



POLYCAB INDIA LIMITED

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT
TRADING BY ITS DESIGNATED PERSONS AND THEIR
IMMEDIATE RELATIVES**

1 UNDERLYING PRINCIPLE OF THE REGULATIONS AND CODE

- 1.1 No Designated Persons including their immediate relatives shall trade in Securities that are listed or proposed to be listed on a stock exchange when in possession of Unpublished Price Sensitive Information (“UPSI”).
- 1.2 Designated Persons shall be individually responsible for complying with the provisions of the Regulations and this Code of Conduct to the extent applicable.
- 1.3 When a Designated Person trades in Securities while in possession of UPSI, the trades would be presumed to have been motivated by the persons knowledge and awareness of such information. The reasons for the trades or the purposes to which the person applies the proceeds of the transactions are not intended to be relevant for determining whether a person has violated the Regulations. The person traded when in possession of UPSI is what would need to be demonstrated at the outset to bring a charge. Once this is established, it would be open to the person to prove innocence by demonstrating the circumstances mentioned in the proviso to Section 4(1) of the Regulations, failing which the person would have violated the prohibition.

2 INTRODUCTION

- 2.1 This code is called Polycab India Limited and Code of practices and procedures for fair disclosure of unpublished price sensitive information Conduct to Regulate, Monitor and Report Trading in Securities by Designated Persons and their Immediate Relatives (as defined hereunder) (the “Code of Conduct”).
- 2.2 The Code of Conduct would apply to all Designated Persons and their Immediate Relatives (to the extent specified therein).

3 DEFINITIONS

- 3.1 In this Code of Conduct, unless the context otherwise requires,

“Audit Committee” refers to the committee constituted by the Board of Directors in accordance with Section 177 of the Companies Act, 2013.

“Board of Directors/Board” refers to the board of directors of the Company.

“Chinese Walls” refer to arrangements that localise UPSI in a geographically isolated area within the office with specific mechanisms for accessing such area, effectively prevent the use of UPSI in the possession of those in such area, i.e. on one side of the wall, from influencing the decisions or conduct of those on the other side of the wall.

“Code of Conduct” means this Polycab Code of Conduct to Regulate, Monitor and Report Trading in Securities by Designated Persons and their Immediate Relatives, as approved and modified by the Board of Directors from time to time.

“Company” means Polycab India Limited.

“Compliance Officer” means the Officer appointed by the Company as compliance officer pursuant to Clause 4 of this Code of Conduct and in line with the requirements of the Regulations. Such person should be financially literate and responsible for compliance of policies, procedures, maintenance of records, monitoring adherence of rules for the preservation of USPI, monitoring of trades and implementation of the Policy, under overall supervision of Board of Directors;

Note: The term ‘financially literate’ shall mean a person who has the ability to read and understand basic financial statements, i.e., balance sheet, profit and loss account, and statement of cash flows.

"connected person" means (i) any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself / herself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to USPI or is reasonably expected to allow such access, and (ii) without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:

- (a) an immediate relative of connected persons specified in clause (i); or
- (b) a holding company or associate company or subsidiary company; or
- (c) an intermediary as specified in section 12 of the Securities and Exchange Board of India Act, 1992, as amended or an employee or director thereof; or
- (d) an investment company, trustee company, asset management company or an employee or director thereof; or
- (e) an official of a stock exchange or of clearing house or corporation; or
- (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- (g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- (h) an official or an employee of a self-regulatory organization recognised or authorized by SEBI; or
- (i) a banker of the company; or
- (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than 10% of the holding or interest.

*Designated Person” means

- (i) *Promoters of the Company*
- (ii) *All Directors (executive, non-executive and independent, whether whole-time or not);*
- (iii) *All Key Managerial Personnel;*
- (iv) *All functional / departmental heads, Vice Presidents and above of the Company, by whatever name called;*

- (v) *All employees of the Company in specified departments including secretaries to whole-time directors or Key Managerial Personnel as per Appendix A;*
- (vi) *Company secretary;*
- (vii) *Any support staff of the Company, such as IT staff or secretarial staff, including part – time employees, secondees, interns, etc. who have access to Unpublished Price Sensitive Information; and*
- (viii) *Such other officers / employees of the Company as may be decided by the Board of Directors in consultation with the Compliance Officer / Managing Director from time to time, on the basis of their function and role in the organization.*

“Employee” shall mean employees of the Company including those who are on probation or are on deputation to/from the Company or working on a part-time basis.

