

Date: 16th July 2024

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

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

Scrip Code: 542652 Scrip Symbol: Polycab
ISIN: INE455K01017

Dear Sir(s) / Madam(s),

Subject: Submission of Scrutinizer's Report on remote e-voting and e-voting during AGM

The 28th AGM of the Company was held on Tuesday, 16th July 2024 at 09:00 a.m. (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) and concluded at 09:55 a.m.

In this regard, we are enclosing the Scrutinizer's report on remote e-voting and e-voting during 28th AGM.

The report is also being uploaded on Company's website www.polycab.com and on the website of National Securities Depository Limited i.e. www.evoting.nsdl.com.

We request you to take the above information on your record.

Thanking you

Yours Faithfully
For **Polycab India Limited**

Manita Carmen A. Gonsalves

Company Secretary and Vice President-Legal

Membership No.: A18321

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

Encl: As above

POLYCAB INDIA LIMITED

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

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

**Combined Scrutinizer's Report on Remote E-voting & E-Voting conducted at the
28th Annual General Meeting of Polycab India Limited held on
Tuesday, July 16, 2024 at 09:00 a.m.**

To,
The Company Secretary & Vice President-Legal,
Polycab India Limited.

**28th Annual General Meeting (28th AGM) of the Shareholders of Polycab India Limited held
on Tuesday, July 16, 2024 by means of Video Conferencing (VC) / Other Audio Visual Means
(OAVM) commenced at 09:00 a.m. (IST)**

Sub: Passing of Resolution(s) through electronic voting pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and in accordance with the General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (MCA) and in accordance with circular SEBI/HO/CFD/CMD1/CIR/P/2020179 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, issued by the Securities and Exchange Board of India providing relaxations to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "Applicable Circulars").

The Board of Directors of Polycab India Limited (*hereinafter referred to as the "the Company"*) at its meeting held on 10th May, 2024 had appointed M/s BNP and Associates as Scrutinizer and accordingly, Mr. Avinash Bagul, Partner, M/s BNP and Associates, has acted as a Scrutinizer for the Remote E-voting process as well as to scrutinize the electronic voting conducted at the 28th AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended by the Applicable Circulars issued in this connection both by MCA and SEBI, providing relaxation for the manner in which the AGM shall be held and conducted through VC or OAVM.

The Applicable Circulars provides for relaxation in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the shareholders and the manner of voting at the meeting, I am Avinash Bagul Practising Company Secretary say, that I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the relaxations as provided in the Applicable Circulars.

As mentioned in the Notice, the Registered Office of the Company is considered as the deemed Venue of the AGM.



Report on Scrutiny:

- The Company has appointed National Securities Depository Ltd. ('NSDL') as the **Service provider**, for the purpose of extending the facility of Remote E-Voting to the Members of the Company and for voting electronically at the meeting.
- KFin Technologies Ltd., are the Registrar and Share Transfer Agents ('RTA') of the Company.
- The Service Provider (NSDL) had provided a system for recording the votes of the Members electronically through remote e-voting as well as E-voting conducted during the AGM on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the 28th Annual General Meeting of the Company, which is held on Tuesday, July 16, 2024.
- The Service Provider (NSDL) had set up electronic voting facility on their website, www.evoting.nsd.com. The Company had uploaded the AGM Notice stating all the items of the business to be transacted at the 28th AGM, on the website of the Company, its Service Provider's (NSDL) website and also on the websites of Stock Exchanges Viz BSE Limited and National Stock Exchange of India Limited to facilitate their Members to cast their vote through Remote E-Voting.
- The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder and SEBI Listing Regulations.
- My responsibility as the Scrutinizer of the voting process (through E-voting), is restricted to scrutinize the E-voting process (Remote E-voting and E-voting during the 28th AGM), in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the E-voting system provided by NSDL, the service provider .
- The internal cut-off date for the dispatch of the Notice of the AGM was Friday, 14th June ,2024 and as on that date, there were 3,95,754 members of the Company. As mentioned in the **Applicable Circulars**, the service provider (NSDL) had sent the Notices of the AGM along with Integrated Annual Report for the Financial Year 2023-24 and E-voting details by email to 3,86,567 members constituting 97.68% of the total members, whose email Id was made available by the Depositories and the RTA. For those members whose email id was not available, or holding shares in physical form, who had not registered their email Id with the RTA the Notices could not be sent. The Company had advertised in the newspapers, asking those members who had not provided their email id to do so and to the extent, details were provided by the shareholders were considered for sending the Notice of the 28th AGM. In addition, as a matter of good gesture, arrangements were made by the Company with the Service Provider (NSDL) to send the Notices in multiple tranches to those members who have acquired the shares from the market subsequently till prior to the actual Cut-off date. The Notices sent through email contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the **Applicable Circulars**.
- The **Cut-off date** for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the members was Tuesday, 09th July 2024.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for 3(three) days from **Saturday, 13th July 2024 at 09:00 A.M. to Monday, 15th July 2024 at 05:00 P.M.**
- The Company had completed the dispatch of the notices by email to the members on Saturday, 22nd June 2024.



