

Management Discussion and Analysis

Economy review

Global economy

The global economy witnessed erratic trends during the past one year. Economic activity bounced back sharply in 2021, post the first COVID-19 wave, supported by pent-up demand and unprecedented policy support. However, two successive waves of COVID-19, persistent labour market challenges and continuing bottlenecks in global supply chains that have led to inflationary pressures, have subdued the prospects of a broad-based economic recovery. The latter part of the financial year also witnessed significant rise in geopolitical tensions followed by sweeping sanctions and logistical challenges.

The International Monetary Fund (IMF) has slashed its global growth outlook for the calendar year 2022 to 3.6% from 4.4% considering the commodity price volatility and disruption of supply chains which the war in Ukraine has worsened. The threat from new COVID-19 variants, supply side pressures, rising inflation and the geopolitical situation will continue to weigh on economic recovery in the near term. However, given that a large part of the world population is now vaccinated, and societies have learnt to deal with the new normal with safety protocols in place, it is unlikely that the global economy will face the setback it saw in 2020. Concerted efforts across countries to deal with the fallout of the pandemic, ease supply chain bottlenecks, promote equitable growth and tackle the climate emergency could pave the way for greater economic stability.

Global growth forecast (%)

Particulars	Actual	Projections	
	2021	2022	2023
World Output	6.1	3.6	3.6
Advanced Economies	5.2	3.3	2.4
United States	5.7	3.7	2.3
Eurozone	5.3	2.8	2.3
Japan	1.6	2.4	2.3
United Kingdom	7.4	3.7	1.2
Other Advanced Economies	5.0	3.1	3.0
Emerging Market and Developing Economies	6.8	3.8	4.4
China	8.1	4.4	5.1
India	8.9	8.2	6.9

Source: International Monetary Fund (IMF)

Commodities

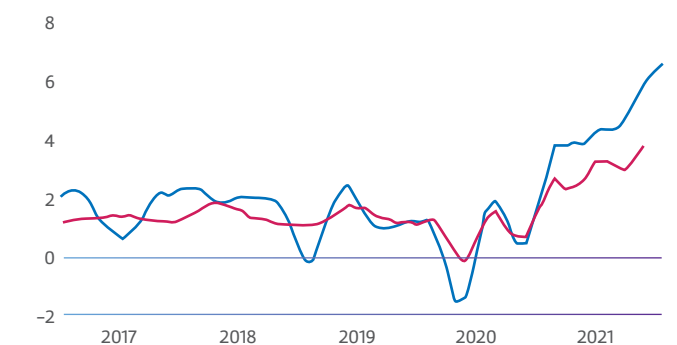
The financial year saw inflationary raw material prices, with the prices of key commodities used in the manufacture of wires, cables and electrical goods going up by as much as 20-70% on an average. This was largely led by supply chain disruptions, recovering demand following the pandemic, various government policies and the growth of the clean energy ecosystem.

Copper prices were elevated on account of lower production and supply from key copper mining countries, particularly in South America. This, coupled with the global push towards electric vehicles, renewable energy infrastructure and investments in the

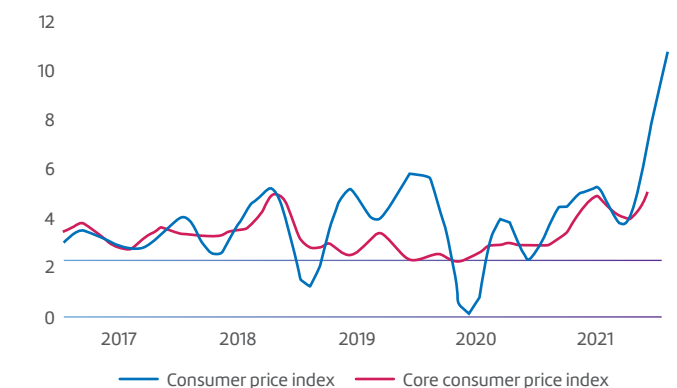
Inflation Trend

Three-month moving average; annualised percent change

Advanced Economies



Emerging Market and Developing Economies



Source: Haver Analytics and IMF staff calculation

grid, boosted copper demand and led to critically low levels of refined copper inventories globally. Copper prices increased from ~\$9,000/MT in March 2021 to ~\$10,200/MT in March 2022, with high interim volatility.

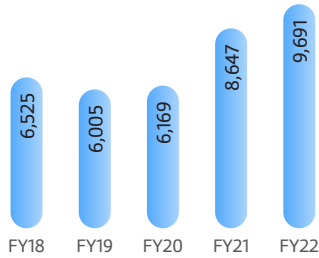
Aluminium prices reached a 13-year high, crossing \$3,200/MT in January 2022 and moving closer to \$4,000/MT within a short span of time. This was largely caused by a demand-supply mismatch as demand soared across sectors and geographies, supply chain hiccups led by geopolitical tensions and policy actions in China. Aluminium prices increased from ~\$2,200/MT in March 2021 to ~\$3,500/MT in March 2022, clocking a near 60% inflation on an annual basis.

PVC compounds, used as an insulating material for wires and cables, also witnessed over 35% inflation led by rising crude oil prices, while steel prices were range bound but volatile in FY22. Depreciation of the Indian rupee as against the US dollar also contributed to domestic inflation.

While the metal prices are likely to remain elevated in the near term, the company is proactively passing on the inflation to customers through calibrated price hikes. During the year we also set up an augmented hedging back office which adds more layers to our risk mitigation framework.



Average LME Copper (\$/mt)



Source: <https://www.westmetall.com/> (simple average of monthly prices)]

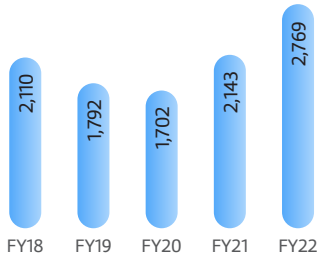
Indian economy

In India, FY22 began with the second wave of COVID-19 leading to limited lockdowns and restricted mobility. However, the impact on the economy was not as severe as during the first wave. Construction activities continued for the better part of Q1 and industrial activity picked up as cases subsided. Consumer sentiment remained positive and the economy saw a steady uptick from Q2FY22 onwards. Macro indicators such as GST collections, E-way bills and Index for Industrial Production (IIP) remained buoyant. The Core Industries Index data stood at 170 in March 2022 vs 151 in March 2021. A healthy demand environment led to higher capacity utilisation across most sectors. This, coupled with improved profitability and stronger balance sheet for most companies, led to an uptick in private capex investments.

Furthermore, supply-side reforms, simplification of processes, removal of legacy issues like retrospective taxation, and policies such as the Production-linked Incentive (PLI) scheme have created the right investment climate. Boosted by government incentives, the real estate sector has seen strong revival. The year also saw a strong push across the sunrise sectors such as digital finance, electronics manufacturing, electric vehicles, renewable energy, data centres, digital connectivity amongst others. The RBI’s accommodative policy stance during the year helped the economic recovery. The government’s strong emphasis on domestic manufacturing through the mission of Aatmanirbhar Bharat and the infrastructure push through a massive 35% higher Capex outlay, announced in the FY23 Union Budget, are expected to drive economic growth in the near to medium term. We believe India’s immense consumption potential, underlined by its favourable demographics, rising incomes, urbanisation, and technological advancements ensure long-term structural growth.

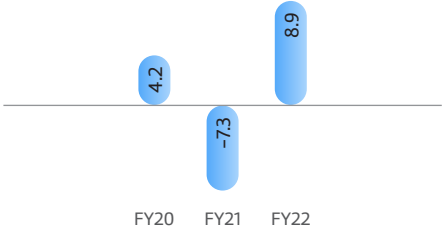
While the Indian economy has remained relatively insulated from the direct repercussions of the recent geopolitical tensions, rising inflationary pressures remain a key risk to broader growth in the coming year. The IMF has projected a “fairly robust” growth of 8.2% for India in 2022, making it the fastest-growing major economy in the world. We continue to believe that companies with strong values and purpose, solid fundamentals, robust governance practices and innovation capabilities can leverage the favourable economic environment to create long-term competitive advantages as well as greater value for all stakeholders.

Average LME Aluminium (\$/mt)



Source: <https://www.westmetall.com/> (simple average of monthly prices)]

National Statistical Office’s Second Advance Estimates (% change of Indian GDP over fiscal years)



Source: Ministry of Statistics and Programme Implementation (MOSPI)

Industry review

Wires & Cables Industry

The domestic wires & cables market, estimated at about ₹600–650 billion, makes up approximately 40–45% of the Indian electrical industry. Generally, wires consist of a single conductor while cables involve one or more conductors that are used for the transmission of electricity, data or signals.

Power cables are used for the transmission and distribution of electricity from power generating plants to sub-stations and then on to end-user segments, such as residential, commercial and industrial units. Control and instrumentation cables are used in electrical power systems or any associated process control systems, telecom cables are used for the transmission of voice and data, optical fibre cables used to for high-speed data connection, and a host of other types of cables are used for consumer appliances, and in automotive, railways, mining, etc. Major users of power cables are the power sector (central, state and private electricity utilities) and sectors such as petrochemicals, mining, steel, non-ferrous, shipbuilding, cement, railway, and defence.

Building wires are used for electrical wiring of residential and commercial buildings and typically categorised into Flame Retardant, Fire Retardant (FR), Flame Retardant Low Smoke (FRLS), and Halogen Free Flame Retardant (HFFR) categories.

The domestic wires & cables industry is estimated to have grown by 20–25% in FY22, primarily driven by inflation-led higher realisations. Infrastructure and construction activities were slow

in Q1FY22 but saw a sequential increase as the second wave subsided. Governments’ focus on infrastructure, revival of the real estate sector, good demand visibility across various end user industries led to an improved demand environment for the sector. The IIP Index for infrastructure stood at 153 in February 2022 vis à vis 140 in February 2021. However, sharp inflation and volatility in key raw materials proved to be major headwinds for the sector during the year. Organised players continued to gain disproportionately due to increased consumer awareness and pandemic-led disruptions faced by smaller players.

Performance review

Wires & Cables segment

Wires & Cables revenue grew strongly by 41% YoY to ₹107 billion, accounting for 88% of the total sales in FY22. Improving demand visibility for various end usage sectors such as real estate, infrastructure, renewable energy and manufacturing coupled with government’s stimulus packages and structural reforms led to progressive improvement in the demand scenario. Although unprecedented volatility in key input costs and disruptions caused by two successive waves of COVID-19 created headwinds, Polycab’s strong focus on execution and reinforcement of its core strengths through investments in distribution expansion, R&D, digitalisation among others, resulted in a healthy double digit volume growth in the Wires & Cables segment as well as gains in market share. The Company made significant strides towards improving the availability of its products and decreasing go-to-market time through systematic production planning based on data-driven forecasting and increasing adoption

of dealer portal, which also enhanced customer experience. Sharp surge in input costs was mitigated by calibrated pricing actions, improved product mix and cost optimisation initiatives. Segmental operating profit at ₹10,405 million was up by 15% YoY, while segmental operating margin at 9.7% was lower by 222 bps YoY.

Domestic cables

Overall, the Domestic Cables business witnessed healthy growth, barring a few segments where the demand is driven by government spends. Well-calibrated lockdowns in the second and third waves of pandemic limited the impact on infra-activities, which augured well for business as well as trade sentiment. Private sector-driven demand remained buoyant throughout the year as most of the industries continued with their Capex and procurement plans on account of the good demand visibility and improving utilisation rates. This led to faster growth for institutional business than the distribution business, especially in the second half of the year as large projects picked up pace.

However, profitability in this segment remained subdued as the Company made a tactical shift in near-term strategy by becoming more competitive, which helped it capture market share aggressively in select lines of this business. As the business environment continues to improve, Polycab aims to significantly outpace the industry by building a deeper connect with end users and customers. This will be done by augmenting demand generation initiatives such as building a specialised KAM and business development arm, improving service through data analytics and the CRM platform, and increasing visibility and control of secondary sales.





Cable exports

The Company's exports business grew 24% YoY. Excluding a large customer from the base and current period, Polycab's normalised exports portfolio grew by ~54% YoY, contributing 6.9% to the overall revenue as against 6.2% in FY21. Growth in exports was broad-based across most geographies with the Americas, Asia and the CIS region seeing strong traction. Despite the significant logistics challenges and raw material inflation, the export momentum improved in the latter half of the year as restrictions eased.

Oil & Gas and renewables are two key sectors which have seen strong uptick in new project activity globally. While the former is on the rise primarily driven by the sharp increase in crude oil prices, renewable projects are increasing as many countries are aggressively focusing on transitioning to clean energy and taking up solar and green hydrogen projects. The global trend of supply chain diversification has also favourably helped the Company. Polycab's initiatives to obtain global quality certifications, customer approvals, strengthening its distribution network, geographical expansion and shortening the go-to-market time have helped it become the largest exporter of wires and cables in India.

24%
y-o-y growth in
the export business

Special purpose cables

The Special Purpose Cables business offers technically superior Electron Beam Cross-Linked Cables (EBXL), which are predominantly used in applications that are critical for the safety of installations and human life. These cables can operate in extreme environmental conditions and their design life expectancy is 25+ years. The e-Beam curing process is eco-friendly, causing zero environmental pollution. Leveraging in-house R&D and its cutting-edge manufacturing capabilities, Polycab has made significant inroads into sectors such as defence, railways and electric vehicles, which have led to over 2.4x sales in FY22 compared to last year.

Polycab is the proud supplier of cables to INS Vikramaditya (India's biggest war ship), INS Vikrant (India's first Indigenously built aircraft carrier), diving support vessels, frigates, cargo ships among others. The Company is also a leading supplier to public as well as private defence equipment manufacturers.

During the year, business in the Rail division also saw good traction. Polycab is the first company in India to obtain International Railway Industry Standard (IRIS) certification for the Halol Plant. After obtaining the Automotive Research Association of India (ARAI) test certificates for ISO 19642 cables for electric vehicle (EV) applications, Polycab received several orders and commenced supply. During the year, the Company

also became the first in India to obtain the TUV Certification for Charging Cables for use in the EV charging stations as per the latest international standards. The Automotive division witnessed some sluggishness due to the global semiconductor chip shortage faced by the sector. However, Polycab has developed several new products for both passenger and commercial vehicles.

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Telecom business (Optical fibre cables & accessories)

Polycab's telecom business revenue has doubled during the year, although on a softer base. While FY22 was challenging on account of the lingering stress in the Indian telecom sector and delays in government projects due to the pandemic, the Company is witnessing promising signs of demand revival. Rising number of mobile devices, increasing adoption of Fibre-to-the-Home (FTTH) connectivity and a surge in data centres along with the impending 5G transition are poised to propel demand for optical fibre cables and other equipment in India over the coming years.

During the year, the Company extended its end-to-end passive networking solutions and accessories, marking its foray into the ₹25 billion market. Towards the year end, the Company was on-boarded by Tamil Nadu FibreNet Corporation Ltd. (TANFINET) as a Master System Integrator to implement the BharatNet Phase-II project. As part of the project, Polycab will be providing end-to-end connectivity with high-speed bandwidth using optical fibre cables in 3,095 Gram Panchayats in 75 blocks across 9 districts of the state, at a cost of ₹5.09 billion under the Master Service Agreement. The revenue of this project will be accrued as per execution timelines over the next few years.



Domestic wires

The Wires business achieved nearly 50% growth in FY22 and made up about half the overall Wires & Cables segment. While flexibles (low duty cables) grew faster than housing wires in FY22, on a two-year basis, the growth was broad-based across these subcategories. Flexibles, which have applications in machines, consumer appliances, data centres amongst other things, saw good demand from various end user industries. The government's Emergency Credit Guarantee Scheme for MSME sector, which is aimed at alleviating their financial stress and facilitate business expansion, also led to healthy traction for flexibles. Reorganisation of the sales team to optimise service levels across geographies together with leveraging of data through the CRM platform augured well for this business.

Demand for housing wires was supported by the strong real estate demand, though repeated lockdowns, and sharp inflation partly impacted consumer sentiment. Trade sentiment and primary sales were also temporarily affected by high volatility in copper prices during the year. Despite these challenges, focus on distribution and portfolio expansion, premiumisation, building robust visibility on secondary and tertiary performance helped the Company to significantly outpace the industry.

During the year, the Company fortified its housing wires product portfolio to play across price brackets and address consumer needs more effectively. On the top of the pyramid, the Company relaunched Polycab Green Wire with a new product proposition which highlights the benefit of 5-in-1 GreenShield Technology. New collateral and in-shop material were developed and deployed in the market, which led to multi-fold sales growth during the year. The core Polycab Lead Free range of premium wires, which are lead-free and RoHS certified, continues to do well.

To ensure accessibility of quality wires to every Indian home at a competitive price, Polycab launched Etira, a new brand with the tagline, 'Suraksha se Samjhauta Nahin'. This new offering will also help the Company improve its competitiveness in the economy range while enabling penetration into emerging markets with the right product offering. On an average, house wires constitute ~40% of the expense incurred on electrical goods. As the cost of house wires increases, consumers' cost awareness is rapidly increasing. The Company's internal market studies suggest that nearly 50% consumers actively participate in the purchase journey compared to about 20-25%,



• More than every fourth counters in India sell Polycab products as per 3rd party research agencies

• Nearly 50% consumers actively participate in the purchase journey compared to ~20-25%, five years back

five years back. The Company also notes that despite the sharp rise in the cost of wires, most developers, contractors and other stakeholders continue to prefer branded products, suggesting higher levels of consumer awareness. Consistent and sustainable marketing investments to improve brand recognition and recall are thus paramount. Polycab has thus adopted a multipronged approach to build consumer awareness by conducting product education drives, webinars and meets for influencers, builders, and trade partners. Fresh campaigns were launched during key sporting events on OTT platforms as well as television and other mass media. These initiatives are intended to enable decision-makers to have a better understanding of the importance of purchasing higher quality and safer wires.

