

Date: 07th March 2025

To
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai, MH - 400001

To
Listing Department
National Stock Exchange of India Limited
C-1, G-Block, Bandra-Kurla Complex
Bandra (E), Mumbai, MH - 400051

Scrip Code: 542652 Scrip Symbol: Polycab
ISIN: INE455K01017

Dear Sir(s) / Madam(s),

Subject: Submission of e-voting results along with Scrutinizer's Report

Pursuant to Regulation 30 and Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, please find enclosed herewith e-voting results and Scrutinizer's report on Postal Ballot notice dated January 22, 2025 for the following resolutions:

S.No.	Particulars	Resolution
1.	Approval for appointment of Mr. Vijay Pandey (DIN: 07434880) as Whole-time Director, to be designated as Executive Director of the Company for a period of three years.	Ordinary
2.	Approval for appointment of Mr. Sumit Malhotra (DIN:02183825) as an Independent Director of the Company for a period of three years	Special
3.	Approval for increase in commission payable to Independent Directors from the current limit of ₹ 2.50 million per annum to ₹ 3.50 million per annum from FY 2024-25 onwards for a period of two years.	Special

On the basis of the report submitted by the Scrutinizer, the Company hereby declares that the aforesaid resolutions have been passed with requisite majority and such resolutions are deemed to have been passed on the last date of e-voting i.e. March 06, 2025.

The voting results along with the Scrutinizer's Report shall be made available on the Company's website at www.polycab.com and on the website of National Securities Depository Limited at <https://evoting.nsdl.com>.

Kindly take the same on your record.

Thanking you

Yours Faithfully
For **Polycab India Limited**

Manita Carmen A. Gonsalves

Vice President Legal and Company Secretary

Membership No.: A18321

Address: #29, The Ruby, 21st Floor, Senapati Bapat Marg,
Tulsi Pipe Road, Dadar (West), Mumbai, MH-400028

Encl: as above

POLYCAB INDIA LIMITED

Registered Office:

Unit 4, Plot No 105, Halol Vadodara Road
Village Narpura, Taluka Halol,
Panchmahal, Panch Mahals, Gujarat
389 350
Tel: 2676- 227600 / 227700

Corporate Office:

Polycab India Limited
CIN: L31300GJ1996PLC114183
#29, The Ruby, 21st Floor, Senapati Bapat Marg,
Tulsi Pipe Road, Dadar (West), Mumbai 400 028
Tel: +91 22 6735 1400
Email: shares@polycab.com
Web: www.polycab.com

General information about company	
Scrip Code	BSE Scrip Code: 542652; NSE Scrip Symbol: POLYCAB
Name of company	POLYCAB INDIA LIMITED
Type of meeting	Postal Ballot
Start time of meeting	09:00
End time of meeting	17:00
VOTING RESULTS	
Record date	31-01-2025
Total number of shareholders on record date	404448
Number of shareholders present in the meeting either in person or through proxy	
a) Promoter and promoter group	NA
b) Public	NA
Number of shareholders attended the meeting through video conferencing	
a) Promoter and promoter group	NA
b) Public	NA
Number of resolutions passed in meeting	NA
Disclosure of notes on voting results	NA

