

# POLY CAB

## POLY CAB 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, 21<sup>st</sup> Floor, Senapati Bapat Marg, Tulsi Pipe Road, Dadar (West), Mumbai, Maharashtra-400028

**CIN:** L31300GJ1996PLC114183

**Tel No:** +91 22 6735 1400; **Website:** [www.polycab.com](http://www.polycab.com); **Email:** [shares@polyacb.com](mailto:shares@polyacb.com)

E-voting Start date	E-voting End date
Saturday, January 24, 2026 at 09:00 a.m. (IST)	Sunday, February 22, 2026 at 05:00 p.m. (IST)

## POSTAL BALLOT NOTICE

[Pursuant to Section 108, 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, 03/2025 dated September 22, 2025 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	Re-appointment of Mrs. Manju Agarwal (DIN: 06921105) for a second term as an Independent Director of the Company.	Special
2	Change in designation of Mr. Bharat A. Jaisinghani (DIN: 00742995) from ‘Executive Director’ to ‘Joint Managing Director’ w.e.f. January 16, 2026.	Ordinary
3	Re-appointment of Mr. Bharat A. Jaisinghani (DIN: 00742995) as Whole-time Director for a period of five years with effect from May 13, 2026, to be designated as ‘Joint Managing Director’.	Ordinary
4	Change in designation of Mr. Nikhil R. Jaisinghani (DIN: 00742771) from ‘Executive Director’ to ‘Joint Managing Director’ w.e.f. January 16, 2026.	Ordinary
5	Re-appointment of Mr. Nikhil R. Jaisinghani (DIN: 00742771) as Whole-time Director for a period of five years with effect from May 13, 2026, to be designated as ‘Joint Managing Director’.	Ordinary

An Explanatory Statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules 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 16, 2026, 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 resolution(s) 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](http://www.polycab.com).

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

Commencement of e-voting period	Saturday, January 24, 2026 from 09:00 a.m. IST
Conclusion of e-voting period	Sunday, February 22, 2026 to 05:00 p.m. IST

The e-voting facility will be disabled by NSDL immediately after 05:00 p.m. IST on Sunday, February 22, 2026, 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 16, 2026 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 Tuesday, February 24, 2026 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](http://www.bseindia.com) and [www.nseindia.com](http://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. Sunday, February 22, 2026.

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. Re-appointment of Mrs. Manju Agarwal (DIN:06921105) for a second term as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('Listing Regulations') (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Manju Agarwal (DIN:06921105), who was appointed as an Independent Director of the Company and holds office up to January 18, 2026, being eligible and fulfilling the criteria of independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company for a second term of 2 (Two) consecutive years commencing from January 19, 2026 up to January 18, 2028 (both days inclusive) and shall not be liable to retire by rotation, upon such remuneration 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(s) and / or the Company Secretary of the Company be and are 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."

**2. Change in designation of Mr. Bharat A. Jaisinghani (DIN: 00742995) from 'Executive Director' to 'Joint Managing Director' w.e.f. January 16, 2026**

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

**"RESOLVED THAT** in partial modification of the earlier resolution(s) approved by the members at the Annual General Meeting held on July 21, 2021 in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to the requisite approvals, if any, the consent of the members be and is hereby accorded to redesignate Mr. Bharat A. Jaisinghani, Whole-time Director (DIN: 00742995), from his earlier designation as 'Executive Director' to 'Joint Managing Director' of the Company with effect from January 16, 2026 on the existing terms and conditions including remuneration, until the end of his current term i.e., up to May 12, 2026.

**RESOLVED FURTHER THAT** any of the Executive Directors (except Mr. Bharat A. Jaisinghani) and / or the Company Secretary of the Company be and are 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. Re-appointment of Mr. Bharat A. Jaisinghani (DIN: 00742995) as Whole-time Director for a period of five years with effect from May 13, 2026, to be designated as 'Joint Managing Director'.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment thereof for time being in force)

and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon recommendations of the Nomination & Remuneration Committee and Audit Committee and approval of the Board of Directors (hereinafter referred to as the 'Board') of the Company, subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Bharat A. Jaisinghani (DIN:00742995) as a Whole-time Director for a term of 5 (Five) years commencing from May 13, 2026 up to May 12, 2031 (both days inclusive) designated as 'Joint Managing Director' and whose period of office shall be liable to determination by retirement of directors by rotation on the terms and conditions and at such remuneration as detailed in the explanatory statement annexed hereto.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of Mr. Bharat A. Jaisinghani as Whole-time Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to vary and /or modify the terms and conditions of re-appointment and remuneration and perquisites payable to Mr. Bharat A. Jaisinghani, in such manner as may be agreed to between the Board of Directors and Mr. Bharat A. Jaisinghani within and in accordance with the limits prescribed in Schedule V to the Act including any modifications thereof.

**RESOLVED FURTHER THAT** any of the Executive Directors (except Mr. Bharat A. Jaisinghani) and / or the Company Secretary of the Company be and are 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.”

**4. Change in designation of Mr. Nikhil R. Jaisinghani (DIN: 00742771) from 'Executive Director' to 'Joint Managing Director' w.e.f. January 16, 2026**

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

**"RESOLVED THAT** in partial modification of the earlier resolution approved by the members at the Annual General Meeting held on July 21, 2021 and in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to the requisite approvals, if any, the consent of the members be and is hereby accorded to redesignate Mr. Nikhil R. Jaisinghani, Whole-time Director (DIN: 00742771) from his earlier designation as 'Executive Director' to 'Joint Managing Director' of the Company with effect from January 16, 2026 on the existing terms and conditions including remuneration, until the end of his current term i.e., up to May 12, 2026.

**RESOLVED FURTHER THAT** any of the Executive Directors (except Mr. Nikhil R. Jaisinghani) and / or the Company Secretary of the Company be and are 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.”

**5. Re-appointment of Mr. Nikhil R. Jaisinghani (DIN: 00742771) as Whole-time Director for a period of five years with effect from May 13, 2026, to be designated as 'Joint Managing Director'.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment thereof for time being in force) and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any

amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon recommendations of the Nomination & Remuneration Committee and Audit Committee and approval of the Board of Directors (hereinafter referred to as the 'Board') of the Company, subject to such other approval(s), permission(s) and sanction(s) as may be required in this regard, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Nikhil R. Jaisinghani (DIN:00742771) as a Whole-time Director for a term of 5 (Five) years commencing from May 13, 2026 up to May 12, 2031 (both days inclusive) designated as 'Joint Managing Director' and whose period of office shall be liable to determination by retirement of directors by rotation on the terms and conditions and at such remuneration as detailed in the explanatory statement annexed hereto.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of Mr. Nikhil R. Jaisinghani as Whole-time Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to vary and /or modify the terms and conditions of re-appointment and remuneration and perquisites payable to Mr. Nikhil R. Jaisinghani, in such manner as may be agreed to between the Board of Directors and Mr. Nikhil R. Jaisinghani within and in accordance with the limits prescribed in Schedule V to the Act including any modifications thereof.

