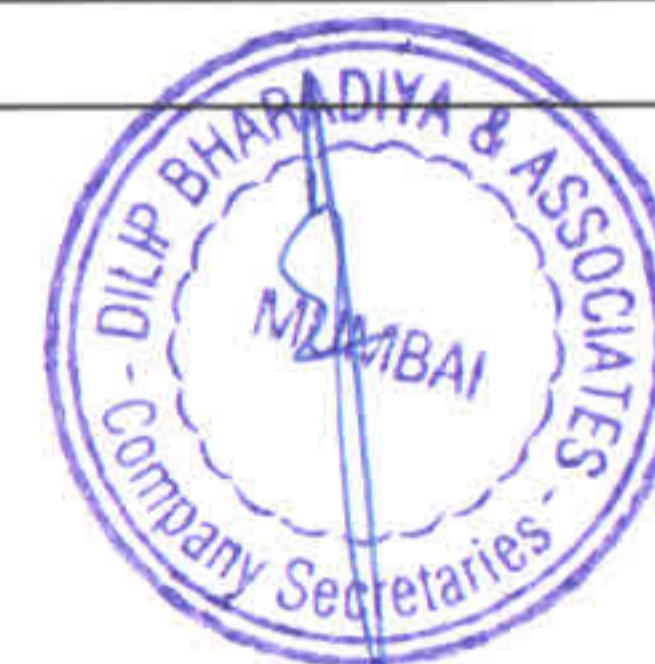


Resolution Required(Ordinary/Special) Whether promoter/Promoter Group are interested in below Resolution					Special Not interested				
Description of resolution considered					Shifting of Registered Office of the Company from the "National Capital Territory (NCT) of Delhi to the State of Gujarat and consequential amendment in the Memorandum of Association of the Company				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against	Invalid votes
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100	(8)
Promoter and Promoter Group	E-voting	10,21,00,345	10,20,99,045	99.9987	10,20,99,045	-	100.0000	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		1,200	0.0012	1,200	-	100.0000	-	-
	<b>Total</b>		<b>10,21,00,345</b>	<b>10,21,00,245</b>	<b>99.9999</b>	<b>10,21,00,245</b>	-	<b>100.0000</b>	-
Public Institutions	E-voting	1,33,77,782	77,99,556	58.3023	70,03,018	7,96,538	89.7874	10.2126	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	<b>Total</b>		<b>1,33,77,782</b>	<b>77,99,556</b>	<b>58.3023</b>	<b>70,03,018</b>	<b>7,96,538</b>	<b>89.7874</b>	<b>10.2126</b>
Public Non-Institutions	E-voting	3,32,88,381	79,13,356	23.7721	79,12,763	593	99.9925	0.0075	-
	Poll		-	-	-	-	-	-	77
	Postal Ballot		767	0.0023	767	-	100.0000	-	77
	<b>Total</b>		<b>3,32,88,381</b>	<b>79,14,123</b>	<b>23.7744</b>	<b>79,13,530</b>	<b>593</b>	<b>99.9925</b>	<b>0.0075</b>
	<b>GRAND TOTAL</b>	<b>14,87,66,508</b>	<b>11,78,13,924</b>	<b>79.1938</b>	<b>11,70,16,793</b>	<b>7,97,131</b>	<b>99.3234</b>	<b>0.6766</b>	<b>77</b>
Whether the resolution is passed or not									
Passed									
Disclosure of notes on									
1. Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions									
2. The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places									





Resolution Required(Ordinary/Special) Whether promoter/Promoter Group are interested in below Resolution					Special Not interested				
Description of resolution considered					Ratification / Amendment of Employee Stock Option Plan 2018				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes in favour	% of votes in Against	Invalid votes
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-voting	10,21,00,345	10,20,99,045	99.9987	10,20,99,045	-	100.0000	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		1,200	0.0012	1,200	-	100.0000	-	-
	<b>Total</b>		<b>10,21,00,345</b>	<b>10,21,00,245</b>	<b>99.9999</b>	<b>10,21,00,245</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public Institutions	E-voting	1,33,77,782	77,99,556	58.3023	72,16,361	5,83,195	92.5227	7.4773	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	<b>Total</b>		<b>1,33,77,782</b>	<b>77,99,556</b>	<b>58.3023</b>	<b>72,16,361</b>	<b>5,83,195</b>	<b>92.5227</b>	<b>7.4773</b>
Public Non-Institutions	E-voting	3,32,88,381	79,12,335	23.7691	79,11,578	757	99.9904	0.0096	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		767	0.0023	767	-	100.0000	-	77
	<b>Total</b>		<b>3,32,88,381</b>	<b>79,13,102</b>	<b>23.7714</b>	<b>79,12,345</b>	<b>757</b>	<b>99.9904</b>	<b>0.0096</b>
<b>GRAND TOTAL</b>		<b>14,87,66,508</b>	<b>11,78,12,903</b>	<b>79.1932</b>	<b>11,72,28,951</b>	<b>5,83,952</b>	<b>99.5043</b>	<b>0.4957</b>	<b>77</b>
Whether the resolution is passed or not							Passed		
Disclosure of notes on									
1. Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions									
2. The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places									





