

POLYCAB

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POLYCAB INDIA LIMITED

Registered Office: Unit No.4, Plot No.105, Halol Vadodara Road, Village Nurpura, Taluka Halol, Panchmahal, Gujarat-389350, **Tel:** 2676- 227600 / 227700

Corporate Office: #29, The Ruby, 21st Floor, Senapati Bapat Marg, Tulsi Pipe Road, Dadar (West), Mumbai, Maharashtra-400028

CIN: L31300GJ1996PLC114183

Tel No: +91 22 6735 1400; **Website:** www.polycab.com; **Email** shares@polycab.com

E-voting Start date	E-voting End date
Wednesday, February 05, 2025 at 09:00 am. (IST)	Thursday, March 06, 2025 at 5:00 p.m. (IST)

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s)

Notice is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions if any, of the Companies Act, 2013 (“**Act**”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (“**the Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“**MCA**”) for holding general meetings/ conducting postal ballot process through e-voting vide General Circulars No.14/2020 dated April 08, 2020, 17/2020 dated April 13, 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 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 30, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 and / or any other circulars issued from time to time by Ministry of Corporate Affairs (**collectively the ‘MCA Circulars’**), that the resolutions appended below be proposed for approval by the Members of the Company (as on cut-off date)through Postal Ballot by way of voting through electronic means (“**remote e-voting/ e-voting’**) only:

Sr. No.	Particulars	Resolution
1	Approval for appointment of Mr. Vijay Pandey (DIN: 07434880) as Whole-time Director, to be designated as Executive Director of the Company for a period of three years.	Ordinary
2	Approval for appointment of Mr. Sumit Malhotra (DIN:02183825) as an Independent Director of the Company for a period of three years.	Special
3	Approval for increase in commission payable to Independent Directors from the current limit of ₹ 2.50 million per annum to ₹ 3.50 million per annum from FY 2024-25 onwards for a period of two years.	Special

An Explanatory Statement setting out the material facts and the reasons / rationale thereof pertaining to the said resolutions forms part of this Postal Ballot Notice (‘the Notice’ or ‘the Postal Ballot Notice’)

The Company is sending the Postal Ballot Notice to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, January 31, 2025, being the cut-off date for the purpose, in electronic form to those Members whose email address is registered with KFin Technologies Limited, the Company’s Registrar and Share Transfer Agent (‘KFinTech’ or ‘Registrar and Transfer Agent’) or Depository Participants.

In accordance with the provisions of the MCA Circulars, the members can vote through remote e-voting only. Hence, physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelope is not being sent to the members. The communication of the assent or dissent of the members would only take place through remote e-voting system.

Pursuant to Regulation 44 of SEBI Listing Regulations and provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice. Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (**FOR**) or dissent (**AGAINST**) to the resolutions by following the procedure as stated in the 'Notes' section of this Notice. The Notice is also available on the website of the Company at: www.polycab.com.

The members may note that the e-voting facility will be available during the following period:

Commencement of e-voting period	Wednesday, February 05, 2025 from 09:00 a.m. IST
Conclusion of e-voting period	Thursday, March 06, 2025 to 05:00 p.m. IST

The e-voting facility will be disabled by NSDL immediately after 05:00 p.m. IST on Thursday, March 06, 2025, and will be disallowed thereafter.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors ("**Board**") at its meeting held on January 22, 2025 has appointed BNP & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman ("the Chairman") or Company Secretary of the Company, and the result will be announced within two working days from the conclusion of the e-voting period i.e. on or before Monday, March 10, 2025 and will also be communicated to the Stock Exchange(s) i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Thursday, March 06, 2025.

Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to the Postal Ballot Notice.

The Explanatory Statement required to be annexed to notice under Section 102 (1) of the Act setting out the material facts and reasons for the resolutions is also appended herewith.