Resolution Details(1)								
Resolution Required (Ordinary / Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					Approval for appointment of Mr. Vijay Pandey (DIN: 07434880) as Whole-time Director, to be designated as Executive Director of the Company for a period of three years.			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	94834899	93732899	98.84	93732899	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		94834899	93732899	98.83798052	93732899	0	100
Public Institutions	E-voting	32396994	27401531	84.58	25976940	1424591	94.80	5.20
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		32396994	27401531	84.58	25976940	1424591	94.80
Public Non-Institutions	E-voting	23188522	6047011	26.08	6046165	846	99.99	0.01
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		23188522	6047011	26.08	6046165	846	99.99
Total		150420415	127181441	84.55	125756004	1425437	98.88	1.12
Resolution Details(2)								
Resolution Required (Ordinary / Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					Approval for appointment of Mr. Sumit Malhotra (DIN:02183825) as an Independent Director of the Company for a period of three years.			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	94834899	93732899	98.84	93732899	0	100.000	0.000
	Poll		0	0	0	0	0.000	0.000
	Postal Ballot(if applicable)		0	0	0	0	0.000	0.000
	Total		94834899	93732899	98.84	93732899	0	100.000
Public Institutions	E-voting	32396994	27401531	84.58	27401531	0	100.000	0.000
	Poll		0	0	0	0	0.000	0.000
	Postal Ballot(if applicable)		0	0	0	0	0.000	0.000
	Total		32396994	27401531	84.58	27401531	0	100.000
Public Non-Institutions	E-voting	23188522	6046883	26.08	6045747	1136	99.981	0.019
	Poll		0	0	0	0	0.000	0.000
	Postal Ballot(if applicable)		0	0	0	0	0.000	0.000
	Total		23188522	6046883	26.08	6045747	1136	99.981
Total		150420415	127181313	84.55	127180177	1136	99.999	0.001
Resolution Details(3)								
Resolution Required (Ordinary / Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					Approval for increase in commission payable to Independent Directors from the current limit of ₹ 2.50 million per annum to ₹ 3.50 million per annum from FY 2024-25 onwards for a period of two years			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	94834899	93732899	98.84	93732899	0	100.000	0.000
	Poll		0	0	0	0	0.000	0.000
	Postal Ballot(if applicable)		0	0	0	0	0.000	0.000
	Total		94834899	93732899	98.84	93732899	0	100.000
Public Institutions	E-voting	32396994	27254531	84.13	27253354	1177	99.996	0.004
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		32396994	27254531	84.13	27253354	1177	99.996
Public Non-Institutions	E-voting	23188522	6046751	26.08	6034518	12233	99.798	0.202
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		23188522	6046751	26.08	6034518	12233	99.798
Total		150420415	127034181	84.45	127020771	13410	99.989	0.011

SCRUTINIZER'S REPORT

Date: 07 March, 2025

To,
The Vice President-Legal & Company Secretary
21st Floor, #29, The Ruby, Senapati Bapat Marg,
Dadar (West), Mumbai 400028

Sub: Polycab India Limited - Scrutinizer's Report on Postal Ballot (e-voting) Results

The Board of Directors of Polycab India Limited (*hereinafter referred to as "the Company"*) at their meeting held on January 22, 2025, approved the draft Notice of Postal Ballot (the "**Postal Ballot Notice**") to be sent to the Shareholders and had appointed BNP & Associates as Scrutinizer and accordingly, Mr. Avinash Bagul, Partner (Membership No. F5578/CP No. 19862) of BNP & Associates, Practicing Company Secretaries, or failing him either Mr. Kalidas Ramaswami (Membership No. F2440 /CP No. 22856), or Mr. K. Venkataraman, (Membership No. ACS 8897 /CP No. 12459) Partners, M/s BNP and Associates to act as the Scrutinizer, to scrutinize the Postal Ballot e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and Section 110 of the Companies Act, 2013 ("**Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI Listing Regulations**"), Secretarial Standard-2 on General Meetings ("**SS-2**") issued by The Institute of Company Secretaries of India and other applicable provisions of the Act and Rules made thereunder and the SEBI Listing Regulations, as amended from time to time, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 5, 2022, Circular No. 11/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and any other applicable laws and regulations, the special businesses mentioned in the Postal Ballot Notice dated January 22, 2025, was proposed to be passed by the shareholders of the Company through Postal Ballot via remote electronic voting ("**e-voting**") only. The Company had, accordingly, provided facility of e-voting to all Members of the Company to enable them to cast their votes electronically on the special business mentioned in the Notice.

