



Connection Zindagi Ka

**POLYCAB INDIA LIMITED**

**Registered Office:** Unit No.4, Plot No.105, Halol Vadodara Road, Village Nurpura  
Taluka Halol, Panchmahal, Gujarat-389350, **Tel:** +91 2676- 227600 / 227700  
**Corporate Office:** Polycab House, 771, Mogul Lane, Mahim (W), Mumbai – 400016  
**CIN:** L31300GJ1996PLC114183  
**Tel No:** +91 22 2432 7070-74; **Fax No:** +91 22 2432 7075  
**Website:** www.polycab.com; **Email** [shares@polycab.com](mailto:shares@polycab.com)

<b>E-voting Start date</b>	<b>E-voting End date</b>
Tuesday, January 31, 2023 at 09.00 a.m. (IST)	Wednesday, March 01, 2023 at 5.00 p.m. (IST)

**POSTAL BALLOT NOTICE**

[Pursuant to Section 110 of the Companies Act, 2013 read with 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**”), 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, and 11/2022 dated December 30, 2022 and any other circulars issued from time to time by MCA (**collectively the ‘MCA Circulars’**), the resolutions as set out hereunder are proposed for approval by the Members of the Company as Special / Ordinary Resolution, as the case may be, by means of Postal Ballot by voting through electronic means (“**remote e-voting/e-voting**”).

The Board of Directors (“**Board**”) at its meeting held on January 19, 2023, appointed Mr. Dilip Bharadiya (Membership No: FCS 7956), partner of M/s. Dilip Bharadiya & Associates, Company Secretaries, Mumbai, as the Scrutinizer for conducting the Postal Ballot through remote e-voting in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, the members can vote only through remote e-voting. Hence, physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business envelope is not being sent to the members. Accordingly, the Company is pleased to offer a remote e-voting facility to the members to cast their votes electronically and instructions regarding the same are provided in the notes from serial no.19 onwards in this postal ballot notice (“Postal Ballot Notice” or “Notice”). The members may note that the remote e-voting commences on **Tuesday, January 31, 2023 at 9.00 a.m.** (IST) and ends on **Wednesday, March 01, 2023 at 5.00 p.m.** (IST). The members are therefore requested to cast their vote not later than 5:00 p.m. IST on Wednesday, March 01, 2023, to be eligible for being considered, failing which it will be considered that no vote has been received from the members.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the members to register their e-mail addresses. Therefore, those 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 Scrutinizer will submit his report to the Chairman or the Company Secretary of the Company after the completion of the scrutiny of the e-voting. The results shall be declared at the Corporate Office of the Company on or before Friday, March 03, 2023, and communicated to BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”) (together the “Stock Exchanges”), National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and uploaded on Company’s website i.e. [www.plycab.com](http://www.plycab.com).

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. Approval for the appointment of Mrs. Manju Agarwal (DIN:06921105) as an Independent Director of the Company.**

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

**“RESOLVED THAT** in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Manju Agarwal (DIN: 06921105), who was appointed as an Additional (Non-Executive Independent) Director of the Company with effect from January 19, 2023, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing her candidature for the office of a director, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of 3 (Three) consecutive years with effect from January 19, 2023 to January 18, 2026 (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 and/or the Company Secretary of the Company be and is 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. Approval for appointment of Mr. Gandharv Tongia (DIN: 09038711) as Whole-time Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions if any under the Companies Act, 2013 and the Rules made thereunder [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] the articles of association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Gandharv Tongia (DIN: 09038711) who was appointed by the Board of Directors as an Additional (Whole-time) Director of the Company, with effect from January 19, 2023, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Gandharv Tongia (DIN:09038711) as a Whole-time Director for a period of 5 (Five) years commencing from January 19, 2023 to January 18, 2028 (both days are inclusive), designated as ‘Executive Director & CFO’ of the Company on such terms and conditions including payment of remuneration as set out in the Explanatory Statement attached to the Notice.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to alter and vary such terms and conditions of appointment and remuneration within the limits specified in Schedule V and other applicable Sections of the Act or any statutory modifications thereof as may be agreed to between the Board of Directors and Mr. Gandharv Tongia.