- As prescribed in clause IV of the Circular dated May 5, 2020 issued by MCA, which is forming part of the Applicable Circulars, the Company had released an advertisement prior to sending Notices to the Shareholders which was published in English in "Financial Express" newspaper having country-wide circulation dated Friday, 14th June 2024 and in Gujarati in "Gujarat Samachar" newspaper dated Friday, 14th June 2024. The Notice contained, the required information as provided under clause IV (a) to (f) of the said circular.
- As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, which was published more than 21 days before the date of the AGM in English in "Financial Express" newspaper having country-wide circulation dated Sunday, 23rd June 2024 and in Gujarati in "Gujarat Samachar" newspaper dated Sunday, 23rd June 2024. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the voting period on Monday, 15th July 2024 at 05:00 P.M., the voting portal of the Service Provider (NSDL) was blocked forthwith and the details of the shareholders who had participated through remote voting was downloaded from the website of NSDL.
- At the 28th AGM of the Company held through VC / OAVM means, on Tuesday, 16th July 2024, after considering all the items of businesses, the facility to vote electronically (E-voting) was provided to facilitate those members who are attending the meeting through VC / OAVM but could not participate in the Remote E-voting to record their votes.
- On Tuesday, 16th July 2024, after tabulating the votes cast electronically through the system provided by Service Provider (NSDL), the votes cast through Remote E-Voting facility and E-voting during the 28th AGM were duly unblocked by me as a Scrutinizer in the presence of Ms. Amita Parmar and Ms. Shikha Yadav who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20. After the voting by electronic means the votes cast through Remote E-voting process was tabulated for the purpose of considering the total votes cast by the shareholders through both ways.

Thereafter, I as a Scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the electronic voting done at the AGM, the details of which are as follows:

The results of the Remote E-voting together with E-voting conducted at the 28th AGM by way of Electronic means are as under:

Details	Remote E-voting	Voting through electronic means at AGM	Total voting
Number of members who cast their votes	1,122	17	1,139
Total number of Shares held by them	12,72,01,921	14,537	12,72,16,458
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Less voted / Abstained Votes	Various as mentioned under each of the Resolution		



Note: Percentage of votes cast in favour or against the resolutions is calculated based on the Valid Votes cast through Remote E-Voting and through electronic voting at the 28th AGM.

ORDINARY BUSINESS:**I) Item No. 1 of the Notice (As an Ordinary Resolution):****Adoption of Audited Standalone Financial Statements:**

To receive, consider and adopt the Audited Standalone Financial Statements for the financial year ended 31 March 2024, together with the reports of the Board of Directors and Auditors thereon.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	12,66,27,563	99.90	126,865	0.10	4,62,030

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

II) Item No. 2 of the Notice (As an Ordinary Resolution):**Adoption of Audited Consolidated Financial Statements:**

To receive, consider and adopt the Audited Consolidated Financial Statements for the financial year ended 31 March 2024, together with the report of the Auditors thereon.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	12,66,26,087	99.90	126,764	0.10	4,63,607

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

III) Item No. 3 of the Notice (As an Ordinary Resolution):**Declaration of Dividend:**

To declare Dividend on Equity Shares at the rate of 300% (Three hundred per cent) i.e. ₹30.00 (Rupees Thirty Only) per Equity Share of Face Value of ₹10 (Rupees Ten Only) for the Financial Year ended March 31, 2024.



Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	12,67,26,996	99.96	44,094	0.04	4,45,368

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

IV) Item No. 4 of the Notice (As an Ordinary Resolution):

Appointment of Mr. Nikhil R. Jaisinghani (DIN: 00742771) as Director liable to retire by rotation

To appoint a director in place of Mr. Nikhil R. Jaisinghani (DIN:00742771), Executive Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	9,74,33,552	99.10	8,83,018	0.90	2,88,99,388

Item 4 of Notice stands **Passed** with the requisite majority.

V) Item No. 5 of the Notice (As an Ordinary Resolution):

Re-appointment of B S R & Co. LLP Chartered Accountants (FRN: 101248W/-W-100022) as the Statutory Auditors of the Company

Re-appointment of B S R & Co. LLP Chartered Accountants (FRN: 101248W/-W-100022) as the Statutory Auditors of the Company.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	12,67,28,284	99.97	42,305	0.03	4,45,369

Item 5 of Notice stands **Passed** with the requisite majority.



SPECIAL BUSINESS:

VI) Item No. 6 of the Notice (As an Special Resolution):

Re-appointment of Mr. Inder T. Jaisinghani (DIN:00309108) as Managing Director of the Company

Re-appointment of Mr. Inder T. Jaisinghani (DIN:00309108) as Managing Director of the Company

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	7,93,34,635	80.69	1,89,81,824	19.31	288,99,499

Item 6 of Notice stands **Passed** with the requisite majority.

VII) Item No. 7 of the Notice (As an Special Resolution):

Payment of Commission to the Independent Directors of the Company:

Payment of Commission to the Independent Directors of the Company

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	12,28,87,640	96.94	38,82,839	3.06	4,45,479

Item 7 of Notice stands **Passed** with the requisite majority.

VIII) Item No. 8 of the Notice (As a Ordinary Resolution):

Ratification of remuneration payable to R. Nanabhoy & Co. Cost Accountants, as Cost Auditors for the Financial Year ending 31 March 2025

Ratification of remuneration payable to R. Nanabhoy & Co. Cost Accountants, as Cost Auditors for the Financial Year ending 31 March 2025.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	12,67,49,467	100.00	450	0.00	4,66,041

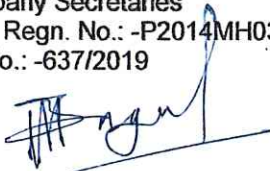
Item 8 of Notice stands **Passed** with the requisite majority.



All the Resolutions mentioned in the 28th AGM Notice dated Friday, May 10, 2024 as per the details above stands passed under Remote E-voting and voting conducted at the AGM Electronically with the requisite majority and hence deemed to be passed as on the date of the AGM.

I hereby confirm that I am maintaining the soft copy of the Registers received from the Service Provider (NSDL) in respect of the votes cast through Remote E-Voting and E-voting conducted at 28th AGM by way of electronic means by the Members of the Company. All other relevant records relating to remote E-voting and Electronic voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes the AGM.

Thanking you,
Yours Faithfully
For BNP & Associates
Company Secretaries
[Firm Regn. No.: -P2014MH037400]
PR No.: -637/2019



Avinash Bagul
Partner
FCS No. 5578
COP No. 19862
UDIN: F005578F000747431

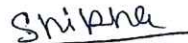


Place: Mumbai
Date: 16th July 2024

The following were the witnesses to the unblocking the votes cast through remote e-voting.

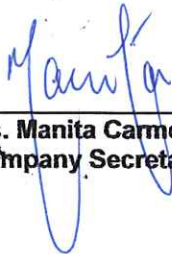


1. Ms. Amita Parmar



2. Ms. Shikha Yadav

Received the Report
For Polycab India Limited



Ms. Manita Carmen A. Gonsalves
Company Secretary & Vice President – Legal



Place: Mumbai
Date: 16th July 2024