“Equity Shares” means the equity shares of the Company, which are listed on the recognised stock exchanges in India.

“Generally Available Information” means information that is accessible to the public on a non-discriminatory basis, such as information published on websites of stock exchanges.

“Immediate Relatives” means a spouse of a person, and includes parents, siblings, and children of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to Trading in Securities.

“Infractions of the Code” means any non-adherence of the provisions of this Code of Conduct other than those defined as “Violations of the Code”.

“Inside Areas” shall be those in which Designated Persons are likely to get access to UPSI during the course of their work assignments.

“Insider” means a person who is (i) a connected person, or (ii) in possession of or having access to UPSI (including in furtherance of a Legitimate Purposes). The terms for the purposes of this Code shall deem to include the Designated Person.

“Key Managerial Personnel” shall have the meaning as specified under Companies Act, 2013, as amended and as defined under any other regulatory prescriptions.

“Legitimate Purpose” shall include purpose as determined on case-to-case basis by the Authorised Officer in accordance with the Code of Practices and Procedures for Fair Disclosure of UPSI read with the Operating Guidelines for Determination of Legitimate Purpose & Approval for Sharing of UPSI and for Inclusion of Persons on Sensitive Transactions of the Company.

“Material Financial Relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding 12 (twelve) months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

“Non-Convertible Debentures” means the unsecured, subordinated, fully paid-up, listed, redeemable, non-convertible debentures of the Company, which are listed on the recognised stock exchanges in India.

“Public Areas” shall be the areas other than the Inside Areas wherein there is a possibility of misuse of Unpublished Price Sensitive Information.

“Regulations” mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time trading

“SEBI” means Securities and Exchange Board of India.

“Securities” means the Equity Shares and the Non-Convertible Debentures, and such other securities (as defined under the Securities Contracts (Regulation) Act, 1956, as amended) of the Company which are listed or proposed to be listed on the recognised stock exchanges in India.

“Trading” means and includes subscribing, buying, selling, pledging, dealing, or agreeing to subscribe, buy, sell, pledge or otherwise deal in any Securities, and "trade" shall be construed accordingly.

“Trading Day” means a day on which the recognized stock exchanges are open for Trading in India.

“Trading Window” shall for the purpose of this Code of Conduct mean the period during which Trading in Securities of the Company is permitted.

“Unpublished Price Sensitive Information” or “UPSI” shall have the meaning as defined in the Regulations, as per which, it means any information, relating to the Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available is likely to materially affect the price of the Securities and shall ordinarily include but not be restricted to information relating to:

- i. financial results;
- ii. dividends;
- iii. changes in capital structure;
- iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
- v. changes in Key Managerial Personnel.

“Violations of the Code” means (a) communication of UPSI by Designated Person or their Immediate Relatives in violation of the Regulations, or (b) Trading in Securities when in possession of UPSI or an act of insider trading and including any situation where it is reasonable to believe that insider trading could have taken place.

“Working Days” means all days on which commercial banks in Mumbai are open for business.

- 3.2 Words and expressions used and not defined in this Code of Conduct but defined in the Regulations, the Securities and Exchange Board of India Act, 1992, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the Depositories Act, 1996, as amended, or the Companies Act, 2013, as amended, and rules and regulations made thereunder shall have the meanings respectively assigned therein.

4 MANAGING DIRECTOR AND COMPLIANCE OFFICER

- 4.1 The Company Secretary shall be the Compliance Officer for the purpose of this Code of Conduct and shall report to the Board of Directors.
- 4.2 The Compliance Officer and the Managing Director and the Chief Executive Officer shall be responsible for ensuring compliance of this Code of Conduct, policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, approval of Trading Plans, monitoring of trades, pre-clearing of all Designated Person’s trades and the implementation of controls set out in the Regulations under the overall supervision of the Board of Directors.