The Company has engaged the services of National Securities Depository Ltd, as the Electronic Voting Service Provider ("**NSDL**") who had made necessary arrangements to facilitate e-voting by the shareholders of the Company on their website at www.evoting.nsdl.com. KFin Technologies Limited are the Registrar and Share Transfer Agents for the Company (the "**RTA**").



Accordingly, the Company had sent the Postal Ballot Notice including all the requisite information required by the shareholders to cast their votes, in electronic form only to all those Members who had registered their e-mail addresses with / RTA / Depository Participants, as on Friday, January 31 2025 (being the cut-off date for this purpose). The communication of the assent or dissent of the members was sought through the e-voting system only.

In order to facilitate those Members who had not yet registered their e-mail addresses, a proper procedure was laid down for the Members to get their email address registered with the RTA prior to the cut-off date so that they could also participate in the e-voting facility extended by the Company.

The Company and the NSDL had uploaded the Notice together with the explanatory statement on their respective websites viz. www.polycab.com and www.evoting.nsdl.com and Electronic Voting Event Number "132891" ('EVEN') was generated for casting the votes through e-voting mode. The Company and the NSDL have complied with all the necessary formalities specified under the Act, the Rules framed thereunder and the MCA Circulars issued in this regard.

The aforesaid Postal Ballot Notice was sent on February 04, 2025 through e-mail to all the Members of the Company who had registered their e-mail addresses as on January 31, 2025.

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules made thereunder and SEBI Listing Regulations relating to the items being placed for approval of the Members through postal ballot by e-voting. My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinizing the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report on the votes cast in favour and against the resolutions stated in the Notice, based on the data generated from the e-voting system provided by NSDL.

We report that the Postal Ballot Notice was sent through e-mail to 3,83,588 Members whose email address was registered with the Company / RTA / Depositories and as made available with the RTA. The total Number of Members as on the Cut-off date was 4,04,448.

In our opinion, the contents of the said Notice containing the Resolution(s) and the Statement annexed (being explanatory Statement & reasons for the proposed Resolution), the Postal Ballot Notice, the process of voting (i.e. electronic voting) and instructions to shareholders given therein are in order and are in compliance with the requirements of Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

The e-voting period commenced from Wednesday, February 05, 2025 from 9.00 a.m. IST and ended on Thursday, March 06, 2024 at 5.00 p.m. IST. The necessary requirements as given in Rule 22 of the Companies (Management and Administration) Rules, 2014 including mode of dispatch of notice, publication of advertisement in newspapers, etc. were also complied with. In respect of 20,860 Members whose email addresses were not available and in respect of those cases where transmission through e mail had failed a Public Notice with regard to the



Postal Ballot Notice was published on Wednesday, February 05, 2025 in “Financial Express” English Newspaper, and in “Gujarat Samachar”, Gujarati Newspaper providing requisite information and contact details of the NSDL and the RTA for registering email addresses and addressing queries on e-voting.

The item for which approval of the Members of the Company was sought as stated in the Notice is mentioned hereunder: -

Sr. No.	Type of Resolution	Description of the resolution
1.	As an Ordinary Resolution	Approval for appointment of Mr. Vijay Pandey (DIN: 07434880) as Wholetime Director, to be designated as Executive Director of the Company for a period of three years.
2.	As a Special Resolution	Approval for appoint of Mr. Sumit Malhotra (DIN:02183825) as an Independent Director of the Company for a period of three years.
3.	As a Special Resolution	Approval for increase in commission payable to Independent Directors from the current limit of ₹ 2.50 million per annum to ₹ 3.50 million per annum from FY 2024-25 onwards for a period of two years

SUMMARY OF VOTES CAST

The e-voting process concluded at 5.00 p.m. IST on Thursday, March 06, 2025. After the closure of e-voting process the votes cast through e-voting facility were duly unblocked by me as the Scrutinizer in the presence of Ms. Amita Parmar and Mr. Kapilsingh Rawat witnesses, not in employment of the Company, as prescribed under sub-rule 4(xii) of rule 20 of the Companies (Management and Administration) Rules, 2014. Since e-voting facility was provided by NSDL, the details of the e-voting exercised by the Members were duly compiled by NSDL. The details of the e-voting, the compilation of the Register containing the statement of Member's name, DP ID, Client ID and/or folio number, number of shares held, number of votes exercised, votes in favour, votes against were generated by NSDL from their website were duly scrutinized.