**RESOLVED FURTHER THAT** any of the Executive Directors (except Mr. Nikhil R. Jaisinghani) and / or the Company Secretary of the Company be and are 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.”

**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 16, 2026  
Place: Halol, Gujarat

**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. The term of “Members” and “shareholders” is used interchangeably in postal ballot notice
3. 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, 03/2025 dated September 22, 2025 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/0155 dated November 11, 2024, 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 16, 2026.
4. Members may please note that the Postal Ballot Notice will also be available on the website of the Company at [www.polycab.com](http://www.polycab.com) and on the websites of Stock Exchanges, i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com).
5. 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., Sunday, February 22, 2026 at 05:00 p.m. (IST).
6. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the members as on Friday, January 16, 2026.
7. 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](mailto:ab@bnpassociates.in)
8. **Inspection of Documents:** 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](mailto:shares@polycab.com).
9. 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 resolutions set forth in this Postal Ballot Notice. The detailed procedure with respect to remote e-voting is mentioned in note no.14 of this notice.
10. 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.

11. 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. 14 of this Postal Ballot Notice.
12. 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 Tuesday, February 24, 2026 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](http://www.polycab.com).
13. 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.
14. 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"><li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/e-voting/e-votinglogin.jsp">https://eservices.nsdl.com/SecureWeb/e-voting/e-votinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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</li></ol>

Type of shareholders	Login Method
	<p>“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 redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.e-voting.nsdl.com/">https://www.e-voting.nsdl.com/</a> 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 <b>e-voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>5. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <b>App Store</b> </div> <div style="text-align: center;">  <b>Google Play</b> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 are 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> </ol>

Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdsliindia.com">www.cdsliindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdsliindia.com">www.cdsliindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

**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 <a href="mailto:e-voting@nsdl.com">e-voting@nsdl.com</a> 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 <a href="mailto:helpdesk.e-voting@cdsliindia.com">helpdesk.e-voting@cdsliindia.com</a> 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.e-voting.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:

- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
  - 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'.
  - 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:

- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.e-voting.nsdl.com](http://www.e-voting.nsdl.com).
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.e-voting.nsdl.com](http://www.e-voting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [e-voting@nsdl.com](mailto:e-voting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- 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?**

- 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](mailto:ab@bnpassociates.in) with a copy marked to [e\\_voting@nsdl.com](mailto:e_voting@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.e-voting.nsdl.com](http://www.e-voting.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.e-voting.nsdl.com](http://www.e-voting.nsdl.com) or call on 022-48867000 or send a request to Ms. Rimp Bag at [e-voting@nsdl.com](mailto:e-voting@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](mailto: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](mailto:cs@polycab.com). If you are an Individual shareholder(s) 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 shareholder(s) holding securities in demat mode.**
3. Alternatively, shareholder(s)/member(s) may send a request to [e-voting@nsdl.com](mailto:e-voting@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 e-mail 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](http://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 AND REGULATION 17 (11) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**Item Number 1**

The Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee (NRC), had at its meeting held on January 19, 2023 appointed Mrs. Manju Agarwal as an Independent Director of the Company for a first term of 3 (Three) consecutive years commencing from January 19, 2023, to January 18, 2026. Mrs. Agarwal's appointment was subsequently approved by the members through Postal Ballot passed on March 01, 2023. Mrs. Agarwal, being eligible, offered herself for re-appointment for the second term as an Independent Director of the Company.

**Past achievements and key factors for recommending re-appointment of Mrs. Manju Agarwal**

In line with the Nomination & Remuneration Policy, Board Diversity Policy and the Board Skill Matrix, the Nomination and Remuneration Committee (NRC), at its meeting held on January 16, 2026, after evaluating the performance and eligibility criteria as detailed herein, recommended to the Board the continued association of Mrs. Agarwal as an Independent Director of the Company:

- i. Outcome of performance evaluation of Mrs. Agarwal during her tenure, based on various criteria which includes amongst others attendance at Board and Committee Meetings, skill, expertise, experience, ability to challenge views of others in a constructive manner, familiarisation with the business, industry knowledge and global trends. The performance rating of Mrs. Agarwal was consistent and in line with the performance ratings of other individual independent directors during the preceding three financial years.
- ii. Valuable contributions made by Mrs. Agarwal as the Chairperson of the Stakeholders' Relationship Committee and impactful and independent deliberations made by Mrs. Agarwal as a Member of the Board Committee(s) and Board of Directors.
- iii. Active participation in familiarisation programmes and knowledge update sessions conducted / facilitated by the Company.
- iv. Actionable insights on areas of skills and expertise including Corporate Governance, Ethics & ESG, Business Leadership, Strategy Planning & Implementation, Financial Acumen & Risk Assessment and Information Technology & Digitalisation.
- v. 100% attendance at all Board, Audit Committee, Nomination and Remuneration, Stakeholders Relationship Committee and Corporate Social Responsibility & Environment Social and Governance Committee including attendance at all the Annual General Meetings held during her first term which reflects her performance, commitment and dedication to contribute towards the overall success of the Company.
- vi. Preparedness and active participation at the Board / Committee Meetings.
- vii. Aiding Board and Management in deliberations and decision making for attaining the business and governance objectives of the Company.
- viii. Acumen of the Board based on the goals, targets and aspirations of the Company;
- ix. Independent deliberations, evaluations and decisions during the meetings.
- x. Invaluable contributions towards long-term strategy, monitoring of risk management, governance excellence and compliances; and
- xi. Under her guidance and expertise, the business has witnessed a sizable growth and an increased momentum in revenue and profit.

### **Brief Profile:**

Mrs. Manju Agarwal has been a career banker with over 34 years of experience in India's largest Bank, State Bank of India in leadership positions where she was responsible for Policy, Strategy, Business and Operations amongst others. Her core expertise and key achievements included Retail Banking, Financial Inclusion and Digital initiatives. She led SBI's partnership with Reliance Industries Limited to set up Jio Payment Bank Ltd. She led the Team which conceptualised and launched YONO, SBI's Digital Bank, Financial Superstore & Online marketplace (one of its kind in the industry). She headed SBI's Debit Card Strategy, Merchant Acquiring business, Government business and Transaction Banking Business amongst others. During her tenure, she also led SBI's Jan Dhan program during 2014 and was associated with setting up of SBI's Pension Fund Subsidiary in 2007. She is a Postgraduate from the University of Allahabad, 1978 and an Associate of the Indian Institute of Bankers, 1989.

