Dilip Bharadiya B.Com., A.C.A., F.C.S. Proprietor

DILIP BHARADIYA & ASSOCIATES

COMPANY SECRETARIES

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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 11th 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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- 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 11th 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, 13th December, 2019 as under:
 - a) In electronic mail to 80,015 Members whose email ID's are registered with the Depository Participants on Wednesday, 18th 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, 20th 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 20th January, 2020 in the presence of two witnesses.
- 3.5 All the Postal Ballot Forms received as stated in the Notice dated 11th December, 2019 and votes cast through e-voting received upto 5.00 p.m. on Monday 20th 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 20th 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: 21st January, 2020

OHIO COMMBAI SECRETATION SECRETATION

Annexure

solution Requ	ired(Ordinary/	Special) Whether	promoter/Pror	noter Group	Special						
o interested in	below Resolut	ion				0 0 1000		rom the "Natio	nal		
	esolution consi				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						
	Mode of Voting		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		
Category	• • • • • • • • • • • • • • • • • • • •		(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100	(8)		
		(1)		99.9987	10,20,99,045		100.0000	25.	8		
Promoter and	E-voting	10,21,00,345	10,20,99,045	99.3301	10,20,00,00	12		i.e.	141		
	Poll		1 200	0.0012	1,200	1)=	100.0000	L			
Promoter	Postal Ballot		1,200		10,21,00,245		100.0000	-	(H. II		
Group	Total	10,21,00,345	10,21,00,245		70,03,018	- 06 500	89.7874	10.2126			
	E-voting	1,33,77,782	77,99,556	58.3023	-	-		но	(5)		
	Poll				170		; 	.73	196		
Public	Postal Ballot		77 00 556	58.3023	70,03,018	7,96,538	89.7874	10.2126	-		
Institutions	Total	1,33,77,782	77,99,556	72 31 22 2 4	79,12,763		99.9925	0.0075	-		
	E-voting		79,13,356	23.1121	-	-		(4)	-		
Public Non- Institutions	Poll	3,32,88,381	7.67	0.0023	767	7	100.0000	×	77		
	Postal Ballot		767				99.9925	0.0075	77		
	Total	3,32,88,381	79,14,123					0.6766	77		
	TOTAL	14,87,66,508	11,78,13,924 79.193		8 11,70,16,793 7,97,131		Passed				

Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions Disclosure of notes on

Option Plan	tock Option P	Employee Stock C		Not interested	1				
Option Plan	tock Option P	Employee Stock C		BEAR IS MINISTER STRAIGHTON			*	low Resolution	nterested in bel
			nendment of	Ratification / An 2018		-	red	esolution conside	Description of r
	% of votes - in Against	A STATE OF THE STA	No. of votes - in Against	No. of votes - in favour	% votes polled on outstanding shares	No. of votes polled	No. of shares	Mode of Voting	Category
5-10-10-10-10-10-10-10-10-10-10-10-10-10-	(7)=[(5)/(2)] *100	(6)=[(4)/(2)] (7)=[(*100 *1	(5)	(4)	(3)= [(2)/(1)]*100	(2)	(1)		
n:	~:	100.0000	=-	10,20,99,045	99.9987	10,20,99,045		E-voting	
91	-		-	(#	<u> </u>	8.	10,21,00,345	Poll	Promoter and
v ex	V #:	100.0000	==	1,200	0.0012	1,200	\	Postal Ballot	Promoter
-	-	100.0000	-	10,21,00,245	99.9999	10,21,00,245	10,21,00,345	Total	Group
7.4773	7.4773	92.5227	5,83,195	72,16,361	58.3023	77,99,556		E-voting	
-:	-:	~	~		8		1,33,77,782	Poll	
-	-	;==1	(#I	-	<u> </u>	E .		Postal Ballot	Public
7.4773	7.4773	92.5227	5,83,195	72,16,361	58.3023	77,99,556	1,33,77,782	Total	Institutions
0.0096	0.0096	99.9904	757	79,11,578	23.7691	79,12,335		E-voting	
1-0	(=)		-	II 15		=	3,32,88,381	Poll	
-	-	100.0000	=	767	0.0023	767		Postal Ballot	Public Non-
0.0096	0.0096	99.9904	757	79,12,345	23.7714	79,13,102	3,32,88,381	Total	Institutions
0.4957	0.4957	99.5043	5,83,952	11,72,28,951	79.1932	11,78,12,903	14,87,66,508	GRAND TOTAL	
		Passed					or not	solution is passed	Whether the re
		99.9904 100.0000 • 99.9904 99.5043	757 - - 757 5,83,952	79,11,578 - 767 79,12,345	23.7691 - 0.0023 23.7714	79,12,335 - 767 79,13,102	3,32,88,381 3,32,88,381 14,87,66,508	Poll Postal Ballot Total GRAND TOTAL solution is passed	Public Non- Institutions

1. Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions

Resolution Req	uired(Ordinary/	Special) Whethe	r promoter/Pro	moter Group	Special					
are interested in	n below Resoluti	on ·			Not interested			34		
Descripțion of r	resolution consid	dered	300	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)	
	E-voting		10,20,99,045	99.9987	10,20,99,045	=;	100.0000	===	12	
Promoter and	Poll	10,21,00,345		-	:=:	-	<u>=</u>	=/	:0	
Promoter	Postal Ballot		1,200	0.0012	1,200	-	100.0000	₩.	423	
Group	Total	10,21,00,345	10,21,00,245	99.9999	10,21,00,245	-	100.0000	=		
	E-voting		77,99,556	58.3023	72,16,361	5,83,195	92.5227	7.4773	9	
D:	Poll	1,33,77,782	=:	-2	120	29	= =	9).	-	
Public	Postal Ballot		23	-2	12	#X	=	R	2.3	
Institutions	Total	1,33,77,782	77,99,556	58.3023	72,16,361	5,83,195	92.5227	7.4773		
	E-voting		79,12,281	23.7689	79,11,561	720	99.9909	0.0091	(=)	
	Poll	3,32,88,381			99	8.	-	IK = 20	8.77	
Public Non-	Postal Ballot	*	767	0.0023	767		100.0000	æ.	77	
Institutions	Total	3,32,88,381	79,13,048	23.7712	79,12,328	720	99.9909	0.0091	7	
	GRAND TOTAL	14,87,66,508	11,78,12,849	79.1931	11,72,28,934	5,83,915		0.4956	7	
Disclosure of no		d of flot					Passed			

^{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

andution Dogu	ired/Ordinary/Sp	ecial) Whether	promoter/Prom	oter Group	Special						
esolution kequ	below Resolution	n	Υ	6 S	Not interested	·	week Employe	e Stock Ontion	1		
re interested in	below Resolution		54 54		Ratification / Amendment of Polycab Employee Stock Option						
	solution conside	red			Performance Sch	eme 2018					
	Mode of	No. of shares		% votes polled on outstanding shares	650 W 120	No. of votes - in Against	% of votes - in favour	% of votes - in Against	Invalid votes		
Category	Voting		X	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)] *100	(8)		
	/	(1)	(2)	99.9987	10,20,99,045	===	100.0000	2	-		
	E-voting	10,21,00,345	10,20,99,045	55.5501	:=:	50	2	-	-		
Promoter and	Poll		1,200	0.0012	1,200		100.0000				
Promoter	Postal Ballot					-	100.0000	14			
Group	Total	10,21,00,345	10,21,00,245	58.3023		5,83,195	92.5227	7.4773	-		
	E-voting		77,99,556	30.3023	-	=		9.5	81		
	Poll	1,33,77,782		· · · · · · · · · · · · · · · · · · ·		(4)	75	(T)	9		
Public	Postal Ballot		77.00.556		72,16,361	5,83,195	92.5227	7.4773			
Institutions	Total	1,33,77,782	The second secon	23.7690		670	99.9915	0.0085	-		
	E-voting		79,12,315	23.7030	-	2	-	(#)			
	Poll	3,32,88,381		0.0023	767	*	100.0000		7		
Public Non-	Postal Ballot		767			670	99.991	0.0085	7		
Institutions	Total	3,32,88,381	79,13,082	23.771	, , , , , , , , ,						
	GRAND TOTAL esolution is pass		11,78,12,883	79.193	11,72,29,018	5,83,865	99.504 Passed	0.4956			

1. Shareholders categorised as Clearing Members and Other Bodies Corporate are included under Public - Non Institutions Disclosure of notes on

	1000	170.1	r promoter/Pro	moter Group	Special		·			
re interested in	n below Resoluti	on	* <u>V</u>	return to the same of the same	Not interested				×	
	an		34		Grant of Employ	ee Stock Optio	ns to the Emp	loyees of Subs	idiary	
<u>s</u>				Companies under 'Polycab Employee Stock Option Plan 2018'						
					('ESOP Plan 2018	3') comprising	of Polycab Em	ployee Stock C	Option	
					Privilege Scheme	2018 and Pol	ycab Employe	e Stock Option	1	
Description of r	esolution consid	lered			Performance Sch	eme 2018 ('ES	OP Scheme 2	018').		
				23 25 2502 2502						
		127. 500		% votes polled	600 600		Sant Control	_		
	Mode of	No. of shares	No. of votes	on outstanding	No. of votes - in	No. of votes -	% of votes -	% of votes -	Invalid	
Category	Voting	held	polled	shares	favour	in Against	in favour	in Against	votes	
				(2)			/C) [/a) //a)]	/m)		
		(1)	(2)	(3)=	7.63	(=)		(7)=[(5)/(2)]*	(0)	
	F	(1)	(2)	[(2)/(1)]*100	(4)	(5)	*100	100	(8)	
	E-voting	10 21 00 245	10,20,99,045	99.9987	10,20,99,045	7-	100.0000	1=	-	
Promoter and	Poll	10,21,00,345	87E		-	**	~	3.5	*	
Promoter	Postal Ballot	10 21 00 215	40 20 00 045			=		3=		
Group	Total	10,21,00,345	10,20,99,045	4-1-1-10-1-1-1-1	10,20,99,045	Transcription and the second	100.0000	The R 100 Land 1		
	E-voting	4 22 77 702	77,99,556	58.3023	61,24,535	16,75,021	78.5241	21.4759	-	
5 1 1	Poll	1,33,77,782	19				k=		-	
Public	Postal Ballot	4 00 77 700	-		-	-			=	
Institutions	Total	1,33,77,782	77,99,556	27.144.554.544.54	The same of the sa	100000000000000000000000000000000000000	TANKE TRANSPORT	21.4759		
	E-voting	2 22 00 204	79,12,183	23.7686	79,11,090	1,093	99.9862	0.0013		
	Poll	3,32,88,381		E		:5:	175 175 (175) 177 (175) 175 (175)	3.25	E 12412	
Public Non-	Postal Ballot		767	0.0023	767	=	100.0000	15.	77	
Institutions	Total	3,32,88,381	79,12,950	23.7709	79,11,857	1,093	99.9862	0.0138	7	
	GRAND TOTAL	14,87,66,508	11,78,11,551	79.1923	11,61,35,437	16,76,114	98.5773	1.4227	7	
	solution is passe					4 18 1	Passed			