



**POLYCAB INDIA LIMITED**

(formerly known as Polycab Wires Limited)

Registered Office: E-554 Greater Kailash -II, New Delhi - 110048

Corporate Office: Polycab House, 771 Mogul Lane, Mahim (W), Mumbai – 400016

CIN: L31300DL1996PLC266483

Tel No: +91 22 2432 7070-74; Fax No: +91 22 2432 7075 - Website: [www.polycab.com](http://www.polycab.com); Email Id: [shares@polycab.com](mailto:shares@polycab.com)

**POSTAL BALLOT NOTICE**

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions if any, of the Companies Act, 2013 (“Act”), read with the Companies (Management and Administration) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) that the resolutions appended below are proposed to be passed by Members as Special Resolutions by way of postal ballot/ voting by electronic means (“e-voting”) by giving their assent/dissent.

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 and is being sent to you along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Dilip Bharadiya (Membership No. F7956, CP No. 6740) practising Company Secretary, Mumbai as the Scrutinizer (“Scrutinizer”) for conducting the postal ballot and e-voting process in a fair and transparent manner.

The Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage of such envelope will be borne and paid by the Company. Postal Ballot Forms, if sent at the expense of the Member(s), will also be accepted. The Postal Ballot Forms may also be deposited personally at the address given on the Business Reply Envelope. The duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Monday, 20<sup>th</sup> January, 2020 (5.00 p.m.) i.e. the last date for receipt of the completed Postal Ballot Forms to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

The Company is pleased to offer e-voting facility as an alternative to its Members to enable them to cast their votes electronically instead of physical Postal Ballot Form. Members desirous to opt for e-voting as per the facilities arranged by the Company in accordance with Regulation 44 of the Listing Regulations are requested to read the instructions in the Notes under the section “Voting through Electronic Means.” References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed Postal Ballot Forms or e-voting i.e. Monday, 20<sup>th</sup> January, 2020 (5.00 p.m.) and shall be deemed to have been passed at a General Meeting of Members convened in this behalf.

The Scrutinizer will submit his report to the Chairman or any other Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result of the postal ballot will be declared by the Chairman / any other Director of the Company on Wednesday, 22<sup>nd</sup> January 2020 at 1.00 p.m. The result of the postal ballot along with Scrutinizer's report will simultaneously be posted on the Company's website [www.polycab.com](http://www.polycab.com) and website of NSDL—[www.evoting.nsdl.com](http://www.evoting.nsdl.com), besides communicating the same to the National Stock Exchange of India Limited and BSE Limited.

Please read and follow the instructions on e-voting enumerated in the Notes to this Notice. Only Members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the facility are given separately.

**Special Business:**

**1. Shifting of Registered Office of the Company from the “National Capital Territory (NCT) of Delhi to the State of Gujarat and consequential amendment in the Memorandum of Association 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 Section 12 and Section 13 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment for the time being in force) read with Rule 30 of Companies (Incorporation) Rules, 2014 and subject to the approval of the Hon'ble Regional Director, Northern Region, New Delhi or any other Government Authority in this regard and

subject to such permissions, sanctions or approvals as may be required under the provisions of the said Act or under any other law for the time being in force, consent of Members of the Company be and is hereby accorded for shifting of the registered office of the Company from the “National Capital Territory (NCT) of Delhi” to the “State of Gujarat” and substitute the Clause-II of the Memorandum of Association of the Company by the following clause:

II. The Registered office of the Company will be situated in the State of Gujarat.

**“RESOLVED FURTHER THAT** on obtaining the confirmation from Regional Director, Northern Region, the Registered Office of the Company be shifted from 'E-554, Greater Kailash-II, South Delhi, New Delhi-110048 to Unit 4, Plot No.105, Halol Vadodra Road, Village Nurnpura, Taluka Halol, Panchmahal, Gujarat – 389350'.

**“RESOLVED FURTHER THAT** upon receipt of the order of the Hon'ble Regional Director, Northern Region, New Delhi approving the alteration, filing of certified copy of such order with the respective Registrar of Companies and obtain fresh certificate by Registrar of Companies, indicating the alteration, the registered office of the Company be shifted from 'National Capital Territory (NCT) of Delhi to the State of Gujarat'.