- 4.3 The Compliance Officer shall provide reports to the Chairman of the Audit Committee at an interval of every six months.
- 4.4 The Compliance Officer shall also assist all the Designated Persons in addressing any clarifications regarding the Regulations and this Code of Conduct.

5 PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- 5.1 Insiders, Designated Persons, their Immediate Relatives or any other person who have in their possession UPSI shall not communicate, provide, or allow access or cause the communication of any UPSI relating to the Company or its Securities to any person (including other Employees) except where such communication is in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.
- 5.2 Any person (not being an Employee) in receipt of UPSI pursuant to a Legitimate Purpose shall be considered an Insider and the Company shall issue due notice to such persons to maintain confidentiality of such UPSI in compliance with the Regulation and this Code of Conduct.
- 5.3 UPSI shall be disclosed on a need to know basis only to those within or outside the Company who require such information for furtherance of Legitimate Purpose or performance of duties or discharge of legal obligations in accordance with the Code of Fair Disclosures.
- 5.4 All Employees of the Company as a part of their functional role may on a need to know basis share information between different departments within the Company for preparation and finalization of accounting statements for evaluating and analyzing the risk, compliance, legal, administrative and other aspects thereof, to prepare various statements, documents, reports etc.
- 5.5 Chinese Walls:
 - 5.5.1 Identification of Inside Areas and Public Areas: To prevent the misuse of confidential information the Company shall establish procedures and processes which separate/demarcate those areas of the Company which routinely have access to Unpublished Price Sensitive Information, considered “Inside Areas” from other departments providing support services, considered “Public Areas”.
 - 5.5.2 The Designated Persons in an Inside Area shall not communicate any UPSI to any one in Public Area.
 - 5.5.3 Even on a particular side of the Chinese Wall, UPSI may not be shared among Designated Persons or any other recipient of such information, except on a need-to-know basis.
 - 5.5.4 In exceptional circumstances persons from Public Areas may be brought “over the wall” and given confidential information strictly on “need-to-know basis”. Upon the transmission of UPSI in the foregoing manner, the relevant person from the public area, if not already a Designated Person, will be deemed to be a Designated Person and shall become bound by this Code of Conduct.
 - 5.5.5 Crossing the Chinese Wall: To complete or assist in a particular mandate or assignment of an Inside Area of the Chinese Wall, assistance of Designated Persons in the Public Area may be required for discussion on or as a part of a team for such mandate or assignment. In such an instance, the Designated Persons in the Public Area would be considered as having “Crossed the Chinese Wall” and have come on the Inside Area of the Chinese Wall, only during the duration of the mandate/assignment. Approval of the Head of the concerned business must be obtained to Cross the Chinese Wall and such precautions taken, as may be stipulated. Such “crossing of Chinese Wall” should be reported to the Compliance Officer for his records.

- 5.5.6 Responsibilities post Crossing of the Wall: While any Designated Persons from the Public Area is in the Inside Area after having crossed the Chinese Wall, he shall strictly maintain the confidentiality of the transaction or UPSI and will be subject to general principles governing confidentiality and the handling and use of Unpublished Price Sensitive Information.
- 5.5.7 Persons crossing the Chinese Wall shall be provided with only such information as is reasonably necessary and appropriate for him to accomplish the purpose for which the Chinese Wall is crossed from the Public Area to the Inside Area.
- 5.6 In case of doubt whether certain information falls within the scope of or not the same may be brought to the attention of the Compliance Officer for clarity.
- 5.7 *The Board of Directors of the Company shall maintain a structured digital database containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
- 5.8 *The Board of Directors shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

6 TRADING BY DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVES IN SECURITIES OF THE COMPANY

- 6.1 Designated Persons and their Immediate Relatives may Trade in Securities only when they are not in possession of any Unpublished Price Sensitive Information.
- 6.2 Designated Persons and their Immediate Relatives may Trade in Securities of the Company only when the Trading Window is open. Such Trade shall be subject to pre-clearance requirements if any. Designated Persons who Trades Securities of the Company (any quantity) shall not do a contra trade i.e. sell or buy Securities of the Company (any quantity) during the next six months following the prior transaction, as may be applicable, provided that this shall not be applicable for trades pursuant to exercise of stock options.
- 6.3 Pre-clearance from Compliance Officer shall be required in the following cases:
- a) Trades in Non-convertible Debentures of the Company if the value of aggregate purchases / sales in a quarter exceeds ₹1.0 million.
 - b) **Trades in Equity Shares of the Company if the value of aggregate purchases / sales in a quarter exceeds ₹1.0 million.

