

Integrated Governance

POLYCAB INDIA LIMITED

General information about company

Scrip code	542652
NSE Symbol	POLYCAB
MSEI Symbol	NOTLISTED
ISIN	INE455K01017
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter Type	Yearly
Date of Quarter Ending	31-03-2025
Type of company	Equity
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	false
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	true
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	false
Risk management committee	true
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities
Is SCORE ID Available ?	true
SCORE Registration ID	COMZ00595
Reason For No SCORE ID	
Type of Submission	Original
Remarks (website dissemination)	

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																
Whether the listed entity has a Regular Chairperson							true									
Whether Chairperson is related to MD or CEO							true	Disqualification of Directors under section 164 of								
Sr no.	Title(Mr/Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Disqualifications
1	Mr	Inder T. Jaisinghani	00309108	Executive Director	Chairperson	MD	false				Active	NA		20-12-1997	28-08-2024	
2	Mr	Bharat Jaisinghani	00742995	Executive Director	Not Applicable		false				Active	NA		13-05-2021	13-05-2021	
3	Mr	Nikhil Jaisinghani	00742771	Executive Director	Not Applicable		false				Active	NA		13-05-2021	13-05-2021	
4	Mr	Rakesh Talati	08591299	Executive Director	Not Applicable		false				Active	NA		13-05-2021	13-05-2021	2/2
5	Mr	Gandharv Tongia	09038711	Executive Director	Not Applicable		false				Active	NA		19-01-2023	19-01-2023	
6	Mr	Vijay Pandey	07434880	Executive Director	Not Applicable		false				Active	NA		22-01-2025	22-01-2025	
7	Mr	Tilokchand Punamchand Ostwal	00821268	Non-Executive - Independent Director	Not Applicable		false				Active	NA		20-09-2018	20-09-2023	
8	Mr	Radhey Shyam Sharma	00013208	Non-Executive - Independent Director	Not Applicable		false				Active	NA		20-09-2018	20-09-2023	
9	Mrs	Sutapa Banerjee	02844650	Non-Executive - Independent Director	Not Applicable		false				Active	NA		13-05-2021	13-05-2021	
10	Mrs	Manju Agarwal	06921105	Non-Executive - Independent Director	Not Applicable		false				Active	NA		19-01-2023	19-01-2023	
11	Mr	Bhaskar Sharma	02871367	Non-Executive - Independent Director	Not Applicable		false				Active	NA		12-05-2023	12-05-2023	
12	Mr	Sumit Malhotra	02183825	Non-Executive - Independent Director	Not Applicable		false				Active	NA		22-01-2025	22-01-2025	

Annexure I

II. Composition of Committees

Disclosure of notes on composition of committees explanatory	
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Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00821268	Tilokchand Punamchand Ostwal	Non-Executive - Independent Director	Chairperson	20-09-2018		
2	00013208	Radhey Shyam Sharma	Non-Executive - Independent Director	Member	20-09-2018		
3	02844650	Sutapa Banerjee	Non-Executive - Independent Director	Member	12-05-2023		
4	06921105	Manju Agarwal	Non-Executive - Independent Director	Member	22-01-2025		
5	02871367	Bhaskar Sharma	Non-Executive - Independent Director	Member	22-01-2025		
6	02183825	Sumit Malhotra	Non-Executive - Independent Director	Member	22-01-2025		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00013208	Radhey Shyam Sharma	Non-Executive - Independent Director	Chairperson	20-09-2018		
2	00821268	Tilokchand Punamchand Ostwal	Non-Executive - Independent Director	Member	20-09-2018		
3	02844650	Sutapa Banerjee	Non-Executive - Independent Director	Member	21-07-2021		
4	06921105	Manju Agarwal	Non-Executive - Independent Director	Member	12-05-2023		
5	02871367	Bhaskar Sharma	Non-Executive - Independent Director	Member	22-01-2025		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06921105	Manju Agarwal	Non-Executive - Independent Director	Chairperson	12-05-2023		
2	00742995	Bharat Jaisinghani	Executive Director	Member	13-05-2021		
3	00742771	Nikhil Jaisinghani	Executive Director	Member	13-05-2021		
4	09038711	Gandharv Tongia	Executive Director	Member	12-05-2023		
5	02871367	Bhaskar Sharma	Non-Executive - Independent Director	Member	12-05-2023	22-01-2025	
6	00821268	Tilokchand Punamchand Ostwal	Non-Executive - Independent Director	Member	22-01-2025		
7	02183825	Sumit Malhotra	Non-Executive - Independent Director	Member	22-01-2025		