**“RESOLVED FURTHER THAT** Mr. Inder T. Jaisinghani, Chairman & Managing Director or Mr. Ajay T. Jaisinghani, Whole-Time Director or Mr. Shyam Lal Bajaj, CFO & Whole-Time Director or Mr. Sai Subramaniam Narayana, Company Secretary and Compliance Officer of the Company be and are hereby severally or jointly authorized to take such steps as may be necessary, and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

## 2. Ratification / Amendment of Employee Stock Option Plan 2018:

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

**“RESOLVED THAT** pursuant to the Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 62(1)(b) of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and as per the provisions of Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed while granting such approvals, permissions and sanctions, the 'Polycab Employee Stock Option Plan 2018' ('ESOP Plan 2018') comprising of Polycab Employee Stock Option Privilege Scheme 2018 and Polycab Employee Stock Option Performance Scheme 2018 ('ESOP Schemes 2018') which was approved and adopted by the members at the Extraordinary General Meeting of the Company held on 30th August 2018, as amended, be and is hereby ratified.”

**“RESOLVED FURTHER THAT** the existing sub-clause 3.7 of ESOP Plan 2018 be substituted or amended with the following sub clause: 3.7 'Company shall mean Polycab India Limited'.

**“RESOLVED FURTHER THAT** new sub-clause 7.3 be inserted after the existing sub-clause 7.2 of ESOP Plan 2018 as follows: 7.3 No. of shares reserved under the respective schemes are as follows:

Sr No.	Name of the Scheme	No. of options reserved under the scheme
1	Polycab Employee Stock Option Privilege Scheme 2018	1,42,250
2	Polycab Employee Stock Option Performance Scheme 2018	33,87,750
	<b>Total</b>	<b>35,30,000</b>

**“RESOLVED FURTHER THAT** the Board of Directors including the Nomination and Remuneration Committee, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient in this regard.”

## 3. Ratification / Amendment of Polycab Employee Stock Option Privilege Scheme 2018:

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

**“RESOLVED THAT** pursuant to the Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 62(1)(b) of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and as per the provisions of Memorandum of Association and Articles of

Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed while granting such approvals, permissions and sanctions, 'Polycab Employee Stock Option Privilege Scheme 2018' ('ESOP Privilege Scheme 2018') which was approved and adopted by the members at the Extraordinary General Meeting of the Company held on 30<sup>th</sup> August 2018, as amended, be and is hereby ratified.”

“**RESOLVED FURTHER THAT** the existing clause 2 of ESOP Privilege Scheme 2018 be substituted or amended with the following clause:

**2. Purpose of the Scheme**

**Polycab India Limited** has structured Privilege Scheme for its Employees and Employees of its Subsidiary Companies.

The purpose of this Scheme is as under:

- a. Reward loyalty for past services with the Company;
- b. Retention of critical Employees;
- c. Align employee interest with shareholder's interest; and
- d. Wealth creation.

Further, the Scheme will be implemented, for and on behalf of and at the request of the Subsidiary Companies of the Company, for the employees of the Subsidiary Companies of the Company respectively.

“**RESOLVED FURTHER THAT** new clause 4A be inserted after the existing clause 4 of ESOP Privilege Scheme 2018 as follows:

**4A. Share Pool:** Subject to clause 7 of Polycab ESOP Plan 2018, the maximum number of Shares that may be issued/ transferred pursuant to Exercise of Options granted to the Participants under this Scheme shall not exceed 1,42,250 ( One Lakh Forty Two Thousand Two Hundred Fifty Only) Equity Shares of face value of Rs. 10 each.

“**RESOLVED FURTHER THAT** the Board of Directors including the Nomination and Remuneration Committee, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient in this regard.”

**4. Ratification / Amendment of Polycab Employee Stock Option Performance Scheme 2018:**

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

“**RESOLVED THAT** pursuant to the Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 62(1)(b) of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and as per the provisions of Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed while granting such approvals, permissions and sanctions, 'Polycab Employee Stock Option Performance Scheme 2018' ('ESOP Performance Scheme 2018') which was approved and adopted by the members at the Extraordinary General Meeting of the Company held on 30<sup>th</sup> August 2018, as amended, be and is hereby ratified.”