Designated Persons who intend to trade in any Securities shall be required to establish broking account with such entity as the Compliance Officer may notify or permit, and shall conduct all trades only through such broking accounts.

Note: *Amended after obtaining the approval of the Board of Directors on 24th October 2020.

**** Amended after obtaining Board's approval on 13th May 2021.**

- 6.4 Application for pre-clearance shall be made in the form as set out in **Annexure A** to the Compliance Officer. The Compliance Officer may grant approval or reject the request for pre-clearance without assigning any reasons.
- 6.5 No Designated Persons shall apply for pre-clearance of any proposed Trade by such Designated Person or his/her Immediate Relative, if such Designated Person or his/her Immediate Relative is in possession of UPSI even if the trading window is not closed.
- 6.6 Upon pre-clearance being granted, the concerned Designated Person shall Trade the Securities of the Company within 7 (Seven) Trading Days including date of approval and submit a report of the Trades executed within 2 (Two) Working Days from the date execution of the Trade in the format as prescribed in **Annexure B**.
- 6.7 If for any reason whatsoever, the Trade of Securities of the Company is not completed within the said period of 7 (Seven) Trading Days, the concerned Designated Person must also report the same in the said format as prescribed in Annexure B within the next 7 (Seven) Working Days. Penalties will lie for failure to file the report of the Trades within the stipulated time-lines. The responsibility to file the report with the Compliance Officer shall lie with the Designated Persons.
- 6.8 Fresh application in the form set out in **Annexure A** to the Compliance Officer would be required to be made for any Trade of Securities after the expiry of 7 (Seven) Trading Days.
- 6.9 In respect of Trades in Securities by the Compliance Officer himself the application for pre-clearance to Trade in the form set out in Annexure A shall be submitted to the Managing Director & Chief Executive Officer.
- 6.10 Designated Person and their Immediate Relatives shall have the option to adopt a Trading Plan for Trading in Securities. Designated Person shall submit the Trading Plan to the Compliance Officer for approval and public disclosure in such form as may be provided by the Compliance Officer. Once approved, the Trading Plan shall be irrevocable and implemented mandatorily. The Trading Plan will be required to follow the timelines as stipulated in the Regulations. The Compliance Officer shall clarify doubts if any on the execution and implementation of the Trading Plan. The Trading Plan shall be in accordance with the Regulations.
- 6.11 The Trading Window shall be closed for declaration of financial results (quarterly, half yearly and annual) and declaration of dividends (interim and final)
- 6.11.1.1 from the end of a calendar quarter and shall extend at least up to 48 hours after the information becomes generally available; or
- 6.11.1.2 such other date from the end of the quarter for at least 15 days before the date of the Board Meeting (excluding the date of the Board Meeting) as may be decided by the Compliance Officer and shall extend at least upto 48 hours after the information becomes generally available.
- Provided further that the Trading Window shall be closed at any other time as may be decided by the Compliance Officer if any event which could give rise to UPSI is under active consideration of the Company. The Trading Window shall be opened 48 hours after the information relating to items specified above become generally available.
- 6.12 Subscribing to shares issued pursuant to Employee Stock Option Scheme is not considered as a market purchase.