**RESOLVED FURTHER THAT** any of the Executive Directors (except Mr. Gandharv Tongia) and/or the Company Secretary of the Company be and is hereby authorized 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**

Sd/-  
Manita Carmen A. Gonsalves  
Company Secretary & Head – Legal  
Membership No. A18321

Date: January 19, 2023

Regd. Office: Unit No.4, Plot No.105, Halol Vadodara Road, Village Nurpura, Taluka Halol, Panchamahar, Gujarat-389350

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. 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 and 11/2022 dated December 30, 2022 and any other circulars issued from time to time by MCA (collectively the ‘MCA Circulars’), the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that the Postal Ballot Notice will also be available on the website of the Company at [www.polycab.com](http://www.polycab.com) and on the websites of Stock Exchanges, i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com).
3. 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, January 20, 2023. 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 Limited).
4. In accordance with the provisions of the MCA Circular, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.

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.
6. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the shareholders as on Friday, January 20, 2023. A person who is not a shareholder on the relevant date should treat this notice for information purposes only.
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 Shareholders (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 [dilipbcs@gmail.com](mailto:dilipbcs@gmail.com)
8. 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 voting period. Members seeking to inspect such documents can send an e-mail to [shares@polycab.com](mailto: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.
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. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Depositories and whose name appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, January 20, 2023 ("cut-off date").
12. The communication relating to remote e-voting containing details about User ID and Password, instructions and other information relating thereto is given in this Postal Ballot Notice.
13. The postal ballot e-voting period commences on **Tuesday, January 31, 2023 at 9.00 a.m. IST** and ends on **Wednesday, March 01, 2023 at 5.00 p.m. IST**. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of the aforesaid period.
14. The Scrutinizer will submit his report to the Chairman, or the Company Secretary, after completion of scrutiny of the votes cast, and the result of the voting by Postal Ballot will be announced by the Chairman or the Company Secretary on or before Friday, March 03, 2023. Subject to receipt of the requisite number of votes, the resolutions shall be deemed to have been passed on the last date of remote e-voting i.e., Wednesday, March 01, 2023. The Scrutinizer's decision on the validity of votes cast will be final.
15. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.polycab.com](http://www.polycab.com) and on the website of NSDL at [www.evoting.nsdl.com/](http://www.evoting.nsdl.com/) immediately after the result is declared by the Company and the same shall simultaneously be communicated to the Stock Exchanges, where the equity shares of the Company are listed viz. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE').
16. 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 vote in respect

of the proposed resolutions, in accordance with the process specified in this Postal Ballot Notice.

17. Voting rights of a Member/ Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as on the cut-off date. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
18. In the case of joint holders, only such joint holder whose name appears first will be entitled to vote.
19. 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 9, 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"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 “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 re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</li> </ol>



Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store       Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 is 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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.evoting.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.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) 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 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 [dilipbcs@gmail.com](mailto:dilipbcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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.evoting.nsdl.com](http://www.evoting.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.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Rimpa Bag at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **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 [rajeev.kr@kfintech.com](mailto:rajeev.kr@kfintech.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 [rajeev.kr@kfintech.com](mailto:rajeev.kr@kfintech.com). If you are an Individual shareholders 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 shareholders holding securities in demat mode**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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 email 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](http://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) OF THE COMPANIES ACT, 2013**

It is to apprise the Members that since listing of the Company on Indian stock exchanges in April 2019, the Company has made significant progress in improving governance, compliance and transparency. The revenue of the Company has doubled since listing and profits have tripled. The Company has now significant global operations. Efforts taken by the Company have been applauded by the stakeholders.