“**RESOLVED FURTHER THAT** the existing clause 2 of ESOP Performance Scheme 2018 be substituted or amended with the following clause:

**2. Purpose of the Scheme**

**Polycab India Limited** has structured Performance Scheme for its Employees and Employees of its Subsidiary Companies.

The purpose of this Scheme is as under:

- a. Attain and exceed performance targets;
- b. Retention of employees;
- c. Align with shareholder's interests; and
- d. Wealth creation.

Further, the Scheme will be implemented, for and on behalf of and at the request of the Subsidiary Companies of the Company, for the employees of the Subsidiary Companies of the Company respectively.

“**RESOLVED FURTHER THAT** new clause 4A be inserted after the existing clause 4 of ESOP Performance Scheme 2018 as follows:

**4A. Share Pool:** Subject to clause 7 of Polycab ESOP Plan 2018, the maximum number of Shares that may be issued/ transferred pursuant to Exercise of Options granted to the Participants under this Scheme shall not exceed 33,87,750 (Thirty Three Lakhs Eighty Seven Thousand Seven Hundred Fifty) Equity Shares of face value of Rs. 10 each.

“**RESOLVED FURTHER THAT** the Board of Directors including the Nomination and Remuneration Committee, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient in this regard.”

**5. Grant of Employee Stock Options to the Employees of Subsidiary Companies under 'Polycab Employee Stock Option Plan 2018' ('ESOP Plan 2018') comprising of Polycab Employee Stock Option Privilege Scheme 2018 and Polycab Employee Stock Option Performance Scheme 2018 ('ESOP Schemes 2018'):**

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

**“RESOLVED THAT** pursuant to the Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 62(1)(b) of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and as per the provisions of Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed while granting such approvals, permissions and sanctions, the 'Polycab Employee Stock Option Plan 2018' ('ESOP Plan 2018') comprising of Polycab Employee Stock Option Privilege Scheme 2018 and Polycab Employee Stock Option Performance Scheme 2018 ('ESOP Schemes 2018') which was approved and adopted by the members at the Extraordinary General Meeting of the Company held on 30<sup>th</sup> August 2018, as amended, be and are hereby ratified, for grant of employee stock options under the respective schemes from time to time, in one or more tranches to or for the benefit of such person(s) who are in permanent employment of any existing or future Subsidiary Company(ies) of the Company, including any Director thereof, whether whole time or otherwise (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), of any existing and future Subsidiary Company(ies) of the Company whether in or outside India.”

**“RESOLVED FURTHER THAT** the Board of Directors including the Nomination and Remuneration Committee, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient in this regard.”

**By Order of the Board of Directors  
of POLYCAB INDIA LIMITED**

Sd/-

Subramaniam Sai Narayana  
Company Secretary  
Membership No.F5221

Date: 11<sup>th</sup> December 2019

Regd. Office:E-554 Greater Kailash -II, New Delhi - 110048

e-mail id: [shares@polycab.com](mailto:shares@polycab.com)

**NOTES:**

1. The explanatory statement pursuant to Section 102 of the Act setting forth the material facts and reasons for the proposal is annexed herewith. Postal Ballot Notice (“Notice”) shall also be available on the website of the Company, [www.polycab.com](http://www.polycab.com)
2. This Notice is being sent to all the Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the depositories as on Friday, 13<sup>th</sup> December 2019. The Notice is being sent to Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants / the Company's Registrar and Transfer Agent (i.e. Kfin Technologies Private Limited). For Members whose email IDs are not registered, physical copies of the Notice along with Postal Ballot Form are being sent by permitted mode.
3. Members whose names appear on the Register of Members / Register of Beneficial Owners maintained by the depositories as on Friday, 13<sup>th</sup> December 2019 will be considered for the purpose of voting through postal ballot / e-voting. A person who is not a Member as on Friday, 13<sup>th</sup> December 2019 shall treat this Notice for information purpose only.
4. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on Friday, 13<sup>th</sup> December 2019.
5. The postal ballot period commences on Sunday, 22<sup>nd</sup> December 2019 at 9.00 am and ends on Monday, 20<sup>th</sup> January 2020 at 5.00 pm.
6. Members who have received the Notice by e-mail and who wish to vote through physical ballot form may send an email to [shares@polycab.com](mailto:shares@polycab.com). The Company shall forward the Postal Ballot Form along with postage prepaid self - addressed Business Reply Envelope to the Member.
7. There will be only one Postal Ballot Form for every folio irrespective of the number of joint shareholder(s).
8. Resolutions passed by the Members with requisite majority through postal ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
9. A Member cannot exercise his vote by proxy on postal ballot.
10. The Scrutinizer will submit his report after completion of the scrutiny of ballot forms and the result of the voting by Postal Ballot/e-voting will be announced in accordance with the provisions of Section 110 and other applicable provisions (if any) of the Act on Wednesday, 22<sup>nd</sup> January 2020 at 1.00 pm.
11. Resolutions passed by the Members with requisite majority through postal ballot shall be deemed to have been passed on the last date of receipt of Postal Ballot Forms /e-voting (i.e. Monday, 20<sup>th</sup> January 2020). All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company at E-554 Greater Kailash -II, New Delhi – 110048, during the office hours on all working days until the last date for receipt of votes by postal ballot/e-voting.