### **Skills and Expertise**

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

Name of Director	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
Mrs. Manju Agarwal	√	√	√	√	-	-	-	√

### **Other information**

Mrs. Manju Agarwal is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Independent Director. The Company has received the declarations from Mrs. Agarwal stating that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Further, she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. In the opinion of the Board, Mrs. Agarwal fulfils the conditions for re-appointment as Independent Director as specified in the Act and the Listing Regulations and is independent of the management.

Mrs. Agarwal has assessed her existing professional commitments and is confident of being able to effectively discharge her duties and responsibilities as an Independent Director of the Company, if so appointed.

The Board is of the view that the past performance, skill mapping, knowledge and experience that Mrs. Manju Agarwal brings along with her will continue to be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, recommend her re-appointment as an Independent Director to the members, not liable to retire by rotation, for a second term of 2 (Two) consecutive years on the Board of the Company commencing from January 19, 2026 up to January 18, 2028 (both days inclusive).

The Company has received, inter alia, the consent letter, declarations and confirmations from Mrs. Manju Agarwal with regard to the proposed re-appointment. Further, the Company has received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Mrs. Manju Agarwal for the office of Independent Director of the Company.

### **Statutory disclosures / declarations**

The Company has received the following statutory disclosures / declarations from Mrs. Agarwal 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 she is not disqualified under sub-section (2) of Section 164 of the Act,
- iii Declaration to the effect that she 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 she 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 she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director of the Company;
- vi Confirmation that she is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The other details of Mrs. Agarwal in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standards 2 are given in **Annexure I** to this Notice.

Mrs. Agarwal 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.

#### **Disclosure of Interest**

Save and except Mrs. Manju Agarwal and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are in any way, concerned or interested, financially or otherwise.

A copy of draft letter of appointment constituting terms and conditions of re-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. February 22, 2026.

The Board of Directors of your Company, therefore, recommends the re-appointment of Mrs. Manju Agarwal as Independent Director set out at item number 1 in the notice, for approval of the members of the Company as a special resolution.

#### **Item Number 2 and 3**

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As part of the Company's long-term strategy and succession planning, pursuant to the recommendation of the Nomination and Remuneration Committee (NRC) and subject to the approval of the members, the Board of Directors of the Company at its meeting held on January 16, 2026 had re-designated Mr. Bharat A. Jaisinghani (DIN: 00742995) from his earlier designation as Whole-time Director (designated as Executive Director) to 'Joint Managing Director' with effect from January 16, 2026 on the existing terms and conditions including remuneration, until the end of his current term, i.e., up to May 12, 2026.

Further, in recognition of the significant contributions of Mr. Bharat A. Jaisinghani, a proposal was placed before the Board to re-appoint him as Whole-time Director for a further period of 5 (five) years, commencing from May 13, 2026 to May 12, 2031, subject to the approval of the members of the Company to be designated as 'Joint Managing Director'.

#### **Brief Profile**

Mr. Bharat A. Jaisinghani joined the Company on January 1, 2012. He holds a master's degree in operations management from the University of Manchester. He has also completed his Executive Education Programme called Programme for Leadership Development from Harvard Business School, USA and also completed an Executive Programme from Singularity University, USA. He has the experience of working in different areas of 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 and has played a key leadership role as Executive Director of the Company.

In line with the Nomination & Remuneration Policy, Board Diversity Policy and the Board Skill Matrix, the Nomination and Remuneration Committee (NRC), at its meeting held on January 16, 2026, after evaluating the past achievements, key factors and eligibility criteria, recommended to the Board the re-appointment of Mr. Bharat A. Jaisinghani as a Whole-time Director of the Company, for a further term of 5 (five) years commencing from May 13, 2026 up to May 12, 2031 (both days inclusive) designated as 'Joint Managing Director'.

**Past achievements and Key factors for recommending re-appointment of Mr. Bharat Jaisinghani:**

- i. Under the mentorship and guidance of Inder T. Jaisinghani, Mr. Bharat A. Jaisinghani has, over the past decade, developed deep industry expertise, leadership capability and hands-on experience in the electricals sector, contributing meaningfully to the evolution, growth and sustainability of one of India's largest wires and cables companies.
- ii. Mr. Bharat A. Jaisinghani has continued to serve the Company by maintaining oversight across various business divisions and functions since his induction into the Company in 2012. His involvement and leadership have been pivotal in shaping the Company's growth trajectory over the past decade.
- iii. Mr. Bharat A. Jaisinghani has led numerous efforts primarily focused on strengthening market leadership, building a robust and future-ready sustainable procurement framework, scaling business both national as well as International, channel expansion and various stakeholder-centric initiatives.
- iv. Mr. Bharat A. Jaisinghani has provided several actionable insights to build and expand the Company's presence as a challenger player across various segments, which have emerged as key growth engines, reinforcing the Company's competitive position in the electricals industry. During the period from FY 2019-20 to FY 2024-25, Polycab India Limited delivered strong and consistent financial performance, with revenues, EBITDA and Profit After Tax growing at a CAGR of approximately 19%, 21% and 26%, respectively.
- v. Mr. Bharat A. Jaisinghani and Mr. Nikhil R. Jaisinghani have been instrumental in steering the Company's market leadership from 18% in FY 2019 to 26-27% in FY 2025, reflecting sustained improvement in scale and market position.
- vi. Under the leadership of Mr. Inder T. Jaisinghani, Mr. Bharat A. Jaisinghani and Mr. Nikhil R. Jaisinghani played key roles in driving the Company's earlier transformation programme, Project Leap, which was successfully executed and achieved its stated objectives ahead of schedule. Building on this foundation, he is currently spearheading the next phase of transformation under 'Project Spring', providing strategic direction and active, hands-on involvement in advancing the Company's long-term aspirations.
- vii. Over the past few years, both Mr. Bharat A. Jaisinghani has been actively involved in embedding sustainability into the Company's corporate strategy, driving ESG initiatives in a structured manner to support long-term value creation and sustainable growth. These efforts are reflected in the recognition received by the Company for its sustainability initiatives. He continues to champion sustainability-led programmes, including sustainable procurement, aligned with the Company's mission to lead responsibly and its vision of becoming a sustainability leader in the industry, supported by a clearly articulated Environment, Social and Governance (ESG) framework and charter.

