

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
Mr. Inder T. Jaisinghani
Chairman of the Twenty Fourth Annual General Meeting
Polycab India Limited

Sub.: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the Twenty Fourth Annual General Meeting of the Equity shareholders of Polycab India Limited held on Tuesday, July 21, 2020 at 9.00 a.m. ("said AGM") conducted through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

I, Dilip Bharadiya, Practicing Company Secretary had been appointed as the Scrutinizer by the Board of Directors of Polycab India Limited (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of electronic means at the meeting pursuant to Section 108 & 109 of the Companies Act, 2013 ("Act") read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the resolutions proposed at the 24th AGM of the Equity shareholders of the Company held on Tuesday, July 21, 2020 at 9.00 a.m. through Video Conferencing/ Other Audio Visual Means.

The management of the Company is responsible to ensure the compliance with the requirements of the Act relating to voting through electronic means on the resolutions contained in the Notice for the said AGM. My responsibility as a Scrutinizer for the e-voting process is restricted to ensure that the e-voting process is conducted in a fair and transparent manner and make a Scrutinizer's report of the votes cast "in favour" or "against" or "invalid votes", on the resolutions with respect to all the items of the business enumerated in the Notice of said AGM.

The Notice dated May 30, 2020 along with the Statement stating out material facts under Section 102 of the Act, were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM.

The Company had fixed June 19, 2020, as the cut-off date for the purpose of dispatch of Notice of the said AGM. Accordingly, the Company had, on June 29, 2020 sent the Notice of the said AGM, via e-mail to 1,14,631 shareholders, whose email IDs were registered with the Company/Registrar & Transfer Agents (RTA).

The Public Advertisement with respect to completion of dispatch of Notices and Annual Report was published on June 30, 2020 in an English newspaper i.e. The Financial Express and in Gujarati Newspaper i.e. Gujarat Samachar (Gujarat Edition).

The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means was provided by National Securities Depository Limited (NSDL). The Company had also uploaded the Notice of the said AGM on its website i.e. www.polycab.com to facilitate the shareholders to cast their votes through remote e-voting.

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The shareholders of the company holding shares as on the cut-off date i.e. July 14, 2020, were entitled to vote on the resolutions as set out in the Item no. 1 to 4 of the Notice of the said AGM.

The remote e-voting platform was open from 9.00 a.m. on Saturday, July 18, 2020 and remained open upto 5.00 p.m. on Monday, July 20, 2020. (both days inclusive) and members holding shares either in physical form or in dematerialized form were required to cast their votes electronically, on the e-voting platform provided by NSDL.

The Company had also provided the facility of e-voting at the AGM for the Members who had not cast their vote by remote e-voting.

After the conclusion of the AGM, the facility of e-voting was enabled for 15 (fifteen) minutes.

E-voting at the meeting concluded at 10.00 a.m.

Completion of e-voting

After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com>). The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.

As a Scrutinizer, I, based on the reports generated from the e-voting system provided by NSDL, have scrutinized the votes casted through e-voting and present herewith the Scrutinizer's Report on the votes casted "in favor" or "against" or "invalid votes", with respect to each item on the agenda as set out in the Notice of the said AGM.

The particulars of all the electronic votes casted by the members through e-voting process have been recorded in a register separately maintained for the purpose.

The result of the e-voting is as per the Annexure attached herewith.

The Register and all other papers and relevant records relating to E-voting are maintained and kept in my safe custody.

Conclusion:

All the resolutions having secured requisite majority of votes, the respective resolutions may be considered to have been passed. The Chairman of the said AGM may accordingly declare the result of voting.

Thanking You,
Yours Faithfully,

For **DILIP BHARADIYA & ASSOCIATES**



DILIP BHARADIYA
F.C.S. 7956; C.P. 6740
UDIN : F007956B000490581



Place: Mumbai
Date: July 22, 2020

ANNEXURE

ORDINARY BUSINESSItem No. 1: Ordinary Resolution

a. To consider and adopt the Audited Standalone Financial Statements for the financial year ended March 31, 2020, together with the reports of the Board of Directors and Auditors thereon

Votes in favour of the resolution:

Type of Voting	Number of the Members Voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	373	12,09,69,617	99.98
E-voting at AGM	19	15,899	0.01
Total	392	12,09,85,516	99.99

Votes against the resolution:

Type of Voting	Number of the Members Voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	11	7,903	0.01
E-voting at AGM	-	-	0.00
Total	11	7,903	0.01

There were no votes cast which could be accounted as Invalid



Item No. 1: Ordinary Resolution

b. To consider and adopt the Audited Consolidated Financial Statements for the financial year ended March 31, 2020, together with the reports of the Board of Directors and Auditors thereon

Votes in favour of the resolution:

Type of Voting	Number of the Members Voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	372	12,06,09,617	99.98
E-voting at AGM	19	15,899	0.01
Total	391	12,06,25,516	99.99

Votes against the resolution:

Type of Voting	Number of the Members Voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	11	7,903	0.01
E-voting at AGM	-	-	0.00
Total	11	7,903	0.01

There were no votes cast which could be accounted as Invalid



Item No 2: Ordinary Resolution

To confirm the interim dividend of Rs.7/- per equity share on 14,88,79,373 fully paid-up Equity Shares of face value of Rs. 10/- each for the financial year ended March 31, 2020 approved by the Board of Directors and already paid by the Company

Votes in favour of the resolution:

Type of Voting	Number of the Members Voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	374	12,09,78,413	99.98
E-voting-at AGM	19	15,899	0.01
Total	393	12,09,94,312	99.99

Votes against the resolution:

Type of Voting	Number of the Members Voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	11	7,927	0.01
E-voting at AGM	-	-	0.00
Total	11	7,927	0.01

There were no votes cast which could be accounted as Invalid



Item No. 3: Ordinary Resolution

To appoint a Director in place of Mr. Ajay T. Jaisinghani (DIN: 00276588), who retires by rotation and being eligible, offers himself for re-appointment

Votes in favour of the resolution:

Type of Voting	Number of the Members Voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	364	12,08,06,000	99.85
E-voting at AGM	19	15,899	0.01
Total	383	12,08,21,899	99.86

Votes against the resolution:

Type of Voting	Number of the Members Voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	20	1,71,520	0.14
E-voting at AGM	-	-	0.00
Total	20	1,71,520	0.14

There were no votes cast which could be accounted as Invalid



SPECIAL BUSINESS**Item No. 4: Ordinary Resolution**

Ratification of the remuneration payable to M/s. N. Ritesh & Associates, (Firm Registration No.: M/26963), Cost Auditors of the Company for the financial year 2020-2021

Votes in favour of the resolution:

Type of Voting	Number of the Members Voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	367	12,07,83,267	99.98
E-voting at AGM	18	15,586	0.01
Total	385	12,07,98,853	99.99

Votes against the resolution:

Type of Voting	Number of the Members Voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	16	8,358	0.01
E-voting at AGM	1	313	0.00
Total	17	8,671	0.01

There were no votes cast which could be accounted as Invalid