6.13 *The trading window restrictions mentioned in sub-clause (1) shall not apply in respect of:

- a. Off-market Transaction inter-se transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of Insider regulations and both parties had made a conscious and informed trade decision;
- b. the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of the insider trading regulations and both parties had made a conscious and informed trade decision;
- c. the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
- d. the trade was carried out as per trading plan.
- e. transactions which are undertaken in accordance with respective regulations made by the Board such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the Board from time to time

7 POWERS OF THE MANAGING DIRECTOR AND COMPLIANCE OFFICER

- 7.1 In case any suspicious trades comes to the knowledge of the Company, the Managing Director or the Compliance Officer shall have the right to reach out to the relevant Designated Person or Employee in order to obtain necessary information in relation to the transaction who shall then provide such information to the Compliance Officer. The Compliance Officer shall be entitled to review the information to ensure compliance of the Regulations/Code of Conduct.
- 7.2 The Managing Director or the Compliance Officer shall be entitled to access and review relevant information from the Company's concerned business groups or such entity appointed as broker, including access to the demat and trading accounts of the Employees and Designated Persons as the case may be, in order to ensure compliance with the Code of Conduct and the Regulations. The Compliance Officer shall have the right to impose sanctions or take disciplinary actions including instituting a block or freeze or suspension or recovery or clawback on the Securities held in the demat account(s) in order to prevent trading in them for the purposes of ensuring compliance with this Code of Conduct.
- 7.3 If the Managing Director or the Compliance Officer suspects any leak of UPSI or any such leak comes to the knowledge of the Managing Director or the Compliance Officer, the same shall be investigated in the manner prescribed in UPSI Process Manual of the Company, and the Company shall be promptly reported to the SEBI (in case of any violation of the Regulations).

**Note: Inserted after obtaining the approval of the Board of Directors on 24th October 2020.*

8 DISCLOSURE REQUIREMENTS PRESCRIBED UNDER THE REGULATIONS

8.1 Initial disclosures:

Every promoter, member of the promoter group, director of the Company and Key Managerial Personnel will have to disclose their holding of securities in the Company (including Securities), as per applicable regulations in the format prescribed in **Annexure C** in this Code of Conduct.

Every person on appointment as a director of the Company or Key Managerial Personnel or upon becoming a promoter or member of the promoter group of the Company shall disclose his holding of the securities of the Company (including Securities) as on the date of appointment as a director of the Company / Key Managerial Personnel or becoming a promoter of the Company, to the Company within seven (7) days of the occurrence of such event in the format prescribed in **Annexure D** in this Code of Conduct.

8.2 Continual disclosures

Every promoter, member of the promoter group, director of the Company and Designated Person shall disclose to the Compliance Officer the number of securities of the Company (including Securities) acquired or disposed of within two (2) Trading Days of such transaction if the value of the securities (including Securities) traded whether in one transaction or a series of transactions over any calendar quarter aggregates to a traded value in excess of ₹1.0 million. The disclosure will be in the format prescribed in **Annexure E** in this Code of Conduct

The Compliance Officer shall ensure that the particulars of such Trades are notified to the stock exchange on which the Securities of the Company are listed within two Trading Days of receipt of the disclosure or from becoming aware of such information.

The disclosure of the incremental transactions undertaken after any disclosure made under this Clause shall be made when the transactions effected on the stock exchanges after the prior disclosure crosses a further ₹ 1.0 million each time.

The Compliance Officer of the Managing Director may, at his / her discretion, require any Connected Person or class of Connected Persons to make disclosures of holdings and trading in securities of the Company (including Securities) in such form and at such frequency as may be determined by the Company in order to monitor compliance with the Regulations.

9 REPORTING REQUIREMENTS FOR DESIGNATED PERSONS

9.1 All Designated Persons shall disclose the annual statement of all Securities of the Company held as on March 31 every year, in the format set out in **Annexure F** on or prior to April 25 of the next Financial Year.

9.2 All Designated Persons shall disclose along with the annual statement referred in 9.1 above a list of all their Immediate Relatives and of persons with whom such Designated Persons have Material Financial Relationship along with telephone and mobile numbers used by them and their respective PAN issued by the Income-Tax Department. In absence of PAN, Aadhaar number issued by Unique Identification Authority of India shall be disclosed. In absence of both documents, the Compliance Officer shall decide on the identifier supposed to be disclosed.