The details of Postal Ballot results for the special businesses placed for consideration and approval of the Members is given below:

Notes:

- 1. Votes cast in favour or against has been considered on the basis of number of shares held as on the cut-off date reckoned for the purpose of postal ballot**
- 2. Vote Cast In favour or against is calculated based on the Valid Votes cast through Remote E-voting**
- 3. The Company has informed us that there are no members identified as related party.**



Thereafter, we as a Scrutinizer duly compiled details of the Remote E-Voting carried out by the Members, the details of which are as follows:

Item No 1: As an Ordinary Resolution

Approval for appointment of Mr. Vijay Pandey (DIN: 07434880) as Wholetime Director, to be designated as Executive Director of the Company for a period of three years.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting	12,57,56,004	98.88	14,25,437	1.12	1,78,046

Item 1 of Notice stands **Passed** with the requisite majority.

Item No 2: As a Special Resolution

Approval for appointment of Mr. Sumit Malhotra (DIN:02183825) as an Independent Director of the Company for a period of three years.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting	12,71,80,177	99.99	1,136	0.01	1,78,046

Item 2 of Notice stands **Passed** with the requisite majority.

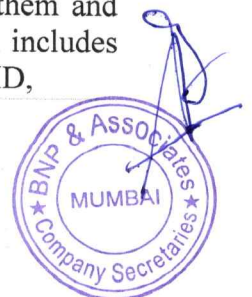
Item No 3: As a Special Resolution

Approval for increase in commission payable to Independent Directors from the current limit of ₹ 2.50 million per annum to ₹ 3.50 million per annum from FY 2024-25 onwards for a period of two years.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting	12,70,20,771	99.99	13,410	0.01	1,78,046

Item 3 of Notice stands **Passed** with the requisite majority.

We further report that Rule 22 of the Companies (Management and Administration) Rules, 2014 have been duly complied with and the records maintained by us including the data as obtained from NSDL, the Service Provider for the e-voting facility extended by them and recording the consent or otherwise received from the members, by e-voting which includes all the particulars of the members such as the name, folio number/DP ID and Client ID,



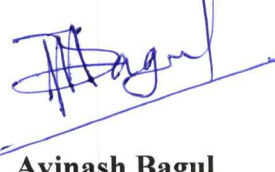
number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, and other related data/papers are in my safe custody which will be handed over to the Company Secretary of the Company.

We thank for the opportunity given, to act as a Scrutinizer for the above Postal Ballot process of the Company.

Thanking you,
Yours faithfully

**For BNP & Associates
Company Secretaries**

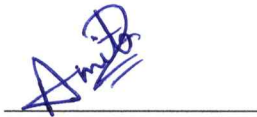
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PR No.: - 6316/2024**



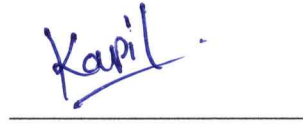
**Avinash Bagul
Partner
(FCS No. 5578 COP No: 19862)
UDIN: F005578F004067341**

Place: Mumbai
Date: 07/03/2025

The following were the witnesses to the unblocking of the votes on March 6, 2025.



1. Ms. Amita Parmar



2. Mr. Kapilsingh Rawat

Received the Report
For Polycab India Limited

**Manita Carmen A. Gonsalves
Vice President - Legal & Company Secretary
Place: Mumbai**

Date: 07/03/2025