12. Incomplete, unsigned or incorrect, defaced or mutilated Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a postal ballot will be final and binding.

13. Voting through electronic means:

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical postal ballot form by post. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members.

The e-voting period commences on Sunday, 22<sup>nd</sup> December 2019 (9.00 a.m.) and ends on Monday, 20<sup>th</sup> January 2020 (5.00 p.m.). During this period, Member(s) of the Company, holding shares either in physical form or in dematerialized form, as on the relevant date i.e. Friday, 13<sup>th</sup> December 2019, may cast their vote by e-voting. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The Members can opt for only one mode of voting i.e either through postal ballot or e-voting. In case Members cast their votes through both the modes, voting done through e-voting shall prevail and votes cast through Postal Ballot Forms shall be treated as invalid.

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:** Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

**Step 2:** Cast your vote electronically on NSDL e-Voting system.

**Details on Step 1 is mentioned below:**

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

- i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- iii) A new screen will open. You will have to enter your User ID, your Password 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.
- iv) Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or physical</b>	<b>Your User ID is:</b>
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*****
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*****
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***

- v) Your password details 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'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your initial password.
    - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

vi) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

➤ Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

➤ "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

➤ If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

viii) Now, you will have to click on "Login" button.

ix) After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

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

a. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

b. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

c. Select "EVEN" of company for which you wish to cast your vote

d. Now you are ready for e-Voting as the Voting page opens.

e. 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.

f. Upon confirmation, the message "Vote cast successfully" will be displayed.

g. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

h. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

➤ 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 [dilipbcs@gmail.com](mailto:dilipbcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

➤ 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.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

➤ 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.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## **STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **Item No. 1 :**

At present, the Company's Registered Office is situated at the "National Capital Territory (NCT) of Delhi". For operational and administrative convenience, the management is contemplating a change in the Registered Office of the Company from the "National Capital Territory (NCT) of Delhi" to the "State of Gujarat".

The management is quite hopeful that the shifting of the Registered Office as aforesaid will be in the best interests of the Company, its shareholders and all other concerned stakeholders. The proposed shifting of the Registered office is not prejudicial to the interest of any stakeholder of the Company.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, the shifting of Registered Office of a company from one State to another and consequent alteration of the registered office clause of Memorandum of Association pertaining to the place of the registered office of the Company requires approval of shareholders by way of a Special Resolution. Further, the alteration of Memorandum of Association relating to the place of registered office from one State to another shall not have effect unless approved by the Central Government (Powers delegated to the Regional Director).

Approval of the shareholders is, therefore, sought for shifting of Registered Office of the Company from the "National Capital Territory (NCT) of Delhi" to the "State of Gujarat" and consequential amendment to Memorandum of Association of the Company.

The Board of Directors of your Company, therefore, recommends the resolution to be passed as a Special resolution by the members.

None of the Directors or Key Managerial Personnel (KMPs) of the Company and/or their relatives are, in any way, concerned or interested, whether financially or otherwise, in the passing the proposed resolution set out at item no.1 of the notice for the approval of the members through Postal Ballot.

Copy of all the documents mentioned herein above shall be open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and public holidays) from 9.00 a.m. to 06.00 p.m. upto the date of declaration of the postal ballot results.

