

Governance

Governance Strategy at Polycab

As the Company continues to achieve its strategic objectives; effective governance serves as the compass that guides the Company toward ethical conduct, effective growth and sustainable success. Besides control, the governance strategy at Polycab focuses on compliance, reliability, transparency, and accountability. The Company recognises 'Governance' as a continual process.

Polycab upholds a comprehensive perspective on governance, viewing it as a decisive mechanism through which management wields power to deliver economic growth alongside social advancement. This understanding is encapsulated in our diverse approach to governance, which includes multiple forms tailored to suit our business operations, economic resources, and the expectations of our stakeholders.



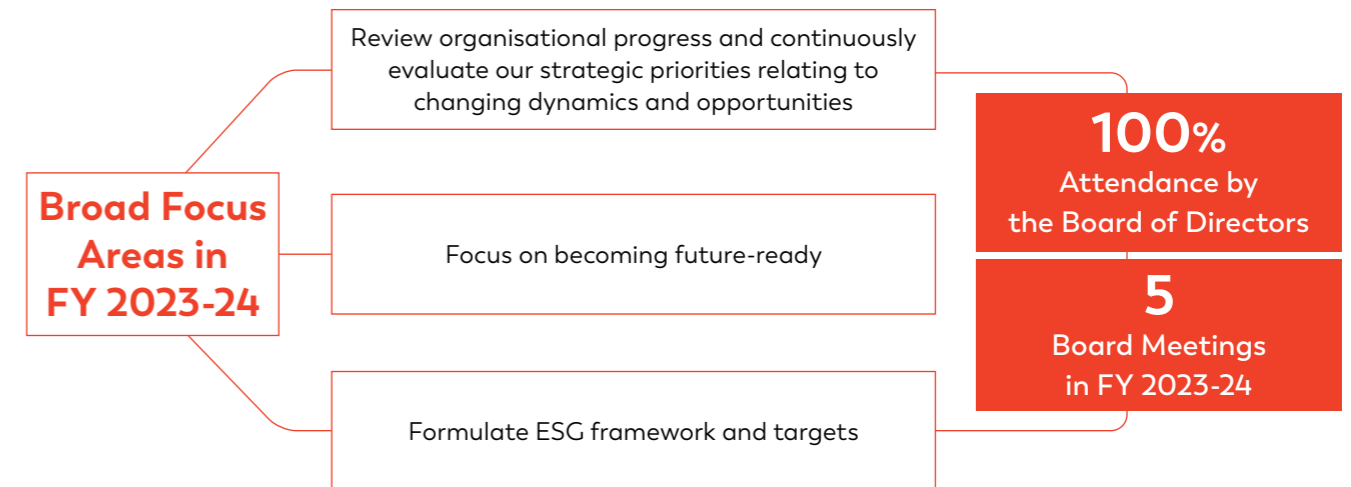
Underlying Principles of the forms of governance:

Sr. Nos.	Forms of Governance	Underlying Principles
1.	Corporate Governance	Principle of strict Compliance Based on the theory of strict adherence to law
2.	Participatory Governance	Principle of Inclusivity Based on the theory of recognition of voice of all stakeholders
3.	Environmental Governance	Principle of Sustainability Based on the theory of protecting the environment
4.	E-Governance	Principle of Transparency Based on the theory of providing correct information to all stakeholders simultaneously
5.	Social Governance	Principle of Coherence Based on the theory of creating a unified whole for the benefit of public at large
6.	Global Governance	Principle of Proliferation Based on the theory of global citizenship and international compliances
7.	Good Governance	Principle of Logic Based on the theory of valid reasoning and argumentation

Corporate Governance Philosophy

Our Corporate Governance Philosophy emphasises transparency, accountability, and ethical practices as its core principles. This philosophy is actualised through the Governance Framework ensuring effective conduct of

our business operations and sustainable development. An essential part of our approach includes an evaluation mechanism for stakeholder feedback and grievance redressal, fostering continuous improvement and trust.



Governance Structure

Our seasoned Board of Directors, management team, and strong internal policies and procedures enable us to operate ethically and sustainably, generating value for all stakeholders. This governance framework guarantees the transparency and accountability of our activities.