As per study done by proxy firm, average board size of a listed entity forming part of NIFTY 50 is 10.6 and S&P 500 is 10.7. It has been noted that lower proportion of promoter directors in a Company’s Board is appreciated by the stakeholders.

Further, the Management believes that Board should consist of right mix of Directors from varied backgrounds for bringing in Board diversity and ensuring that the discussions are broad based with multiple perspectives.

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

In view of the above, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mrs. Manju Agarwal as an Additional (Non-executive Independent) Director of the Company, with effect from January 19, 2023 under Section 149, 150, and 152 of the Companies Act, 2013.

Mrs. Manju Agarwal holds office up to the date of the forthcoming General Meeting or 3 months whichever is earlier and is eligible to be appointed as an Independent Director for a term upto (3) Three consecutive years. As per the terms of amendment in the Listing

Regulations effective from January 01, 2022, a listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mrs. Manju Agarwal as an Additional (Non-executive Independent) Director would require the approval of Members of the Company.

Mrs. Manju Agarwal has been a career banker with 34 years of experience in India's largest Bank, State Bank of India in leadership positions where she was responsible for Policy, Strategy, Business, and Operations. Her core expertise and key achievements include Retail Banking, Financial Inclusion, and Digital initiatives. She led SBI's partnership with Reliance Industries Limited to set up Jio Payment Bank Ltd. She had been the team lead which conceptualized and launched YONO, SBI's Digital Bank, Financial Superstore & Online marketplace (one of its kind in the industry). She headed SBI's Debit Card Strategy, Merchant Acquiring business, Government business, and Transaction Banking Business. She also led SBI's Jan Dhan program in 2014 and was associated with setting up of SBI's Pension Fund Subsidiary in 2007.

Mrs. Agarwal is a postgraduate of the University of Allahabad and an Associate of the Indian Institute of Bankers. Currently, she is serving as an Independent Director in various entities including the following listed entities namely, CMS Info Systems Limited, Gulf Oil Lubricants India Limited, Glenmark Life Sciences Limited.

The Company has received a notice under Section 160 of the Companies Act, 2013 from a Member in writing proposing the candidature of Mrs. Manju Agarwal for appointment as an Independent Director of the Company. The Company has also received a declaration of independence from her.

The Board is of the view that the association of Mrs. Manju Agarwal coupled with her rich experience and knowledge in Strategy & Planning, Administration & Management, Governance, Finance and Policies and processes would benefit the Company and support the Board in discharging its responsibility, functions, and duties effectively. Further, Mrs. Manju Agarwal has also expressed her commitment to contribute wholeheartedly to the vision, mission and purpose of Company.

In the opinion of the Board, she fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the proposed appointment as an Independent Director of the Company and is independent of the management. Further, Mrs. Manju Agarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director. She would be entitled for sitting fee, and reimbursement of expenses at actuals. Further, Mrs. Agarwal shall be entitled to commission as approved by the members at the Annual General Meeting held on June 29, 2022, or such revised commission as approved by the members from time to time.

The Company has received, inter alia, the consents, declarations and confirmations from Mrs. Manju Agarwal with regard to the proposed appointment. The other details of Mrs. Manju Agarwal in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 are given in Annexure I to this Notice.

A copy of draft letter of appointment constituting terms and conditions of 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. Wednesday, March 01, 2023.

Except Mrs. Manju Agarwal, none of the other Directors or Key Managerial Personnel of the Company and their relatives are interested or concerned, financially or otherwise in this resolution.

The Board of Directors of your Company, therefore, recommends the appointment and remuneration payable to her set out at item no.1 of the notice, for approval of the members of the Company as a special resolution through Postal Ballot.

**Item No. 2:**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Gandharv Tongia as Additional Whole-time Director for a period of 5 years commencing from January 19, 2023 to January 18, 2028, designated as Executive Director & CFO of the Company.