- 9.3 All Designated Persons who have been designated as on April 1, 2019 shall on a one time basis disclose the names of all educational institutions from where they have graduated and names of past employers. In case of persons designated after April 1, 2019, such information shall be given within 15 days of being a Designated Person.
- 9.4 The Compliance Officer shall maintain records of all the declarations/undertakings/ forms as mentioned in this Code of Conduct, and received from time to time, for a period of five (5) Years.
- 9.5 The Compliance Officer shall take steps for disclosures required under this Code of Conduct to also be made through electronic filing in accordance with the system devised by the stock exchange.

10 REPORTING REQUIREMENTS OF MANAGING DIRECTOR / COMPLIANCE OFFICER TO AUDIT COMMITTEE/BOARD

The Managing Director and/or the Compliance Officer shall place before the Audit Committee of the Board of Directors, all details/instances of Violations of this Code of Conduct that may come to the notice of the Compliance Officer and/or Managing Director once in every calendar quarter or on a frequency as may be determined by the Audit Committee. The Managing Director / Compliance Officer shall also place before the Audit Committee a status report on compliance with the Regulations and on the internal control systems in place to ensure compliance with the Regulations. The Compliance Officer shall report to the Board of Directors on the matters briefed to the Audit Committee and take any further steps as may be advised by the Board in this regard and shall also take necessary steps on any actionable or reports advised or required by the Audit Committee.

The Audit Committee shall at least once every year verify the internal control systems in place to ensure compliance with the Regulations and shall verify that the systems are adequate and operating effectively.

11 REPORTING REQUIREMENTS FOR OTHER INSIDERS

- 11.1 All Insiders who being in possession of same UPSI about the Company and have inter-se transferred Securities of the Company as an off-market transaction shall report details of such transaction to the Company within two Working Days.
- 11.2 Details of transactions received in terms of Clause 11.1 shall be reported to the stock exchanges within two Working Days of receipt.
- 11.3 In case where the Managing Director / Compliance Officer becomes aware of any transaction as per Clause 11.1 but the same has not yet been reported by the Insider, the Managing Director / Compliance Officer shall suo moto report such transactions to the stock exchanges where the Company's securities are listed within two Working Days of becoming aware of such transaction.

12 MAINTENANCE OF RECORDS

The Managing Director and / or the Compliance Officer shall maintain a list of all employees and other persons with whom UPSI is shared, and shall ensure that confidentiality agreements are signed with or notices are served to such employees and other persons.

13 PENALTY FOR CONTRAVENTIONS

- 13.1 All Designated Persons and their Immediate Relatives shall be individually responsible for complying with the provisions of the Regulations and this Code of Conduct to the extent applicable.

- 13.2 In the event of any alleged Violation/Infraction of the Code by any Employee/ Designated Person or their Immediate Relatives, the Compliance officer would review the same in light of the facts and circumstances and determine the next steps in terms of recommendation for action to be initiated, including the requirement for making an onward reporting to the Audit Committee/Board.
- 13.3 The Audit Committee / Board may take actions or measures such as surrender of profits, if any, from the trading in Securities, or such other fit and appropriate disciplinary action or measure (including, having regard to the facts and circumstances or past conduct, if any, imposition of monetary penalties, withholding of employee benefits and remuneration, suspension or termination of employment or service of the concerned Director or Designated Person). Provided however, in the case of a Contra Trade i.e. entering into opposite transactions within a period of six (6) months, the penalty shall be disgorge of profits for being deposited with the Investor Protection & Education fund.
- 13.4 In respect of any findings regarding a Director, the same would be submitted to the Audit Committee for its review and decision and would require being reported to the Board of Directors. Where the action or the measure requires the approval of the Board of Directors, its approval shall be taken prior to making the action or measure operational.
- 13.5 Any action by the Company, which may include sanctions and disciplinary actions, including imposition of monetary penalties, withholding of employee benefits and remuneration, suspension or termination of employment or service such person, instituting a block or freeze or suspension or recovery or clawback etc., shall not preclude SEBI from taking any action for violation of the Regulations.

14 FORMULATION OF PROCESSES / INTERNAL CONTROLS

- 14.1 The Managing Director / Compliance Officer shall be responsible for framing and implementation of below processes:
- 14.1.1 Inquiry to be undertaken in case of leak or suspected leak of Unpublished Price Sensitive Information.
- 14.1.2 Process for how and when people within the Company or outside of the Company are brought inside on sensitive transactions.
- 14.1.3 Internal controls to ensure compliance with the Regulations.
- 14.1.4 Operating Guidelines for Determination of Legitimate Purpose & Approval for Sharing of UPSI.

