



POLYCAB INDIA LIMITED

(formerly known as Polycab Wires Limited)

Registered Office: E-554 Greater Kailash -II, New Delhi - 110048

Corporate Office: Polycab House, 771 Mogul Lane, Mahim (W), Mumbai – 400016

CIN: L31300DL1996PLC266483

Tel No: +91 22 2432 7070-74; Fax No: +91 22 2432 7075; Website: www.polycab.com; Email Id: shares@polycab.com

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Postal Ballot No.:

1.	Name and Registered Address of the sole/first named Member:	
2.	Name(s) of Joint Holder(s), if any:	
3.	Registered Folio No./ DP ID No. / Client ID No.	
4.	Number of equity shares held:	

I/We hereby exercise my/our vote in respect of the under-mentioned resolutions set out in the Notice dated 11th December 2019 to be passed by means of Postal Ballot by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark in the appropriate box below:

Item No.	Brief Particulars of the Resolution	Type of Resolution	No. of Equity Share(s) held by me / us	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	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	Special			
2.	Ratification / Amendment of Employee Stock Option Plan 2018	Special			
3.	Ratification / Amendment of Polycab Employee Stock Option Privilege Scheme 2018	Special			
4.	Ratification / Amendment of Polycab Employee Stock Option Performance Scheme 2018	Special			
5.	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 Schemes 2018')	Special			

Place:

Date:

Electronic Voting Particulars

Signature of Member / Authorised Representative

EVEN (Electronic Voting Number)	USER ID	PASSWORD / PIN
112693		

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Sunday, 22 nd December 2019 at 9.00 am	Monday, 20 th January 2020 at 5.00 pm

Note : (i) Please read the instructions printed overleaf carefully before filling this Form and for e-voting, please refer the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.

(ii) Last date for receipt of Postal Ballot Forms by the Scrutinizer is Monday, 20th January, 2020.

INSTRUCTIONS

1. A Member desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached postage prepaid self - addressed Business Reply Envelope which shall be properly sealed with adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage prepaid self - addressed Business Reply Envelope, will also be accepted.
2. The self-addressed Business Reply Envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with Company/ Depository Participant. In case shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Member may vote on the Postal Ballot mentioning the registration no. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
4. Consent must be accorded by placing a tick mark (✓) in the column 'I/We assent to the Resolution' or dissent must be recorded by placing a tick mark (✓) in the column, 'I/We dissent to the Resolution'.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5.00 p.m.) on Monday, 20th January, 2020. The Members are requested to send the duly completed Postal Ballot Form well before Monday, 20th January, 2020, providing sufficient time for postal transit.
6. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on Friday, 13th December 2019.
7. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by certified copy of Board Resolution/ Authority and preferably with the attested specimen signature(s) of the duly authorised signatory(s) giving requisite authority to the person on the Postal Ballot Form.
8. Members are requested not to send any paper (other than the resolution /authority as mentioned under Sr. No. 3 and Sr. No.7 above) along with the Postal Ballot Form in the enclosed postage prepaid self - addressed Business Reply Envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
9. A Member cannot exercise his / her vote by proxy on Postal Ballot.
10. There will be only one Postal Ballot Form for every folio irrespective of the number of joint shareholder(s).
11. Incomplete, unsigned or incorrect, defaced or mutilated Postal Ballot Forms will be rejected.
12. Members from whom no Postal Ballot Form is received / is received after the aforesaid stipulated period, shall not be counted for the purpose of passing of the resolution(s).
13. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
14. The result of the voting on the resolutions will be declared at the Corporate Office of the Company on Wednesday, 22nd January 2020. The results will be informed to the stock exchanges on which the shares of the Company are listed and will also be hosted on the Company's website www.polycab.com
15. The Company is pleased to offer e-voting facility as an alternative for all the Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure of e-voting has been provided in the Postal Ballot Notice.
16. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case a Member is opting for voting by Postal ballot, then please do not cast your vote by e-voting and vice-versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and votes cast through Postal Ballot Form shall be considered invalid.
17. A Member seeking duplicate Postal Ballot Form or having any query pertaining to the resolutions proposed to be passed by Postal Ballot or the Postal Ballot process can write to the Company Secretary, Polycab House, 771 Mogul Lane, Mahim (W), Mumbai – 400016 or to the e-mail id:shares@polycab.com. Duly completed and signed duplicate Postal Ballot Form should, however, reach the Scrutinizer not later than the close of working hours (5.00 p.m.) on Monday, 20th January, 2020.

Attention to the Members

Members who have registered their email IDs for receipt of documents in electronic form under the Green Initiative of the Ministry of Corporate Affairs are requested to ensure that their email addresses are updated with their Depository Participants/the Company's Registrar and Transfer Agent, to continue to receive Company documents in electronic form.

Further, Members who have not registered their email IDs are requested to register the same with their Depository Participants/the Company's Registrar and Transfer Agents for sending future communication(s) in electronic form.