Other Wires & Cables update

As a part of Project Leap, the Company aims to build an agile organisation with the right structure, right team and right capabilities. Taking this initiative further, the Company undertook a significant step to unlock synergies in the wires & cables segment. During the year, two key verticals – Heavy Duty Cables and Low Duty Cables (or B2B wires) – were integrated to unlock latent value through cross selling opportunities and operational efficiencies. Given the significant distribution and geographical overlap, this initiative will materially improve customer servicing as most of their B2B wires and cables requirements will henceforth be addressed by a single point of contact. Combined portfolio selling will drive faster business growth. Optimisation of team structure and joint back-office operations will enable faster roll out of go-to-market initiatives while establishing a leaner cost base. The Company will streamline the marketing and influencer management platforms to increase efficacy.

Polycab Power Cable Test Laboratory at Halol was accredited by the National Accreditation Board for Testing and Calibration Laboratories (NABL). It is perhaps the only private laboratory in India with the capability of 4,000+ tests covering a multitude of national and international standards. It is also the first laboratory capable of testing a single cable length from 50 metre to a maximum up to 4 km. The test certificate issued by this lab would be accepted worldwide as per agreement with NABL.



Wires & Cables: Business outlook

The Company remains optimistic of the medium to long-term potential of the Wires & Cables industry, given its diverse utility and a conducive economic environment. Structural reforms implemented in the past such as GST, the Insolvency and Bankruptcy Code (IBC), labour laws, Corporate Tax rate, Real Estate Regulatory Authority (RERA) among other such measures have helped build an attractive investment case for India. With pressure created by the pandemic now dissipating, infrastructure spend is likely to pick following the 35% increase in Capex outlay, which is expected to create a virtuous investment cycle.

The manufacturing sector, which is one of Polycab's key demand centres, serviced through authorised dealers and distributors, is witnessing healthy traction on the back of rising capacity utilisation, the PLI scheme as well as the push for 'Make in India'.

The housing sector, another key demand centre, is upbeat with lower financing rates coupled with increased income and improving affordability. There is also an ongoing structural shift in the real estate market, where consumers are seeking amenities such as gyms, gardens, smart home automation etc. This is increasing the potential market opportunity for wires and cables meaningfully.

Sunrise segments such as EVs, renewable energy, data centres, digital connectivity, defence among others will also provide new levers for growth in the years to come.

Global trends of diversification and derisking of supply chains coupled with geopolitical tensions and evolving tariffs are also opening up new business opportunities. Our initiatives to invest in cutting-edge manufacturing and R&D capabilities will enable the Company to compete with the largest players globally and augment its exports business significantly. Polycab aims to be among the top 10 wires & cables companies globally over the medium term.

With the right product portfolio, strong inherent capabilities, and robust reach, Polycab is well-positioned to leverage all the tailwinds and reinforce its market position further. Its multi-year transformation program, Project Leap, is helping it create long-term sustainable advantages for its business while enhancing the potential for profitable growth (See Project Leap section for more details).

While the Company understands that the growing inflation could potentially impact demand, it is convinced that evolving consumer preferences towards high quality, safe and innovative products give it unique advantage. The tightening regulatory environment along with growing consumer consciousness about environmental well-being will also create new growth avenues, even in the hinterlands.

Fast-Moving Electrical Goods (FMEG) industry

FMEG are consumer electrical goods sold through various channels such as retail outlets and e-commerce platforms and include products such as fans, lights, luminaires, switches, switchgears, pumps, conduits, fittings and so on. Structural drivers such as demography, consumer behaviour, technology and rising disposable incomes have catapulted the growth of the organised FMEG sector in India. Meanwhile, the unorganised market, which makes up 10-40% across categories, has been on a steady decline.

FMEG industry witnessed decent price-driven growth in FY22. Trade momentum in Q1 was affected by the closure of retail shops in many large states but improved progressively with the waning of the second wave of the pandemic. Most product categories reflected mid-single digit to double digit growth, helped by pent-up demand and strong momentum in the real estate sector. However, sharp inflation in key inputs, which was partly passed on to end consumers through price hikes, shifted the price brackets in many categories, thereby hindering the improved consumer sentiment and limiting volume growth. Large, organised players continued to outpace smaller players on account of branding and greater ability to tackle disruptions effectively. Premiumisation trends sustained on the back of innovations and growing consumer aspirations.

FMEG segment

FMEG revenue stood at ₹12,544 million, as against ₹10,341 million in FY21, posting a 21% YoY growth in sales led by strategic interventions, distribution expansion as well as an improving demand environment. Over the past five years, the business has clocked 30% CAGR and accrued healthy market share gains across most categories, while enduring stiff competition all through and pandemic-led disruptions in the past two years. The business contributed 10% to the consolidated Company top-line. Segmental operating profit decreased to ₹196 million, with a 1.6% margin largely on account



of the adverse operating leverage and input cost pressures, which have been partly offset by pricing actions, cost-saving initiatives and premiumisation. The Company is committed to achieving 12% annualised EBITDA margin in this business by FY26.

₹ 12,544 million

FMEG revenue

Fans and Appliances

The Fans and Appliances market, at about ₹131 billion, grew by 9% YoY in FY22, largely led by inflation-driven higher realisations. The year was particularly challenging for the domestic fan industry as the pandemic continued to disrupt established growth patterns and tested the robustness and agility of the Company's response to adverse business conditions. The economic slowdown induced by the second wave of the pandemic severely impacted the peak season of fan sales in April-June, which usually accounts for 50-60% of the annual business.

The share of unorganised players continued to decline steadily as consumers move towards products that guarantee quality and reliability. Rising levels of disposable income and the willingness to spend are also driving this shift.

Another notable trend is the increasing consumer preference for energy-efficient products. Led by the government, awareness drives by companies and trade groups, the demand for energy-saving Brushless Direct Current (BLDC) motor fans. This segment is expected to comprise ~30% of the total market over the medium term.

The Company's Appliances business, which largely includes water heaters, saw strong growth during the year led by product portfolio revamp coupled with strengthening of dealer networks. Multiple new product launches are being planned by Polycab for the coming year and are at various stages of development.

During FY22, the Company launched over 30 new models of fans and appliances across the Premium, Economy, BLDC, and other categories, with a focus on covering the entire price spectrum. Going forward, the market for premium fans is likely to outpace economy fans, with the former's share growing by ~3x over the medium term. Accordingly, the Company aims to pivot its portfolio towards higher margin products while supporting with substantial investments in brand building activities.

The Company is implementing sales automation initiatives to increase the productivity of the sales force. Field sales operations are being fully automated along with the automation and streamlining of distributor operations. Polycab aims to create an integrated ecosystem capable of analytics-based suggestions.

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Lighting and Luminaires

The Lighting and Luminaires industry is estimated to have grown in high single digits in FY22, largely led by price hikes. Post the initial hiccups due to the pandemic, the industry recovered gradually showing strong growth prospects for the near to medium term. The unorganised market continues to shrink as large players scale up distribution, improve service levels and increase market presence through cross-category portfolio expansion. The trend is likely to continue as disposable incomes increase and customer preference shifts towards high quality, reliable products.

The Company's Lighting and Luminaires business grew much ahead of the industry, led by its expanding reach in newer towns, enhanced penetration in existing major cities, premiumisation initiatives and the leveraging of cross-selling opportunities through product expansion. The Company also added several new super distributors, which contributed to growth. Polycab's strategic focus on high value categories like panels has led to over 60% YoY growth in this portfolio.

In FY22, the Company launched a unique Hybrid Technology LED Bulb, which results in lower cost and better quality, thereby reducing consumer rejections. Going forward, the Company will be leveraging this technology for the other lighting products as well. Polycab also enhanced its panels and Chip-On-Board (COB) lights portfolio to address the growing home lighting requirements in the premium segment. The business is in process of augmenting the distributor management system and implementing salesforce automation to enhance market execution.

Switches and Switchgears

The Switchgear business continued the healthy growth trajectory post the strategic interventions of the previous year. This business registered over 50% YoY growth compared to ~30% YoY industry growth. Higher focus on distribution expansion, with the doubling of retail reach, along with new product launches like RCCB, MCB etc. were key drivers of growth. Product availability also improved significantly with the implementation of localised manufacturing initiatives. Going ahead, the Company intends to expand aggressively in the industrial segment as well as emerging India clusters.

The Switches business posted a decline in FY22 due to internal supply issues. The Company has taken definitive steps to overcome these challenges by initiating the process of manufacturing switches in-house. The new state-of-the-art,



substantially automated, facility in Daman will help it improve product availability, drive innovation and reduce go-to-market time, and thus improve the Company’s market presence significantly. Following the successful strategic intervention in switchgears last year, the Company’s intends to integrate the Switches business with Lighting in the current year. This will enable aggressive distribution expansion, enhance customer experience and optimise the sales force. Th accessories portfolio also saw strong growth during the year.

Conduits & Fittings

Conduits & Fittings are products used to route and protect electrical wiring in houses and other building structures. Made from the highest grade of waterproof and fire-resistant polymers, these products are crucial for protecting electrical wires and ensuring greater safety for every electrical circuit. These products are low-ticket items and are generally installed inside the wall. Hence quality consciousness amongst customers is relatively low. This, along with low barriers to entry, makes Conduits & Fittings a highly fragmented market, with nearly 30–40% of it being unorganised. The Company’s Conduits & Fittings business posted strong growth during the year led by cross-selling, expansion in reach and quality awareness campaigns. The business contributed in double digits to the overall FMEG portfolio. Considering the large potential addressable market as well as consolidation opportunity, the Company will continue to invest in distribution and improve the availability of its products across India.

Other FMEG categories

Polycab’s Other FMEG business primarily comprises pumps and solar products, and is in a relatively nascent stage.

The Solar business, which offers on-grid inverters, solar panels and solar DC cables, saw strong traction during the year, posting over 50% YoY growth led by product portfolio expansion which, in turn, also increased the target addressable market. The Company remains upbeat about the strong potential for this business, given the increased push towards renewable energy. This business also offers an opportunity to cross-sell other products like solar wires & cables.

Growth in the pumps business was subdued in FY22 on account of lockdowns, aggressive price competition and inflation. The eastern and the southern markets continued the healthy momentum led by new product launches in the domestic, domestic open well and V4 segments. The pricing strategy was finetuned to improve profitability. During the year, the business team was further augmented with senior as well as junior level hirings.

FMEG: Business outlook

The FMEG industry is likely to grow in high single digits over the medium term led by rising disposable incomes, evolving consumer preferences, technology progression and premiumisation. Within the broader market, large, organised players are likely to grow at a much faster pace on the back of increased consumer awareness, product availability, government regulations and the volatile business environment.

Looking ahead, the Company has set itself an aggressive target of being among the top 5 players in select large categories in FMEG over the medium term. Its growth strategy is built on four key pillars

- 1

Right product portfolio: Build comprehensive product portfolio across price points and functionalities
- 2

Right go-to-market: Target aggressive market expansion with increased retail outlet reach, dealer incentivising programs and digital led sales execution
- 3

Right brand architecture: Build a suite of sharply positioned brands and invest to occupy premium segments
- 4

Right influencer program: Create a structured influencer management program which empowers the influencers while building long-term deep relationships.

Post successful pilot projects in select rural markets, the Company took several initiatives to build the right infrastructure, portfolio and team to leverage the immense demand potential of semi-urban and rural India. It created a focused business vertical called ‘Emerging India’, with the aim of building presence in towns with up to 2 lakh population. The distribution architecture has been designed following detailed mapping and evaluation of these high potential geographies. The product portfolio is being calibrated to address specific needs of consumers while offering innovative products at relevant price points. The Company’s new sub brand, Etira, will play a pivotal role in capturing share in these markets.

The Company has also stepped on the pedal when it comes to building presence in new age emerging channels such as e-commerce, modern trade, canteen department stores, among others. Over 600 Polycab products are available on all leading e-commerce portals such as Amazon, Flipkart, JioMart and Moglix. The Company expects these online channels to contribute about 10% of sales in specific large categories in FMEG in the coming years.

Polycab remains committed to its growth strategy under Project Leap, which will enable it to grow disproportionately vis à vis the industry. Its aim is to clock 2x market growth with 12% EBITDA margins over the medium term.

Copper

During the year, the Company divested its 100% stake in Ryker Base Pvt. Ltd. Consequent to this transaction, the Copper segment was withdrawn in line with Indian Accounting Standards. All Ryker business income has been reported as income from discontinued operations in P&L.

Other Categories

The Other segment, which largely represents the Company’s EPC business and subsidiaries, clocked ₹2,943 million in revenue, growing by 20% YoY with construction activities picking pace. Segment EBIT stood at ₹438 million, registering a 12% YoY growth and 15% margin. The segment accounted for 2.5% of total sales for the year under review.

Other: Outlook

Engineering–Procurement–Construction (EPC) is a strategic business, which aims to leverage the Company’s wire & cables manufacturing ability, improve its management and execution skills to tap emerging opportunities in the power and digital infrastructure space. Having said that, the Company remains watchful of the inherent challenges of this business and aims to maintain a prudent approach in choosing projects with

greater emphasis on a higher component of wires & cables supply in project value, optimal return of capital and acceptable risk levels. The annual sustainable operating margin in this business is expected to be in high single digit over the middle to long term.

Internal Control Systems and Adequacy

The Company maintains a robust framework of internal controls that are in accordance with the nature and size of the business. This framework addresses the evolving risk complexities and underpins the Company’s strong corporate culture and good governance. The Internal Audit plan is approved by Audit Committee at the beginning of every year. The conduct of internal audit is oriented towards the review of internal controls and risks in the Company’s operations and covers factories, warehouses and centrally controlled businesses and functions.

While these controls are aligned with the requirements of the Companies Act, 2013, and the globally accepted framework issued by the Committee of Sponsoring Organisations (COSO) of the Treadway Commission, they are also regularly tested by statutory and internal auditors for their effectiveness. The framework is a combination of entity-level controls, which include enterprise risk management, legal compliance framework, internal audit and anti-fraud mechanisms such as the Ethics Framework, Code of Conduct, Vigil Mechanism & Whistle Blower Policy and so on, process level controls, information technology-based controls, period-end financial reporting and closing controls. The Company has clearly defined policies, Standard Operating Procedures (SOP), Financial & Operation RAPID (Delegation of Authority) and organisational structure for its business functions to ensure a smooth conduct of its business. Technologies are leveraged in processes standardisation, automation and their controls. An extensive risk-based process of internal audits and management reviews provides assurance to the Board with respect to the adequacy and efficacy of internal controls.

Internal audit reports are reviewed by the Audit Committee every quarter. Furthermore, the Audit Committee also monitors management actions stemming from internal audit reviews. The Company is mindful of the fact that all internal control frameworks have inherent limitations. Therefore, it conducts regular audits and review processes to ensure that such systems are strengthened on an ongoing basis with improved effectiveness. The Company’s management has evaluated the operative effectiveness of these controls and noted no significant deficiencies or material weaknesses that might impact the financial statements as of March 31, 2022.

Financial Review: FY22 vs FY21

Consolidated Balance Sheet

1 Property, plant and equipment (PPE) and intangible assets

- Total additions to PPE and Intangibles were ₹2,673 million mainly on account of
 - Acquisition of Silvan (₹217 million)
 - Plant and machinery – debottlenecking and expansion at Halol, Roorkee and Nashik plant (₹1,358 million)
 - Building expansion at Halol (₹631 million)
 - Freehold land, Electrical installation, and office equipment's (₹71 million, ₹2,140 million, and ₹122 million respectively).
- Capital work in progress (CWIP) stood at ₹3,754 million as at 31 March 2022 of which main projects are largely attributed to expansion of Cable and Wire and FMEG manufacturing capacities. Further, other projects include new office premise acquired in Mumbai.
- Right of Use assets: Addition during the year was ₹194 million on account of application of Ind AS 116 w.e.f. January 1, 2020. Under Ind AS 116, the Group capitalises the operating leases with corresponding lease liability. The said capitalised right-of-use asset is amortised.
- The Company has provided adequate depreciation and amortisation in accordance with the useful lives of the assets determined in compliance with the requirements of the Companies Act, 2013. In certain class of assets, the group uses different useful life than those prescribed in schedule II of Companies Act, 2013.

2 Investments in Joint Ventures

(i) Techno Electromech Private Limited

In 2017, the Company entered into a 50:50 strategic joint venture with Techno Electromech Private Limited and invested ₹118.2 million. TEPL, a manufacturer based in Vadodara, Gujarat, for manufacturing LED lighting and luminaires. During the year, the Company did not infuse any additional capital.

(ii) Ryker Base Private Ltd

During the year, the Group entered into agreement with Renuka Investments and Finance Limited (a wholly-owned subsidiary of Hindalco Industries Limited) for divesting 100% stake of Ryker Base Private Limited at a consideration of ₹1,778.92 million (including TDS of ₹1.78 million).

Investments – Current

The Group has invested surplus funds of ₹7,641 million in liquid mutual funds as on 31 Mar 2022.

3 Other financial assets

Total other financial assets (non-current and current) decreased by ₹284 million to ₹590 as on 31 March 2022 on account of reduction in investment in fixed deposits having original maturity more than 12 months by ₹453 million. This is partly offset by increase in fair value of Embedded derivative amounting to ₹205 million.

4 Other assets:

Total other assets increased by ₹2,870 million to ₹4,853 million as on 31 March 2022 mainly due increase in advances given to vendors.

5 Inventories

Inventory as at 31 March 2022 was ₹21,996 million compared to ₹19,879 million as at 31 March 2021. Our inventory days derived from consolidated financial statements was 85 days in FY22 against 111 days in FY21.

6 Trade receivables:

Trade receivables (non-current and current) as at 31 March 2022 stood at ₹13,763 million against ₹15,641 million as at 31 March 2021, decrease by ₹1,878 million.

(i) Non-current trade receivables

Non-current trade receivables stood at ₹799 million as at 31 March 2022 largely comprising of retention money held by government customers pertaining to ongoing EPC projects.

(ii) Current trade receivables

Current trade receivables decreased by ₹1,394 million to ₹12,964 million as at 31 March 2022. Our receivable days derived from consolidated financial statements was 39 days in FY22 against 60 days in FY21, benefited on account of higher channel finance sales.

