

POLYCAB

POLYCAB INDIA LIMITED

Registered Office: Unit No.4, Plot No.105, Halol Vadodara Road, Village Nurpura, Taluka Halol, Panchmahal, Gujarat-389350
Corporate Office: #29, The Ruby, 21st Floor, Senapati Bapat Marg, Tulsi Pipe Road, Dadar (West), Mumbai, Maharashtra-400028
Tel No: +91 22 6735 1400 **Tel:** 2676-227600/227700; **Website:** www.polycab.com; **Email** shares@polycab.com
CIN: L31300GJ1996PLC114183

E-voting Start date	E-voting End date
Saturday, April 11, 2026 at 09:00 a.m. (IST)	Sunday, May 10, 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(s)
1	Re-appointment of Ms. Sutapa Banerjee (DIN: 02844650) as an Independent Director of the Company.	Special
2	Re-appointment of Mr. Bhaskar Sharma (DIN: 02871367) as an Independent Director of the Company.	Special

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 resolution(s) 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, April 03, 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 by following the procedure as stated in the 'Notes' section of this Notice. The Notice is also available on the website of the Company at: www.polycab.com.

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

Commencement of e-voting period	Saturday, April 11, 2026 from 09:00 a.m. IST
Conclusion of e-voting period	Sunday, May 10, 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, May 10, 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 April 03, 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 2 (two) working days from the conclusion of the e-voting period i.e. on or before Tuesday, May 12, 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 and www.nseindia.com respectively, and on the website of NSDL. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Sunday, May 10, 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 Ms. Sutapa Banerjee (DIN: 02844650) 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, Ms. Sutapa Banerjee (DIN: 02844650), who was appointed as an Independent Director of the Company and holds office up to May 12, 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 May 13, 2026 up to May 12, 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. Re-appointment of Mr. Bhaskar Sharma (DIN: 02871367) 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, Mr. Bhaskar Sharma (DIN: 02871367), who was appointed as an Independent Director of the Company and holds office up to May 11, 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 his 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 4 (Four) consecutive years commencing from May 12, 2026 up to May 11, 2030 (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.”

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

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

Date: April 03, 2026
Place: Mumbai

NOTES:

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reason/ rationale for proposed resolutions is annexed herewith. setting forth the material facts and reasons for the proposal is annexed herewith.
2. 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/2023/120 dated July 11, 2023, as amended (“SEBI Master Circular”), and SS-2 and any amendments thereto, this Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories and who will register their e-mail address in accordance with the process outlined in this Notice and whose names appear in the Register of Members / Register of Beneficial Owners maintained by the depositories as on Friday, April 03, 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 and on the websites of Stock Exchanges, i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.
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, May 10, 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, April 03, 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
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.
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, May 12, 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.
 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 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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/e-voting/e-votinglogin.jsp. 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 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. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on

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"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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.

Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the 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 e-voting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.e-voting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.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:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.e-voting.nsdl.com.
 - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.e-voting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at e-voting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ab@bnpassociates.in with a copy marked to 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 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 or call on 022-48867000 or send a request to Ms. Rimpa Bag at 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.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@polycab.com. If you are an Individual 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 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 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 May 13, 2021, appointed Ms. Sutapa Banerjee as an Independent Director of the Company for a first term of 5 (Five) consecutive years commencing from May 13, 2021, to May 12, 2026. Ms. Banerjee's appointment was subsequently approved by the members at the Annual General Meeting held on July 21, 2021. Ms. Banerjee, being eligible, offers 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 Ms. Sutapa Banerjee

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 April 03, 2026, after evaluating the performance and eligibility criteria as detailed herein, recommended to the Board the continued association of Ms. Banerjee as an Independent Director of the Company:

i. Outcome of performance evaluation for past 5 (five) years:

During the first term of Ms. Banerjee, 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, her performance rating was consistent and in line with the performance ratings of other individual independent directors.

ii. Contributions during Tenure of 5 (five) years:

- a. Valuable contributions made by Ms. Banerjee as the Chairperson of the Risk Management Committee and impactful and independent deliberations made by Ms. Banerjee as a Member of the Board Committee(s) and Board of Directors.
- b. Actionable insights on areas of skills and expertise including Corporate Governance, Ethics & ESG, Business Leadership, Strategy Planning & Implementation, Financial Acumen & Risk Assessment, Sales & marketing Global Business, Consumer Insight & Innovation.

iii. Familiarisation Programme Participation:

Active participation in sustainability drives, familiarisation programmes and knowledge update sessions conducted / facilitated by the Company. Assisted in independent evaluation and analysis of some of the CSR Project / activities through CSR visit and personal interactions with direct and indirect beneficiaries such as visit to Dr. Hedgewar Hospital, Aurangabad for construction of Multi-Specialty Hospital in Aurangabad.

iv. Meeting Attendance & Preparedness:

- a) 100% attendance at all Board, Audit Committee, Nomination and Remuneration, Risk Management 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.
- b) Preparedness and active participation at the Board / Committee Meetings.

v. Contribution toward Strategic Decisions of the Board and Management:

- a) Aiding Board and Management in deliberations and decision making for attaining the business and governance objectives of the Company;
- b) Acumen of the Board based on the goals, targets and aspirations of the Company;
- c) Independent deliberations, evaluations and decisions during the meetings; and
- d) Facilitating informed deliberations and strategic decisions of the Board and Management.

vi. Strategy planning:

Invaluable contributions towards long-term strategy, monitoring of risk management, governance excellence, Sustainability and compliances.

Brief Profile:

Ms. Sutapa Banerjee joined the Company as an Independent Director with effect from May 13, 2021. Ms. Banerjee has over 35 years of professional experience and has spent 24 years in the financial services industry across 2 large multinational banks (ANZ Grindlays and ABN AMRO) and a boutique Indian Investment bank (Ambit) where she built and headed several businesses. She was voted one of the ‘Top 20 Global Rising Stars of Wealth Management’ by the Institutional Investor Group in 2007, being the only Indian and one of only two awardees from Asia and also shortlisted in the ‘50 most Powerful Women’ by Fortune India.

Ms. Banerjee is a gold medallist in Economics from the XLRI school of Management in India and an Economics major from Presidency College Kolkata. She is an Advanced Leadership Fellow (2015) at Harvard University and was a visiting faculty with IIM - Ahmedabad. She is also an adjunct faculty with the Indian Institute of Corporate Affairs - the Government of India think tank under the Ministry of Corporate Affairs. She has served on the CII National Committee on Women’s Empowerment and the Indian Women Network, the CII National Committee on Integrity and Transparency in Governance and on the Advisory Panel of the ‘India Responsible Business Forum’ and also served on the Board of Oxfam India and was a Nominee Director for Women’s World Banking for several years.

She is a Lead Independent Director and Chairperson of NRC Committee in Godrej Properties and also serves as an Independent Director on the Board of Zomato (Chairperson Audit Committee), JSW Cement, Ideaforge Technology (Chairperson NRC), JSW Dulux Limited and others.

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
Ms. Sutapa Banerjee	√	√	√	√	-	√	√	-

Other information

Ms. Banerjee 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 re-appointed. In the opinion of the Board, Ms. Banerjee fulfils the conditions for re-appointment as Independent Director as specified in the Act and the Listing Regulations and is independent of the management.

The Board is of the view that the past performance, skill mapping, knowledge and experience that Ms. Sutapa Banerjee 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 May 12, 2026 up to May 11, 2028 (both days inclusive).

Further, the Company has received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Ms. Sutapa Banerjee for the office of Independent Director of the Company.

Statutory disclosures / declarations

The Company has received the following statutory disclosures / declarations from Ms. Banerjee 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 Disclosure of Interest in form MBP-1 pursuant to Section 184(1) of the Companies Act 2013 read with Rule 9(1) of the Companies (Meeting of the Board and its Powers) Rules, 2014 and List of Relatives and their interest in other entities.
- iv 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 Listing Regulations,
- v 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;
- vi 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;
- vii 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 Ms. Banerjee in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standards 2 are given in **Annexure I** to this Notice.

Ms. Banerjee 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 Ms. Sutapa Banerjee 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. May 10, 2026.

The Board of Directors of your Company, therefore, recommends the re-appointment of Ms. Sutapa Banerjee 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

The Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee (NRC), had at its meeting held on May 12, 2023, appointed Mr. Bhaskar Sharma as an Independent Director of the Company for a first term of 3 (Three) consecutive years commencing from May 12, 2023, to May 11, 2026. Mr. Sharma's appointment was subsequently approved by the members at the Annual General Meeting held on June 30, 2023. Mr. Sharma being eligible, offers himself for re-appointment for the second term as an Independent Director of the Company.

Past achievements and key factors for recommending re-appointment of Mr. Bhaskar Sharma

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 April 03, 2026, after evaluating the performance and eligibility criteria as detailed herein, recommended to the Board the continued association of Mr. Sharma as an Independent Director of the Company:

1. Outcome of performance evaluation of past 3 (three) years

During Mr. Sharma's first term, 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, his performance rating was consistent and in line with the performance ratings of other individual independent directors.