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00821268	Tilokchand Punamchand Ostwal	Non-Executive - Independent Director	Chairperson	26-07-2019		
2	00309108	Inder T. Jaisinghani	Executive Director	Member	26-07-2019		
3	00742995	Bharat Jaisinghani	Executive Director	Member	13-05-2021		
4	00742771	Nikhil Jaisinghani	Executive Director	Member	13-05-2021		
5	09038711	Gandharv Tongia	Executive Director	Member	26-07-2019		
6	00013208	Radhey Shyam Sharma	Non-Executive - Independent Director	Member	12-05-2023		
7	02871367	Bhaskar Sharma	Non-Executive - Independent Director	Member	12-05-2023		
8	02844650	Sutapa Banerjee	Non-Executive - Independent Director	Member	22-01-2025		
9	02183825	Sumit Malhotra	Non-Executive - Independent Director	Member	22-01-2025		

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00309108	Inder T. Jaisinghani	Executive Director	Chairperson	16-06-2014		
2	08591299	Rakesh Talati	Executive Director	Member	13-05-2021	21-01-2025	
3	09038711	Gandharv Tongia	Executive Director	Member	12-05-2023		
4	02844650	Sutapa Banerjee	Non-Executive - Independent Director	Member	13-05-2021		
5	06921105	Manju Agarwal	Non-Executive - Independent Director	Member	12-05-2023		
6	02871367	Bhaskar Sharma	Non-Executive - Independent Director	Member	12-05-2023		
7	02183825	Sumit Malhotra	Non-Executive - Independent Director	Member	22-01-2025		
8	07434880	Vijay Pandey	Executive Director	Member	22-01-2025		

Annexure I

III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	17-10-2024			true	10	10	5
2	22-01-2025	96		true	11	11	6

Annexure I

IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	17-10-2024				true	3	3	3	0
2	Audit Committee	22-01-2025	96			true	6	6	6	0
3	Corporate Social Responsibility Committee	17-10-2024				true	6	6	3	0
4	Corporate Social Responsibility Committee	22-01-2025	96			true	7	6	3	0
5	Risk Management Committee	17-10-2024				true	7	7	3	0
6	Nomination and remuneration committee	22-01-2025	96			true	4	4	4	0
7	Stakeholders Relationship Committee	22-01-2025				true	5	5	2	0

Annexure I

V. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

Annexure I

Sr	Subject	Compliance status
1	Name of signatory	Manita Carmen A. Gonsalves
2	Designation	Company Secretary and Compliance Officer