7 Cash and cash equivalent and other bank balances

Cash and cash equivalents and other bank balance aggregated to ₹4,071 million as at 31 March 2022. The surplus funds are parked in fixed deposits.

8 Share capital

The paid-up share capital of the Company as at 31 March 2022 was ₹1,494 million (31 March 2021 – ₹1,491 million) comprising 14,94,43,040 Equity shares of face value ₹10 each. During the year, the Company has further issued 3,24,226 shares to employees under ESOP.

9 Other Equity

Other equity comprises of reserves and surplus and other comprehensive income. Total other equity increased by ₹7,895 million in FY22 and stood at ₹53,943 million.

Reserves and surplus included in the other equity includes retained earnings, securities premium, general reserve and other reserves comprising ESOP outstanding account, share application money pending allotment and foreign currency translation reserve.

10 Borrowings

	Non-Current		Current		Total		(₹ million)
	FY22	FY21	FY22	FY21	FY22	FY21	% Change
Borrowing	30	1,037	802	1,450	831	2,487	-67%

- Decrease in non-current and current borrowing is mainly due to Ryker divestment.

11 Other financial liability

Other financial liabilities (non-current and current) decreased by ₹621 million to ₹686 million as on 31 March 2022, mainly on account of decrease in derivative liability by ₹838 million, partially set off against increase in creditors for capital expenditure of ₹202 million

12 Other Liability

Other liability primarily consists of advance from customer, other statutory dues, deferred liability, contract liability, refund liability and deferred government grant.

Total other liabilities (non-current and current) decreased by ₹180 million mainly on account of

- Decrease in deferred government grant liability by ₹98 million mainly on account of Ryker divestment.
- Increase in other Statutory dues by ₹172 million mainly on account of higher GST liability due to better revenue.
- Decrease in contract liability by ₹370 million on account of recognition of contract revenue and increase in refund liability by ₹142 million.

- The Securities premium balance increased by ₹237 million due to fresh issue of equity shares employees under ESOP scheme.
- The general reserve balance increased by ₹1 million and stood at ₹614 million. This is due to transfer from ESOP outstanding to general reserve giving effect to forfeiture of vested shares.
- ESOP outstanding increased by ₹57 million due to Company recorded ₹168 million of stock based compensation in relation to its ESOP plans and the adjustment for exercise of stock options ₹110 million.
- Retained earnings balance increased by ₹8,857 million due to Profit for the year of ₹9,098 million and cash dividend payout of ₹1,492 million.
- Foreign currency translation reserve decreased by ₹12.2 million on account of conversion of foreign subsidiary financials from their functional currency to reporting currency of the Company.

13 Trade payables

Total balance as at 31 March 2022 was ₹12,175 million as compared to balance of ₹13,480 million as at 31 March 2021, decrease by ₹1,305 million, mainly due to lower creditors other than acceptance.

14 Provisions:

Total balance as at 31 March 2022 was ₹518 million as compared to balance of ₹487 million as at 31 March 2021, was increased by ₹31 million mainly due to increased in compensated absences by ₹41 million and decrease in Gratuity provision by ₹11 million. The Parent Company in India provides gratuity benefits for its employees wherein the plan is funded with the fund balance kept with Life Insurance Corporation of India. The liability for gratuity and compensated absences is based on the valuation from the independent actuary.

15 Deferred tax liability

Deferred tax liability decreased to ₹272 million from ₹418 million, decrease by ₹146 million mainly due to Ryker divestment.



Consolidated Results (P&L)

1 Revenue from operations

Revenue from operations increased by 39% to ₹1,22,038 million in FY 22 from ₹87,922 million in FY 21. Our segment wise growth is as below:

Segment Revenue*	Revenue		Growth
	FY22	FY21	
Wires & Cables	1,06,302	74,570	43%
Fast Moving Electrical Goods (FMEG)	12,502	10,335	21%
Revenue from construction contracts	1,888	1,890	0%
Others	1,128	542	108%
Export incentive and government grant	218	585	-63%
Total	1,22,038	87,922	39%

2 Other Income:

Our other income primarily comprises of interest income, income from investment in mutual funds, fair valuation of financial instruments, exchange difference and others. Our other income decreased by ₹294 million to ₹899 million mainly attributed due to:

- Decrease in Exchange gain by ₹252
- Decrease in Interest income by ₹88 million
- Increase in gain on mutual fund by ₹61 million.
- Decrease in fair valuation of financial instruments by ₹25 million, in FY 22 there was a loss reported in other expenses.

3 Raw material cost of goods sold

Our raw materials costs of goods sold (COGS) including packing material, consists following line items in the financials

- Cost of materials consumed
- Purchases of traded goods.
- Changes in inventories of finished goods, traded goods and work-in-progress
- Project bought outs and other costs

Raw materials costs of goods sold increased by 3.4% to ₹94,657 million in FY22. COGS as a percentage of sales increased from 74.1% in FY 21 to 77.6% in FY 22 mainly due to raw material inflation

4 Employee Benefit Expenses

The employment expenses increased by ₹529 million to ₹4,066 million from ₹3,537 million, an increased of 15%. As a percentage to revenue, employee cost was 3.33% in FY 22 as compared to 4.02% in FY 21.

The Company instituted ESOP Plan 2018, ESOP Performance Scheme, and ESOP Privilege Scheme for issuance of stock options to eligible employees of the Company in 2018. The compensation cost recognized for these ESOP schemes was ₹161 million for FY 2022 and ₹110 million for FY 2021 which was included in the employee benefit expenses.

5 Finance cost:

Finance cost largely includes interest cost, bank charges and foreign exchange gains/(losses) on borrowings.

Our finance costs decreased by ₹75 million to ₹352 million in FY 2022 primarily due to lower borrowings.”

6 Depreciation and amortization expense

Depreciation and amortization expense increased to ₹2,015 million in FY 2022 compared to ₹1,762 million in FY 2021, increase of ₹254 million largely due to additions on account of additions in plant and machinery.

7 Other expenses

Other expenses increased by ₹2,560 million to ₹10,663 million in FY 2022 from ₹8,102 million in FY 2021. As a percentage to revenue, other expenses were 8.74% in FY 2022 as compared to 9.22% in FY 2021.

Increase was largely on account of :

- Increased in sub-contracting expenses by ₹451 million due to Ryker divestment where by tolling cost increased which was earlier eliminated in consolidation.
- Increase in power and fuel by ₹279 million; freight and forwarding expense by ₹783 million in line with increased in revenue
- Increase in advertising and sales promotion spends by ₹140 million due to reorganisation of marketing strategy .
- Increase in consultancy expense and travel expenses by ₹388 million

Consolidated Cash Flow

	FY22	FY21	Change
Net Cash inflow from operations	5,116	12,524	(7,408)
Net Cash used in investing activities	(4,270)	(10,121)	5,851
Net cash used in financing activities	(2,007)	(1,748)	(259)
Net increase / (decrease) in cash and cash equivalents	(1,160)	656	(1,816)

1 Net Cash inflow from operations

Decrease in net cash inflow from operations is mainly on account of:

- Increase in inventory
- Advance given to creditors for material sourcing
- Ryker divestment

2 Net Cash used in investing activities

Net Cash used in investing activities in FY 22 was ₹4,270 million mainly due to procurement of office building, surplus funds are parked in mutual funds and fixed deposit, and Ryker divestment inflow.

3 Net cash used in financing activities

Net cash used in financing activities in FY21 was ₹2,007 million, mainly on account of :

- Reduction in borrowing due to Ryker divestment.
- Payment of dividend of ₹1,492 million

Details of significant changes in key financial ratios

	FY22	FY21	Change	Remark
Debtors Turnover	9.4	6.1	53.7%	Higher channel finance revenue improved trade receivables turnover ratio
Inventory Turnover	5.5	4.4	25.4%	Growth in revenue and inventory optimisation improved inventory turnover ratio
Interest Coverage Ratio	39.4	26.2	50.4%	Improvement largely on account of gain on sale of Ryker
Current Ratio	3.0	2.4	24.6%	Improvement largely on account of gain on sale of Ryker
Debt Equity Ratio	0.01	0.05	-71.3%	Improvement largely on account of gain on sale of Ryker
Operating margin (EBITDA / Net Sales)	10.3%	12.6%	-2.3%	No Significant Changes
Net Profit margin (PAT / Net Sales)	6.9%	9.6%	-2.6%	Net Profit ratio was lower on account of input cost pressure partly mitigated by calibrated price hikes
Return on Equity	15.2%	17.6%	-2.5%	No Significant Changes



Business Responsibility Report (‘BRR’)

for the year ended March 31, 2022

[Pursuant to Regulation 34(2)(f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

Sr. No.	Particulars	Details																				
1	Corporate Identity Number (CIN) of the Company	L31300GJ1996PLC114183																				
2	Name of the Company	Polycab India Limited (the Company)																				
3	Registered address	Unit No.4, Plot No.105, Halol Vadodara Road, Village Nurpura, Taluka Halol, Panchamahar, Gujarat – 389350																				
4	Website	www.polycab.com																				
5	E-mail id	shares@polycab.com																				
6	Financial Year reported	2021–22																				
7	Sector(s) that the Company is engaged in (industrial activity code wise)	<table><tr><th>Group</th><th>NIC Code / Class</th><th>Description</th><th>Main Description</th></tr><tr><td>273</td><td>2732</td><td>Manufacture of other electronic and electric wires and cables</td><td>Cables</td></tr><tr><td>271</td><td>2710</td><td>Manufacture of electric motors, generators, transformers, electricity distribution and control apparatus</td><td>Switchgears</td></tr><tr><td>274</td><td>2740</td><td>Manufacturing of lighting equipment</td><td>Lighting & Fixtures</td></tr><tr><td>275</td><td>2750</td><td>Manufacture of domestic appliances</td><td>Electronic Consumer Durables</td></tr></table>	Group	NIC Code / Class	Description	Main Description	273	2732	Manufacture of other electronic and electric wires and cables	Cables	271	2710	Manufacture of electric motors, generators, transformers, electricity distribution and control apparatus	Switchgears	274	2740	Manufacturing of lighting equipment	Lighting & Fixtures	275	2750	Manufacture of domestic appliances	Electronic Consumer Durables
Group	NIC Code / Class	Description	Main Description																			
273	2732	Manufacture of other electronic and electric wires and cables	Cables																			
271	2710	Manufacture of electric motors, generators, transformers, electricity distribution and control apparatus	Switchgears																			
274	2740	Manufacturing of lighting equipment	Lighting & Fixtures																			
275	2750	Manufacture of domestic appliances	Electronic Consumer Durables																			
8	List three key products/services that the Company manufactures/provides (as in balance sheet)	Wires Cables Fast moving electrical goods (FMEG) Fans, Lightings and Luminaires, Solar Pumps, Switchgear and Small Domestic Appliances																				
9	Total number of locations where business activity is undertaken by the Company																					
	A. Number of National Locations	23 – Manufacturing Facilities 1 – Corporate Office 4 – Regional Offices 11 – Local Offices 28– Warehouses and Depots																				
	B. Number of International Locations	2																				
10	Markets served by the Company – Local/State/ National/International	The Company’s products are available nationally and several products are exported. The Company is having sales presence in 60+ Countries.																				

SECTION B: FINANCIAL DETAILS OF THE COMPANY

Sr.No.	Particulars	Response
1	Paid up Capital (₹)	₹1,494.43 million
2	Total Turnover (₹)	₹120,979.09 million
3	Total profit after taxes (₹)	₹9,312.72 million
4	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	₹191.89 million (2.06%) for the year ended March 31, 2022.
5	List of activities in which expenditure in 4 above has been incurred:	Refer Annexure C of Board’s Report

SECTION C: OTHER DETAILS

Sr.No.	Particulars	Response
1	Does the Company have any Subsidiary Company / Companies?	Yes, the Company has following 9 (Nine) Subsidiary Companies: 1. Tirupati Reels Private Limited 2. Dowells Cables Accessories Private Limited 3. Silvan Innovations Labs Private Limited 4. Polycab Australia Pty Limited 5. Polycab Support Force Private Limited 6. Uniglobus Electricals and Electronics Private Limited 7. Polycab USA LLC; 8. Polycab Electricals and Electronics Private Limited 9. Steel Matrix Private Limited
2	Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent Company? If yes, then indicate the number of such subsidiary Company(s)	Yes, the subsidiaries of the Company are aligned with the Company’s BR Initiatives
3	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30–60%, More than 60%]	The Company encourages participation of its stakeholders in the BR initiatives of the Company.

SECTION D: BUSINESS RESPONSIBILITY (BR) INFORMATION

1. Details of Director /Directors responsible for BR, implementation of the BR policy / policies and BR Head

Sr. No.	Particulars	Details
1.	DIN (If applicable)	00309108
2.	Name	Inder T. Jaisinghani
3.	Designation	Chairman and Managing Director (CMD)
4.	Telephone number	022–673511400
5.	E-mail id	shares@polycab.com

2. Principle-wise (as per NVGs) BR Policy/policies

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility.

Principle Nos.	Principle	Policies
1	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability	Anti–Bribery Policy, Conflict of Interest Policy Policy for Prevention of Fraud
2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle	Quality Policy
3	Businesses should promote the well–being of all employees.	Code of Conduct OHSE Policy
4	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.	POSH Policy CSR Policy
5	Businesses should respect and promote human rights	Human Rights Policy
6	Businesses should respect, protect, and make efforts to restore the environment	OHSE Policy Supplier Code of Conduct
7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.	–
8	Businesses should support inclusive growth and equitable development.	Equal Opportunity Policy
9	Businesses should engage with and provide value to their customers and consumers in a responsible manner	Polycab Code of Conduct Quality Policy Data Protection & Privacy Policy



Business Responsibility Report ('BRR')

3. Details of Compliance (Reply in Y/N)

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a Policy/Policies for...	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy been formulated in consultation with the relevant stakeholders?	Yes								
3	Does the policy conform to any national/international standards? If yes, specify? (50 words)	Yes. The policies has been formulated in accordance with applicable SEBI Regulations.								
4	Has the policy been approved by the Board? If yes, has it been signed by MD/ Owner/CEO/ appropriate Board Director?	Yes. The policies has been approved by the Board of Directors and signed by the Chairman & Managing Director.								
5	Does the Company have a specified Committee of the Board/ Director/ Official to oversee the implementation of the policy?	Yes								
6	Indicate the link for the policy to be viewed online?	Policies are available on the website of the Company i.e. www.polycab.com . Policies which are internal to the Company are available on the intranet of the Company. Link of the policies hosted on the website are given above.								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes								
8	Does the Company have in-house structure to implement the policy/policies?	Yes								
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/policies?	Yes								
10	Has the Company carried out Independent Audit / evaluation of the working of this policy by an internal or external agency	The policies have been evaluated internally								

If answer to Sr. No. 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The Company has not understood the principles	-	-	-	-	-	-	-	-	-
2	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified Principles	-	-	-	-	-	-	-	-	-
3	The Company does not have financial or manpower resources available for the task	-	-	-	-	-	-	-	-	-
4	It is planned to be done within next six months	-	-	-	-	-	-	-	-	-
5	It is planned to be done within next one year	-	-	-	-	-	-	-	-	-
6	Any other reason (please specify)	-	-	-	-	-	-	-	-	-

4. Governance related to BR

Sr. No.	Particulars	Details
1	Indicate the frequency with which the Board of Directors, Committee of the Board to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, more than 1 year?	Annually
2	Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?	Yes, the BRR forms part of the Annual Report for FY 2022, which is available on the website of the Company at: www.polycab.com and is published annually.

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

1. Does the Company have Policies relating to ethics, bribery and corruption cover only the Company?

- Response:** The Company has following policies relating to ethics, bribery and corruption which are also applicable to other stakeholders.
- a)

Anti Bribery Policy
- b)

Conflict of Interest Policy
- c)

Policy for prevention of Fraud.

2. Does it extend to Group/ Joint Ventures/ Suppliers/ Contractors/NGOs/Others?

Response: Yes, the policies are applicable and binding on all employees (temporary or permanent), directors, officers of the Company and its subsidiaries, Joint venture Partner(s) and Associate Companies, the Policy is also applicable to all third parties including but not limited to vendors, distributors, resellers, business partners, suppliers, contractors, subcontractors, or agents working on its behalf to abstain from engaging in any form of bribery or corruption.

3. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

Response: During the year under review, 95 shareholder grievances were received and none of the complaints are pending as on March 31, 2022. For more details refer Corporate Governance Report page no 141.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1. List upto 3 of your products or services whose design has incorporated social or environmental concerns risk and/ or opportunities.

Response: The Company manufactures a wide range of Cables, Wires and Fast-Moving Electrical Goods (FMEG). The Company is continuously emphasizing on creating products that do not have any detrimental effect on the individuals, communities and environment. The Company makes a wide contribution to sustainable development through innovative process and R&D activity as well as focused into other attributes like product carbon footprint, recycled content and energy efficiency. The eco-friendly product green wire is manufactured adhering to National and International standards and 3rd party certification. The Company is always contributing sustainable design practices in safety areas and produced IGNIS, the fire safety cable for working in high fire situation continuously for 3 hours without evolution of toxic gases.

- i.

LED bulbs are made with eco-friendly mercury-free energy efficient LED technology that have an 80 percent higher efficiency than GLS lights.
- ii.

Our brushless direct current motor (BLDC) fans are far more energy efficient (only consume 42 W at maximum speed), produce less noise, and have a longer life period without compromising air delivery criteria.

- iii.

The Company makes halogen free cable with energy efficient E-Beam technology facilitates high energy saving and reduces carbon foot print. The wires & cables produced from E-Beam technology are having excellent electrical, mechanical and fire properties with low production of waste and causing no harm to the environment.

2. Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

Response: Suppliers are invaluable stakeholders in our business. Our Quality Policy specifies the degree of excellence as "all activities of the organization to be carried out in a systematic manner as per best standards. The Company engages with suppliers to inculcate responsible business practices in the entire supplier life cycle embodied in Supplier Code of Conduct. All suppliers are required to adhre to Supplier Code of Conduct which includes a mandate to comply with local laws and regulations. We expect our suppliers to support and respect internationally proclaimed human rights guidelines.

3. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

Response: Many products like galvanized wires, various tapes, fillers, maintenance repair and operational parts are sourced from Micro Small Medium Enterprises (MSMEs) located in the vicinity of our factories. With rising demand from the Company, these suppliers are increasing their capacities and capabilities to meet with the requirements of the Company. The Company ensures that undisputed payments are made to MSMEs within the timeframe prescribed under the Micro, Small and Medium Enterprises Development Act, 2006.

4. Does the Company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

Response: The Company recycles select raw materials in collaboration with local agencies while collecting in an uncontaminated form. The recycle process is highly environment friendly and cost effective with lower transaction cost. Special recycling process are adopted for low evolution of Green House Gas.



Business Responsibility Report ('BRR')

Principle 3: Businesses should promote employee well-being

Sr. No.	No. of Employees as on March 31, 2022	Details
1	On-roll	4431
2	Employees hired on temporary/contractual/casual basis	7337
3	Permanent women employees	170
4	Permanent employees with disabilities	6
5	Do you have an employee association that is recognized by Management	Nil
6	What percentage of your permanent employees is members of this recognized employee association	Not applicable
7	Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment, discriminatory employment in the last financial year and pending as on the end of the financial year	Nil
8	What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?	
	(i) Permanent Employees	85.35%
	(ii) Permanent Women Employees	97.65%
	(iii) Casual / Temporary / contractual employees	92.30%
	(iv) Employees with Disabilities	50.00%

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

1. Has the Company mapped its internal and external stakeholders?

Response: Yes

2. Out of the above, has the Company identified the disadvantaged, vulnerable and marginalized stakeholders.

Response: Yes

3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.

Response: Yes, CSR activities of the Company are undertaken to target the disadvantaged, vulnerable and marginalized stakeholders such as:

Education & Skill Development, Construction, renovation and support of schools and anganwadis, Science and Computer Labs, Educational Programs and skill development classes.

Environment- Animal welfare, Tree Plantation and Swacch Bharat Abhiyan

Health care and sanitation, COVID, Health Camps, Sanitation Facilities, Hospital Equipment

Rural development – Farming Sessions, construction of community hall and library, support to orphanage and old homes.

Principle 5: Businesses should respect and promote human rights

1. Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

Response: Yes, the Human Rights Policy is applicable and binding on all employees, Directors, officers of the Company and its subsidiaries, Joint Venture Partner(s) and Associate Companies who in turn shall ensure that financial consultants, corporate agents, brokers, distributors, vendors, consultants, advisors, suppliers, contractors or other third parties engaged with the Company and its subsidiaries or affiliate companies, are aware of and abide by the policies, across all locations.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

Response: NIL

Principle 6: Businesses should respect, protect, and make efforts to restore the environment

1. Does the policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

Response: Yes, the company has adopted an Occupational Health Safety and Environmental (OHSE) policy which covers the Company and other stakeholders.

2. Does the Company have strategies / initiatives to address global environmental issues, such as climate change, global warming, and others? If yes, please give hyperlink for webpage etc.

Response: The Company is committed to minimize resource wastage and maintain ecological balance. These efforts also extend to re-using and recycling the resources to the

extent possible. Our products reflect a genuine sense of eco-consciousness and are produced using the most environment-friendly materials and processes, with the highest efforts to conserve energy and other key resources.

- Conventional lighting are 100% replaced with LED lighting
- Completed two years – ISO 50001 Energy Management system
- Installation of Variable Frequency Drive (VFD) in compressor and pumps, resulting in energy saving of 20%
- Implemented industry 4.0 – IoT in three plants to capture real time date of machines

3. Does the Company identify and assess potential environmental risks? Y/N

Response: Yes.

4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?

Response: The Company has undertaken Bundled wind power project – Enking International under Clean Development Mechanism.

5. Has the Company undertaken any other initiatives on clean technology, energy, efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.

Response: Yes, the Company has undertaken following measures in attaining energy efficiency such as:

- Commissioned Solar Roof Top Plant – 4.375 MW
- Increase in renewable energy consumption in the form of captive, wind and solar energy by 6.12 mn KWH.

6. Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported.

Response: Emission/waste generated by Company are within the permissible limits and complied all the norms stipulated by CPCB/SPCB.

7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

Response: As on March 31, 2022, no show cause / legal notice issued or received from CPCB / SPCB.

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

1. Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

Response:

- a. The Federation of Indian Chambers of Commerce and Industry
- b. The Associated Chambers of Commerce and Industry of India
- c. Confederation of Indian Industry
- d. Electrical & Electronics Manufacturing Association
- e. Federation of Indian Export Organizations
- f. Bombay Chamber of Commerce and Industry
- g. ASMECHEM Chamber of Commerce and Industry of India
- h. Indian Fan Manufacturers Association

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

Response: No.

Principle 8: Businesses should support inclusive growth and equitable development.

1. Does the Company have specified programmes/ initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.

Response: Yes, the Company has specific programmes/ initiatives/ projects in pursuance of its CSR policy

Brief Summary on CSR Initiative of the Company are as follows:

a. Health care & Sanitation

Mobile Medical units offering free services such as OPD (OutPatient Department), health cards, consultation to an average of 90 to 100 patients a day. Health Checkup & Blood Donation camp, Distribution of Medical equipment and setting up of Blood Donation Centre. Covid Support such as sponsoring Oxygen Concentrator. Support to Cancer Treatment hospital. Building of Toilet Blocks in orphanage, Schools and Villages. Distribution of Medicine in old age homes. Support to Dr Hedgewar Hospital in setting up of 2 General wards of 25 bed each and providing Mammography Machines in Radiology Department. Partnered with the Rotary Club, Calicut East, in



Business Responsibility Report ('BRR')

providing medical equipment to the Pediatric ICU Ward of the Government Hospital at Beach Road, Calicut.

b. Education & Skill Development

Education program and facilities: LEAAD Program (Leadership Enrichment for Adolescence through Assessment & Development) was organized which help students exposed to leadership building qualities. Study Science, Technology, Engineering & Mathematics (STEM) and Computer Laboratory set up for students to learn practical aspects of education and become more tech savvy. Built new Anganwadis and renovated schools and Support to Netaji SCB Military Academy in construction of School in Daman.

Skill development initiatives for women empowerment include martial arts – offering 3 years certification course in self-defence, sewing classes aimed at self-employment of women and dance classes offering 5 years 'Visharad' Course in traditional dance.

c. Environment

Tree Plantation, construction and renovation of Check Dams, Animal Welfare such as construction of cattle shed & organizing cattle camps and carried out Swacch Bharat Abhiyan.

d. Rural Development

Agriculture: Sessions on best practices of farming, crop planning and care, mushroom farming, post harvest management product sales and marketing. Expansion of public library in Godhra.

Creating awareness of government schemes & helping on documentation / registration in villages for enabling them to take benefit of the Schemes

2. Are the programmes /projects undertaken through in-house team/own foundation/external NGO/ government structures/any other organization?

Response: The Company undertakes the programme / projects through its own foundation and external NGOs.

3. Have you done any impact assessment of your initiative?

Response: No

4. What is your Company's direct contribution to community development projects – Amount in INR and the details of the projects undertaken.

Response: The Company spent an amount of ₹191.89 million on community Development projects. Please refer 'Annexure C' 'Annual Report on CSR activities forming part of the Board's Report

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community?

Response: Yes

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner.

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.

Response*: 0.20% complaints were pending as on March 31, 2022.

*Note: Subsequently these pending customer calls were resolved satisfactorily.

2. Does the Company display product information on the product label, over and above what is mandated as per local laws?

Response: The Company displays products information on the product label as mandated by law

3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.

Response: Nil

4. Did your Company carry out any consumer survey/ consumer satisfaction trends?

Response: Yes, the Company collects Customer feedback form and outbound calls.

For and on behalf of Board of Directors of
Polycab India Limited

Inder T. Jaisinghani
Chairman & Managing Director
DIN: 00309108

Place: Mumbai
Date: May 10, 2022

Introduction

Polycab
at a Glance

Year under
Review

Our approach to
Value Creation

Governance
and Ethics

Value created for
Stakeholders

**Statutory
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Financial
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Board's Report

To

The Members of Polycab India Limited

Your Directors take pleasure in submitting the 26th Annual Report of the business and operations of your Company ('the Company' or 'PIL') and the Audited Financial Statements for the financial year ended March 31, 2022.

1. Financial & Operations Highlights of the Company

		(₹ in million)			
Sr. No.	Particulars	Standalone		Consolidated	
		Current Year	Previous Year	Current Year	Previous Year
		March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
1	Revenue from Operation	1,20,979.09	87,363.62	1,22,037.61	87,922.34
	Other Income	905.03	1,197.21	899.23	1,192.83
	Total income	1,21,884.12	88,560.83	1,22,936.84	89,115.17
2	Earnings before Interest & Depreciation	14,548.13	12,105.91	14,478.92	12,838.19
	Finance Cost	334.20	411.23	351.90	426.87
	Depreciation	1,965.58	1,740.09	2,015.19	1,761.66
3	Profit before Tax	12,248.35	9,954.59	12,111.83	10,649.66
	Income tax expenses	2,935.63	1,641.29	2,938.99	1,790.53
4	Profit after Tax	9,312.72	8,313.30	9,172.84	8,859.13
5	Earnings Per Share (In ₹)				
	Basic	62.39	55.79	60.87	59.20
	Diluted	62.12	55.57	60.60	58.96

The standalone as well as the consolidated financial statement have been prepared in accordance with the Indian Accounting Standards (Ind AS).

During the year PIL posted a consolidated turnover of ₹ 1,22,038 million rising by ₹ 34,116 million YoY from ₹ 87,922 million in the previous year. The consolidated EBITDA (excluding other income) and profit after tax stood at ₹ 12,626 million and ₹ 9,173 million as against ₹ 11,117 million and ₹ 8,859 million in the previous year. FY22 was a year full of challenges, but the Company achieved several significant milestones. Overall top-line surpassed ₹ 120 billion clocking 17% CAGR in last 5 years. Exports became a sustainable ₹ 9 billion business making Polycab, the largest exporter of cables and wires in India. FMEG is now a ₹ 12 billion franchise. The business also churned out record cash with negligible debt levels.

Although the year started with the second wave marked by sharp rise in Covid-19 cases, however the impact on day-to-day life as well business was relatively lesser than the first wave on account of well calibrated lockdown and successful vaccination drive. The economy saw a steady uptick from Q2 FY22 onwards. Macro indicators such as GST collections, E-way bills, Index for Industrial Production (IIP), Core industries index amongst others continued to scale new highs. Real GDP growth in Q3 FY22 stood at 5.4% YoY on a positive base. Such favorable macro-economic factors coupled with an accommodative stance adopted by the Reserve Bank of India (RBI) resulted in highest amount of fresh investment announcements seen in last 15 years. Furthermore, policy reforms like National Infrastructure Pipeline, Gati Shakti – National Master Plan, Production-Linked Incentive (PLI) scheme, amongst others, is likely to provide a strong impetus to public capital investments as well as domestic manufacturing. Moreover,

we believe India's immense consumption potential underlined by favourable demographics, rising incomes, urbanisation and technological advancements forms the bedrock of long-term structural growth

Wires and Cables revenue grew strongly by 41% YoY to ₹ 1,06,953 million, accounting for 87% of total sales in FY22. A combination of internal and external factors including strong focus on execution, proactive investment in key areas like distribution expansion, pricing actions, digitalization coupled with governments strong focus on driving economic growth and structural reforms have resulted in a healthy double-digit volume as well as market share gains for Polycab in the wires and cables segment. Unprecedented volatility in key input costs and disruptions led by two waves of COVID pandemic posed as key headwinds during the year. FMEG business revenue stood at ₹ 12,544 million, as against ₹ 10,341 million in FY21, posting a 21% YoY growth in sales led by strategic interventions, distribution expansion as well as improving demand environment. Over the past five years this business has clocked 30% CAGR and healthy market share gains across most categories, all the while enduring stiff competition and pandemic led disruptions. The business contributed 10% to consolidated top-line. The Company is committed to achieving 2x of industry growth and 12% annualized EBITDA margin in this business by FY26.

The Company has seen significant inflation in almost all of the raw materials used to manufacture wires, cables and FMEG. Prices of key inputs swelled by 20% to 70%, on an average, during the year. This was largely led by supply chain disruptions, recovering demand following the pandemic, various government policies and rise of clean energy ecosystem. Copper prices were elevated on account of lower



Board’s Report

production and supply from key copper mining countries, more particularly in South America. This coupled with global push towards green energy for production of electric vehicles along with renewable infrastructure and investments in the grid boosted copper demand and led to critically low levels of refined copper inventories globally. Copper prices increased from ~\$9,000/mt in March 2021 to ~\$10,200/mt in March 2022 with high interim volatility. Aluminium prices increased to a thirteen-year high crossing \$3,200/ MT in January 2022 and moving closer to \$4,000/MT in short span of time. This was largely led by demand supply mismatch on account of improved demand across sectors and geographies, supply chain hiccups led by geopolitical tensions and policy actions in China. PVC compounds, used as an insulating material, for wires and cables also remained elevated due to rising crude oil prices. While the commodity prices are likely to remain elevated in the near term, the Company is proactively passing on the inflation to customers through calibrated price hikes.

The world is changing faster than ever, and we must be at the cutting edge of business to thrive. The business environment has evolved in the last few years, and we have been working at aligning our business by integrating new technology, new talent, strong channel network and providing innovative products and solutions to customers. Project Leap is our multiyear program that includes a range of strategic teams and initiatives focused on growth, profitability and long-term capability building for the organization across B2B and B2C businesses with a goal of achieving greater than ₹200 billion sales by FY 2026. During the year the Company made significant progress primarily in focusing on four key areas i.e. Setup of right organization enablers, Customer centricity, Go – To – Market and Product portfolio optimization (Refer to Project Leap section for more details).

Polycab family has grown during the year. Authorized dealers and distributors increased from 4,100 to 4,600 while retail outlets increased from 1,65,000 to 2,05,000 registering nearly 25% YoY growth. The company remains very optimistic of medium to long term potential of wires and cables industry given its diverse utility and a conducive economic environment. Structural reforms implemented in the past like Goods and Service Tax (GST), Insolvency and Bankruptcy Code (IBC), Labour laws, Corporate Tax rate, Real Estate Regulatory Authority (RERA) amongst other created a robust platform which builds an attractive investment case for India. Manufacturing sector which is one of our key demand centres, serviced through authorised dealers and distributors, is witnessing healthy traction on the back of rising capacity utilisation, Production Linked Incentive (PLI) Scheme as well “Make in India”. With a right product portfolio, strong inherent capabilities and robust reach, Polycab is very well positioned to leverage all of these favorable tailwinds and reinforce its market position further. FMEG industry is likely to grow in high single digits over the medium term led by rising disposable incomes, evolving consumer preferences, technology

progression and premiumisation. Within the broader market, large, organised players are likely to grow at a much faster pace with increased consumer awareness, product availability, government regulations and volatile business environment. With project Leap in action, our growth strategy is built up four key pillars 1) Right Product portfolio 2) Right Go-to-market 3) Right brand architecture 4) Right Influencer program. The Company remains committed to growth strategy under Project Leap which will enable it to grow disproportionately as against the industry.

On standalone basis, we have recorded a growth in turnover of 38% YoY from ₹ 1,20,979 million to ₹ 87,364 million in FY 22. The EBITDA is ₹ 12,400 million as against ₹ 10,909 million for the previous year. Standalone Profit after tax is ₹ 9,313 million as compared to ₹ 8,313 million of the preceding year.

2. Transfer to Reserve

The Company does not propose to transfer any amount to Reserves.

3. Dividend

The Board of Directors at their meeting held on May 10, 2022, have recommended a Dividend @ ₹ 14/- (140%) per equity share of the face value of ₹10/- each for the financial year March 31, 2022 subject to approval of the Member of the Company at the ensuing Annual General Meeting. The total cash out flow on account of payment of Dividend would be approximately ₹ 2,092.20 million. The Members whose names appear as Beneficial Owners as at the end of the business hours on Wednesday, June 22, 2022 (Record date) will be eligible for receipt of Dividend.

The Dividend, if approved by the Members will be paid on or before 30 days from the date of Annual General Meeting.

The Dividend recommendation is in accordance with the Dividend Distribution Policy (“Policy”) of the Company. The Policy is available on Company’s website and is accessible through [weblink](#).

4. Change in Share Capital

Particulars	No. of Equity shares	Face Value (₹)	Paid-up share capital (₹)
Paid up Capital of the Company as on April 01, 2021	14,91,18,814	10/-	1,49,11,88,140
Equity Shares allotted under ESOP during the year under review	3,24,226	10/-	32,42,260
Paid up Capital of the Company as on March 31, 2022	14,94,43,040	10/-	1,49,44,30,400

During the financial year 2021-22, there was no change in the authorised share capital of the Company.

5. Subsidiaries, Joint Ventures & Associates:

Subsidiaries

5.1. Details of Subsidiaries

As on March 31, 2022, your Company had 9 (Nine) Subsidiaries as detailed below:

Sr. No.	Name of the Subsidiary	Date of creation of Interest	Nature of interest / percentage of shareholding	Location
(i)	Tirupati Reels Private Limited (‘TRPL’)	January 21, 2015	Subsidiary (55%)	India
(ii)	Dowells Cable Accessories Private Limited (‘Dowells’)	December 01, 2015	Subsidiary (60%)	India
(iii)	Silvan Innovations Labs Private Limited (‘Silvan’)	June 18, 2021	WOS ¹	India
(iv)	Polycab Australia Pty Limited (‘PAPL’)	July 01, 2020	WOS ¹	Australia
(v)	Polycab Support Force Private Limited (‘PSFPL’)	March 13, 2021	WOS ¹	India
(vi)	Uniglobus Electricals and Electronics Private Limited (‘Uniglobus’)	March 24, 2021	WOS ¹	India
(vii)	Polycab USA LLC (‘PULLC’)*	January 27, 2020	WOS ¹	USA
(viii)	Polycab Electricals and Electronics Private Limited (‘PEEPL’)*	March 19, 2020	WOS ¹	India
(ix)	Steel Matrix Private Limited (‘Steel Matrix’)*	November 11, 2021	Subsidiary (75%)	India

Note: * Yet to commence business operations

WOS¹ – Wholly-owned Subsidiary

None of the subsidiaries mentioned above is a material subsidiary as per the thresholds laid down under the Listing Regulations as amended from time to time.