2. Contributions during tenure of 3 (three) years

Actionable insights on areas of skills and expertise including Operational Experience, Sales & Marketing Global Business, Consumer Insight & Innovation and Information Technology & Digitalisation, Corporate Governance, Ethics & ESG, Business Leadership, Strategy Planning & Implementation, Financial Acumen & Risk Assessment.

3. Familiarisation Programme Participation

Active participation in familiarisation programmes and knowledge update sessions conducted / facilitated by the Company. Assisted in evaluation and analysis of some of the CSR Project / activities through CSR site visit.

4. Meeting Attendance & Preparedness

- a) 100% attendance at all Board, Audit Committee, Nomination and Remuneration, Risk Management Committee and Corporate Social Responsibility & Environment Social and Governance Committee including attendance at all the Annual General Meetings held during his first term which reflects his performance, commitment and dedication to contribute towards the overall success of the Company.
- b) Preparedness and active participation at the Board / Committee Meetings.
- c) Valuable contributions, impactful and independent deliberations made by Mr. Sharma as a member of the Board Committee(s) and Board of Directors.

5. Contribution toward Strategic Decisions of the Board and Management

- a) Aiding Board and Management in deliberations and decision making for attaining the business, ethics and governance objectives of the Company.
- b) Acumen of the Board based on the goals, targets and aspirations of the Company;
- c) Independent views, deliberations, evaluations, discretions and decisions during the meetings; and
- d) Facilitating Informed Deliberations and Strategic Decisions of the Board and Management.

6. Strategy planning:

Mr. Sharma being a marketing expert with a passion for accelerating business growth, general management expertise, holistic market development and building high performance teams provided invaluable contributions towards long-term strategy, monitoring of risk management, governance excellence and compliances.

Brief Profile:

Mr. Bhaskar Sharma is a business leader and marketing expert with a passion for accelerating business growth in companies, particularly in emerging markets across Asia Pacific, Africa and Middle East. His depth of experience in the region includes general management expertise, holistic market development and building high performance teams. He is appointed as an Independent Director at HDB Financial Services Limited; and Advisor and Special Invitee to the Board of EBG Federation. In his previous role as Director and Chief Executive Officer of Red Bull India, he has built global brand and new category in India. He holds master's in management studies and Master of Science from Mumbai University.

Over his 15-year tenure at Red Bull India, Mr. Bhaskar built a high calibre team, brought Red Bull's iconic global marketing mix to India and developed strong local marketing assets building key brand indices among Indian youth. He led the complete set-up of the Red Bull's Sales and Distribution network. The journey further involved hands on navigation through complex yet rewarding policy and regulatory environment of India, and creating an organisation fully compliant with global standards, ready for accelerated ascent, resulting in profitable twenty-five-fold growth.

Mr. Bhaskar's previous roles as Vice President, Marketing Operations for Asia, Africa, Middle East and Turkey with Unilever Asia, based in Singapore; as Managing Director Unilever Foods based in Taiwan and extensive years in Unilever in SE Asia and Far East, have given him a rich spectrum of interfaces, internally with global stakeholders in a matrix structure and externally with Joint Venture partners and franchisees in various countries.

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
Mr. Bhaskar Sharma	√	√	√	√	√	√	√	√

Other information

Mr. Sharma has assessed his existing professional commitments and is confident of being able to effectively discharge his duties and responsibilities as an Independent Director of the Company, if so appointed. In the opinion of the Board, Mr. Sharma fulfils the conditions for re-appointment as Independent Director as specified in the Act and the Listing Regulations and is independent of the management.

The Board is of the view that the past performance, skill mapping, knowledge and experience that Mr. Bhaskar Sharma brings along with his will continue to be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, recommend his re-appointment as an Independent Director to the members, not liable to retire by rotation, for a second term of 4 (Four) consecutive years on the Board of the Company commencing from May 12, 2026 up to May 11, 2030 (both days inclusive).

The Company has received, inter alia, the consent letter, declarations and confirmations from Mr. Bhaskar Sharma 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 Mr. Bhaskar Sharma for the office of Independent Director of the Company.

Statutory disclosures / declarations

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

- i. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”),
- ii. Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- iii. Disclosure of Interest in form MBP-1 pursuant to Section 184(1) of the Companies Act 2013 read with Rule 9(1) of the Companies (Meeting of the Board and its Powers) Rules, 2014 and List of Relatives and their interest in other entities.
- iv. Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Listing Regulations,
- v. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a director by virtue of any order passed by the SEBI or any other such authority;
- vi. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
- vii. Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The other details of Mr. Sharma in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standards 2 are given in **Annexure II** to this Notice.