Mr. Gandharv Tongia shall hold office upto the date of the forthcoming Annual General Meeting or the last date on which the annual general meeting should have been held, whichever is earlier. As per the terms of amendment in the Listing Regulations effective from January 01, 2022, a listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mr. Gandharv Tongia as an Additional (Whole-time) Director would require the approval of Members of the Company. Based on the recommendation of the Committee, in the said meeting the Board also decided to recommend the members for the appointment of Mr. Gandharv Tongia as Whole-time Director, designated as Executive Director & CFO of the Company.

In this regard, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member, intending to nominate the aforesaid candidate to the office of Whole-time Director, designated as Executive Director & CFO of the Company.

Mr. Gandharv Tongia, Chief Financial Officer, is associated with the Company since 2018. In his current role as the CFO, he is responsible for all aspects of the Company's financial as well as information technology functions.

He has played a pivotal role in getting the Company listed in 2019 and is instrumental in spearheading the Company in its ongoing transformational journey. He has taken number of strategic initiatives to prep up Polycab India, for its next big leap in the highly competitive and fast paced digital age; and this includes the flagship 'Project Leap', the multi-year transformation journey of the Company.

Under his leadership, Polycab India has been recognized for 'Excellence in Financial Reporting: 20-21' in the Plaque category by The Institute of Chartered Accountants of India (ICAI). The company's Annual Report has won Asia's Best Integrated Report 2021 [Bronze] and Asia's Best Integrated Report (Design) 2021 [Gold] awards. Further, in recognition of his contribution, he has been conferred with CFO Excellence Awards FY '21 by CII for excellence in digital transformation; and 'Best CFO of India – Midcap' award for the year FY '20 by Dalal Street Journal.

Before joining Polycab, Mr. Tongia was associated with the Indian member firms of Big 4 Audit firms, namely, Ernst & Young and Deloitte Haskins and Sells, where he was responsible for providing assurance and consultancy services to large corporates, both in India and overseas.

He is a fellow member of the Institute of Chartered Accountants of India (ICAI) and has also completed Professional Programme Examination held by the Institute of Company Secretaries of India.

Mr. Tongia, beyond his role and responsibilities as CFO of the Company has been delivering in various areas including strategic planning, operations, information technology & devising

systems processes & policies, digitization, mergers and acquisitions, compliances and sustainability.

Further, Mr. Tongia would not only be required to continue to deliver on the existing projects undertaken by the Company but also plan future strategic initiatives, contribute towards the overall governance and spearhead the Company in its ongoing transformational journey.

Mr. Tongia is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Whole-time Director of the Company. He satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

Taking into consideration the experience and substantial involvement of Mr. Tongia in the operations of the Company and to strengthen the Board and bring diversity, it would be of immense benefit to approve his appointment as Whole-time Director, further designated as 'Executive Director & CFO' of the Company.

The broad terms and conditions of the proposed appointment of and remuneration payable to Mr. Gandharv Tongia are mentioned below:

**A. REMUNERATION:**

- a) Salary per month  
Basic salary not exceeding Rs. 13.40 Lakhs per month with annual increment as decided by the Board based on the recommendation of the Nomination and Remuneration Committee.
- b) House Rent Allowance ('HRA')  
He shall be entitled to HRA equivalent to 50% of the basic salary.
- c) Allowances  
He shall be entitled for various allowances as per Company's policy or as may approved by the Board of Directors including the following in aggregate not exceeding 50% of the basic salary:
  - i. Education Allowance;
  - ii. Supplementary Allowance;
  - iii. Meal card;
  - iv. Leave Travel Allowance (LTA) for self and family including dependents; and
  - v. Grade Allowance.
- d) Perquisites  
He shall be entitled to perquisites as per Company's policy including Mediclaim Insurance Policy, Term Insurance Policy, Personal Accident Insurance Policy, domiciliary expenses as per Company's Policy.
- e) Benefits  
He shall be entitled to the following benefits which shall not be included in computation of the ceiling on remuneration specified below:
  - i. Provision for use of car, telecommunication facilities and other expenses incurred for business purpose;
  - ii. Contribution to the provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
  - iii. Gratuity as per Company's policy; and
  - iv. Leave and Leave encashment as per Company's policy.