5.2. Financial Performance of Subsidiaries

Pursuant to Section 129(3) of the Act, a statement containing salient features of the Financial Statements of each of the subsidiaries and Joint Venture Company in the prescribed Form AOC-1 is set out in **Annexure [A]** to this report. The financial statements of the subsidiaries are available for inspection by the Members at the Registered Office of the Company pursuant to the provisions of Section 136 of the Act and also available on the website of the Company and can be accessed at www.polycab.com.

The financial performance of the subsidiaries of the Company are detailed below:

(i) Tirupati Reels Private Limited (‘TRPL’)

TRPL was incorporated as a Private Limited Company on January 21, 2015 under the Companies Act, 2013, having its registered office in New Delhi, India. TRPL is engaged, inter-alia, in the business of manufacturing, exporting, importing, dealing and distributing the reels, drums, pallets, packaging material made of wood, steel or any articles and its by-products. TRPL supplies cables packing drums to PIL. The Company holds 55% equity shares in TRPL.

During the year under review, the financial performance of TRPL is as follows:

(₹ in million)			
Sr. No.	Particulars	March 31, 2022	March 31, 2021
a.	Income from operations	1,015.49	678.54
b.	Profit/(Loss) before tax	87.35	59.86
c.	Profit/(Loss) after tax	62.30	20.19

(ii) Dowells Cable Accessories Private Limited (‘Dowells’)

Dowells was incorporated as a Private Limited Company on December 01, 2015 under the Companies Act, 2013, having its registered office in Maharashtra, India. Dowells is engaged, inter-alia, in the business of manufacturing, designing, importing, exporting, of soldering or other types of cable sockets for electrical wires, connectors and accessories. During the year under review, the Company with a view strengthen its control, had acquired additional 8,10,000 equity shares (constituting 9% of the total shareholding) from the promoters of Dowells on 30th December, 2021, as a result of which, the aggregate shareholding of the Company had increased from 51% to 60%.

Dowells is market leader in terminal technology with accumulated experience in the line of manufacturing of cable terminals, connectors, cable glands, crimping system and accessories since 1961.

During the year under review, the financial performance of Dowells is as follows:

(₹ in million)			
Sr. No.	Particulars	March 31, 2022	March 31, 2021
a.	Income from operations	896.41	424.54
b.	Profit/(Loss) before tax	174.98	80.17
c.	Profit/(Loss) after tax	130.82	59.40

(iii) Silvan Innovations Labs Private Limited (‘Silvan’)

On June 18, 2021, the Company acquired 100% shareholding of Silvan at a consideration of ₹ 102 Million with an objective to augment the Company’s Internet of Things (IoT) based home automation and office automation



Board’s Report

solutions for expanding the potential addressable market in FMEG space in line with strategy to address evolving consumer needs through innovative solutions.

Silvan is a technology company focused on providing cutting edge automation offerings for homes, offices, banks, retail outlets, hotel and other spaces. Its portfolio includes IoT based automation products and solutions such as lighting management system, room automation, temperature control devices, contactless controls, curtain control, security devices amongst others. The Company was founded in 2008 in Karnataka, India and has business presence across many states in India.

During the year under review, the financial performance of Silvan is as follows:

(₹ in million)			
Sr. No.	Particulars	March 31, 2022	March 31, 2021
a.	Income from operations	22.23	14.86
b.	Profit/(Loss) before tax	(80.81)	(63.07)
c.	Profit/(Loss) after tax	(80.81)	(63.07)

(iv) Polycab Australia Pty Limited (‘PAPL’)

PAPL was incorporated as a wholly-owned Subsidiary on July 1, 2020 having its registered office in Australia. PAPL is involved in a business of trading of electrical cables and wires, optical fibre cables and consumer electrical goods. The Company holds 100% equity shares in PAPL.

During the year under review, the financial performance of PAPL is as follows.

(₹ in million)			
Sr. No.	Particulars	March 31, 2022	March 31, 2021
a.	Income from operations	749.39	558.31
b.	Profit/(Loss) before tax	28.27	22.29
c.	Profit/(Loss) after tax	19.47	15.65

(v) Polycab Support Force Private Limited (‘PSFPL’)

Polycab Support Force Private Limited was incorporated as a wholly-owned Subsidiary on March 13, 2021 having its registered office in Gujarat, India. PSFPL is engaged in the business of staffing solution. The objective of incorporating PSFPL is to provide manpower support to the Company and other group companies. The Company holds 100% equity shares in PSFPL.

During the year under review, the financial performance of PSFPL is as follows:

(₹ in million)			
Sr. No.	Particulars	March 31, 2022	March 31, 2021
a.	Income from operations	-	-
b.	Profit/(Loss) before tax	(1.70)	-
c.	Profit/(Loss) after tax	(1.70)	-

(vi) Uniglobus Electricals and Electronics Private Limited (‘Uniglobus’)

Uniglobus was incorporated as a wholly-owned Subsidiary on March 24, 2021 having its registered office in Gujarat, India. Uniglobus is engaged in the business of trading and manufacturing of, among others, cables, wires, fast moving electricals and electronics goods. The Company holds 100% equity shares in Uniglobus.

During the year under review, the financial performance of Uniglobus is as follows:

(₹ in million)			
Sr. No.	Particulars	March 31, 2022	March 31, 2021
a.	Income from operations	0.25	-
b.	Profit/(Loss) before tax	(28.38)	-
c.	Profit/(Loss) after tax	(23.51)	-

(vii) Polycab USA LLC (‘PULLC’)

PULLC was incorporated on January 27, 2020, as a Limited Liability Company having its registered office in USA. PULLC was incorporated with an objective of manufacturing and trading of wires & cables and electricals consumer products. PULLC is yet to commence its business operation. The Company holds 100% equity shares in PULLC.

(viii) Polycab Electricals and Electronics Private Limited (‘PEEPL’)

PEEPL was incorporated as a Private Limited Company on March 19, 2020 under the Companies Act, 2013, having its registered office in Maharashtra, India. PEEPL was incorporated with an objective of manufacturing and trading of wires & cables and Electricals and Electronics consumer products. PEEPL is yet to commence its business operation. The Company holds 100% equity shares in PEEPL.

(ix) Steel Matrix Private Limited (‘Steel Matrix’)

Steel Matrix was incorporated as a Private Limited Company on November 11, 2021 under the Companies Act, 2013, having its registered office in Gujarat, India. Steel Matrix was incorporated with an objective of securing dependable supply of quality packing materials, improving control over the supply chain and increase the overall operating efficiencies. Steel Matrix will also help to strengthen the backward integration of the Company’s manufacturing process. Steel Matrix is yet to commence its business operations. The Company holds 75% equity shares in Steel Matrix.

5.3 Change in subsidiaries:

Disinvestment of Ryker Base Private Limited (Wholly owned Subsidiary):

During the year under review, the Company had executed Share Purchase Agreement (‘SPA’) with Renuka Investments & Finance Limited, (a wholly owned subsidiary of Hindalco Industries Limited) for divesting the entire equity shareholding of 5,20,20,000 equity shares of ₹ 10 each of Ryker Base Private Limited at a consideration of ₹1778.92 million. Consequent to the said disinvestment, Ryker Base Private Limited ceased to be a wholly owned subsidiary of the Company on November 18, 2021.

5.4 Joint Venture: Techno Electromech Private Limited (Techno)

In 2017, the Company entered into a 50:50 strategic joint venture with Techno and invested ₹ 118.2 million (Net). Techno, a manufacturer based in Vadodara, Gujarat, to manufacture LED lighting and luminaires. Techno is engaged, inter alia, in the business of manufacturing of light emitting diodes, OEM & LED Luminaries such as LED batten, bulb down lighters, flood lights. The Company holds 50% equity shares in Techno.

During the year under review, the financial performance of Techno is as follows:

(₹ in million)			
Sr. No.	Particulars	March 31, 2022	March 31, 2021
a.	Income from operations	2,178.57	1,940.53
b.	Profit/(Loss) before tax	(71.03)	11.14
c.	Profit/(Loss) after tax	(51.73)	11.35

5.5 Associate

The Company does not have any Associate Company.

6. Directors and Key Managerial Personnel (‘KMPs’):

6.1 Directors retiring by rotation

In accordance with the provisions of the Companies Act, 2013 (‘Act’), Mr. Rakesh Talati, Executive Director of the Company will retire by rotation in the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Item seeking approval of Members for the same is included in the Notice convening the 26th Annual General Meeting. The necessary resolution recommending his re-appointment forms part of the AGM Notice.

6.2 Appointments / Cessation of Directors / KMP during Financial Year 2021–22

Mr. Ajay T. Jaisinghani, Mr. Ramesh T. Jaisinghani, Mr. Shyam Lal Bajaj and Ms. Hiroo Mirchandani ceased to be Directors with effect from closing business hour of May 12, 2021.

Mr. Bharat A. Jaisinghani, Mr. Nikhil R. Jaisinghani and Mr. Rakesh Talati were appointed as Executive Directors and Mrs. Sutapa Banerjee was appointed as Independent Directors for a period of 5 years with effect from May 13, 2021, which was duly approved by the Members at the 25th Annual General Meeting of the Company held on July 21, 2021.

6.3 Meetings of the Board of Directors

The Meetings of the Board and its Committees are held at regular intervals to discuss, deliberate and decide on various business policies, strategies, governance, financial matters and other businesses. The schedule of the Board / Committee Meetings to be held in the forthcoming financial year is circulated to the Directors in advance to enable them to plan their schedule for ensuring attendance and effective participation in the meetings. During the year, 7 (Seven) Board Meetings were held, the details of which are given in the Report on Corporate Governance, which forms part of the Annual Report. The gap between two Board Meetings did not exceed 120 days as per Section 173 of the Act. The Directors had attended all the Meetings of the Board and its Committees held during the financial year 2021–22.

The composition of the Board and other details relating to the Meetings of the Board & its Committee(s) have been provided in the Corporate Governance Report.

6.4 Declaration by Independent Directors

The Independent Directors had submitted their disclosures to the Board that they fulfil the requirements as stipulated under Section 149(6) of the Act and Regulation 25(8) of Listing Regulations. There had been no change in the circumstances affecting their status as Independent Directors of the Company to qualify themselves to be appointed as Independent Directors under the provisions of the Act and the relevant regulations. The Independent Directors have given the declaration under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 confirming compliance with Rule 6(1) and (2) of the said Rules that their names are registered in the databank as maintained by the Indian Institute of Corporate Affairs (‘IICA’).

6.5 Familiarization Programme

In compliance with the requirements of Listing Regulations, the Company has put in place a framework for Directors’ Familiarization Programme to familiarize the Independent Directors with their roles, rights and responsibilities, strategy planning, manufacturing process, nature of the industry in which the Company operates and business model.

The details of the familiarization programme conducted during the financial year under review are explained in the Corporate Governance Report. The same is available on the Company’s website and are accessible through [weblink](#).



Board’s Report

6.6 Separate Meeting of Independent Directors

In terms of requirements of Schedule IV of the Act, the Independent Directors of the Company met separately on January 15, 2022, inter alia to review the performance of Non-Independent Directors (including the Chairman), the entire Board and the quality, quantity and timeliness of the flow of information between the Management and the Board.

6.7 Board Evaluation

Pursuant to the provisions of the Act and Listing Regulations, the Board at its meeting held on May 10, 2022, had conducted annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and other Committees. The details of performance evaluation have been mentioned in the Corporate Governance Report.

6.8 Committees of the Board

The Company has duly constituted the following mandatory Committees in terms of the provisions of the Act & Listing Regulations read with rules framed thereunder viz.

- Audit Committee;
- Nomination and Remuneration Committee;
- Stakeholders’ Relationship Committee;
- Corporate Social Responsibility Committee; and
- Risk Management Committee.

The Composition of all above Committees, number of Meetings held during the year under review, brief terms of reference and other details have been provided in the Corporate Governance Report which forms part of this Annual Report. All the recommendations made by the Committees were accepted by the Board.

Audit Committee

As of March 31, 2022, the Audit committee of the Board of Directors of the Company comprises of 4 (Four) Members namely:

Sr. No.	Name of the Director	Category	Designation
i.	Mr. T. P. Ostwal	Independent Director	Chairman & Member
ii.	Mr. R. S. Sharma	Independent Director	Member
iii.	Mr. Pradeep Poddar	Independent Director	Member
iv.	Mr. Inder T. Jaisinghani	Managing Director (Non- Independent)	Member

The Committee comprises of majority of Independent Directors.

During the year under review, all the recommendations made by the Audit Committee were accepted by the Board.

6.9 Directors’ Responsibility Statement (‘DRS’)

In addition to the certificate received under Regulation 17(8) of the Listing Regulations, the Director Responsibility Statement was also placed before the Audit Committee. The Audit Committee reviewed and confirmed the said Certificate and DRS.

Thereafter the DRS was placed before the Board of Directors. Accordingly, the Board of Directors hereby state that:

- in the preparation of the annual accounts for the financial year ended March 31, 2022, the applicable accounting standards had been followed and there were no material departures.
- the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2022 and of the profit of the Company for the year ended as on that date;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- the Directors have prepared the annual accounts on a going concern basis.
- the Directors had laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and are operating effectively; and
- the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

7 Auditors and their Report

7.1 Statutory Auditors

B S R & Co. LLP, Chartered Accountants, (Firm Registration No: 101248W/W-100022), were appointed as the Statutory Auditors of the Company at the 23rd Annual General Meeting of the Company held on June 26, 2019, for a term of 5 consecutive years commencing from the conclusion of 23rd Annual General Meeting till the conclusion of 28th Annual General Meeting to be held for financial year 2023–2024. Further, they have confirmed their eligibility under Section 141 of the Act and the Rules framed thereunder. As required under Listing Regulations, the Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The Auditors’ Report on Standalone and Consolidated Financial Statements for the financial year 2021–22 issued by B S R & Co. LLP Chartered Accountants, does not contain any qualification, observation, disclaimer, reservation, or adverse remark. Further, the Company has obtained a certificate on Corporate

Governance from B S R & Co. LLP, Chartered Accountants, certifying the compliances with the conditions of Corporate Governance as stipulated under Listing Regulations.

7.2 Cost Auditors

The Company is maintaining the cost records as specified by the Central Government under sub-section (1) of section 148 of the Act and have appointed V. J. Talati & Co., Cost Accountants, as Cost Auditors, to issue Cost Audit Report for the Financial year 2022–23 at a professional fee of ₹ 5,50,000/- (Rupees Five Lakhs Fifty Thousand only) plus applicable taxes and out of pocket expenses at actual.

The remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, a resolution seeking Members’ ratification for the remuneration payable to the Cost Auditor forms part of the Notice convening the ensuing Annual General Meeting.

7.3 Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Dilip Bharadiya & Associates were appointed as the Secretarial Auditors of the Company to conduct the Secretarial Audit for the year ended March 31, 2022.

The Secretarial Audit Report (MR-3) for the Financial Year ended March 31, 2022, is set out in **Annexure [B]** to this report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark or disclaimer.

7.4 Corporate Social Responsibility (CSR)

Your Company believes that CSR activities are not mere charity or donations, they reflect the manner in which the business is conducted by directly focusing on the needs of the Society at large. Your Company as a Socially responsible entity not limiting the usage of resources to engage in activities that increase only their profits, but rather it evolves appropriate business processes and strategies to reflect its Commitment to the Societal Enhancement. As per the requirements of Section 135 of the Act pertaining to Corporate Social Responsibility (“CSR”) the Company has duly constituted a Corporate Social Responsibility Committee (“CSR Committee”).

The CSR Obligation for the financial year 2021–22 was ₹ 185.48 million and the Company had spent ₹ 191.89 million for carrying out the CSR projects. Further, during the year under review, the Company had spent ₹ 54.06 million out of ₹ 90.27 million on On-going CSR projects for FY 2020–21.

The On-going CSR projects for FY 2020 –21 and CSR Projects / activities undertaken for FY 2021–22 along with the composition of CSR Committee is set out in **Annexure [C]** – Annual Report on CSR to this Report. The CSR Policy is available on the Company’s website and are accessible through [weblink](#).

8. Risk Management

The Company has in place a mechanism to identify, assess, monitor, and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

The Company’ internal control encompasses various managements systems, structures of organization, standard and code of conduct which all put together help in managing the risks associated with the Company. With a view to ensure the internal controls systems are meeting the required standards, the same are reviewed at periodical intervals. If any weaknesses are identified in the process of review the same are addressed to strengthen the internal controls which are also revised at frequent intervals.

The Company, through its risk management process, aims to contain the risks within its risk appetite. There are no risks which in the opinion of the Board threaten the existence of the Company. However, some of the risks which may pose challenges are set out in the Management Discussion and Analysis which forms part of this Annual Report.

The Risk Management Policy is available on the Company’s website and are accessible through [weblink](#).

9. Particulars of Loan Given, Investments made, Guarantee Given and Securities provided under Section 186 of the Act.

Particulars of the loans given, investments made or guarantees given covered under the provisions of Section 186 of the Act, are provided in the Note No. 36 (D) & (E) of the Standalone Financial Statements.

10. Particulars of Contracts or Arrangements with Related Parties

Your Company has formulated a Policy on Related party transactions which is also available on the website of the Company and accessible through [weblink](#). This policy deals with the review and approval of related party transactions. The Board of Directors of the Company has approved the criteria to grant omnibus approval by the Audit Committee within the overall framework of the policy on related party transactions. All related party transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for related party transactions which are of repetitive nature. The related party transactions for the financial year are insignificant Commensurate with the turnover of the Company.