- viii. Under the leadership of Mr. Inder T. Jaisinghani, the Company successfully transitioned from being primarily a B2B-focused organisation to a distribution-driven business model, with over 80% of revenues currently generated through a widespread network of dealers and distributors, many of whom have been associated with the Company for over a decade. This transition has also been further complemented by focused engagement with next-generation dealers and distributors, strengthening channel continuity and long-term partnerships by Mr. Bharat A. Jaisinghani.
- ix. Mr. Bharat A. Jaisinghani has led the Company's strategic diversification initiatives, with a particular focus on strengthening the B2B business, building a robust and future-ready procurement framework, and expanding the Company's International Business presence. He has also played a key role in embedding sustainability-led thinking into business strategy and operations. These initiatives have collectively contributed to creating new growth avenues and strengthening the Company's competitive position. Accordingly, the Company is now a dominant market leader in the Indian wires and cables industry, one of the largest exporters of cables, and among the fastest-growing players in the broader electrical ecosystem.
- x. Since FY 2020-21, the Company's international footprint has expanded significantly, with its presence increasing from over 50 countries in FY 2021 to 84 countries in FY 2025, reinforcing its global aspirations and creating a more diversified and resilient revenue base.
- xi. Mr. Bharat A. Jaisinghani has made significant contributions to the Company's growth, transformation and leadership development agenda. His deep understanding of the Company's operations, coupled with a strong strategic orientation, has enabled effective formulation and execution of long-term business strategies.

#### **Roles and Responsibilities**

Mr. Bharat A. Jaisinghani, in his current capacity as Executive Director, plays a pivotal role in shaping the Company's long-term strategic direction for the Company and businesses and functions of the Company assigned to him from time to time. His roles and responsibilities would continue to include strategic planning and providing long-term direction, ensuring business-wise strategic alignment, and guiding the Company's long-term growth trajectory. He would continue to be responsible for capital allocation and evaluation for further investment across businesses, including the engagement of consultants for strategic projects and initiatives. Mr. Bharat A. Jaisinghani would continue to oversee the budgeting and annual operating plans supporting the formulation, review, and alignment of the budgeting processes. He would continue to focus on managing and strengthening relationships with key internal and external stakeholders, providing guidance, and supporting the development of leadership teams, including the second line; and undertaking any other roles and responsibilities as may be delegated by the Board or the Management from time to time.

In addition to the above, he also oversees key functions including business planning and operational management, and provides leadership across procurement, international and emerging businesses, B2B channel and Corporate Communications. His responsibilities encompass driving growth initiatives, strengthening global market presence, and ensuring effective coordination across these critical business verticals.

He is actively involved in the Company's flagship initiative, 'Project Spring', a multi-year strategic programme aimed at strengthening leadership in the B2B segment, accelerating international business, driving innovation and automation and advancing ESG integration across the value chain.

#### **Skills and Expertise**

The members to note that the aforesaid redesignation / re-appointment is mapped over and correspond with the desired Board skills, expertise, competence detailed below and as adopted by the Company:

Name of Directors	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
Mr. Bharat A. Jaisinghani	√	√	√	√	√	√	√	√

#### **Criteria for recommending re-appointment**

In furtherance to the past achievements and key factors, the following criteria were considered for recommending for the re-appointment of Mr. Bharat A. Jaisinghani as Whole-time Director to be designated as 'Joint Managing Director' for further period of 5 years:

- i. Outcome of performance evaluation of Mr. Bharat A. Jaisinghani during his tenure, based on various criteria which includes amongst others attendance at Board and Committee Meetings, skill, expertise, experience, ability to challenge views of others in a constructive manner.
- ii. 100% attendance at all Board, Stakeholders' Relationship Committee and Risk Management Committee and Annual General Meetings held during his tenure as Whole-time Director;
- iii. Preparedness, impactful participation and independent deliberations made at all the Board / Committee Meetings.
- iv. Aiding the Board and the Management in deliberations and decision making for attaining the business and governance objectives of the Company;
- v. Acumen of the Board based on the goals, targets and aspirations of the Company.
- vi. Consistency of Performance rating and alignment with the performance ratings of other Board Directors.
- vii. Valuable contributions made in strategy building and implementation to achieve the goals and targets set out therein
- viii. Active participation in familiarisation programmes, knowledge update sessions / trainings,
- ix. Promulgation, to both internal and external stakeholders, of the codes, policies and SOPs of the Company, good governance standards, sustainability amongst others.
- x. Actionable insights on areas of Board skills and expertise including Corporate Governance, Ethics & ESG, Business Leadership, Strategy Planning & Implementation, Financial Acumen & Risk Assessment and Information Technology & Digitalisation.
- xi. Invaluable contributions towards long-term strategy, monitoring of risk management, governance excellence and compliances.
- xii. Increased momentum in revenue, profit and business growth trajectory during his term.

#### **Present day / Current Scenario:**

Under the leadership and guidance of Mr. Bharat A. Jaisinghani, the Company continues to demonstrate operational resilience and strategic momentum, while advancing its growth initiatives across domestic and international markets. His leadership has supported disciplined execution of the Company's strategic priorities, including expansion into new markets, strengthening of existing business segments.

#### **Future potential:**

The electrical industry is entering a phase of sustained structural growth. Against this backdrop, the experience, strategic foresight and market understanding of Mr. Bharat A. Jaisinghani position him well to guide the Company through the next phase of its evolution. In an environment characterised by rapid change and emerging opportunities, continuity and depth of leadership are critical to sustaining performance and executing long-term strategic initiatives. The re-appointment of Mr. Bharat A. Jaisinghani as Whole-time Director to be designated as 'Joint Managing Director' will provide stability, ensure consistent strategic execution and reaffirm the Company's commitment to creating enduring value for all stakeholders.

### **Alignment of remuneration with long-term interests of the Company:**

At the beginning of each financial year, annual goals of Mr. Bharat A. Jaisinghani (along with metrics for performance and target achievement) are approved. The same is measured and rated at the end of the year on the basis of which variable pay is determined. This ensures strong alignment of goals and performance of Mr. Bharat A. Jaisinghani to annual and long-term business objectives of the Company and creation of shareholder value.