## Item No.2 to 5:

The Company believes in rewarding its employees including Directors, of the Company and its subsidiaries for their continuous hard work, dedication and support, which has led the Company on the growth path.

In furtherance of the above objective, the Members of the Company approved the Polycab Employee Stock Option Plan 2018 (the "ESOP Plan 2018") comprising of comprising of Polycab Employee Stock Option Privilege Scheme 2018 and Polycab Employee Stock Option Performance Scheme 2018 (hereinafter referred as 'ESOP Schemes 2018') at its Extraordinary General Meeting held on 30th August, 2018.

In terms of Regulation 12(1) of the SEBI (Share Based Employee Benefits) Regulations, 2014, as amended ("SEBI ESOP Regulations"), no company shall make any fresh grant which involves allotment or transfer of shares to its employees under any schemes formulated prior to its Initial Public Offering (IPO) and prior to the listing of its equity shares ('Pre-IPO Scheme') unless: (i) such Pre-IPO Scheme is in conformity with the SEBI ESOP Regulations; and (ii) Such Pre-IPO Scheme is ratified by its shareholders subsequent to the IPO.

Further, as per proviso to Regulation 12(1) of the SEBI ESOP Regulations, the ratification under clause (ii) may be done any time prior to grant of new options or shares or Stock Appreciation Rights (SAR) under such Pre-IPO Scheme.

In terms of the ESOP Plan 2018 and ESOP Schemes 2018, the Company may grant options to eligible employees of the subsidiary company/ies as allowed under applicable laws, as may be deemed appropriate and the members of the Company at its meeting held on 30th August 2018, by passing a special resolution, accorded their approval to the Board including any committee thereof for grant of ESOPs under the respective schemes to the eligible employees of Company subsidiaries (including both existing and future subsidiaries).

The Board of Directors of the Company vide its circular resolution passed on 11th December, 2019 approved and recommended to the shareholders of the Company, ratification of Polycab Employee Stock Option Plan 2018 (the "ESOP Plan 2018") comprising of Polycab Employee Stock Option Privilege Scheme, 2018 and Polycab Employee Stock Option Performance Scheme 2018 (the "ESOP Schemes 2018") and grant of ESOPs under the respective schemes to the eligible employees of the subsidiaries of the Company (including both existing and future subsidiaries)

It is confirmed that the ESOP Plan 2018 and ESOP Schemes 2018 is in conformity with SEBI ESOP Regulations and that the Company has not made any fresh grant of options under the respective schemes post IPO of the Company.

The brief particulars of the Pre-IPO ESOP Plan 2018 comprising of ESOP Schemes 2018 in terms of the SEBI ESOP Regulations and Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 is mentioned below:

**A. Name of the Scheme:** Polycab Employee Stock Option Privilege Scheme 2018.

**i. Brief description of the scheme(s):** The Polycab Employee Stock Option Privilege Scheme 2018 (ESOP Scheme 2018), encourage a long term and committed involvement of the employees in the management and future of the Company. The purpose of this Scheme is as under:

- a. Reward loyalty for past services with the Company;
- b. Retention of critical employees;
- c. Align with shareholder's interests; and
- d. Wealth creation.

**ii. Total number of stock options to be granted:** 1,42,250 (One Lakh Forty Two Thousand Two Hundred Fifty only) options to be granted as specified in the ESOP Plan in terms of ESOP Scheme approved from time to time.

**iii. Identification of classes of employees entitled to participate in the Employee Stock Option Plan(s) and Employee Stock Option Scheme:**

Following classes of employees are entitled to participate under this scheme:

- a. Permanent employees of the Company working in India or out of India;
- b. Directors of the Company; and
- c. Permanent employees and Directors of the Subsidiary Company(ies).

Following persons are not eligible:

- a. an employee who is a Promoter or belongs to the Promoter Group;
- b. a Director who either by himself or through his relatives or through any Body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- c. an Independent Director within the meaning of the Companies Act, 2013.

**iv. Requirements of vesting and period of vesting:** The minimum vesting period shall be one year from the date of grant of option after which 100% of total no. of options granted would be vested.