Further, all transactions with related parties during the year were on arm’s length basis and in the ordinary course of business. The disclosure of Related Party Transactions have been reported in Form no. AOC-2 is set out in **Annexure [D]** to this report.



Board’s Report

11. Annual Return

The Annual Return of the Company as on March 31, 2022, in form MGT-7 in accordance with Section 92(3) of the Act read with the Companies (Management and Administration) Rules, 2014 is available on Company’s website and is accessible through [weblink](#).

12. Particulars of Employees

Disclosure pertaining to remuneration and other details as required under Section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is set out in **Annexure [E]** Statement of Disclosure of Remuneration to this Report.

In accordance with the provisions of Sections 197(12) & 136(1) of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the list pertaining to the names and other particulars of employees drawing remuneration in excess of the limits as prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is available on Company’s website and is accessible through [weblink](#).

13. Company’s Policy on Appointment and Remuneration of Directors

The Company has in place a Nomination and Remuneration Policy with respect to appointment and remuneration of Directors, Key Managerial Personnel and Senior Management Personnel. The appointment of Directors on the Board is subject to the recommendation of the Nomination and Remuneration Committee (NRC). Based on the recommendation of the NRC, the remuneration of Executive Director is proposed in accordance with the provisions of the Act which comprises of basic salary, perquisites, allowances and commission for approval of the Members. Further, based on the recommendation of the Board the remuneration of Non-Executive Directors comprising of sitting fees and commission in accordance with the provisions of Act is proposed for the approval of the Members.

The salient features of the Nomination and Remuneration Policy of the Company are outlined in the Corporate Governance Report which forms part of this Annual Report. The Nomination and Remuneration Policy including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided u/s 178(3) of the Act is available on the Company’s website and are accessible through [weblink](#).

14. Employees Stock Option Schemes (ESOP)

The Company has following ESOP Schemes:

- a) Polycab Employee Stock Option Performance Scheme 2018; and

- b) Polycab Employee Stock Option Privilege Scheme 2018.

During financial year 2021–22, there had been no change in the Employee Stock Option Schemes of the Company except as approved by the Members at the Annual General Meeting held on July 21, 2021 for alteration of clause 7.3 of Polycab Employee Stock Option Performance Scheme 2018 empowering the Board / NRC to decide on vesting of options. The ESOP Scheme(s) is in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (‘the SBEB Regulations’).

Further, the Company has obtained a certificate from Dilip Bharadiya & Associates, Secretarial Auditors under Regulation 13 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations 2021 (‘SBEB Regulations’) stating that the scheme(s) has been implemented in accordance with the SBEB Regulations. The disclosure under Regulation 14 of the SBEB Regulations is available on the Company’s website and is accessible through [weblink](#).

15. Credit Ratings

During the year under review, the credit ratings of the Company had been upgraded for Bank Facilities as follows:

	CRISIL	India Rating
a. Total Bank Facilities Rated	₹3,503 crore	3,501.5 crore
b. Long Term Ratings	CRISIL AA+/Stable	IND AA+ Stable
c. Short term Ratings	CRISIL A1+ (Reaffirmed)	IND A1+ (Reaffirmed)
d. Date of rating	12 May 2021	29 June 2021

16. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

As stipulated under Section 134(3)(M) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014. The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3) (m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 is set out in **Annexure [F] – Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo** to this Report.

17. Research and Development

During the year under review, the Research & Development activities carried out by the Company is set out in **Annexure [G] – Research & Development** to this Report

18. Details of Establishment of Vigil Mechanism for Directors and Employees

Your Company is committed to highest standards of ethical, moral, compliance and legal conduct of its business. In order

to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standard of responsibility, professionalism, honesty and integrity, the Company upgrades Whistle Blower Policy in compliance with the provisions of Section 177 (9) and (10) of the Act and Regulation 22 of the Listing Regulations, and encourages complaints / grievances to be registered at designated e-mail id: speakup@polycab.com.

The Audit Committee of the Company oversees vigil mechanism process of the Company pursuant to the provisions of the Act. The Chairman of the Audit Committee has direct access to the designated e-mail id: speakup@polycab.com for receiving the Complaints under Whistle Blower Policy.

The Whistle Blower Policy is available on the Company’s website and are accessible through [weblink](#)

20. Investor Education and Protection Fund

During the year under review, there is no amount which is required to be transferred to the Investors Education and Protection Fund as per the provisions of Section 125(2) of the Act.

However, pursuant to Section 124 (5) of the Act, the unpaid Dividends that will be due for transfer to the Investor Education and Protection Fund are as follows:

Type and year of Dividend declared / Paid	Date of Declaration of Dividend	% of Dividend Declared to face value	Unclaimed Dividend Amount as on March 31, 2022 (Amount in ₹)	Due for transfer to IEPF
Final Dividend 2018–19	June 26, 2019	30%	1,49,577	August 01, 2026
Interim Dividend 2019–20	March 03, 2020	70%	7,11,284	April 09, 2027
Dividend 2020–21	July 21, 2021	100%	20,05,585	August 26, 2028

The details of the unclaimed / unpaid dividend as required under the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as “IEPF Rules”) for all the unclaimed / unpaid dividend accounts outstanding (drawn up to the Twenty Fifth Annual General Meeting held on July 21, 2021) have been uploaded on the Company website: https://polycab.com/investors/#corporate_governance. The members of the Company, who have not yet encashed their dividend warrant(s) or those who have not claimed their dividend amounts, may write to the Company’s Registrar and Share Transfer Agent i.e. Kfin Technologies Limited at einward.ris@kfintech.com.

21. Corporate Governance & Business Responsibility Report

A Report on Corporate Governance along with a certificate from the Statutory Auditors of the Company confirming corporate governance requirements as stipulated under Regulation 27 of Listing Regulations forms part of this Annual Report.

19. Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

The Company has in place a Policy on Prevention of Sexual Harassment at Workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has complied with provisions relating to the constitution of Internal Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. This policy applies to all employees full-time, part-time, trainees and those on contractual employment of the Company at their workplace and to the employees of its business associates (“associated parties”) who visit workplace for official duties. During the year under review, no complaints were received.

Business Responsibility Report for the financial year under review, as stipulated under Regulation 34(2)(f) of Listing Regulations is presented in a separate section forming part of the Annual Report.

22. Management Discussion and Analysis Report

Management Discussion and Analysis Report for the financial year under review, as stipulated under Regulation 34(2)(e) of Listing Regulations is presented in a separate section forming part of the Integrated Annual Report.

23. Material Changes and Commitments, if any, post Balance Sheet date

No material changes and commitments have occurred between end of the financial year of the Company to which the financial statements relate and the date of this report which may affect the financial position of the Company.



Board’s Report

24. Adequacy of Internal Financial Controls

The policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

25. Secretarial Standards Issued by the Institute of Company Secretaries of India (ICSI)

The Directors state that applicable Secretarial Standards were followed during the financial year 2021–22.

26. General

During the year, there were no transaction requiring disclosure or reporting in respect of matters relating to:

- (a)

details relating to deposits covered under Chapter V of the Act;
- (b)

issue of equity shares with differential rights as to Dividend, voting or otherwise;
- (c)

issue of shares (including sweat equity shares) to employees of the Company under any scheme, save and except Employee Stock Options Schemes referred to in this Report;
- (d)

raising of funds through preferential allotment or qualified institutions placement;
- (e)

significant or material order passed by the Regulators or Courts or Tribunals which impact the going concern status and Company’s operations in future;
- (f)

pendency of any proceeding against the Company under the Insolvency and Bankruptcy Code, 2016;
- (g)

instance of one–time settlement with any bank or financial institution;
- (h)

fraud reported by Statutory Auditors; and
- (i)

change of nature of business.

27. Cautionary Statement

Statements in the Annual Report, including those which relate to Management Discussion and Analysis describing the Company’s objectives, projections, estimates and expectations, may constitute ‘forward looking statements’ within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.

28. Acknowledgments

The Directors would like to place on record their sincere appreciation to its customers, vendors, dealers, suppliers, investors, business associates, bankers, Government Authorities for their continued support during the year.

The Directors truly appreciates the contribution made by employees at all levels for their hard work, solidarity, co–operation and support.

For and on behalf of Board of Directors of
Polycab India Limited

Place: Mumbai
Date: May 10, 2022

Inder T. Jaisinghani
Chairman & Managing Director
DIN: 00309108

Annexure (A) to Board’s Report

Form AOC–1

Statement containing salient features of the Financial Statement of Subsidiaries/Associate companies/Joint ventures
Pursuant to first proviso to sub–section (3) of section 129 read with Companies (Accounts) Rules, 2014)

(a) Summary financial information of Subsidiary Companies

₹ in million									
Particulars	TRPL		Dowells		Ryker#		PEEPL		PAPL
Reporting Currency	INR		INR		INR		INR		AUD
Exchange Rate	NA	NA	NA	NA	NA	NA	NA	NA	55.08 55.70
Financial year	2021–22	2020–21	2021–22	2020–21	2021–22	2020–21	2021–22	2020–21	2021–22 2020–21
Share Capital	60.00	60.00	90.00	90.00	–	520.20	1.00	1.00	11.66 11.66
Reserves & surplus	197.11	134.91	242.35	111.54	–	162.20	–0.01	–	36.64 15.60
Total Assets	714.07	610.06	429.82	276.25	–	3,315.69	1.00	1.00	432.09 583.30
Total Liabilities	456.85	415.42	97.47	74.72	–	2,633.29	0.01	–	383.79 556.31
Investments	–	–	–	–	–	–	–	–	– –
Turnover	1,015.49	678.54	896.41	424.54	–	5,473.52	–	–	749.39 558.31
Profit before tax	87.35	59.86	174.97	80.17	–	440.43	–0.01	–	28.27 22.29
Provision for taxation	25.05	39.68	44.16	20.78	–	82.51	–	–	8.80 6.64
Profit after taxation	62.30	20.19	130.81	59.40	–	357.92	–0.01	–	19.47 15.65
Proposed Dividend	–	–	–	–	–	–	–	–	– –
% of shareholding	55%	55%	60%	51%	0%	100%	100%	100%	100% 100%

₹ in million							
Particulars	Uniglobus		Steel Matrix		PSFPL		Silvan
Reporting Currency	INR		INR		INR		INR
Exchange Rate	NA	NA	NA	NA	NA	NA	NA NA
Financial year	2021–22	2020–21	2021–22	2020–21	2021–22	2020–21	2021–22 2020–21
Share Capital	90.00	NA	1.00	NA	2.60	NA	10.20 NA
Reserves & surplus	–23.64	NA	–0.01	NA	–1.70	NA	28.29 NA
Total Assets	99.16	NA	1.00	NA	1.69	NA	108.26 NA
Total Liabilities	27.74	NA	0.01	NA	0.79	NA	67.45 NA
Investments	–	NA	–	NA	–	NA	– NA
Turnover	0.25	NA	–	NA	–	NA	22.23 NA
Profit before tax	–28.38	NA	–0.01	NA	–1.7	NA	–80.81 NA
Provision for taxation	–4.87	NA	–	NA	–	NA	– NA
Profit after taxation	–23.51	NA	–0.01	NA	–1.7	NA	–80.81 NA
Proposed Dividend	–	NA	–	NA	–	NA	– NA
% of shareholding	100%	NA	75%	NA	100%	NA	100% NA

On November 17, 2021, the Group had entered into agreement with Renuka Investments and Finance Limited (a wholly–owned subsidiary of Hindalco Industries Limited) for divesting 100% stake of Ryker Base Private Limited at a consideration of ₹ 1,778.92 million (including advance tax of ₹1.78 million).

Subsidiaries which are yet to commence operations:

Polycab Electricals & Electronics Private Limited (PEEPL)

Steel Matrix Private limited

Polycab USA LLC



Board’s Report

(b) Joint Ventures

Name of Joint Ventures		TEPL
Latest audited Balance Sheet Date		31-03-2022
Shares of Joint Ventures held by the company on the year end		
Number of shares	Number	40,40,000
Amount of Investment in Joint Ventures	₹ in million	105.20
Extend of Holding %	%	50%
Description of how there is significant influence		Through shareholding
Networth attributable to Shareholding as per latest audited Balance Sheet		Not applicable as the financials of this entity is consolidated in the Company’s Consolidated Financials using Equity method
Networth attributable to Shareholding as per latest audited Balance Sheet	₹ in million	192.88
Profit / Loss for the year*		-51.10
Considered in Consolidation	₹ in million	-25.55
Not Considered in Consolidation	₹ in million	-25.55

*Includes others comprehensive

For and on behalf of Board of Directors of
Polycab India Limited

Inder T. Jaisinghani
Chairman & Managing Director
DIN: 00309108

Place: Mumbai
Date: May 10, 2022

Annexure (B) to Board’s Report

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31STMARCH, 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
POLYCAB INDIA LIMITED

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Polycab India Limited (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, to the extent the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanisms in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as given in **Annexure I**, for the financial year ended on March 31, 2022, according to the provisions of:

- i. The Companies Act, 2013 (“the Act”) and the Companies Amendment Act, 2017 as amended from time to time and the rules made thereunder; (to the extent applicable)
- ii. The Securities Contracts (Regulation) Act, 1956 (“SCRA”) and the rules made thereunder; (to the extent applicable)
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; (to the extent applicable)
- iv. The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, (to the extent applicable)
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-

- a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
- e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and SEBI (Share based Employee Benefits) Regulations, 2021;

We have relied on the representations made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company which are stated above very specifically.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the financial year under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- The Company has complied with the clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India. Adequate notice is given to all the Directors to schedule the Board and Committee Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. The decisions of the Board and Committee were unanimous and thus there were no dissenting views which needed to be recorded



Board’s Report

We further report that based on review of compliance mechanism established by the Company and on basis of the representations made by the Company and its Officers, presentation of the Internal and Auditors and Compliance Certificate(s) issued by the Company Secretary & other Senior Management Personnel and taken on record by the Board at their meeting(s), we are of the opinion that there are adequate systems and processes in place in the Company which is commensurate with the size and operations of the Company, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines to the Company.

We further report that

During the year under review, the Company has:

- i.

granted 256,200 options to the eligible employees of the Company, pursuant to the exercise of stock options granted to them under the Polycab Employee Stock Option Performance Scheme.
- ii.

allotted 3,19,726 equity shares of ₹ 10/- each to the eligible employees of the Company, pursuant to the exercise of stock

options granted to them under the Polycab Employee Stock Option Performance Scheme.

- iii.

completed the disinvestment of Ryker Base Private Limited (Wholly-owned subsidiary) on 18.11.2021, for a consideration of ₹ 1,779 million.
- iv.

acquired 100% stake in Silvan Innovation Labs Private Limited by way of entering into an Agreement on 18.06.2021. The cost of acquisition is around ₹ 102 million for shares and for discharging outstanding liabilities

This report is to be read with our letter of even date, which is annexed as **Annexure – II** to this report.

For **Dilip Bharadiya & Associates**

Dilip Bharadiya
Proprietor

Place: Mumbai
Date: May 10, 2022

FCS No.: 7956, C P No.: 6740
UDIN: F007956D000298312

Annexure – I

Documents verified during the course of audit includes:

1.

Memorandum & Articles of Association of the Company;
2.

Annual Report for the Financial Year ended March 31, 2021.
3.

Minutes of the meetings of the Board of Directors, Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee held during the financial year under review, alongwith the Attendance Registers;
4.

Proof of circulation & Delivery of notice for Board meetings and Committee Meetings.
5.

Proof of circulation of draft as well as certified signed Board & Committee meetings minutes as per Secretarial Standards
6.

Minutes of General Body Meeting held during the financial year under review;
7.

Statutory Registers viz.

• Register of Directors & KMP & Directors Shareholding

• Register of loans, guarantees and security and acquisition made by the Company

• Register of Charges

• Register of Related Party Transaction– Transactions are in the Ordinary Course of Business at Arm’s Length Basis.

• Register of Members;
8.

Agenda papers submitted to all the Directors/ Members for the Board and Committee Meetings;
9.

Declarations received from the Directors of the Company pursuant to the provisions of Section 184(1), Section 164(2), Section 149(3) and Section 149(7) of the Companies Act, 2013;
10.

E–Forms filed by the Company, from time–to–time, under applicable provisions of the Companies Act, 1956, if any and Companies Act, 2013, as amended from time to time alongwith the attachments thereof, during the financial year under review.
11.

Policies formed by the Company

Annexure – II

To,
The Members,
POLYCAB INDIA LIMITED

Our report of even date is to be read along with this letter,

- 1)

Maintenance of secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
- 2)

I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
- 3)

I have not verified the correctness and appropriateness of financial records and Books of accounts of the Company.
- 4)

Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5)

The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
- 6)

The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Dilip Bharadiya & Associates**

Dilip Bharadiya
Proprietor

Place: Mumbai
Date: May 10, 2022

FCS No.: 7956, C P No.: 6740
UDIN: F007956D000298312



Board’s Report

Annexure (C) to Board’s Report

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

[Pursuant to Section 134(3)(o) of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended]

1. Brief outline on CSR Policy of the Company:

Polycab’s core philosophy to be a “Safe & Sustainable Company” finds its reflection in its CSR Policy. Polycab’s CSR activities are not mere charity or donations, they reflect the manner in which the business is conducted by directly focusing on the needs of the Society at large. Polycab as a Socially responsible entity not limiting the usage of resources to engage in activities that increase only their profits, but rather it evolves appropriate business processes and strategies to reflect its Commitment to the Societal Enhancement. Polycab believes that profit is a by-product that will surely follow when CSR is integrated into the economic, environmental and social objectives of the Company’s operations and growth.

Polycab, through its various CSR initiatives and programs continues to invest in addressing the most pressing needs of the community. The primary focus areas are health care & sanitation, Education & Skill Development, Rural Development and Environment. During the year, the Company had amended the Corporate Social Responsibility (CSR) Policy at the Board Meeting held on May 13, 2021 to include inter-alia additional responsibilities of the Board of Directors & CSR Committee, Guiding Principles for Annual Action Plan, Funding, Selection, Implementation and Monitoring and their guiding Principles, and Restrictions while undertaking any CSR projects and Disclosures – Website & Board Report.