Special Business:

1. **Approval for appointment of Mr. Vijay Pandey (DIN: 07434880) as Whole-time Director to be designated as Executive Director of the Company for a period of three years.**

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions if any under the Companies Act, 2013 ('the Act') and the Rules made thereunder [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] the articles of association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors Mr. Vijay Pandey (DIN: 07434880) who was appointed as an Additional (Executive) Director of the Company, with effect from January 22, 2025, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee, approval of the members of the

Company be and is hereby accorded to the appointment of Mr. Vijay Pandey (DIN: 07434880) as a Whole-time Director for a period of 3 years (three) years commencing from January 22, 2025 to January 21, 2028 (both days are inclusive), designated as Executive Director of the Company on such terms and conditions including payment of remuneration as set out in the Explanatory Statement attached to the Notice.

RESOLVED FURTHER THAT the Board be and is hereby authorized to alter and vary such terms and conditions of appointment and remuneration within the limits specified in Schedule V and other applicable Sections of the Act or any statutory modifications thereof as may be agreed to between the Board of Directors and Mr. Vijay Pandey.

RESOLVED FURTHER THAT any of the Executive Directors (except Mr. Vijay Pandey) and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds, and things including filings and take steps as may be deemed necessary, proper, or expedient to give effect to this resolution and matters incidental thereto.”

2. **Approval for appointment of Mr. Sumit Malhotra (DIN:02183825) as an Independent Director of the Company.**

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

“RESOLVED THAT in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors Mr. Sumit Malhotra (DIN: 02183825), who was appointed as an Additional (Non-Executive Independent) Director of the Company with effect from January 22, 2025 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of a director, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of 3 years (three) consecutive years with effect from January 22, 2025 to January 21, 2028 (both days inclusive) and shall not be liable to retire by rotation on such terms as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits of remuneration under the Act.

RESOLVED FURTHER THAT any of the Executive Director and/or the Company Secretary of the Company be and is hereby severally authorised to do all acts, deeds, and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto.”

3. **Approval for increase in commission payable to Independent Directors from the current limit of ₹ 2.50 million per annum to ₹ 3.50 million per annum from FY 2024-25 onwards for a period of two years.**

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

“RESOLVED THAT pursuant to Section(s)149,197,198 and other applicable provision(s), if any, of the Companies Act, 2013 (‘the Act’) and rules made thereunder read with Schedule V to the Act and Regulation 17(6)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the consent of the members be and is hereby accorded for increase in the current limit of Commission from ₹ 2.50 million per annum to ₹3.50 million per annum payable individually to each Independent Director of the Company for a period of two years commencing from FY 2024-25 onwards in proportion to their tenure in the Company, during the relevant financial year.

RESOLVED FURTHER THAT the overall Commission payable to the Independent Directors shall be in accordance with the Nomination and Remuneration Policy and within the limit of 1% of the net profit of the Company computed in accordance with Section 198 of the Companies Act 2013.

RESOLVED FURTHER THAT that the Board of Directors (hereinafter referred to as the 'Board' which expression shall also include any Committee duly constituted by the Board) of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for the purpose of giving effect to the aforesaid resolution.”

**By Order of the Board of Directors
of Polycab India Limited**

Manita Carmen A. Gonsalves
Vice President - Legal & Company Secretary
Membership No. A18321

Date: January 22, 2025
Place: Mumbai

NOTES:

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reason/ rationale for proposed resolutions is annexed herewith. setting forth the material facts and reasons for the proposal is annexed herewith.
2. In line with the Circulars issued by the Ministry of Corporate Affairs vide General Circulars No.14/ 2020 dated April 08, 2020, 17/2020 dated April 13, 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 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 30, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 or any other circulars issued from time to time by MCA (collectively the 'MCA Circulars'), Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended ("SEBI Master Circular"), and SS-2 and any amendments thereto, this Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories and who will register their e-mail address in accordance with the process outlined in this Notice and whose names appear in the Register of Members / Register of Beneficial Owners maintained by the depositories as on Friday, January 31, 2025.
3. Members may please note that the Postal Ballot Notice will also be available on the website of the Company at www.polycab.com and on the websites of Stock Exchanges, i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.
4. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the members. The resolutions, if passed by the requisite majority through Postal Ballot by remote e-voting, will be deemed to have been passed on the last date specified for e-voting i.e., Thursday, March 06, 2025 at 05:00 p.m. (IST).
5. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the members as on Friday, January 31, 2025.
6. Corporate members are entitled to appoint authorized representatives to vote on their behalf on the resolution proposed in this Postal Ballot Notice. Institutional/ Corporate members (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF/ JPG Format) of their Board or governing body's resolution/ Authorization, authorizing their representative to vote through remote e-voting to the Scrutinizer through e-mail at ab@bnpassociates.in.
7. Documents referred to in the Postal Ballot Notice will be available for inspection at the Corporate Office of the Company during office hours from 10:00 a.m. to 01:00 p.m. on all working days (except Saturday's, Sunday's and Public Holiday's if any) until closure of time for casting vote through remote e-voting without any fee, to members from the date of circulation of the Postal Ballot Notice up to the time of closure of the e-voting period. Members seeking to inspect such documents can send an e-mail to shares@polycab.com.
8. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and the MCA Circulars, members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by NSDL, on the resolution set forth in this Postal Ballot Notice. The detailed procedure with respect to remote e-voting is mentioned in note no.13 of this notice.
9. In order to increase the efficiency of the voting process and pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, all individual shareholders holding shares in demat mode can now cast their vote by way of a single login credential, through either their demat accounts / websites of Depositories/ DPs thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-Voting process. Members are advised to update their mobile number and e-mail ID with their Depository Participants to access this facility.
10. The communication relating to remote e-voting containing details about User ID and Password, instructions and other information relating thereto is given in note no. 13 of this Postal Ballot Notice.
11. The Scrutinizer will submit his report to the Chairman or the Company Secretary of the Company after completion of the scrutiny of the e-voting. The results shall be declared at the Corporate Office of the Company on or before Monday, March 10, 2025 and communicated to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") (together the "Stock Exchanges"),

National Securities Depository Limited (“NSDL”) and uploaded on Company’s website i.e. www.polycab.com.

12. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the cut-off date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a member as on cut-off date should treat this notice for information purposes only. It is however clarified that members of the Company as on cut-off date (including Members who may have not received this communication due to non-registration of their e-mail address with the Company/ RTA/ Depositories) shall be entitled to e-vote in respect of the proposed resolutions, in accordance with the process specified in this Postal Ballot Notice. In the case of joint holders, only such joint holder whose name appears first will be entitled to vote.

13. The instructions for e-voting are as follows:

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 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.	<ol style="list-style-type: none"> 1. 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. 2. 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 3. 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. 4. 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
	<p data-bbox="619 241 1074 275">NSDL Mobile App is available on</p> <div data-bbox="619 297 1074 342" style="display: flex; justify-content: space-around;">  App Store  Google Play </div> <div data-bbox="659 365 1042 510" style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p data-bbox="276 533 547 656">Individual Shareholders holding securities in demat mode with CDSL</p>	<ol data-bbox="571 533 1361 1417" style="list-style-type: none"> <li data-bbox="571 533 1361 757">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. <li data-bbox="571 768 1361 1059">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. 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. <li data-bbox="571 1070 1361 1149">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. <li data-bbox="571 1160 1361 1417">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.
<p data-bbox="276 1429 547 1619">Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p data-bbox="571 1429 1361 1711">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.</p>

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 evoting@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 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 mobile.
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 account 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 account 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 on NSDL e-voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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.) 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 ab@bnpassociates.in with a copy marked 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 022-48867000 or send a request to Ms. Rimpa Bag at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail 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 shares@polycab.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 cs@polycab.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 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 09, 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.
5. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.
6. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.polycab.com and on the website of the Company's RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant. SEBI vide its Circular dated January 25, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialise the shares held by them in physical form.
7. Members can contact the Company or RTA, for assistance in this regard. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
8. As per the provisions of Section 72 of the Act and aforesaid SEBI Circulars, the facility for making nomination is available for the members in respect of the shares held by them in physical mode. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 with RTA.
9. Further members holding physical shares are informed that they can opt out of nomination or cancel the existing nomination by filing following form with RTA:
 - a. Form ISR – 3: For opting out of nomination by shareholder(s)
 - b. Form SH -14: For cancellation or variation to the existing nomination of the shareholder(s)

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013

Item No. 1:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Vijay Pandey as an Additional (Executive) Director and further designated as Executive Director for a period of three years commencing from January 22, 2025 to January 21, 2028.