15 APPELLATE AUTHORITY

Any person aggrieved on account of action initiated by an appropriate authority may make a representation for final determination to the Appellate authority. For Designated Persons up to the one level below Executive Directors, Head-Human Resources would be the Appellate Authority; for Directors, Audit Committee would be the Appellate Authority. After a review of such application and decision thereof by the Appellate Authority the same shall be final and binding.

16 INFORMATION TO STOCK EXCHANGES

**Apart from any action by the Company, Stock Exchanges shall be informed promptly of the instances of violations of the Regulations if any, and may proceed separately.*

****Note: Inserted after obtaining the approval of the Board of Directors on 24th October 2020.***

Appendix A

S.No.	Unit/Department	Grade
1	<i>Accounts and Secretarial</i>	<i>All Employees</i>
2	<i>Treasury and credit control</i>	<i>All Employees</i>
3	<i>Investor Relations</i>	<i>All Employees</i>
4	<i>Marketing</i>	<i>Head of the Department, Vice President & Above</i>
5	<i>Sales</i>	<i>Head of the Department, Vice President & Above</i>
6	<i>Purchase</i>	<i>Head of the Department, Vice President & Above</i>
7	<i>Information Technology</i>	<i>All Employees</i>
8	<i>Human Resource</i>	<i>Head of the Department, Vice President & Above</i>
9	<i>Manufacturing</i>	<i>Head of the Unit, Vice President & Above</i>
10	<i>CMD office</i>	<i>All Employees</i>
11	<i>Export/import</i>	<i>Head of the Department, Vice President & Above</i>
12	<i>Research & Development Department</i>	<i>Head of the Department, Vice President & Above</i>

ANNEXURE A

APPLICATION FOR PRE-CLEARANCE

Date:

To
Manita C. Gonsalves
Company Secretary & Compliance Officer
Polycab India Limited
'Polycab House, 771, Mogul Lane
Mahim (West), Mumbai - 400016

Dear Sir,

Application for Pre-clearance of trade in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I, seek approval to purchase sale / subscription of _____ equity shares of the Company as per details given below:

1.	Name of the applicant		
2.	Designation		
3.	Number of securities held as on date		
4.	Folio No. / DP ID / Client ID No.)		
5.	Nature of transaction		
6.	Proposed date of dealing in securities		
7.	Estimated number of securities proposed to be acquired/subscribed/sold		
8.	Current market price (as on date of application)		
9.	Whether the proposed transaction will be through stock exchange or off-market deal		

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

Signature

UNDERTAKING TO BE SUBMITTED ALONG WITH THE APPLICATION FOR PRE-CLEARANCE

To
Manita C. Gonsalves
Company Secretary & Compliance Officer
Polycab India Limited
'Polycab House, 771, Mogul Lane
Mahim (West), Mumbai – 400016

I, _____, residing at _____, desirous of purchasing ___ equity shares of the Company, as mentioned in my application dated _____ for pre-clearance of the transaction.

As required by the Code for Prohibition of Insider Trading of Polycab India Limited, I hereby state that:

- (a) I have no access to nor do I have any information that could be construed as unpublished price sensitive information (as defined in the Company's Code of Conduct for Prevention of Insider Trading (the Code) up to the time of signing this Undertaking;
- (b) In the event that I have access to or received any information that could be construed as "price sensitive information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public;
- (c) I have not contravened the provisions of the Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time;
- (d) I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time;
- (e) I undertake to submit the necessary report within two trading days of execution of the transaction/a Nil report if the transaction is not undertaken;
- (f) I agree to comply with the provisions of the Code and provide any information relating to the trade as may be required by the Compliance Officer and permit the Company to disclose such detail to SEBI, if so required by SEBI.
- (g) I declare that I have made full and true disclosure in the matter.