### **Past remuneration**

Mr. Bharat A. Jaisinghani had been paid the following remuneration during last 4 (four) years as Executive Director viz.:

₹ in million)			
FY 2024-25	FY 2023-24	FY 2022-23	FY 2021-22
27.29	24.37	21.06	19.54

### **Terms and conditions of the proposed re-appointment of Mr. Bharat A. Jaisinghani**

The broad terms and conditions of the proposed re-appointment of Mr. Bharat A. Jaisinghani as Whole-time Director to be designated as 'Joint Managing Director' for a period of 5 (five) years commencing from May 13, 2026 to May 12, 2031 are as follows:

#### **A. Remuneration (Effective from May 13, 2026):**

##### a) Salary:

Basic salary not exceeding ₹ 14.94 million per annum with an annual increment not exceeding 20% of the annual salary, effective from 01<sup>st</sup> 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 basic salary:

- i. Education Allowance;
- ii. Supplementary Allowance;
- iii. Meal card;
- iv. Leave Travel Allowance (LTA) for self and family including dependents;
- v. Ex-gratia (in lieu of bonus) and
- vi. Grade Allowance.

##### d) Perquisites:

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

##### e) Leave and Leave encashment as per Company's policy.

##### f) Variable Pay:

He shall also be entitled for variable pay annually on the basis of the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, not exceeding 50% of the basic salary.

An indicative list of factors for determining the variable pay by the Board of Directors as recommended by the NRC are as follows:

- i. Company performance on certain defined qualitative and quantitative parameters as may be decided by the Board from time to time.
- ii. Industry benchmarks of remuneration.

iii. Performance of the Individual as per the formal annual performance management process detailed in the Nomination and Remuneration policy.

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.

Mr. Bharat A. Jaisinghani, being part of the promoter group, is not eligible for ESOPs under the Polycab Employee Stock Option Plan 2018. Further, the proposed remuneration payable to him is in line with the existing remuneration approved by the members at the Annual General Meeting held on July 21, 2021.

**B. Industry benchmarking of remuneration with Peers:**

The above remuneration payable to Mr. Bharat A. Jaisinghani as Whole-time Director is in line with industry benchmarking. Terms of remuneration as mentioned herein is based on outcome of such benchmarking, with a view to align with the market and adopt competitive remuneration structure as a measure of retention.

**C. Notice period.**

The agreement to be entered into between the Whole-time Director and the Company can be terminated by either party by giving three months' notice. The Company may require the Whole-time Director to serve an additional notice period of three months to enable transition.

**D. Continuation of Employment:**

The period of continuous employment for computation of other emoluments including ex-gratia entitlements shall begin from the date of appointment as employee of the Company and shall remain in continuous effect until the last date of cessation of employment from the Company.

**E. Minimum Remuneration**

In any financial year during the currency of the tenure of Mr. Bharat A. Jaisinghani, the Company has no profits or its profits are inadequate, the Company will pay remuneration, by way of Salary, Benefits, Perquisites and Allowances as specified above, subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto.

**F. Reimbursement of Expenses**

The Company shall bear all business-related expenses incurred by or on behalf of Mr. Bharat A. Jaisinghani, during or in performance of his duties, including without limitation, expenses incurred in connection with business-related travel, accommodation, food, telecommunication and entertainment. The terms of confidentiality and other matters shall be governed as per the terms and conditions of agreement entered between him and the Company.

**Other information**

Mr. Bharat A. Jaisinghani is not disqualified from being re-appointed as Whole-time Director in terms of Section 164 of the Companies Act, 2013 and has provided his consent to act as Whole-time Director of the Company. He satisfies all the conditions prescribed under Section 196(3) of the Act and Part I of Schedule V to the Act for their proposed appointment. Further, he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The Company has received notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company.

The other details of Mr. Bharat A. Jaisinghani in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 are given in **Annexure III** to this Notice.

### **Disclosure of Interest**

Except Mr. Inder T. Jaisinghani, Mr. Bharat A. Jaisinghani and Mr. Nikhil R. Jaisinghani and their relatives, none of the other Directors or Key Managerial Personnel of the Company and their relatives are interested or concerned, financially or otherwise, in these resolutions.

The Board recommends the ordinary resolution(s) set out at item numbers 2 and 3 for approval of the members.

### **Item Number 4 and 5**

As part of the Company's long-term strategy and succession planning, pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members, the Board of Directors of the Company at its meeting held on January 16, 2026 had re-designated Mr. Nikhil R. Jaisinghani (DIN: 00742771) from his earlier designation as Whole-time Director (designated as Executive Director) to 'Joint Managing Director' with effect from January 16, 2026 on the existing terms and conditions including remuneration, until the end of his current term, i.e., up to May 12, 2026.

Further, in recognition of the significant contributions of Mr. Nikhil R. Jaisinghani, a proposal was placed before the Board to re-appoint him as Whole-time Director designated as 'Joint Managing Director' for a further period of five years, commencing from May 13, 2026, to May 12, 2031, subject to the approval of the members of the Company.

### **Brief Profile**

Mr. Nikhil R. Jaisinghani joined the Company in January 1, 2012. He holds a master's degree in business administration (MBA) from Kellogg School of Management, Northwestern University, Illinois, USA. He has the experience of working in different areas of 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 and has played a key leadership role as Executive Director in the Company.

In line with the Nomination & Remuneration Policy, Board Diversity Policy and the Board Skill Matrix, the Nomination and Remuneration Committee (NRC), at its meeting held on January 16, 2026, after evaluating the past achievements, key factors and eligibility criteria, recommended to the Board the re-appointment of Mr. Nikhil R. Jaisinghani as a Whole-time Director of the Company, for a further term of 5 (five) years commencing from May 13, 2026 up to May 12, 2031 (both days inclusive) designated as 'Joint Managing Director'.

### **Past achievements and Key factors for recommending re-appointment of Mr. Nikhil Jaisinghani:**

- i. Under the mentorship and guidance of Inder T. Jaisinghani, Mr. Nikhil R. Jaisinghani has, over the past decade, developed deep industry expertise, leadership capability and hands-on experience in the electricals sector, contributing meaningfully to the evolution, growth and sustainability of one of India's largest wires and cables companies.
- ii. Mr. Nikhil R. Jaisinghani has continued to serve the Company by maintaining oversight across various business divisions and functions since 2012. Their constant involvement and leadership have been pivotal in shaping the Company's growth trajectory over the past decade.
- iii. Mr. Bharat A. Jaisinghani and Nikhil R. Jaisinghani have led numerous efforts primarily focused on strengthening market leadership, building a robust and future-ready procurement framework, scaling International Business, building and development of brand visibility, digitisation, channel expansion and various stakeholder-centric initiatives.