Mr. Vijay Pandey shall hold office upto the date of the forthcoming Annual General Meeting or the last date on which the annual general meeting should have been held, whichever is earlier. As per SEBI Listing Regulations, a listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Vijay Pandey as an Executive Director would require the approval of members of the Company. Based on the recommendation of the Committee, in the said meeting the Board also decided to recommend to the members, appointment of Mr. Vijay Pandey as an Executive Director of the Company.

In this regard, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member, signifying his candidature as Executive Director of the Company.

Brief Profile

Mr. Pandey, aged 62 years, had graduated in Mechanical Engineering and was also MBA (Finance). He had an illustrious career spanning over 42 years, entirely within Cable & Wire Industry. Mr. Pandey had been associated with the Company since April 2013. He was instrumental in fast-paced expansion & digitization of factory operations and streamlining of processes. The cable & wire business of the Company had grown over 3 times during his tenure. In his role as President - Manufacturing, he was leading manufacturing operations of the cable business at Halol, encompassing functional, administrative, financial and technical aspects.

Prior to Polycab, Mr. Pandey was associated with various cable and wire companies such as Havells India Limited, Gulf Cable Co. (Kuwait), Victor Cable and Industries Limited, Universal Cable Limited and held pivotal roles across organizations, across operations, planning, technical and quality functions. Given Mr. Pandey's extensive experience, the Management believed that he was equipped with the necessary skills and knowledge to effectively discharge his proposed duties.

Mr. Pandey is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Whole-time Director of the Company. He satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

Skills & Expertise

The aforesaid appointment of Mr. Vijay Pandey is mapped over and correspond with the desired Board skills, expertise, competence detailed below and as adopted by the Company based on requirements of Schedule V Part C (2h) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015:

Business Leadership	Corporate Governance, Ethics & ESG	Strategy Planning & Implementation	Financial Acumen & Risk Assessment	Operational Experience	Sales & Marketing, Global Business	Consumer Insight & Innovation	Information Technology & Digitalisation
√	√	√	√	√	-	-	√

Taking into consideration the experience and substantial involvement of Mr. Vijay Pandey in the operations of the Company and to strengthen the Board and bring diversity, it would be of immense benefit to approve his appointment as Whole-time Director, further designated as 'Executive Director' of the Company.

The broad terms and conditions of the proposed appointment of and remuneration payable to Mr. Vijay Pandey are mentioned below:

A. REMUNERATION:

a) Salary:

Basic salary not exceeding ₹ 3.74 million per annum with an annual increment effective from 01st April of the subsequent financial year as decided by the Board based on the recommendation of the Nomination and Remuneration Committee

b) House Rent Allowance ('HRA'):

He shall be entitled to HRA not exceeding 50% of the basic salary.

c) Allowances:

He shall be entitled for various allowances as per Company's policy or as may approved by the Board of Directors including the following in aggregate not exceeding 50% of the annual salary:

- i. Education Allowance;
- ii. Supplementary Allowance;
- iii. Meal card;
- iv. Leave Travel Allowance (LTA) for self and family including dependents; and
- v. Grade Allowance.

d) Perquisites:

He shall be entitled to perquisites as per Company's policy including the following: Mediclaim Insurance Policy, Term Insurance Policy, Personal Accident Insurance Policy, domiciliary expenses as per Company's Policy.

e) Benefits:

He shall be entitled to the following benefits which shall not be included in computation of the ceiling on remuneration specified below:

- i. Reimbursement of expenses incurred for business purpose as Company's policy;
- ii. Contribution to the provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- iii. Gratuity as per Company's policy;
- iv. Leave and Leave encashment as per Company's policy.

f) Variable Pay:

He shall also be entitled to variable pay, ex-gratia, incentive and other emoluments as per Company's Nomination and Remuneration Policy, and other HR policies based on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, not exceeding 50% of the basic salary.

g) Other Allowances, Perquisites and Benefits:

Any other allowances, perquisites and benefits as per Company's policy or as may be approved by the Board of Directors.