2. Composition of CSR Committee:

Sr. No	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
a.	Inder T. Jaisinghani	Chairman & Managing Director	2	2
b.	Bharat Jaisinghani*	Executive Director – Member	2	1#
c.	Nikhil Jaisinghani*	Executive Director – Member	2	1#
d.	Rakesh Talati*	Executive Director – Member	2	1#
e.	Sutapa Banerjee*	Independent Director – Member	2	1#

Note:
*Inducted as member w.e.f. May 13, 2021.
Attended all the Committee meetings held since their appointment.[Ref. 2(b) to 2(e)].

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company.:

Composition of CSR Committee is available on Company’s Website and is accessible through [Weblink](#)

CSR Policy is accessible through [weblink](#)

CSR Projects is accessible through [weblink](#)

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).: Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

Sl.No.	Financial Year	Amount available for set-off from preceding financial years (in ₹ in million)	Amount required to be set- off for the financial year, if any(in ₹ in million)
		Not Applicable	

6. Average net profit of the Company as per section 135(5). ₹9,273.77 million

- (a) Two percent of average net profit of the company as per section 135(5) = ₹185.48 million
- (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL

- (c) Amount required to be set off for the financial year, if any: NIL
- (d) Total CSR obligation for the financial year (7a+7b–7c): ₹185.48 million

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (₹ in million)	Amount Unspent (₹ in million)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
191.89	NA	NA	NA	NA	NA

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)		
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Project Duration	Amount allocated for the project (₹ in million)	Amount spent in the current financial year (₹ in million)	Amount Transferred to unspent CSR Account for the project as per Section 135 96) (₹ in million)	Mode of Implementaion – Direct Yes/No	Mode of Implementation through implementing Agency	
				State	District						Name	CSR Registration Number
Not Applicable												

(c) Details of CSR amount spent against other than ongoing projects for the financial year.

1	2	3	4	5	6	7	8		
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project.		Amount spent for the project (₹ in million)	Mode of implementation Direct (Yes/No).	Mode of implementation – Through implementing agency	
				State	District			Name.	CSR registration number
Annexure C1									

- (d) Amount spent in Administrative Overheads: ₹2.48 million
- (e) Amount spent on Impact Assessment, if applicable: Not Applicable
- (f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹191.89 million
- (g) Excess amount for set off, if any:

Sl. No.	Particular	Amount (in ₹ in million)
(i)	Two percent of average net profit of the company as per section 135(5)	185.48
(ii)	Total amount spent for the Financial Year	191.89
(iii)	Excess amount spent for the financial year [(ii)–(i)]	6.41
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	–
(v)	Amount available for set off in succeeding financial years [(iii)–(iv)]	6.41

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
Not Applicable							



Board’s Report

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

1	2	3	4	5	6	7	8	9	10	11		
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Project duration	Amount allocated for the project (in ₹)	Amount spent in the current financial Year (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation – Direct (Yes/No)	Mode of Implementation – Through Implementing Agency	
				State	District						Name	CSR Registration number
Annexure – C2												

10.

In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year:

(asset-wise details).

(a) Date of creation or acquisition of the capital asset(s). **Nil**

(b) Amount of CSR spent for creation or acquisition of capital asset. **Nil**

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. **Nil**

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset). **Nil**
11.

Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). – **Not Applicable**

Place: Mumbai
Date: May 10, 2022

On behalf of the Board of Directors
of **Polycab India Limited**

Inder T. Jaisinghani
Chairman and Managing Director
(DIN: 00309108)
Chairman of CSR Committee

Annexure C (1): Details of CSR amount spent against ongoing projects for the financial year 2021-22

Sr. No	Project Nos.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local Area (Yes / No)	Location of the project State and District	Actual spent for the projects (₹ In million)	Mode of Implementation –Direct (Yes/No)	Mode of Implementation through implementing Agency (Name and Reg. number)
1	2101-2108 2110-2117 2148 (c) & (h) 2149, 2150 2152	Health Care & Sanitation Covid, health camps, sanitation facilities, hospital equipment and expansion support	(i)		Gujarat – Panchmahals West Bengal – Kolkata Madhya Pradesh – Indore Uttarakhand – Roorkee Kerala – Calicut, Ernaculam,Manappuram, Chirathala Jharkhand – Ranchi Maharashtra – Aurangabad Tamil Nadu – Coimbatore	89.09		Polycab Social Welfare Foundation (Registration no.CSR00005819)
2	2120-2123 2125 2148 (e), (f), (g) 2153 (b) (d)	Education & Skill development, Construction, renovation and support of schools and anganwadis, science and computer labs, educational programs and skill development classes Village adoption and leadership programs	(ii)		Gujarat – Panchmahals Daman – Daman Maharashtra – Mumbai Jharkhand – Ranchi Uttarakhand – Roorkee	73.43		
3	2128 2130 2132 – 2140 2148 (a), (b)& (d) 2151 2153 (c)	Rural Development, Farming sessions, construction of community hall and library, support to orphanages and old age homes	(x)	Yes	Gujarat – Panchmahals, Vadodara West Bengal – Kolkata Maharashtra – Mumbai Uttarakhand – Haridwar Daman – Daman Jharkhand – Ranchi	9.38	No	
4	2129 2141 – 2146 2148(i) 2153 (a)	Environment, Tree plantation, cattle shed, animal Welfare and Swacch Bharat Abhiyan	(iv)		Gujarat – Panchmahals Daman – Daman Madhya Pradesh – Indore Tamil Nadu – Chennai Andhra Pradesh – Vijaywada Telangana – Hyderabad	17.51		
5	2147	Administration Expense				2.48		
Grand Total						191.89		
Note: The detailed CSR projects along with CSR Spent for FY 2021-22 has been uploaded on website and accessible through weblink								



Board’s Report

Annexure C-2. Details of CSR amount spent in the financial year for ongoing projects of the Preceding Financial Year(s)

Area	Project ID	Name of the Project	Financial year in which the project was commenced	Project Duration	Total Amount allocated for the project (₹ In Million)	Amount spent on the project in the reporting Financial Year (₹ In Million)	Cumulative amount spent at the end of reporting Financial Year (₹ In Million)	Status of the project – Completed /Ongoing
Education	2001	School renovations	2021	2021 to 2023	54.55	31.11	31.11	ongoing
	2002	Anganwadis new	2021	2021 to 2023	2.21	2.20	2.20	ongoing
	2003	Anganwadis R&M	2021	2021 to 2023	0.42	0.42	0.42	ongoing
	2004	Science Lab	2021	2021 to 2023	1.20	0.60	0.60	ongoing
	2005	Computer Lab	2021	2021 to 2023	4.50	2.50	2.50	ongoing
	2006	Dance Classes	2021	2021 to 2023	0.44	0.22	0.22	ongoing
	2007	Martial art	2021	2021 to 2023	0.53	0.26	0.26	ongoing
	2008	sewing classes	2021	2021 to 2023	0.35	0.18	0.18	ongoing
	Total			A	64.2	37.49	37.49	
Health Care	2010	Halol Mobile Medical Unit (MMU)	2021	2021 to 2023	3.80	1.90	1.90	ongoing
	2011	Ghoghamba MMU	2021	2021 to 2023	3.78	1.88	1.88	ongoing
	2012	Health cards	2021	2021 to 2023	0.60	0.60	0.60	ongoing
	Total			B	8.18	4.38	4.38	
Environment	2009	Cattle shed	2021	2021 to 2023	5.99	5.99	5.99	ongoing
	2013	Water harvesting	2021	2021 to 2023	8.30	4.40	4.40	ongoing
	2014	Waste management	2021	2021 to 2023	3.60	1.80	1.80	ongoing
	Total			C	17.89	12.19	12.19	
TOTAL				(A+B+C)	90.27	54.06	54.06	

Note: Bank Interest received from earmarked fund for on going projects were significantly utilized during the year and balance portion will be utilized in FY 2022-23

Annexure (D) to Board’s Report

Form AOC-2

(Pursuant to Section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Section 188(1) of the Companies Act, 2013 including certain arm’s length transactions under fourth proviso thereto:

1. Details of contracts or arrangements or transactions not at arm’s length basis:

(a)	Name(s) of the related party and nature of relationship	NA
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts/arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which (a) the requisite resolution was passed in general meeting as required under first proviso to Section 188 of the Companies Act, 2013	

2. Details of material contracts or arrangement or transactions at arm’s length basis:

(*As defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and adopted by the Board of Directors in the Related Party Transactions Policy of the Company, “Material Related Party Transaction means a transaction with a related party if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the company as per the last audited financial statements of the company.)

During the year under review, the Company has not entered into any material Contracts or arrangements, hence the below disclosure is not applicable.

(a)	Name(s) of the related party and nature of relationship	NIL
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts/arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Date(s) of approval by the Board, if any	
(f)	Amount paid as advances, if any	

All related party transactions are in the ordinary course of business and on arm’s length basis and are approved by Audit Committee of the Company.

On behalf of the Board of Directors
of **Polycab India Limited**

Inder T. Jaisinghani

Chairman and Managing Director
(DIN: 00309108)

Place: Mumbai
Date: May 10, 2022



Board’s Report

Annexure (E) to Board’s Report

Statement of Disclosure of Remuneration under Section 197 of Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- i. The ratio of the remuneration of each director to the median remuneration of the employees of the Company and percentage increase in their remuneration in the financial year:

Name of Director	Designation	Ratio to median remuneration of the employees*	%increase in remuneration in the financial year
Inder T. Jaisinghani	Chairman & Managing Director	433.45	1.17
Bharat A. Jaisinghani	Executive Director	61.56	1.45
Nikhil R Jaisinghani	Executive Director	61.56	1.45
Rakesh Talati	Executive Director	71.00	1.02
T. P. Ostwal	Independent Director	12.60	1.21
R.S. Sharma	Independent Director	12.10	1.19
Pradeep Poddar	Independent Director	12.60	1.27
Sutapa Banerjee	Independent Director	11.09	NA ^

Percentage increase in the remuneration of Chief Financial Officer and Company Secretary in the financial year:

Name of KMP	Designation	%increase in remuneration in the financial year
Gandharv Tongia	Chief Financial Officer	1.27
Manita Carmen A. Gonsalves	Company Secretary & Compliance Officer	1.09

* Employees for the above purpose includes all employees excluding employees governed under collective bargaining.

^ Mrs. Sutapa Banerjee joined the Board in fiscal year 2021–2022, therefore % increase in remuneration with % increase in remuneration of median employee is not comparable.

- ii. The Percentage increase in the median remuneration of employees in the financial year 2021–22 is 14.75%.
- iii. The number of permanent employees on the rolls of the Company are 4,431
- iv. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

The average percentile increase in the salaries of the employees other than KMP’s is 14.47% as compared to FY 2020–21, which is in line with the industrial practice and Company’s policy whereas there is an aggregate decrease of 8.73% in the remuneration of KMPs in FY 2021–22 as compared to previous year, on account of reconstitution of the Board as per succession planning of the Company during FY 2021–22.

- v. It is hereby affirmed that the remuneration is as per the Nomination and Remuneration Policy of the Company.

On behalf of the Board of Directors
of **Polycab India Limited**

Inder T. Jaisinghani
Chairman and Managing Director
(DIN: 00309108)

Place: Mumbai
Date: May 10, 2022

Annexure (F) to Board’s Report

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The details of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo are as follows:

A) Conservation of Energy:

(i) Steps taken or impact on Conservation of Energy;

The Company continues to focus on continual improvement for optimum utilization of resources, minimize consumption of energy, water and natural resources, reduce CO2 emission while maximizing production volumes in an eco-friendly manner.

The Company is committed to sustainable business practices by contributing to environment protection & considers energy conservation as one of the strong pillars of preserving natural resources. Our consciousness towards the environment inspire us not to over utilize the resources and exploit them. The manufacturing units of the Company are continuing their efforts to reduce energy consumption.

Various steps taken by the Company in this regard are given below:

- 26.3 million KWH electricity has been generated from renewable energy sources against 155.9 million KWH of total electricity consumption in FY22.
- Increasing the generation of renewable energy continues to be one of the key focus area, in FY22 we have consumed 17% electricity generated through renewable sources as compared to 10% of FY21.
- This led to 15,000+ tonnes reduction in CO2 emission thereby lowering our carbon footprint.
- Replaced 100% conventional lighting with energy efficient LED lighting
- Installed 16 numbers of of Variable Frequency Drive (VFD) in compressors and pumps, resulting in 20% energy saving.
- Plants & streetlights are equipped with timer resulting in 20% power saving.
- VRF system have been set up for auto-control air conditioning to save energy

(ii) Additional investment made by the Company in FY 2021–22

- Solar rooftop plant of 4.20 MW commissioned.
- Implemented ISO 50001 Energy Management system
- Implemented industry 4.0 IIoT in three plants to capture real time data
- Installed Hybrid Power Factor Correction (PFC) panels to improve power quality and reduce harmonic distortion.
- Reject water handling and treatment to recycle and dispose.
- Implemented Supervisory Control and Data Acquisition (SCADA) system for better monitoring of solar plant.

Impact of the measures undertaken above for reduction of energy consumption and consequent impact on the cost of production of goods. There are continuous efforts towards improving the operational efficiencies, minimising consumption of energy and water. As a result, we

have reduced energy consumption per ton over the period.

(iii) The steps taken by the Company for utilising alternate energy sources.

The Company had installed a Windmill with 8.1MW capacity and a solar plant with 6.097 MW capacity. The energy generated by the windmills and solar plant are set off against energy consumed in manufacturing units. By this we are consuming 17% of the energy through renewable sources as against 10% of usage of energy through renewable sources in financial year 2020–21.

(iv) The capital investment in energy conservation equipment is detailed below:

An amount of ₹136 million was invested on energy conservation equipment during financial year 2021–22.



Board’s Report

B) Technology Absorption

We have always been at the forefront of leveraging technology to facilitate business growth. In FY22, we continued to invest in digital technologies, which have helped us improve operational efficiencies, aided better decision making and create immersive customer experiences. We are constantly working to upgrade the technology used in the production process and bring to the table customer-centric meaningful innovations. Efforts made towards technology absorption are:-

The Company, further with a view to ensure consistency of components have initiated:

1. Production of Aluminum covers at the new facility at Asoj using the best in class 180 Tonnes and 250 Tonnes High Pressure Die casting machines.
2. Manufacture of sheet metal Covers and Blades using automated Press Machines ranging from 10 Tonnes to 150 Tonnes.
3. Installed multi-spindle drilling and taping machines for machining of covers and rotors automatic Computerized Numerical Control (CNC) machines.
4. Used Enameled Cu for Motor winding in house ensuring great conductivity and reduction heat & Power losses.

5. In addition to the above the Company has also set up Automatic Pre-treatment lines with double transporter system to clean the painting surface as well as to keep product rust free using nanotechnology.
6. Automation of Liquid Painting and Powder Coating Applications ensuring human safety, consistent product quality and cost saving by optimizing paint.

C) Foreign Exchange Earnings And Outgo:

Sr. No.	Particulars	(₹ in million)
1.	Earnings in Foreign Exchange	8,381.64
2.	CIF Value of Import	34,261.99
3.	Expenditure in Foreign Currency	84.51

On behalf of the Board of Directors
of **Polycab India Limited**

Inder T. Jaisinghani

Chairman and Managing Director
DIN:00309108

Place: Mumbai
Date: May 10, 2022

Annexure (G) to Board’s Report

Research & Development (R&D)

The Company is constantly developing innovative compounds and materials to provide superior performance while ensuring compliance with all local and international standards and striving to create new benchmarks in safety and sustainability. The R&D centre works in line with sales and market requirement to support all aspects of the research process and offer expertise in design, performance and project management.

The Company has designed and implemented a stringent quality assurance system, which ensures that every step, right from the purchase of the basic raw materials to final output, is well planned, quality controlled, and checked. Further ongoing random testing mechanisms based on regular client feedback ensured that our products not just meet but exceeds expectations.

The Company has launched a dedicated Polymer R&D centre, which is approved and certified by the Department of Science and Industrial Research (DSIR, Government of India). Company’s R&D vision has always been to ensure that everything it does, do add value to all our stakeholders, especially the clients we serve and the community that we are a part of.

I. New Development Completed During 2021-22

A) Wires & Cables:

1. 2000V Single core flexible (class 5) ATC conductor, Heavy Duty XLPO insulated, ATC braided and EBXL-CPE outer sheathed Mud and Hydrocarbon-Oil Resistant cable as per IEEE 1580 intended to be installed aboard marine vessels, fixed and floating offshore facilities.
2. Single conductor thermoplastic PVC insulated wires for voltage up to 600V suitable to use conductor temperature 90°C Dry/Wet for power and lighting in accordance with relevant UL standard.
3. Thermoplastic PE Insulated multiple paired PVC jacketed cables for voltage up to 300V suitable to use conductor temperature 75°C for telephone and other communication circuits such as Voice, Data and Audio confirming to relevant UL standard.
4. Multi-core thermoplastic PVC insulated and PVC sheathed low voltage up to 300/500V flexible cables suitable to use conductor temperature 70°C intended for the connection of domestic appliances to the fixed supply confirming to BS EN 50525 (Part 2-11).
5. 0.6/1.0 (1.2) KV Single core (Class-2) Al-Conductor XLPE insulated and FR-PE sheathed UV resistant Rodent and Termite repellent cable suitable for power transmission as per IEC 60502

B) Fast Moving Electrical Goods (FMEG)

- a) *Fans:*
In our constant endeavour to make our consumers life better, the Company has brought many innovations this year in market, the first one being our Mosquito Repellent Heater based Pedestal Fan, a first of its kind in the market which serves a critical consumer need.

The Company, in the move to save energy through BLDC fans launched both with and without Remote models which is one of the key platforms for future growth.

- b) *Switchgear:*
Switchgear business has started in-house manufacturing of Residual current Circuit Breaker at the Company’s Nashik Plant, the product has passed all necessary tests as per BIS certification.