- f) Variable Pay  
He shall also be entitled to variable pay, ex-gratia, incentive, retention bonus and other emoluments as per Company's policies and / or based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors.
- g) Other Allowances, Perquisites and Benefits:  
Any other allowances, perquisites and benefits as per Company's policies and / or as may be approved by the Board of Directors.  
The remuneration payable every year to him by way of Other Allowances, Perquisites and Benefits, & Variable Pay as per Company's policy, as the case may be shall not exceed in the aggregate 1% (one percent) of the net profits of the Company as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof.
- h) ESOP as per Company's policy and based on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors.

#### B. MINIMUM REMUNERATION

In any financial year during the currency of the term of Mr. Gandharv Tongia, the Company has no profit or its profits are inadequate, the Company will pay remuneration to him by way of Salary, HRA, Allowances, Perquisites, Benefits, Variable Pay, Ex-Gratia, Incentives, Retention Bonus & Other allowances, perquisites & benefits and other emoluments as specified above, subject to further approvals as may be required under Schedule V of the Act or any modification(s) thereto.

The Nomination and Remuneration Committee had performed an overall review of his existing role, responsibilities, duties and functions and noted that he has enough potential to be appointed as Executive Director & CFO considering anticipated contributions required to be made by him towards the Company's growth plans.

Thereafter the Committee recommended to the Board, the appointment of Mr. Gandharv Tongia as Whole-time Director, designated as Executive Director & CFO of the Company with effect from January 19, 2023.

The Profile of Mr. Gandharv Tongia detailing the academic qualifications, skills and expertise is provided in this Notice and is also available for inspection of the members at the Corporate Office of the Company between 10.00 a.m. and 01.00 p.m. on all working (except Saturday's, 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. Wednesday, March 01, 2023.

The other details of Mr. Gandharv Tongia in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 are given in Annexure I to this Notice.

Except Mr. Gandharv Tongia, being appointee, none of the other Directors or Key Managerial Personnel of the Company and their relatives are interested or concerned, financially or otherwise in the resolution.



The Board of Directors of your Company recommends the appointment of Mr. Gandharv Tongia as set out at item no.2 of the notice, for approval of the members of the Company as an ordinary resolution through Postal Ballot.

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

Sd/-  
Manita Carmen A. Gonsalves  
Company Secretary & Head – Legal  
Membership No. A18321

Date: January 19, 2023

Regd. Office: Unit No.4, Plot No.105, Halol Vadodara Road, Village Nurpura, Taluka Halol,  
Panchamahar, Gujarat-389350

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

**Annexure-I**

**Details of Directors seeking appointment  
[Pursuant to Regulation 36(3) of Listing Regulations and Secretarial  
Standard - 2 on General Meetings]**