**v. Maximum period within which the options shall be vested:** 100% of total no. of options granted would be vested at the end of 1 year from the date of grant.

**vi. Exercise price or pricing formula:** The exercise price for the options granted shall be Rs.405/- per equity share and the pricing formula is Weighted Average of Discounted Cash Flow ('DCF') and Comparable Companies Multiple ('CCM') Method.

**vii. Exercise period and process of exercise:** Exercise period means the period of 5 years from the date of grant of options. In accordance with Clause 13 of the Polycab ESOP Plan 2018, the Participant/Nominee can exercise the Vested Options immediately on or after vesting but within the Exercise Period. Any Vested Options not exercised within this aforesaid period shall automatically lapse at the end of the aforesaid period and the contract referred to in Clause 12.10 of the Polycab ESOP Plan 2018 shall stand automatically terminated without surviving any right/ liability for any party.

**viii. Appraisal process for determining the eligibility of employees under the scheme:** The Committee/ the Board/ Company at their sole discretion and based on satisfaction of criteria such as loyalty, criticality of role and performance etc. will identify the Eligible Employees for offer of the Options as per clause 4.1 of the Scheme.

**ix. Lock-in period, if any:** As per clause 11 of the scheme, the shares allotted/ transferred pursuant to the exercise of the Vested Options shall not be subject to a lock-in.

**x. Maximum number of Options to be issued per employee and in aggregate:** Subject to Clause 7, 17 and 8 of ESOP Plan 2018, the maximum number of Options Granted to any Grantee under "Privilege Scheme" together with Options granted under any other Scheme shall not exceed 1 percent of the total share capital at the time of the Grant.

**xi. Maximum quantum of benefits to be provided per employee under the Plan and Scheme:** The maximum quantum of benefit for the employees under the scheme and plan is the difference between the exercise price of the options and the market price of the Equity Shares of the Company.

**xii. Whether the Plan and Scheme is to be implemented and administered directly by the Company or through a trust:** The ESOP Scheme and ESOP Plan are implemented and administered directly by the Company.

**xiii. Whether the Plan and Scheme involves new issue of shares or secondary acquisition or both:** The ESOP Scheme and ESOP Plan involve new issue of shares by the Company.

**xiv. Amount of loan to be provided for implementation of the Plan and Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.:** Not Applicable.

**xv. Maximum percentage of secondary acquisition:** Not Applicable.

**xvi. Disclosure and Accounting Policies:** The Company shall follow the accounting of ESOPs awarded to the employees as per the Companies (Indian Accounting Standards) Rules, 2015 as notified by Ministry of Corporate Affairs (MCA) dated February 16, 2015, amended from time to time, including the disclosure requirements prescribed therein.

**xvii. Method of Option Valuation:** The Company shall adopt 'fair value method' using Black Scholes model for valuation of Options as prescribed under Guidance Note or under any relevant accounting standard notified by appropriate authorities from time to time.

**xviii. Conditions under which options vested in the employees may lapse:**

**a. Termination with Cause:** In case the employment of a Participant ceases with the Company and/ or its Subsidiary Company for a Cause (i.e. negligence, fraud, professional misconduct, moral turpitude etc as per Company's policy), all Options (Vested as well as Unvested) shall stand automatically forfeited on the Termination Date and the contract referred to in Clause 9.3 of the ESOP Plan 2018, shall stand automatically terminated without surviving any right/ liability for any party.

**b. On Abandonment:** In case the termination of employment of a Participant with the Company and/ its Subsidiary Company is due to Abandonment, all Options (Vested as well as Unvested) shall stand automatically forfeited on the Termination Date and the contract referred to in Clause 9.3 of the ESOP Plan 2018, shall stand automatically terminated without surviving any right/ liability for any party. The Board/ Committee, at its sole discretion shall decide the date of cancellation of Options and such decision shall be binding on all concerned.