- iv. Together, Mr. Bharat A. Jaisinghani & Nikhil R. Jaisinghani have provided actionable insights to build and expand the Company's presence as a challenger player across various segments, which have emerged as key growth engines, reinforcing the Company's competitive position in the electricals industry. During the period from FY 2019-20 to FY 2024-25, Polycab India Limited delivered strong and consistent financial performance, with revenues, EBITDA and Profit After Tax growing at a CAGR of approximately 19%, 21% and 26%, respectively.
- v. Mr. Bharat A. Jaisinghani and Mr. Nikhil R. Jaisinghani have been instrumental in steering the Company's market leadership from 18% in FY 2019 to 26-27% in FY 2025, reflecting sustained improvement in scale and market position.
- vi. Under the leadership of Mr. Inder T. Jaisinghani, they played a key role in driving the Company's earlier transformation programme, Project Leap, which was successfully executed and achieved its stated objectives ahead of schedule. Building on this foundation, he is currently spearheading the next phase of transformation under 'Project Spring', providing strategic direction and active, hands-on involvement in advancing the Company's long-term aspirations.
- vii. Mr. Nikhil have been actively involved in embedding sustainability into the Company's Digital space, driving digital initiatives in a structured manner to support data privacy, long-term value creation and sustainable growth. He continues to support customer-centricity and sustainability-led initiatives, including safe and sustainable FMGE product development, aligned with the Company's mission to lead responsibly and its vision of becoming a sustainability leader in the industry. Mr. Nikhil R. Jaisinghani pioneered the development of ESG Mission statement which emphasized powering a future through people and planet. He leads various initiatives in HR including safety and human rights.
- viii. The Company is now a dominant market leader in the Indian wires and cables industry and among the fastest-growing players in the broader electrical ecosystem, under the leadership of Mr. Nikhil R. Jaisinghani. He has also played a key role in embedding sustainability-led thinking into business strategy and operations. These initiatives have collectively contributed to creating new growth avenues and strengthening the Company's competitive position.
- ix. Mr. Nikhil R. Jaisinghani continues to drive digital initiatives across various businesses and functions of the Company with primary focus on end-to-end digitalisation of front-end sales and marketing, enhancement of consumer experience and leveraging data analytics to better understand customer behaviour and marketing effectiveness. His efforts span digital transformation initiatives, marketing strategy and organisational structure and succession planning, strengthening the Company's long-term capability and execution depth.
- x. Mr. Nikhil R. Jaisinghani has made significant contributions to the Company's growth, transformation and leadership development agenda. His deep understanding of the Company's operations, coupled with a strong strategic orientation, has enabled effective formulation and execution of long-term business strategies.

### **Roles and Responsibilities**

Mr. Nikhil R. Jaisinghani, in his current capacity as Executive Director, plays a pivotal role in shaping the Company's long-term strategic direction for the Company and businesses and functions of the Company assigned to him from time to time. His roles and responsibilities would continue to include strategic planning and providing long-term direction, ensuring business-wise strategic alignment, and guiding the Company's long-term growth trajectory. He would continue to be responsible for capital allocation and evaluation for further investment across businesses, including the engagement of consultants for strategic projects and initiatives. Mr. Nikhil R. Jaisinghani would continue to oversee the budgeting and annual operating plans supporting the formulation, review, and alignment of the budgeting processes.

He would continue to focus on managing and strengthening relationships with key internal and external stakeholders, providing guidance, and supporting the development of leadership teams, including the second line; and undertaking any other roles and responsibilities as may be delegated by the Board or the Management from time to time.

In addition to the above, he oversees key functions including Human resource, digital, branding & marketing and the B2C Business. His responsibilities encompass driving growth initiatives, strengthening domestic market presence with particular focus both urban and rural markets to capture growth across all segments, enhancing Brand positioning and propelling expansion of B2C business.

He is actively involved in the Company's flagship initiative, 'Project Spring', a multi-year strategic programme aimed at accelerating the expansion of the B2C business, strengthening market leadership in a competitive environment, and positioning the Company for purpose-driven, sustainable growth. He will also be responsible for undertaking any additional roles and responsibilities as may be delegated by the Board or the Management from time to time.

### **Skills and Expertise**

The members to note that the aforesaid redesignation / re-appointment is mapped over and correspond with the desired Board skills, expertise, competence detailed below and as adopted by the Company:

Name of Directors	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
Mr. Nikhil R. Jaisinghani	√	√	√	√	√	√	√	√

### **Criteria for recommending re-appointment**

In furtherance to the past achievements and key factors, the following criteria were considered for recommending for the re-appointment of Mr. Nikhil R. Jaisinghani as Whole-time Director to be designated as 'Joint Managing Director' for further period of 5(five) years:

- i. Outcome of performance evaluation of Mr. Nikhil R. Jaisinghani during his tenure, based on various criteria which includes amongst others attendance at Board and Committee Meetings, skill, expertise, experience, ability to challenge views of others in a constructive manner.
- ii. 100% attendance at all Board, Stakeholders' Relationship Committee and Risk Management Committee and Annual General Meetings held during his tenure as Whole-time Director;
- iii. Preparedness, impactful participation and independent deliberations made at all the Board / Committee Meetings.
- iv. Aiding the Board and the Management in deliberations and decision making for attaining the business and governance objectives of the Company;
- v. Acumen of the Board based on the goals, targets and aspirations of the Company.
- vi. Consistency of Performance rating and alignment with the performance ratings of other Board Directors.
- vii. Valuable contributions made in strategy building and implementation to achieve the goals and targets set out therein
- viii. Active participation in familiarisation programmes, knowledge update sessions / trainings,
- ix. Promulgation, to both internal and external stakeholders, of the codes, policies and SOPs of the Company, good governance standards, sustainability amongst others.
- x. Actionable insights on areas of Board skills and expertise including Corporate Governance, Ethics & ESG, Business Leadership, Strategy Planning & Implementation, Financial Acumen & Risk Assessment and Information Technology & Digitalisation.

- xi. Invaluable contributions towards long-term strategy, monitoring of risk management, governance excellence and compliances.
- xii. Increased momentum in revenue, profit and business growth trajectory during his term.

**Present day / Current Scenario:**

Under the leadership and guidance of Mr. Nikhil R. Jaisinghani, the Company continues to demonstrate operational resilience and strong strategic momentum while advancing its growth initiatives across the domestic market. His leadership has supported the disciplined execution of the Company's strategic priorities, including expansion into new markets, strengthening of existing business segments, and continued diversification of the product portfolio. His ability to translate strategic intent into actionable outcomes has further reinforced the Company's competitive position and long-term growth trajectory.

**Future potential:**

The electrical industry is entering a phase of sustained structural growth. Against this backdrop, the experience, strategic foresight and market understanding of Mr. Nikhil R. Jaisinghani position him well to guide the Company through the next phase of its evolution.