The overall remuneration payable every year to him by way of salary, allowances, perquisites, variable pay, ex-gratia, incentives, bonus and other emoluments as per Company's policy, as the case may be shall not exceed in the aggregate 0.50% of the net profits of the Company as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof.

h) In May 2023, Mr. Pandey was granted 10,000 Employee Stock Options (ESOP). He shall continue to be entitled to the remaining 8,500 options which shall vest in accordance with Polycab Employee Stock Options Performance Scheme 2018. No further ESOP shall be granted during his current term of 3 years as an Executive Director without obtaining members approval of the Company.

The perquisite value of ESOP, depends on the market price of equity shares of the Company and the actual number of options that may be granted, computed in terms of the Income-tax Act, 1961 and the rules and regulations framed thereunder, upon exercise of options granted under Polycab Employee

Stock Option Performance Scheme 2018 shall not be included in the aforesaid overall ceiling on remuneration.

B. MINIMUM REMUNERATION

In any financial year during the currency of the term of Mr. Vijay Pandey, the Company has no profit or its profits are inadequate, the Company will pay remuneration to him by way of Salary, HRA, Allowances, Perquisites, Benefits, Variable Pay, Ex-Gratia, Incentives, Retention Bonus & Other allowances, perquisites & benefits and other emoluments as specified above, subject to further approvals as may be required under Schedule V of the Act or any modification(s) thereto.

The Nomination and Remuneration Committee had performed an overall review of his existing role, responsibilities, duties and functions and noted that he has enough potential to be appointed as Executive Director and anticipated contributions required to be made by him towards the Company's growth plans.

Thereafter the Committee recommended to the Board, the appointment of Mr. Vijay Pandey as Whole-time Director, designated as Executive Director of the Company with effect from January 22, 2025.

The Profile of Mr. Vijay Pandey detailing the academic qualifications, skills and expertise is provided in this Notice and is also available for inspection of the members at the Corporate Office of the Company between 10:00 a.m. and 01:00 p.m. on all working (except Saturday's, Sunday's and Public Holiday's if any) from the date of dispatch of this Postal Ballot Notice till the last date of remote e-voting i.e. March 06, 2025.

The other details of Mr. Vijay Pandey in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 are given in Annexure I to this Notice.

Except Mr. Vijay Pandey, being appointee, none of the other Directors or Key Managerial Personnel of the Company and their relatives are interested or concerned, financially or otherwise in the resolution.

The Board of Directors of your Company recommends the appointment of Mr. Vijay Pandey as set out at item no.1 of the notice, for approval of the members of the Company as an ordinary resolution through Postal Ballot.

Item No. 2:

In line with the Nomination & Remuneration Policy, Board Diversity Policy and Board skill matrix, the Board of Directors on the recommendation of the Nomination and Remuneration Committee at its meeting held on June 22, 2025 has approved the appointment of Mr. Sumit Malhotra (DIN: 02183825) as an Additional (Non-Executive Independent) Director of the Company with effect from January 22, 2025. The Board of Directors has also approved the tenure of his office as a Non-Executive Independent Director for three consecutive years with effect from January 22, 2025 up to January 21, 2028 in terms of the provisions of Section 149 read with Schedule IV to the Act and Listing Regulations or any amendment thereto or modification thereof, subject to approval of the members of the Company.