Mr. Sharma 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 Mr. Bhaskar Sharma and his 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. May 10, 2026.

The Board of Directors of your Company, therefore, recommends the re-appointment of Mr. Bhaskar Sharma as an Independent Director set out at item number 2 in the notice, for approval of the members of the Company as a special resolution.

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

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

Date: April 03, 2026
Place: Mumbai

Annexure-I

[Details of Director seeking re-appointment pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standard - 2 on General Meetings]

Particulars	Ms. Sutapa Banerjee
Category / Designation	Independent Director
Director Identification Number (DIN)	02844650
Date of Birth	March 24, 1965
Age	61 years
Experience	35 years
Original Date of Appointment	May 13, 2021
Qualifications	Gold medalist in Economics from the XLRI school of Management in India, and an Economics major from Presidency College Kolkata
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 names of listed entities from which the person has resigned in the past three years	<ul style="list-style-type: none">• Godrej Properties Limited• Eternal Limited (Formerly known as Zomato Limited)• Ideaforge Technology Limited• JSW Cement Limited• JSW Dulux Limited (Akzo Nobel India Limited)• Axis Capital Limited• Car Dekho (Girnarsoft Private Limited)• Satsure Analytics India Private Limited
Chairmanship/Membership of Committees in other Companies	Refer Annexure – I(A)
Number of Equity Shares held in the Company	Nil 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) - ₹ 1.54 million Commission (FY 2024-25) - ₹ 3.50 million
Remuneration sought to be paid	As set out in Explanatory Statement
Number of Meetings of the Board attended during the year 2025-26	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, Sales and Marketing Global Business and Consumer insight & innovation

Annexure - I (A)
Committee membership

Sr. No.	Name of the Company	Name of the Committee
1.	Godrej Properties Limited	<ul style="list-style-type: none"> ● Audit Committee ● Corporate Social Responsibility Committee ● Environment, Social and Governance Committee ● Risk Management Committee
2.	Ideaforge Technology Limited	<ul style="list-style-type: none"> ● Audit Committee
3.	JSW Cement Limited	<ul style="list-style-type: none"> ● Audit Committee ● Nomination and Remuneration Committee ● Corporate Social Responsibility Committee
4.	Axis Capital Limited (Unlisted)	<ul style="list-style-type: none"> ● Audit Committee
5.	Eternal Limited (formerly known as Zomato Limited)	<ul style="list-style-type: none"> ● Investment Committee
6.	JSW Dulux Limited (Akzo Nobel India Limited)	<ul style="list-style-type: none"> ● Audit Committee ● Corporate Social Responsibility Committee ● Nomination and Remuneration Committee ● Risk Management Committee

Committee Chairpersonship

Sr. No.	Name of the Company	Name of the Committee
1.	Godrej Properties Limited	Nomination and Remuneration Committee Stakeholders Relationship Committee
2.	Ideaforge Technology Limited	Nomination and Remuneration Committee
3.	Axis Capital Limited (Unlisted)	Risk Management Committee
4.	Eternal Limited (formerly known as Zomato Limited)	Audit Committee

Resignation from Directorship in listed Entity(s) (past 3 years)

1. Camlin Fine Sciences Limited
2. JSW Holdings Limited

Annexure-II

[Details of Director seeking re-appointment pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings]

Particulars	Bhaskar Sharma
Category / Designation	Independent Director
Director Identification Number (DIN)	02871367
Date of Birth	August 31, 1963
Age	62 years
Experience	39 years
Original Date of Appointment	May 12, 2023
Qualifications	He holds Master's degree in Business Administration (MBA) and Masters of Science from Mumbai
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 names of listed entities from which the person has resigned in the past three years	HDB Financial Services Limited
Chairmanship/Membership of Committees in other Companies	Annexure – II (A)
Number of Equity Shares held in the Company	Nil
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) - ₹ 1.22 million Commission (FY 2024-25) - ₹ 3.50 million
Remuneration sought to be paid	As set out in Explanatory Statement
Number of Meetings of the Board attended in FY 2025-26	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 and Consumer Insight & Innovation

Annexure - II (A)

Committee membership

Sr. No.	Name of the Company	Name of the Committee
1.	HDB Financial Services Limited	Customer Service Review Committee

Committee Chairpersonship

Sr. No.	Name of the Company	Name of the Committee
1.	HDB Financial Services Limited	Stakeholders Relationship Committee CSR & ESG Committee