In an environment characterised by rapid change and emerging opportunities, continuity and depth of leadership are critical to sustaining performance and executing long-term strategic initiatives. The re-appointment of Mr. Nikhil R. Jaisinghani as Whole-time Director to be designated as 'Joint Managing Director' will provide stability, ensure consistent strategic execution and reaffirm the Company's commitment to creating enduring value for all stakeholders.

**Alignment of remuneration with long-term interests of the Company:**

At the beginning of each financial year, annual goals of Mr. Nikhil R. Jaisinghani (along with metrics for performance and target achievement) are approved. The same is measured and rated at the end of the year on the basis of which variable pay is determined. This ensures strong alignment of goals and performance of Mr. Nikhil R. Jaisinghani to annual and long-term business objectives of the Company and creation of shareholder value.

**Past remuneration**

Mr. Nikhil R. Jaisinghani had been paid the following remuneration during last 4 (four) years as Executive Director viz.:

₹ in million			
FY 2024-25	FY 2023-24	FY 2022-23	FY 2021-22
26.80	24.37	21.06	19.54

**Terms and conditions of the proposed re-appointment of Mr. Nikhil R. Jaisinghani**

The broad terms and conditions of the proposed re-appointment of Mr. Nikhil R. Jaisinghani as Whole-time Director to be designated as 'Joint Managing Director' for a period of 5 (five) years commencing from May 13, 2026 to May 12, 2031 are as follows:

**A. Remuneration (Effective from May 13, 2026):**

a) **Salary:**

Basic salary not exceeding ₹ 14.94 million per annum with an annual increment not exceeding 20% of the annual salary, effective from 01<sup>st</sup> 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 be approved by the Board of Directors including the following in aggregate not exceeding 50% of the Basic salary:

- i. Education Allowance;
- ii. Supplementary Allowance;
- iii. Meal card;
- iv. Leave Travel Allowance (LTA) for self and family including dependents;
- v. Ex-gratia (in lieu of bonus) and
- vi. Grade Allowance.

d) Perquisites:

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

e) Leave and Leave encashment as per Company's policy.

f) Variable Pay:

He shall also be entitled for variable pay annually on the basis of the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, not exceeding 50% of the basic salary.

An indicative list of factors for determining the variable pay by the Board of Directors as recommended by the NRC are as follows:

- i. Company performance on certain defined qualitative and quantitative parameters as may be decided by the Board from time to time.
- ii. Industry benchmarks of remuneration.
- iii. Performance of the Individual as per the formal annual performance management process detailed in the Nomination and Remuneration policy.

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.

Mr. Nikhil R. Jaisinghani, being part of the promoter group, is not eligible for ESOPs under the Polycab Employee Stock Option Plan 2018. Further, the proposed remuneration payable to him is in line with the existing remuneration approved by the members at the Annual General Meeting held on July 21, 2021.

**B. Industry benchmarking of remuneration with Peers:**

The above remuneration payable to Mr. Nikhil R. Jaisinghani as Whole-time Director is in line with industry benchmarking. Terms of remuneration as mentioned herein is based on outcome of such benchmarking, with a view to align with the market and adopt competitive remuneration structure as a measure of retention.

**C. Notice period.**

The agreement to be entered into between the Whole-time Director and the Company can be terminated by either party by giving three months' notice. The Company may require the Whole-time Director to serve an additional notice period of three months to enable transition.

**D. Continuation of Employment:**

The period of continuous employment for computation of other emoluments including ex-gratia entitlements shall begin from the date of appointment as employee of the Company and shall remain in continuous effect until the last date of cessation of employment from the Company.

#### **E. Minimum Remuneration**

In any financial year during the currency of the tenure of Mr. Nikhil R. Jaisinghani, the Company has no profits or its profits are inadequate, the Company will pay remuneration, by way of Salary, Benefits, Perquisites and Allowances as specified above, subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto.

#### **F. Reimbursement of Expenses**

The Company shall bear all business-related expenses incurred by or on behalf of Mr. Nikhil R. Jaisinghani, during or in performance of his duties, including without limitation, expenses incurred in connection with business-related travel, accommodation, food, telecommunication and entertainment. The terms of confidentiality and other matters shall be governed as per the terms and conditions of agreement entered between him and the Company

#### **Other information**

Mr. Nikhil R. Jaisinghani is not disqualified from being re-appointed as Whole-time Director in terms of Section 164 of the Companies Act, 2013 and has provided his consent to act as Whole-time Director of the Company. He satisfies all the conditions prescribed under Section 196(3) of the Act and Part I of Schedule V to the Act for the proposed re-appointment. Further, he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The Company has received notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company.

The other details of Mr. Nikhil R. Jaisinghani in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standards 2 are given in **Annexure IV** to this Notice.

#### **Disclosure of Interest**

Except Mr. Inder T. Jaisinghani, Mr. Bharat A Jaisinghani and Mr. Nikhil R. Jaisinghani and their relatives, none of the other Directors or Key Managerial Personnel of the Company and their relatives are interested or concerned, financially or otherwise, in these resolutions.

The Board recommends the ordinary resolution(s) set out at item numbers 4 and 5 for approval of the members.

**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 16, 2026

Place: Halol, Gujarat

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

<b>Particulars</b>	<b>Mrs. Manju Agarwal</b>
Category / Designation	Independent Director
Director Identification Number (DIN)	06921105
Date of Birth	December 30, 1957
Age	68 years
Experience	34 years
Original Date of Appointment	January 19, 2023
Qualifications	Postgraduate from the University of Allahabad and Associate of the Indian Institute of Bankers
Brief Profile	As set out in Explanatory Statement.
Terms and conditions for appointment / reappointment	As set out in Explanatory Statement.
Directorship in other Companies along with listed entities from which the person has resigned in the past three years	<ul style="list-style-type: none"> <li>• Gulf Oil Lubricants India Limited.</li> <li>• Alivus Life Sciences Limited. (formerly known as Glenmark Life Sciences Limited)</li> <li>• Switch Mobility Automotive Limited.</li> <li>• Hinduja Leyland Finance Limited.</li> <li>• Vistaar Financial Services Private Limited.</li> <li>• Indiaideas. Com Limited.</li> <li>• Hinduja Housing Finance Limited.</li> <li>• GOCL Corporation Limited.</li> <li>• CMS Info System Limited (resigned w.e.f. March 01, 2024)</li> </ul>
Chairmanship/Membership of Committees in other Companies	Refer Annexure-II
Number of Equity Shares held in the Company	50 equity shares
Number of Equity Shares held in the Company for any other person on a beneficial basis	Nil
Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	Not Applicable
Remuneration last drawn, if applicable	Sitting Fee (FY 2024-25) - ₹ 1.30 million Commission (FY 2024-25) - ₹ 3.75 million
Remuneration sought to be paid	As set out in Explanatory Statement
Number of Meetings of the Board attended during the year 2025-26 (YTD)	Board Meeting held: 4 Board Meeting Attended: 4
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Corporate Governance, Ethics & ESG, Business Leadership, Strategy Planning & Implementation, Financial Acumen & Risk Assessment and Information Technology & Digitalisation