**xix. The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:** In case the employment of the Participant with the Company and/ or its Subsidiary Company ceases due to resignation by the Employee, all Unvested Options with the Participant on the Termination Date shall lapse and the contract referred to in Clause 9.3 of the ESOP Plan 2018 shall stand automatically terminated without surviving any right/ liability for any party. Subject to relevant Clause 12.4 and Clause 12.11 of the ESOP Plan 2018, all the Vested Options shall be permitted to be exercised in accordance with Clause 12 within the last working day with the Company or before the expiry of the Exercise Period, whichever is earlier unless the Board/ Committee decides otherwise. Any Vested Options not exercised within this aforesaid period shall lapse and stand forfeited at the end of the aforesaid period and the contract referred to in Clause 9.3 of ESOP Plan 2018, shall stand automatically terminated without surviving any right/ liability for any party.



**xx. Declaration:** In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share (“EPS”) of the Company shall also be disclosed in the Board's Report.

**B.Name of the Scheme:** Polycab Employee Stock Option Performance Scheme 2018.

**i. Brief description of the scheme(s):** The Polycab Employee Stock Option Performance Scheme 2018 (ESOP Scheme 2018), encourage a long term and committed involvement of the employees in the management and future of the Company. The purpose of this Scheme is as under:

- a. Attain and exceed performance targets;
- b. Retention of employees;
- c. Align with shareholder's interests; and
- d. Wealth creation.

**ii. Total number of stock options to be granted:** 33,87,750 (Thirty Three Lakh Eighty Seven Thousand Seven Hundred Fifty only) options to be granted as specified in the ESOP Plan in terms of ESOP Scheme approved from time to time.

**iii. Identification of classes of employees entitled to participate in the Employee Stock Option Plan(s) and Employee Stock Option Scheme:**

Following classes of employees are entitled to participate under this scheme:

- a. Permanent employees of the Company working in India or out of India;
- b. Directors of the Company; and
- c. Permanent employees and Directors of the Subsidiary Company(ies).

Following persons are not eligible:

- a. an employee who is a Promoter or belongs to the Promoter Group;
- b. a Director who either by himself or through his relatives or through any Body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- c. an Independent Director within the meaning of the Companies Act, 2013.

**iv. Requirements of vesting and period of vesting:** The minimum vesting period shall be one year from the date of grant of option.

**v. Maximum period within which the options shall be vested:** The maximum period within which the options shall be vested is 5 years as per the below schedule.

Sr No.	Particular	Maximum options entitled for vesting
1.	At the end of 1 year from the grant date	15% of total options granted.
2.	At the end of 2 year from the grant date	15% of total options granted
3.	At the end of 3 year from the grant date	20% of total options granted.
4.	At the end of 4 year from the grant date	20% of total options granted.
5.	At the end of 5 year from the grant date	30% of total options granted.

**vi. Exercise price or pricing formula:** The exercise price for the options granted shall be Rs.405/- per equity share and the pricing formula is Weighted Average of Discounted Cash Flow ('DCF') and Comparable Companies Multiple ('CCM') Method.

**vii. Exercise period and process of exercise:** Exercise period means the period of 8 years from the date of grant of options.

In accordance with Clause 13 of the Polycab ESOP Plan 2018, the Participant/Nominee can exercise the Vested Options immediately on or after vesting but within the Exercise Period. Any Vested Options not exercised within this aforesaid period shall automatically lapse at the end of the aforesaid period and the contract referred to in Clause 12.10 of the Polycab ESOP Plan 2018 shall stand automatically terminated without surviving any right/ liability for any party.

**viii. Appraisal process for determining the eligibility of employees under the scheme:** The Committee/ the Board/ Company at their sole discretion and based on satisfaction of criteria such as loyalty, criticality of role and performance etc. will identify the Eligible Employees for offer of the Options as per clause 4.1 of the Scheme.

**ix. Lock-in period, if any:** As per clause 11 of the scheme, the shares allotted/ transferred pursuant to the exercise of the Vested Options shall not be subject to a lock-in.

**x. Maximum number of Options to be issued per employee and in aggregate:** Subject to Clause 7, 17 and 8 of the ESOP Plan 2018, the maximum number of Options Granted to any Grantee under “Performance Scheme” together with Options granted in any other scheme shall not exceed 1 percent of the total share capital at the time of the Grant.

**xi. Maximum quantum of benefits to be provided per employee under the Plan and Scheme:** The maximum quantum of benefit for the employees under the scheme and plan is the difference between the exercise price of the options and the market price of the Equity Shares of the Company.