Date:

Signature:

ANNEXURE B

**POLYCAB INDIA LIMITED (THE “COMPANY”) INTIMATION OF TRADING IN
SECURITIES OF THE COMPANY**

(Under the Code of Conduct to Regulate, Monitor and Report Trading in Securities by Designated
Persons and their Immediate Relatives (the “Code of Conduct”))

Date: _____

To: The Compliance Officer
Polycab India Limited

From: _____ (Name)
_____ (Emp. No.)
_____ (PAN)
_____ (Designation)
_____ (Department)

I hereby report that pursuant to the approval of the pre clearance granted to me, the following trades have been executed:

Name of the Applicant/Immediate Relative in case the trade is done by the Immediate Relative of the applicant	
PAN of Applicant/Immediate Relative	
Approval date of Pre-Clearance	
Approval taken for no. of Securities	
No. of Securities Traded	
Market value of Securities Traded	
Date of Trading	
No of Securities not Traded(if any) for which approval has been taken	
Reasons for not Trading	

I hereby state that the above details are correct, true and complete in all respects.

Signature: _____

Reporting of Non-Execution of Pre-Cleared Trade

Date: _____

To: The Compliance Officer
Polycab India Limited

From: _____ (Name)
_____ (Emp. No.)
_____ (PAN)
_____ (Designation)
_____ (Department)

I, _____ wish to inform you that the Trade for which approval was granted by you on _____ has not been undertaken by me/Immediate Relative due to reasons given below:

Signature

Name

ANNEXURE C

SEBI (Prohibition of Insider Trading) Regulations, 2015

(Regulation 7 (1) read with Regulation 6 (2) of the Regulations)

Name of the company: _____

ISIN of the company: _____

Details of securities held by promoter, members of the promoter group, Key Managerial Personnel (KMP), Director of the Company and other such persons as mentioned in Regulation 6(2) as on the date of regulations coming in effect.

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/Promoter Group/KMP/Directors/immediate relative)	Type of Security (For eg. – Shares, Warrants, Convertible Debentures)	No. of Security	% of holding

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Name:

Signature:

Designation:

Date:

Place:

ANNEXURE D

SEBI (Prohibition of Insider Trading) Regulations, 2015 (Regulation 7 (1) (a) read with Regulation 6 (2) of the Regulations)

Name of the company: Polycab India Limited

ISIN of the company:

Details of securities held by promoter, promoter group, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2) as on the date of appointment of the Director / KMP or the promoter.

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/promoter group/ KMP/ Directors/immediate relative to/others etc)	Date of Appointment of the Director / KMP or Date of becoming Promoter	Type of Security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. of Security	% of holding

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI Prohibition of Insider Trading) Regulations, 2015.

Name:

Signature:

Designation:

Date:

Place:

Annexure E

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) – Continual Disclosure]

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoter/member of the promoter group/designated person/Director s/immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/disposal of shares, specify		Date of intimation to company	Mode of acquisition /disposal (on market/public/rights/preferential offer/off market/Inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others-please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

ANNEXURE F

POLYCAB INDIA LIMITED DISCLOSURE OF HOLDINGS IN SECURITIES OF POLYCAB INDIA LIMITED BY DIRECTORS/DESIGNATED PERSONS

(Under the Code of Conduct to regulate, monitor and report trading in securities by Designated Persons and their Immediate Relatives (the “Code of Conduct”))

Date: _____

To: The Compliance Officer

Polycab India Limited

I. DETAILS OF HOLDINGS BY DIRECTOR/DESIGNATED EMPLOYEE IN HIS OWN NAME (WHETHER SINGLY OR JOINTLY)

All holdings in Securities of Polycab India Limited as on March 31, 20__.

Securities held at March 31, 20	Value in ₹	Folio No./DP ID/ Client ID

II. DETAILS OF DEALINGS & HOLDINGS BY IMMEDIATE RELATIVE(S) (WHETHER SINGLY OR JOINTLY)

Securities held at March 31, 20	Value in ₹	Folio No./DP ID & /Client ID

I declare that I have complied with the provisions of the Regulations and/or the Code of Conduct.

I declare that above details are true, correct and complete in all respect.

Signature:

Name
Designation
PAN
Department
Employee No.

Please sign and return even if you have nothing to declare.