The Company has received the following statutory disclosures / declarations from Mr. Sumit Malhotra viz.:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules"),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,

- (v) Confirmation 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 duties as an Independent Director of the Company;
- (vi) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Nomination and Remuneration Committee (“NRC”) had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Basis those attributes, the NRC recommended the candidature of Mr. Sumit Malhotra. In the opinion of the Board, Mr. Sumit Malhotra fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted that Mr. Sumit Malhotra’s background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

Further, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member, signifying his candidature as an Independent Director of the Company.

Brief Profile

Mr. Sumit Malhotra holds a Bachelor’s Degree in Pharmacy from IIT – BHU & a PGDM from IIM - Ahmedabad and has over 37 years of experience in the FMCG sector. Mr. Malhotra has worked with various Indian Promoter controlled FMCG companies. He is associated with the Bajaj Group since 2004 and is currently a Non-Executive Director and Advisor to the Board. He is also an Independent Director and Head of the Audit Committee for the Consumer arm of the Sanjay Ghodawat Group of Companies, Kolhapur. His expertise lies in the field of Marketing and Sales and strategizing the path towards high profitability. Apart from his directorship on Bajaj Consumer Care Limited.

Skills & Expertise

The appointment of Mr. Sumit Malhotra is mapped over and corresponds with the desired Board skills, expertise, competence detailed below and as adopted by the Company based on requirements of Schedule V Part C (2h) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015:

Business Leadership	Corporate Governance, Ethics & ESG	Strategy Planning & implementation	Financial Acumen & Risk Assessment	Operational Experience	Sales & Marketing, Global Business	Consumer Insight & Innovation	Information Technology & Digitalisation
√	√	√	√	√	√	√	-

The other details of Mr. Sumit Malhotra in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 are given in Annexure I to this Notice.

Mr. Sumit Malhotra would be entitled for sitting fee, reimbursement of expenses at actuals, if any and commission as approved by the members and as amended from time to time.

A copy of draft letter of appointment constituting terms and conditions of appointment would be available for inspection by the members at the Corporate Office of the Company between 10:00 A.M. and 01:00 P.M. on all working days of the Company (except Saturdays, Sunday’s and Public Holiday’s if any) from the date of dispatch of this Postal Ballot Notice till the last date of remote e-voting i.e. March 06, 2025.

Except Mr. Sumit Malhotra, none of the other Directors or Key Managerial Personnel of the Company and their relatives are interested or concerned, financially or otherwise in this resolution.

The Board of Directors of your Company, therefore, recommends the appointment of Mr. Sumit Malhotra as set out at item no.2 of the notice, for approval of the members of the Company as a special resolution through Postal Ballot.

Item No. 3:

The members of the Company at the 23rd Annual General Meeting held on June 26, 2019, had approved the payment of Commission to the Independent Director of the Company not exceeding ₹ 2.00 million each per annum which was further increased upto to ₹ 2.50 million per annum, vide by obtaining the approval of members at the 26th Annual General Meeting held on June 29, 2022.

The Independent Directors of the Company are leading professionals with high level of expertise and rich experience in functional areas such as Business Leadership, Corporate Governance, Ethics & ESG, Strategy Planning & implementation, Financial Acumen & Risk Assessment, operational experience, Sales & marketing, Global Business, Consumer Insight & Innovation and Information Technology & Digitalisation. The Independent Directors have been shaping and steering the long-term strategy and make invaluable contributions towards monitoring of risk management and compliances. Under their guidance and expertise, the business has witnessed a sizable growth. It is further to apprise that the Independent Director(s) had attended all the Board meetings, respective Committee meetings and Annual General Meeting since their appointment(s), which reflects their performance, commitment and dedication to contribute towards the overall success of the Company. The Company, under the constant guidance of its Independent Directors have also witnessed increased momentum in revenue and profit. Given the increasing size and complexity of the Company and considering a corresponding increase in time devoted, level of expertise, market trend, performance and contributions made by the Independent Directors, it is proposed to increase their commission from ₹ 2.50 million per annum upto ₹ 3.50 million per annum payable individually to each Independent Director of the Company from FY 2024-25 onwards for a period of two years, subject to approval of the members of the Company.