Resolution Required(Ordinary/Special) Whether promoter/Promoter Group are interested in below Resolution					Special Not interested				
Description of resolution considered					Ratification / Amendment of Polycab Employee Stock Option Privilege Scheme 2018				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against	Invalid votes
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)] *100	(8)
Promoter and Promoter Group	E-voting	10,21,00,345	10,20,99,045	99.9987	10,20,99,045	-	100.0000	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		1,200	0.0012	1,200	-	100.0000	-	-
	<b>Total</b>		<b>10,21,00,345</b>	<b>10,21,00,245</b>	<b>99.9999</b>	<b>10,21,00,245</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public Institutions	E-voting	1,33,77,782	77,99,556	58.3023	72,16,361	5,83,195	92.5227	7.4773	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	<b>Total</b>		<b>1,33,77,782</b>	<b>77,99,556</b>	<b>58.3023</b>	<b>72,16,361</b>	<b>5,83,195</b>	<b>92.5227</b>	<b>7.4773</b>
Public Non-Institutions	E-voting	3,32,88,381	79,12,281	23.7689	79,11,561	720	99.9909	0.0091	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		767	0.0023	767	-	100.0000	-	77
	<b>Total</b>		<b>3,32,88,381</b>	<b>79,13,048</b>	<b>23.7712</b>	<b>79,12,328</b>	<b>720</b>	<b>99.9909</b>	<b>0.0091</b>
	<b>GRAND TOTAL</b>	<b>14,87,66,508</b>	<b>11,78,12,849</b>	<b>79.1931</b>	<b>11,72,28,934</b>	<b>5,83,915</b>	<b>99.5044</b>	<b>0.4956</b>	<b>77</b>
Whether the resolution is passed or not							Passed		
Disclosure of notes on									
1. Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions									
2. The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places									





Resolution Required(Ordinary/Special) Whether promoter/Promoter Group are interested in below Resolution					Special Not interested Ratification / Amendment of Polycab Employee Stock Option Performance Scheme 2018				
Description of resolution considered									
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against	Invalid votes
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)] *100	(8)
Promoter and Promoter Group	E-voting	10,21,00,345	10,20,99,045	99.9987	10,20,99,045	-	100.0000	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		1,200	0.0012	1,200	-	100.0000	-	-
	<b>Total</b>		<b>10,21,00,345</b>	<b>10,21,00,245</b>	<b>99.9999</b>	<b>10,21,00,245</b>	-	<b>100.0000</b>	-
Public Institutions	E-voting	1,33,77,782	77,99,556	58.3023	72,16,361	5,83,195	92.5227	7.4773	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	<b>Total</b>		<b>1,33,77,782</b>	<b>77,99,556</b>	<b>58.3023</b>	<b>72,16,361</b>	<b>5,83,195</b>	<b>92.5227</b>	<b>7.4773</b>
Public Non-Institutions	E-voting	3,32,88,381	79,12,315	23.7690	79,11,645	670	99.9915	0.0085	-
	Poll		-	-	-	-	100.0000	-	77
	Postal Ballot		767	0.0023	767	-	99.9915	0.0085	77
	<b>Total</b>		<b>3,32,88,381</b>	<b>79,13,082</b>	<b>23.7713</b>	<b>79,12,412</b>	<b>670</b>	<b>99.9915</b>	<b>0.0085</b>
	<b>GRAND TOTAL</b>	<b>14,87,66,508</b>	<b>11,78,12,883</b>	<b>79.1931</b>	<b>11,72,29,018</b>	<b>5,83,865</b>	<b>99.5044</b>	<b>0.4956</b>	<b>77</b>
Whether the resolution is passed or not					Passed				
Disclosure of notes on									
1. Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions									
2. The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places									





Resolution Required(Ordinary/Special) Whether promoter/Promoter Group are interested in below Resolution					Special Not interested				
Description of resolution considered					Grant of Employee Stock Options to the Employees of Subsidiary Companies under 'Polycab Employee Stock Option Plan 2018' ('ESOP Plan 2018') comprising of Polycab Employee Stock Option Privilege Scheme 2018 and Polycab Employee Stock Option Performance Scheme 2018 ('ESOP Scheme 2018').				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against	Invalid votes
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-voting	10,21,00,345	10,20,99,045	99.9987	10,20,99,045	-	100.0000	-	-
	Poll		-	-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	-	-
	<b>Total</b>		<b>10,21,00,345</b>	<b>10,20,99,045</b>	<b>99.9987</b>	<b>10,20,99,045</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public Institutions	E-voting	1,33,77,782	77,99,556	58.3023	61,24,535	16,75,021	78.5241	21.4759	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-
	<b>Total</b>		<b>1,33,77,782</b>	<b>77,99,556</b>	<b>58.3023</b>	<b>61,24,535</b>	<b>16,75,021</b>	<b>78.5241</b>	<b>21.4759</b>
Public Non-Institutions	E-voting	3,32,88,381	79,12,183	23.7686	79,11,090	1,093	99.9862	0.0013	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot		767	0.0023	767	-	100.0000	-	77
	<b>Total</b>		<b>3,32,88,381</b>	<b>79,12,950</b>	<b>23.7709</b>	<b>79,11,857</b>	<b>1,093</b>	<b>99.9862</b>	<b>0.0138</b>
	<b>GRAND TOTAL</b>	<b>14,87,66,508</b>	<b>11,78,11,551</b>	<b>79.1923</b>	<b>11,61,35,437</b>	<b>16,76,114</b>	<b>98.5773</b>	<b>1.4227</b>	<b>77</b>
Whether the resolution is passed or not							Passed		
Disclosure of notes on									
1. Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions									
2. The percentages calculated in Column no. 3, 6 & 7 have been rounded to four decimal places									