**xii. Whether the Plan and Scheme is to be implemented and administered directly by the Company or through a trust:** The ESOP Scheme and ESOP Plan are implemented and administered directly by the Company.

**xiii. Whether the Plan and Scheme involves new issue of shares or secondary acquisition or both:** The ESOP Scheme and ESOP Plan involve new issue of shares by the Company.

**xiv. Amount of loan to be provided for implementation of the Plan and Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.:** Not Applicable.

**xv. Maximum percentage of secondary acquisition:** Not Applicable.

**xvi. Disclosure and Accounting Policies:** The Company shall follow the accounting of ESOPs awarded to the employees as per the Companies (Indian Accounting Standards) Rules, 2015 as notified by Ministry of Corporate Affairs (MCA) dated February 16, 2015, amended from time to time, including the disclosure requirements prescribed therein.

**xvii. Method of Option Valuation:** The Company shall adopt 'fair value method' using Black Scholes model for valuation of Options as prescribed under Guidance Note or under any relevant accounting standard notified by appropriate authorities from time to time.

**xviii. Conditions under which options vested in the employees may lapse:**

**a. Termination with Cause:** In case the employment of a Participant ceases with the Company and/ or its Subsidiary Company for a Cause (i.e. negligence, fraud, professional misconduct, moral turpitude etc as per Company's policy), all Options (Vested as well as Unvested) shall stand automatically forfeited on the Termination Date and the contract referred to in Clause 9.3 of the ESOP Plan 2018, shall stand automatically terminated without surviving any right/ liability for any party.

**b. On Abandonment:** In case the termination of employment of a Participant with the Company and/ its Subsidiary Company is due to Abandonment, all Options (Vested as well as Unvested) shall stand automatically forfeited on the Termination Date and the contract referred to in Clause 9.3 of the ESOP Plan 2018, shall stand automatically terminated without surviving any right/ liability for any party. The Board/ Committee, at its sole discretion shall decide the date of cancellation of Options and such decision shall be binding on all concerned.

**xix. The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:**

In case the employment of the Participant with the Company and/ or its Subsidiary Company ceases due to resignation by the Employee, all Unvested Options with the Participant on the Termination Date shall lapse and the contract referred to in Clause 9.3 of the ESOP Plan 2018 shall stand automatically terminated without surviving any right/ liability for any party. Subject to relevant Clause 12.4 and Clause 12.11 of the ESOP Plan 2018, all the Vested Options shall be permitted to be exercised in accordance with Clause 12 within the last working day with the Company or before the expiry of the Exercise Period, whichever is earlier unless the Board/ Committee decides otherwise. Any Vested Options not exercised within this aforesaid period shall lapse and stand forfeited at the end of the aforesaid period and the contract referred to in Clause 9.3 of ESOP Plan 2018, shall stand automatically terminated without surviving any right/ liability for any party.

**xx. Declaration:**

In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share (“EPS”) of the Company shall also be disclosed in the Board's Report.

Further, some amendments have been made in the ESOP Plan and ESOP Schemes of the Company as mentioned in the resolutions in order to bring the clarity on the number of options reserved under the respective ESOP Schemes of the Company.

The members are requested to take note of the amended ESOP Plan 2018 and the ESOP Schemes 2018, which shall be available for inspection by the members at the registered office of the Company on all working days (except Saturdays, Sundays and public holidays) from 9.00 a.m. to 06.00 p.m. upto the date of declaration of the postal ballot results.

The Board of Directors of your Company, therefore, recommends the resolution to be passed as a Special resolution by the members as set out in item no.2 to 5 of this Notice.

None of the Directors or Key Managerial Personnel (KMPs) of the Company and/or their relatives are in any way, concerned or interested, whether financially or otherwise, in the passing the proposed resolution set out at item no.2 to 5 of the notice, except to the extent of the options that are granted to them under the respective ESOP Schemes of the Company.

**By Order of the Board of Directors  
of POLYCAB INDIA LIMITED**

Sd/-  
Subramaniam Sai Narayana  
Company Secretary  
Membership No.F5221

Date: 11th December , 2019  
Regd. Office:E-554 Greater Kailash -II, New Delhi - 110048  
e-mail id: [shares@polycab.com](mailto:shares@polycab.com)

# Note

A series of horizontal dotted lines for writing notes.