In addition to above, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Risk Management Committee shall continue to be eligible for additional Commission of upto ₹ 0.50 million per annum and the Non-executive Chairperson of other Committees would be eligible for Commission upto ₹ 0.25 million per annum payable individually to each Independent Director of the Company from Financial Year 2023-24 onwards as approved by the members of the Company at the 28th Annual General Meeting held on July 16, 2024.

The Commission payable to the Independent Directors shall be in accordance with the Nomination and Remuneration Policy and within the limit of 1% of the net profit of the Company computed in accordance with Section 198 of the Companies Act 2013.

Except Independent Directors, none of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, interested or concerned, financially or otherwise in the said resolution.

The Board of Directors of your Company, therefore, recommends the revision of Commission payable to Independent Directors set out at item no.3 of the notice, for approval of the members of the Company as a special resolution through Postal Ballot.

**By Order of the Board of Directors
of Polycab India Limited**

Manita Carmen A. Gonsalves
Vice President – Legal & Company Secretary
Membership No. A18321

Date: January 22, 2025
Place: Mumbai

Annexure-I

**Details of Directors seeking appointment
[Pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standard - 2 on General Meetings]**

Particulars	Mr. Vijay Pandey	Mr. Sumit Malhotra
Category / Designation	Executive Director	Independent Director
Director Identification Number (DIN)	07434880	02183825
Date of Birth	01 st February, 1962	28 th September 1961
Age	62 years	63 years
Experience	42 years	37 years
Original Date of Appointment	22 nd January, 2025	22 nd January, 2025
Qualifications	Mechanical Engineering and MBA (Finance).	Bachelor's Degree in Pharmacy from IIT – BHU & PGDM from IIM - Ahmedabad.
Directorship in other Companies along with listed entities from which the person has resigned in the past three years	Steel Matrix Private Limited	1. Rupa & Company Limited 2. Ghodawat Consumer Limited 3. Bajaj Consumer Care Limited 4. Let's Go Organic India Private Limited
Chairmanship/Membership of Committees in other Companies	Nil	Chairmanship: Nil Committee Membership: Refer Annexure II
Number of Equity Shares held in the Company	6,300 equity shares	Nil
Number of Equity Shares held in the Company for any other person on a beneficial basis	Nil	Nil
Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	Not Applicable	Not Applicable
Remuneration last drawn, if applicable	₹11.01 million	Not Applicable
Listed entities from which he resigned in the past three years	Not Applicable	Nil
Number of Meetings of the Board attended during the year 2024-25	Not Applicable	Not Applicable
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Vijay Pandey (Executive Director) and Mr. Sumit Malhotra (Independent Director) possesses requisite Board skills, expertise, competence for discharging their duties as Director(s) of the Company.	

Annexure -II**Committee membership**

Sr. No.	Name of the Company	Name of the Committee
1	Rupa & Company Limited	Corporate Social Responsibility Committee
2	Bajaj Consumer Care Limited	Stakeholder Relationship Committee
3	Bajaj Consumer Care Limited	Corporate Social Responsibility Committee

Information at glance:

Particulars	Notes
Cut-off date to determine eligible members to vote on the resolutions	January 31, 2025
Voting start time and date	Wednesday, February 05, 2025 (09:00 a.m. IST)
Voting end time and date	Thursday, March 06, 2025 at 05:00 p.m. (IST)
Date on which the resolution is deemed to be passed	Last date of e - voting i.e. Thursday, March 06, 2025
Name, address and contact details of Registrar and Share Transfer Agent.	KFin Technologies Limited Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 Email Id: einward.ris@kfintech.com Contact number – 1800-309-4001
Name, address and contact details of e-voting service provider	Amit Vishal Deputy Vice President Pallavi Mhatre Senior Manager National Securities Depository Limited 4 th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, India E mail Id : evoting@nsdl.com ; Contact number- 022 - 4886 7000
NSDL e-voting website address	https://www.evoting.nsdl.com/