**Annexure -II**  
**Committee membership**

<b>Sr. No.</b>	<b>Name of the Company</b>	<b>Name of the Committee</b>
1.	Alivus Life Sciences Limited (Formerly known as Glenmark Life Sciences Ltd)	➤ Audit Committee. ➤ Nomination and Remuneration Committee. ➤ Stakeholders Relationship Committee. ➤ ESG Committee.
2.	IndiaIdeas.Com Ltd.	Audit Committee.
3.	Switch Mobility Automotive Ltd	Nomination and Remuneration Committee.
4.	GOCL Corporation Limited	➤ Audit Committee. ➤ Nomination and Remuneration Committee.
5	Hinduja Housing Finance Ltd	➤ IT Strategy Committee. ➤ Wilful Defaulter Review Committee. ➤ ALM Committee.
6	Vistaar Financial Services Private Limited	➤ IT Strategy Committee. ➤ Risk Management Committee.

**Committee Chairpersonship**

<b>Sr. No.</b>	<b>Name of the Company</b>	<b>Name of the Committee</b>
1.	Gulf Oil Lubricants India Ltd	➤ Audit Committee. ➤ CSR Committee.
2.	Switch Mobility Automotive Ltd	Audit Committee.
3.	Hinduja Leyland Finance Ltd.	➤ Stakeholders Relationship Committee. ➤ IT Strategy Committee. ➤ Credit Committee.
4.	IndiaIdeas.Com Ltd.	➤ Nomination and Remuneration Committee. ➤ CSR Committee.
5.	Vistaar Financial Services Private Limited	➤ Nomination and Remuneration Committee. ➤ Audit Committee.

**Annexure-III**

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

<b>Particulars</b>	Bharat A. Jaisinghani
Category / Designation	Whole – time Director (Executive Director)
Director Identification Number (DIN)	00742995
Date of Birth	April 21, 1984
Age	41 years
Experience	14 years which includes 5 years term as Whole-time Director of the Company.
Original Date of Appointment	May 13, 2021 (As Whole-time Director) Date of Joining the Company: January 01, 2012
Qualifications	He holds a master's degree in operations management from the University of Manchester. He has completed his Executive Education Programme called Programme for Leadership Development from Harvard Business School and also completed an Executive Programme from Singularity University
Brief Profile	As set out in Explanatory Statement.
Terms and conditions for appointment / reappointment	As set out in Explanatory Statement.
Directorships held in other companies including equity listed companies and excluding foreign companies as on the date of this Notice	<ul style="list-style-type: none"> <li>• Transigo (OPC) Private Limited</li> <li>• Trilogege Innovations Private Limited</li> <li>• Procyon Star Private Limited</li> </ul>
Chairmanship/Membership of Committees in other Companies	None
Number of Equity Shares held in the Company	51,08,911 equity shares
Number of Equity Shares held in the Company for any other person on a beneficial basis	Nil
Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	Mr. Inder T. Jaisinghani, Chairman & Managing Director is paternal uncle and Mr. Nikhil Jaisinghani, Executive Director is Cousin brother of Mr. Bharat A. Jaisinghani.
Remuneration last drawn, if applicable	FY 2024-25 - ₹ 27.29 million.
Remuneration sought to be paid	As set out in Explanatory Statement
Number of Meetings of the Board attended in FY 2025-26 (YTD)	No. of Board meeting held: 4 No. of Board meeting attended: 4
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Corporate Governance, Ethics & ESG, Business Leadership, Strategy Planning & Implementation, Financial Acumen & Risk Assessment and Information Technology & Digitalisation, Operational Experience, Sales & Marketing Global Business, Consumer Insight & Innovation

**Annexure-IV**

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

<b>Particulars</b>	Nikhil R. Jaisinghani
Category / Designation	Whole-time Director (Executive Director)
Director Identification Number (DIN)	00742771
Date of Birth	December 04, 1985
Age	40 years
Experience	14 years which includes 5 (five) years term as Whole- time Director of the Company.
Original Date of Appointment	May 13, 2021 (As Whole-time Director) Date of Joining the Company: January 01, 2012
Qualifications	He holds a master's degree in business administration (MBA) from Kellogg School of Management, Northwestern University, Illinois, USA
Brief Profile	As set out in Explanatory Statement.
Terms and conditions for appointment / reappointment	As set out in Explanatory Statement.
Directorship in other Companies along with listed entities from which the person has resigned in the past three years	Trilodge Innovations Private Limited
Chairmanship/Membership of Committees in other Companies	None
Number of Equity Shares held in the Company	49,71,079 equity shares
Number of Equity Shares held in the Company for any other person on a beneficial basis	Nil
Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	Mr. Inder T. Jaisinghani, Chairman & Managing Director is paternal uncle and Mr. Bharat A. Jaisinghani, Executive Director is Cousin brother of Mr. Nikhil R. Jaisinghani.
Remuneration last drawn, if applicable	FY 2024-25: ₹ 26.80 million.
Remuneration sought to be paid	As set out in Explanatory Statement
Number of Meetings of the Board attended during FY 2025-26 (YTD)	No. of Board meeting held: 4 No. of Board meeting attended: 4
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Corporate Governance, Ethics & ESG, Business Leadership, Strategy Planning & Implementation, Financial Acumen & Risk Assessment and Information Technology & Digitalisation, Operational Experience, Sales & Marketing Global Business, Consumer Insight & Innovation

**Information at glance**

<b>Particulars</b>	<b>Notes</b>
Cut-off date to determine eligible members to vote on the resolutions	January 16, 2026
Voting start time and date	Saturday, January 24, 2026 (09:00 a.m. IST)
Voting end time and date	Sunday, February 22, 2026 (05:00 p.m. IST)
Date on which the resolution is deemed to be passed	Last date of e - voting i.e. Sunday, February 22, 2026
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: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> 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 301, G-Block, Plot No. C-32, Naman Chambers, 3 <sup>rd</sup> Floor, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra, 400051 E mail Id : <a href="mailto:e-voting@nsdl.com">e-voting@nsdl.com</a> ; Contact number- 022 - 48867000
NSDL e-voting website address	<a href="https://www.e-voting.nsdl.com/">https://www.e-voting.nsdl.com/</a>