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	false
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I.Disclosure on website in terms of LODR Regulation				
Sr	Item	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.	Web address
1.1	Details of business	Yes		https://polycab.com/investors/disclosures-under-regulation-46-of-sebi-lodr-regulations-2015
1.2	Memorandum of Association and Articles of Association	Yes		https://cms.polycab.com/media/mqihq2y5/memorandum-and-articles-of-association.pdf
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes		https://polycab.com/investors/disclosures-under-regulation-46-of-sebi-lodr-regulations-2015
2	Terms and conditions of appointment of independent directors	Yes		https://cms.polycab.com/media/1iolqpw/terms-and-conditions-of-appointment-of-the-independent-directors.pdf
3	Composition of various committees of board of directors	Yes		https://cms.polycab.com/media/zhogfgqi/composition-of-committees-of-the-board.pdf
4	Code of conduct of board of directors and senior management personnel	Yes		https://cms.polycab.com/media/cbipxkai/code-of-conduct-of-board-of-directors-and-senior-managerial-personnel.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://cms.polycab.com/media/qtxoaf0p/whistle-blower-policy.pdf
6	Criteria of making payments to non-executive directors	Yes		https://cms.polycab.com/media/o2lbd0d/criteria-for-making-payment-to-the-non-executive-directors.pdf
7	Policy on dealing with related party transactions	Yes		https://cms.polycab.com/media/jdmcbvh1/policy-on-materiality-of-related-party-transactions-and-on-dealing-with-related-party-transactions.pdf
8	Policy for determining 'material' subsidiaries	Yes		https://cms.polycab.com/media/ju0f5b5h/policy-for-determining-material-subsidiaries.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://cms.polycab.com/media/rdqhh0mm/familiarization-program-for-independent-directors-2.pdf
10	Email address for grievance redressal and other relevant details	Yes		https://polycab.com/investors#investor_contacts
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://polycab.com/investors#investor_contacts
12	Financial results	Yes		https://polycab.com/investors#financial_information
13	Shareholding pattern	Yes		https://polycab.com/investors/disclosures-under-regulation-46-of-sebi-lodr-regulations-2015
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	Yes		https://polycab.com/investors#latest_updates
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	Yes		https://polycab.com/investors/disclosures-under-regulation-46-of-sebi-lodr-regulations-2015
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://polycab.com/investors#latest_updates
18	Credit rating or revision in credit rating obtained	Yes		https://polycab.com/investors/disclosures-under-regulation-46-of-sebi-lodr-regulations-2015
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://polycab.com/investors#financial_information
20	Secretarial Compliance Report	Yes		https://cms.polycab.com/media/brvfxjd/annual-secretarial-compliance-report-as-on-31st-march-2024.pdf
21	Materiality Policy as per Regulation 30 (4)	Yes		https://polycab.com/investors/disclosures-under-regulation-46-of-sebi-lodr-regulations-2015
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://polycab.com/investors/disclosures-under-regulation-46-of-sebi-lodr-regulations-2015
23	Disclosures under regulation 30(8)	Yes		https://polycab.com/investors/disclosures-under-regulation-46-of-sebi-lodr-regulations-2015
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		https://cms.polycab.com/media/dqxk05hq/dividend-distribution-policy.pdf
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes		Form_MGT_705092024 Final.pdf
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	Yes		https://polycab.com/investors/disclosures-under-regulation-46-of-sebi-lodr-regulations-2015
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://polycab.com/investors/disclosures-under-regulation-46-of-sebi-lodr-regulations-2015
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://polycab.com/investors/disclosures-under-regulation-46-of-sebi-lodr-regulations-2015
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			

Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	Yes	
Any other information to be provided				

Annexure II

1	Name of signatory	Manita Carmen A Gonsalves
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		

Annexure II

1	Name of signatory	Manita Carmen A. Gonsalves
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	Manita Carmen A. Gonsalves
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	22-04-2025

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	32
No. of investor complaints disposed off during the Quarter	32
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	Deputy Commissioner of Income-Tax, Mumbai (Assessing Officer)	27-02-2025	Pursuant to the search action conducted on the Company by the Income-tax authorities in December 2023, assessment/ re-assessment orders under section 143(3) read with section 147 of the Income Tax Act, 1961 for AY 2014-15 to AY 2022-23 were passed during 4th quarter of FY2024-25 resulting into aggregate tax demand of INR 560.54 million, along with interest amounting to INR 216.15 million. Further, the same was intimated to the Stock Exchanges on 30-Jan-25.	The Company has filed appeals before the Commissioner of Income Tax Appeals [CIT(A)] against orders of Assessing Officer. The Company, in consultation with its tax experts, is of the view that the orders passed by the Assessing Office are not tenable in law and its favourable position will likely to be upheld by the appropriate authority.
2	Deputy Commissioner of Income-Tax, Mumbai (Assessing Officer)	31-03-2025	Pursuant to the search action conducted on the Company by the Income-tax authorities in December 2023, assessment order under section 143(3) of the Income Tax Act, 1961 for AY 2023-24 were passed during 4th quarter of FY2024-25 resulting into tax demand of INR 85.34 million. Further, the same was intimated to the Stock Exchanges on 1-Apr-25	The Company has filed appeals before the Commissioner of Income Tax Appeals [CIT(A)] against orders of Assessing Officer. The Company, in consultation with its tax experts, is of the view that the orders passed by the Assessing Office are not tenable in law and its favourable position will likely to be upheld by the appropriate authority.