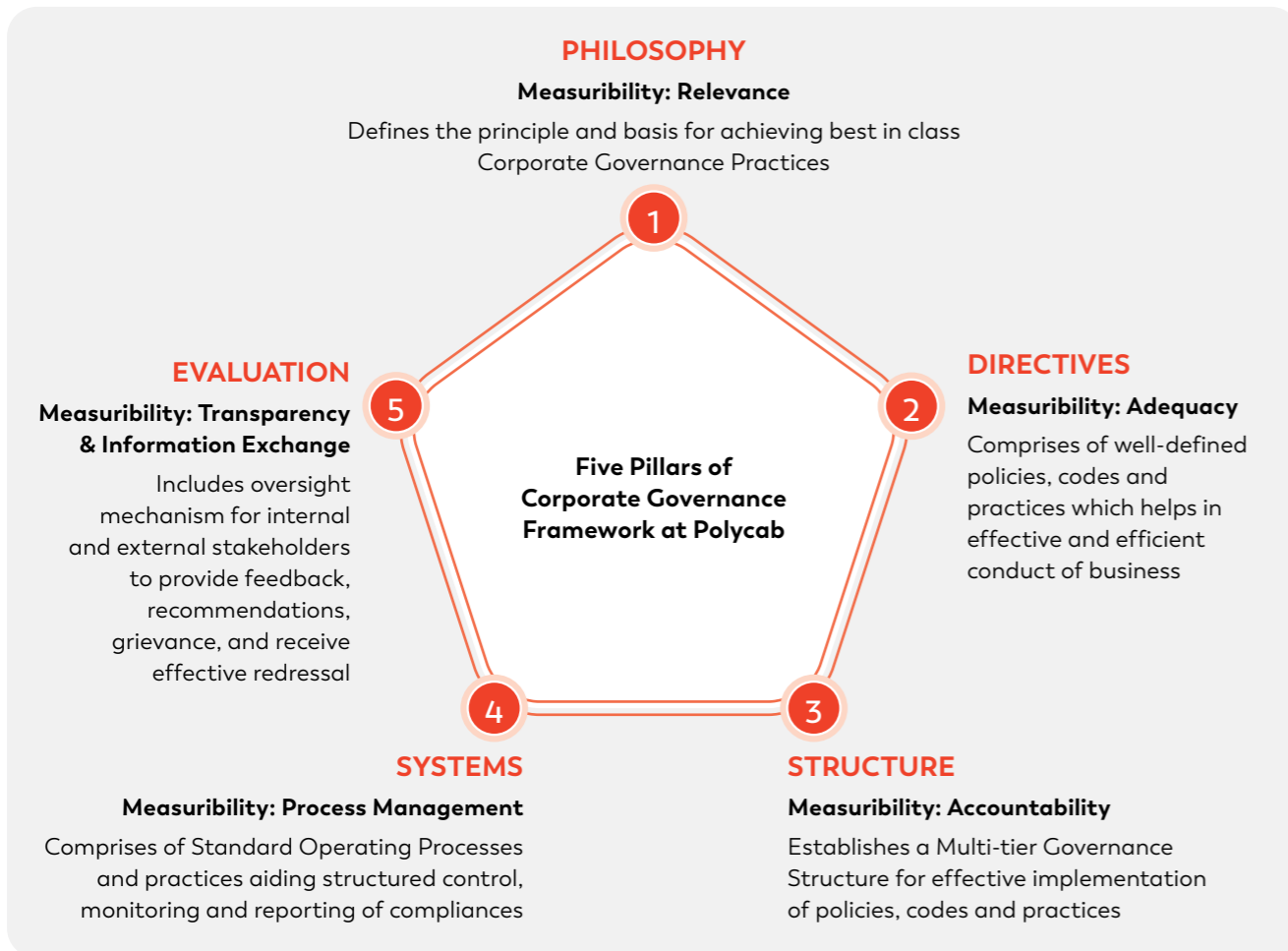
Governance Framework and its Evaluation

The Company established its Governance Framework at Polycab on five pillars viz. Governance Philosophy, Directives, Structure, Systems and Evaluation wherein the Philosophy being the foundation for designing the Directives, codes and policies, enumerates the responsibility of each tier of the Structure right from management team to persons associated with the Company and provides them Systems, standard operating process and trainings modules that set the platform for effective implementation, monitoring, communication and Evaluation of the framework.

As Polycab pursues the defined strategic objectives, our robust governance framework acts as a vital

compass, steering the Company towards ethical behaviour, effective growth, and sustainable success. The framework extends beyond compliance, encompassing effective resource utilisation and equitable treatment of stakeholders, thereby laying a foundation for long-term success.

The Pillar underwent structural audit based on measurability criteria specific to each pillar. Philosophy continued to be relevant and the policies were certified as adequate for the business. Further, management structure continued to be held accountable for their acts and omission of the standard operating processes which were subjected to evaluation.



Corroborating with OECD Principles

As we continue to align our governance framework with internationally recognised standards, we have diligently mapped our strategies against the OECD Principles of Corporate Governance. This alignment

ensures that our governance practices meet global benchmarks and address the specific needs and challenges of our operations and stakeholders.

OECD Principle	Polycab's Implementation
Effective Corporate Governance framework	We have revamped the governance framework promoting transparent markets and efficient resource allocation, consistent with the rule of law and effective supervision.
Rights and equitable treatment of shareholders and key ownership functions	We ensured fair treatment and protection of shareholder rights, with procedures that allow stakeholders to exercise their rights effectively.
Institutional investors, stock markets and other intermediaries	We engaged continuously with stakeholders through various channels to ensure transparency and minimise conflicts of interest.
Disclosure and transparency	We provided accurate, timely information on financial performance, governance, and other critical areas to empower stakeholders for informed decision-making.
Responsibilities of the Board	The Board oversees the strategic direction, ensures compliance with social and legal norms, and holds management accountable for their actions.
Sustainability and resilience	The governance framework supports long-term sustainability and resilience, embedding environmental, social, and governance considerations into business goals.

Whistleblower Policy

Polycab's Whistleblower Policy is designed to foster a culture of transparency and integrity, allowing stakeholders to report unethical behaviour, fraud, or legal violations without fear of retaliation. In accordance with Section 177 of the Companies Act, 2013 and SEBI regulations, this policy establishes a vigilant mechanism that is not only a channel for addressing serious concerns impacting the Company's operations but also supports ethical business practices. The policy outlines a structured procedure for the

confidential submission of grievances through a Whistle Blower Committee, ensuring all complaints are handled with thorough investigation and appropriate action. Moreover, the policy reinforces the protection for whistleblowers, ensuring they do not face any unjust treatment for their disclosures, thereby upholding the Company's commitment to ethical governance and accountability. Read more about the policy [here](#).

Zero Tolerance vis-à-vis Zero Fear of Retaliation

At Polycab, Zero tolerance for non-compliance is advocated at all levels creating a sense of 'Zero fear of retaliation' amongst its stakeholders. The Company promulgates 'Zero tolerance' policy from Company's perspective together with 'Zero fear of Retaliation'

policy from the stakeholders' perspective at all levels encouraging internal and external stakeholders to communicate freely with the Company without the fear of retaliation from the Company. Stakeholder access to relevant, timely, and reliable information is advocated.