<b>Particulars</b>	<b>Mrs. Manju Agarwal</b>	<b>Mr. Gandharv Tongia</b>
Category / Designation	Independent Director	Executive Director & CFO
Director Identification Number (DIN)	06921105	09038711
Date of Birth	December 30, 1957	September 16, 1982
Age	65 years	40 years
Original Date of Appointment	January 19, 2023	January 19, 2023
Qualifications	Postgraduate from the University of Allahabad and Associate of the Indian Institute of Bankers	Fellow member of the Institute of Chartered Accountants of India (ICAI) and has also completed Professional Programme Examination held by the Institute of Company Secretaries of India
Directorship in other Companies along with listed entities from which the person has resigned in the past three years	<ul style="list-style-type: none"> <li>• Gulf Oil Lubricants India Limited</li> <li>• CMS Info Systems Limited</li> <li>• Glenmark Life Sciences Limited</li> <li>• Switch Mobility Automotive Limited</li> <li>• Inspira Enterprise India Limited</li> <li>• IFFCO Kisan Finance Limited</li> <li>• Hinduja Leyland Finance Limited</li> <li>• PAYTM Payments Bank Limited</li> <li>• Vistaar Financial Services Private Limited</li> <li>• Indiaideas Com Limited</li> <li>• Jio Payments Bank Limited (Resigned w.e.f. January 01, 2020)</li> <li>• Access Development Services (Resigned w.e.f. February 15, 2021)</li> </ul>	<ul style="list-style-type: none"> <li>• Techno Electromech Private Limited</li> <li>• Polycab Electricals &amp; Electronics Private Limited</li> </ul>
Chairmanship/Membership of Committees in other Companies	Refer Annexure-II attached	Nil
Number of Equity Shares held in the Company	Nil	31,810 equity shares
Number of Equity Shares held in the Company for any other person on a beneficial basis	Nil	Nil
Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	Nil	Nil
Remuneration last drawn, if applicable	Nil	₹.22.06 million <sup>1</sup>
Remuneration proposed to be paid	She would be entitled for sitting fees for attending the Board & Committee Meetings and Commission not exceeding Rs.25 Lakhs per annum. (The Commission payable to the Independent Directors shall be in accordance with the Nomination and	Please refer to the Explanatory Statement forming part of this Notice.

<sup>1</sup> As the liabilities for gratuity and leave encashment are provided on actuarial basis for the Company as a whole, hence, the same has not been included in the above remuneration.

<b>Particulars</b>	<b>Mrs. Manju Agarwal</b>	<b>Mr. Gandharv Tongia</b>
	Remuneration Policy within the limit of 1% of the net profit of the Company computed in accordance with Section 198 of the Companies Act 2013)	
Number of Meetings of the Board attended during the year 2022-23	Nil	Nil, however he attended all the Board meetings held during the year as an Invitee.
Justification for choosing the appointee for appointment as Independent Director	To induct independent Director with expertise in Strategy & Planning, Administration & Management, Finance	Not Applicable
Nature of expertise in specific functional areas	Strategy & Planning, Administration & Management, Finance.	Strategy & Planning, Administration & Management, Governance, Accounts, Finance and Law and Information Technology.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to the Explanatory Statement forming part of this Notice	Please refer to the Explanatory Statement forming part of this Notice

**Chairmanship/Membership of Committees in other Companies of Mrs. Manju Agarwal (Independent Director) as on the date of appointment**

**Committee Chairmanship**

Sr. No.	Name of the Company	Name of the Committee
1.	Gulf Oil Lubricants India Limited	Audit Committee CSR Committee
2.	CMS Info Systems Limited	Audit Committee
3.	Glenmark Life Sciences Limited	Audit Committee
4.	Inspira Enterprise India Limited	Audit Committee Nomination and Remuneration Committee CSR Committee
5.	Switch Mobility Automotive Limited	Audit Committee
6.	Hinduja Leyland Finance Limited	Stakeholders Relationship Committee
7.	IndiaIdeas.Com Limited	Nomination and Remuneration Committee CSR Committee
8.	IFFCO Kisan Finance Limited	Nomination and Remuneration Committee

**Committee membership**

Sr. No.	Name of the Company	Name of the Committee
1.	Glenmark Life Sciences Ltd	Stakeholders Relationship Committee
2.	CMS Info Systems Limited	Nomination and Remuneration Committee
3.	IndiaIdeas.Com Ltd.	Audit Committee
4.	IFFCO Kisan Finance Limited	Audit Committee Risk Management Committee
5.	Paytm Payments Bank Limited	Audit Committee Risk Management Committee
6.	Switch Mobility Automotive Limited	Nomination and Remuneration Committee