- c) *Lighting:*
The Company forayed into Central Control and Management System (CCMS) for connected lighting in street lights, and has also introduced hybrid technology in Driver on Board (DOB) lamps to bring about technological and cost advantage.

- d) *Water Heater (WH) and Appliances:*
The Company has introduced many new models in WH business along with bringing energy saving models, parallely and forayed into small appliances through Room Heaters.

II. Specific key qualification inter-alia- includes:

1. Cables as per different UL standard to serve North American markets.
2. A wide range of cables for vehicle application for automotive markets.
3. Marine and Ship wiring cables as per Defence standard.
4. Thin wall cables for 3-phase electric railway locomotives.
5. Approval of Saudi Aramco on Cathodic protection cables.
6. Approval from European organization for Nuclear Research (CERN) on control cables.
7. Construction Product Regulation (CPR) and Product Certification Requirement (PCR) from Basec against different British Standards.

The expenditure incurred on Research and Development during 2021-22: ₹223 million.

The Company is presently focusing on developing product and process innovations to stay on top of shifting market demands and aspirations of the customer



Board’s Report

III. Future Developments

- a) Within wires and cables, the Company is developing several new products with distinct properties which have vast applications in segments like power, lighting, building, photovoltaic application, telecom, communication circuits such as Voice, Data and Audio, irrigation machines and domestic appliances amongst others. These products also adhere to national and International standards like UL, IEC, BS etc.
- b) Within FMEG, we are designing and developing smart products under the Hohm brand. These are super premium products with IoT capabilities. PIL’s competence in automation spans across products like Fans, Lighting, Switches, Water Heaters,

and other evolving solutions. Using state-of-the-art mobile app and voice control, the Company aims to make consumers life more comfortable, efficient, and secure. We are also developing various FMEG products across price points with new features, in-line with market trends.

On behalf of the Board of Directors
of **Polycab India Limited**

Inder T. Jaisinghani
Chairman and Managing Director
(DIN: 00309108)

Place: Mumbai
Date: May 10, 2022

Corporate Governance Report

Pursuant to Regulation 34(3) read with Section C of SCHEDULE V to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, a Report on Corporate Governance for the financial year ended March 31, 2022 is presented below:

1. Corporate Governance at Polycab
1.1 Philosophy

Corporate Governance Report includes the details of Corporate Governance systems and processes at Polycab India Limited (PIL / the Company). It continues to be a reflection of our value system encompassing our culture, policies and relationship with our stakeholders. The essence of Corporate Governance lies in raising the competence and capability levels and maintaining integrity, transparency and accountability in the Company. The guiding principles of governance require managing the Company and its resources effectively with the highest standards of ethics and best practices. The Company has strengthened its governance practices over the years.

Purpose Statement

“We innovate for a brighter living”

Our innovative, safe and energy efficient products and solutions **delight our customers**,

Our vibrant and inclusive culture leads to **deep connections, value creation and growth** for our People, Partners & Members and

Our focus on sustainable development reflects our commitment to be a **caring and responsible** Enterprise.

Values

The values of the Company are based on “**i – P O W E R**” i.e.

- i** – Innovative mindset
- P** – People at the core
- O** – Obsession for customer
- W** – Winning together
- E** – Entrepreneurial drive
- R** – Renewed, courage, resilience and agility

The values serve as foundation for leadership behaviour, competencies, and overall culture.

The values of the Company has been elaborated in Integrated Reporting on page no. 07 of the Annual Report.

1.2 Governance Structure

The Governance systems and processes are executed through a multi-tiered governance structure with defined roles and responsibilities.

Board of Directors (‘The Board’):

The Board of Directors is responsible for the strategic supervision, overseeing performance and governance of the Company on behalf of the Stakeholders. The Board exercises independent judgement and plays a major role in monitoring the Company’s affairs. The Board also ensures the Company’s adherence to the standards of corporate governance and transparency. The Board of Directors consists of eminent individuals having expertise and experience in various fields which enables it to ensure highest standards of Corporate Governance.

Board Committees:

The Board has constituted Board Committees for effectively discharging its responsibilities and to comply with the statutory requirements. All the Committees have a clearly laid down terms of reference and are responsible for discharging their roles and responsibilities as per terms of reference as approved by the Board. The details about these committees have been particularly discussed in subsequent sections of this report.

Chairman & Managing Director (‘CMD’)

CMD acts as the leader of the Board and presides over the meetings of the Board and shareholders. The CMD is supported by the Executive Directors who takes a lead role in executing the strategic Affairs and ensuing long term value creation for all its stakeholders. The CMD maintains strong oversight of various business divisions like Sales, Marketing, Production and support services, amongst others and provides strategic direction and actively involved in achieving the Company’s aspirations.

Senior Management Personnel (‘SMP’)

SMP comprises of all functional heads of the organization who are responsible for operationalisation of strategic plans, monitor key initiatives that are in line with approved corporate strategy and business objectives and to ensure long-term value creation. Under the guidance of the Board, the Management team has a clear view on the financial roadmap, future investments and Project Leap. Further, the Board has defined key performance indicators for each business.



Corporate Governance Report

2. Board of Directors

2.1 Board structure and profile of the Directors

The Composition and Category of Directors, Attendance of each Director of the Board Meetings and the last Annual General Meeting, Number of other Board of Directors or Committees in which a Director is a Member or Chairperson, name of the other listed companies, where such Director is a Director and Category of Directorship, Key Skills / Attributes/ Competencies and shareholding.

2.1.1 Board Structure

The above information as on March 31, 2022 is tabulated hereunder:

Name of the Director	Category	No. of other Directorship held	No. of Membership / Chairpersonship in other Board Committees		Category of Directorship and name of the other Listed Companies as on March 31, 2022	Membership / Chairmanship in Board Committees of PIL ⁵	Key Skills/ Attributes/ Competencies	Number of Shares held & % of shareholding
			M ¹	C ¹				
Mr. Inder T. Jaisinghani	P, E, NI ⁴	1	–	–	–	M: AC, NRC, RMC C&M: CSR	S&P, A&M, S&M, Governance, Operations and overall support services.	1,93,83,976 (12.97%)
Mr. Bharat A. Jaisinghani	E, NI ²	–	–	–	–	M: RMC, SRC, CSR	S&M, IT, Production and other support services	54,72,572 (3.66%)
Mr. Nikhil R. Jaisinghani	E, NI ²	–	–	–	–	M: RMC, SRC, CSR	S&M, IT Production and other support services.	54,52,622 (3.65%)
Mr. Rakesh Talati	E, NI ²	–	–	–	–	M: CSR	A&M	21,205 (0.00%)
Mr. T. P. Ostwal	NE, I ²	5	5	3	Oberoi Realty Limited (NE, I ²)	C&M: Audit, RMC M: NRC	Governance, F &L.	NIL
Mr. R. S. Sharma	NE, I ²	5	9	2	Jubilant Industries Limited (NE, I ²)	C&M: NRC M: Audit	S&P, A&M, Governance, F&L.	NIL
Mr. Pradeep Poddar	NE, I ²	4	6	2	Welspun India Limited (NE, I ²) Uflex Limited (NE, I ²)	C&M: SRC M: Audit and NRC	S&P, A&M, S&M Governance, F&L and Operations.	NIL
Mrs. Sutapa Banerjee	NE, I ²	7	8	1	Godrej Properties Limited (NE, I ²) Manappuram Finance Limited (NE, I ²) JSW Holdings Limited (NE, I ²) Camlin Fine Sciences Limited (NE, I ²) Zomato Limited (NE, I ²)	M: CSR, NRC, SRC	S&P, A&M, S&M, Governance and Finance	NIL

1. Legends: “M” – Member, “C” – Chairperson, ‘ C&M – Chairman & Member.
2. Legends: “P” – Promoter, “E” – Executive, “NI” – Non-Independent, “I” – Independent, “NE” – Non-executive Director
3. Legends: “AC” – Audit Committee, “NRC” – Nomination and Remuneration Committee,, “RMC” – Risk Management Committee, “CSR” – Corporate Social Responsibility Committee, “ID” – Independent Director
4. Legends: “S&P” – Strategy & Planning, “A&M” – Administration and Management, “S&M”: Sales and Marketing, “F&L”: Finance & Law
5. In addition, Mr. Gandharv Tongia, Chief Financial Officer of the Company is a Member of the RMC.

2.1.2 Brief Profile

The profiles of the Board of Directors are given below:

Mr. Inder T. Jaisinghani

Mr. Inder T. Jaisinghani, Chairman and Managing Director of the Company, has been working with the Company since its inception. He was appointed as a Chairman and Director of the Company on December 20, 1997 and was subsequently reappointed as Chairman and Managing Director of the Company with effect from August 28, 2019. He has played a vital role in different areas of Strategy & Planning, Administration & Management, Sales & Marketing, Governance, Operations, Finance and overall support services and under his leadership and guidance the Company has completed over 25 glorious years of success.

Mr. Bharat A. Jaisinghani

Mr. Bharat A. Jaisinghani joined the Company in 2012 and thereafter in 2021 was appointed as Executive Director. He holds a Master’s degree in Operations management from the University of Manchester. He has also completed his Executive Education Programme called Programme for Leadership Development from Harvard Business School and an Executive Programme from Singularity University. He has worked in different areas of sales, marketing, IT, production and other support services and currently working on growth initiatives.

Mr. Nikhil R. Jaisinghani

Mr. Nikhil R. Jaisinghani joined the Company in 2012 and thereafter in 2021 was appointed as Executive Director. He holds a Master’s in Business Administration (MBA) from Kellogg School of Management, Northwestern University, Illinois, USA. He has worked in different areas of sales, marketing, IT, production and other support services and currently heads the wires & special cable business along with working as change agent for the Company.

Mr. Rakesh Talati

Mr. Rakesh Talati has been associated with the Company since 2014 and thereafter in 2021 was appointed as Executive Director. He heads the Wires and Cables segment and also responsible for Administration, Industrial Relations (IR), Greenfield and Brownfield Projects at Country level for all the business segments. He holds a Diploma in Civil Engineering and Interior Design Course from the Maharaja Sayajirao University of Baroda.

Mr. T. P. Ostwal

Mr. T. P. Ostwal, joined the Company as an Independent Director with effect from September 20, 2018. He is a qualified Chartered Accountant from the Institute of Chartered Accountants of India since 1978. He is a Practicing Chartered Accountant and is a Senior Partner with T. P. Ostwal and Associates LLP. He is also a partner at DTS & Associates, Chartered Accountants. He has served as a member of the advisory group for advising and establishing transfer pricing regulations in India, set up by the

Central Board of Direct Taxes, Ministry of Finance, Government of India. He is a member of all sub-committee on Transfer Pricing for Developing Countries of United Nations. He is also professor at Vienna University teaching International Tax for LLM studies. He is ranked 11th out of top 50 tax professionals of the world by the UK Business Magazine.

Mr. R. S. Sharma

Mr. R. S. Sharma joined the Company as an Independent Director with effect from September 20, 2018. He holds a Bachelor of Arts’ degree from University of Delhi. He has passed the final certificate examination from the Institute of Cost and Works Accountants of India and the Associate examination from the Indian Institute of Bankers. Prior to joining the Board, he has served as Chairman and Managing Director at Oil and Natural Gas Corporation Limited, besides being on Board of various other companies.

Mr. Pradeep Poddar

Mr. Pradeep Poddar, joined the Company as an Independent Director with effect from September 20, 2018. He is a Chemical Engineer from UDCT Mumbai, 1976 and an MBA from IIM, Ahmedabad, 1978. A veteran of the consumer goods industry, he groomed himself as a fast track executive in Glaxo Foods, Heinz and Tata. He became the first Managing Director of Heinz for India and South Asia in January 1996 at the age 41 and successfully built a ‘high growth profitable’ business with a portfolio of Power Brands–Complan, Glucon D, Nycil, Farex and Heinz Tomato Ketchup. In 2000, he was ranked in the top 5 percentile of North American Executives by Personnel Decisions International, New York. He was awarded the prestigious Udyog Ratna award by the Karnataka Government and Wisitex Foundation in 2001 for his distinguished contribution to the food industry. He led the Tata Group’s Global foray into healthy beverages across the world, representing the Tatas on the Boards of Nourishco, the JV with Pepsico and the Rising Beverage Company (Activate Beverages led by Michael Eisner) in Los Angeles (USA). He crafted the Himalayan Natural Mineral Water brand and had seven Global patents on innovative ‘do-good’ beverages. He has played a strategic role on the Boards of Welspun, Uflex and as Chairman of United Way Mumbai. He has in the past led the American Chamber of Commerce Bombay Chapter and help further the Trade relations with the US. He has been appointed as Chairman of Sresta Natural Bio Products Limited with effect from December 15, 2021.

Mrs. Sutapa Banerjee

Mrs. Sutapa Banerjee joined the Company as an Independent Director with effect from May 13, 2021. Mrs. Banerjee has over 30 years of professional experience and has spent 24 years in the financial services industry across 2 large multinational banks (ANZ Grindlays and ABN AMRO), and a boutique Indian Investment bank (Ambit) where she built and headed several



Corporate Governance Report

businesses. Mrs. Banerjee is a gold medallist in Economics from the XLRI school of Management in India and an Economics major from Presidency College Kolkata. she is an Advanced Leadership Fellow (2015) at Harvard University and was a Visiting Faculty with IIM – Ahmedabad. Mrs. Banerjee is also

an adjunct faculty with Indian Institute of Corporate Affairs –the Government of India think tank under the Ministry of Corporate Affairs. Mrs. Banerjee also serves as Independent Director on the Board of Zomato, Godrej Properties, JSW Cement and others.

2.1.3 Role of Board of Directors:

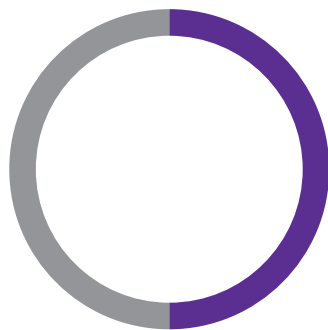
In essence, Board of Directors act as stewards of providing guidance and direction for the future. The Board of Directors is the apex body constituted by the shareholders and is responsible for strategic supervision, and oversight on the Management performance and governance of the Company on

behalf of our stakeholders. The Board of Directors has access to all relevant information, the employees and the subsidiaries of the Company in order to take an informed and independent decision. Driven by the principles of CG Philosophy, CG Framework and CG Structure, the Board strives to work in the best interests of the Company and its stakeholders.

2.1.4 Board Composition:

The Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors to have a balanced Board Structure. The Chairman of the Board of Directors of the Company is an Executive Director and a Promoter. The Board has 8 (Eight) Directors, out of which 4 (Four) are Executive Directors and 4 (Four) are Non-Executive Independent Directors (including one Woman Director) of the Company.

Composition of the Board#



● Independent Director – 4, 50%
● Executive Director – 4, 50%

(Count of the Directors,%)

Composition of Board#



● Promoters – 3, 37%
● Non-Promoters – 5, 63%

2.1.5 Directorships / Memberships / Chairmanships:

Number of other Directorship held does not include Directorships of private limited companies, foreign companies and companies registered under Section 8 of the Companies Act 2013 (Act). Further, in accordance with Regulation 26 of Listing Regulations, Memberships / Chairmanships of only Audit Committee and Stakeholders Relationship Committee in all public Companies have been considered. The number of Committee Memberships / Chairmanships of all Directors are within the respective limits prescribed under Act and Listing Regulations.

2.1.6 Director Relationships

None of the Directors are related to each other except the following:
Mr. Inder Jaisinghani is Uncle of Mr. Bharat Jaisinghani and Mr. Nikhil Jaisinghani;
Mr. Bharat Jaisinghani is Nephew of Mr. Inder Jaisinghani and Cousin Brother of Mr. Nikhil Jaisinghani;
Mr. Nikhil Jaisinghani is Nephew of Mr. Inder Jaisinghani and Cousin Brother of Mr. Bharat Jaisinghani.

2.1.7 Independence of Directors

Independent Directors (ID's) are Non-Executive Directors as defined under Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received

from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the Listing Regulations and that they are independent of the management. None of the Independent Directors serves as an Independent Director on more than seven listed entities. The terms and conditions for appointment of Independent Directors are uploaded on the website and are accessible through [Weblink](#).

None of the Directors serve as Chairman in any other Company.

2.1.8 Meetings Calendar 2021-22 and Attendance:

Details of Board, Committee(s) Meetings and Annual General Meeting held during financial year 2021-22

Day and Date	Meetings	Attendance
Thursday, May 13, 2021	NRC, CSR, AC, Board	All the Directors and respective Committee Members had attended all the Board Meetings, Committee Meetings and Annual General Meeting held during the financial year 2021-22.
Tuesday, July 20, 2021	SRC, AC*	
Wednesday, July 21, 2021	AGM, AC*, Board	
Tuesday, September 13, 2021	Board	
Monday, October 04, 2021	NRC, Board	
Tuesday, October 19, 2021	RMC, CSR	
Friday, October 22, 2021	AC, Board	
Wednesday, November 03, 2021	Board	
Saturday, January 15, 2022	AC, ID	
Friday, January 21, 2022	AC, Board	
Monday, March 21, 2022	RMC	

*Note: The Audit Committee Meeting held on July 20, 2021 was adjourned and reconvened on July 21, 2021.

The Company Secretary acts as Secretary to the Committee. The representatives of the Statutory Auditors and Internal Auditors are invitees to the Audit Committee Meetings. The Committee also invites such executives as it considers appropriate to attend the Audit Committee Meetings. During the year under review, all the recommendations made by the Audit Committee were accepted by the Board of Directors. The Statutory Auditors had attended the Annual General Meeting held during the financial year 2021-22. Appointments and Cessation of Directors during financial year 2021-22 is provided in the Boards' Report.

2.2 Number of Shares and Convertible instruments held by Non- Executive Directors:

As on March 31, 2022, none of the Non-Executive Directors hold any share in the Company. The Company has not issued any convertible instruments.

2.3 Familiarization Programme for IDs:

Pursuant to the provision of Regulation 25(7) of the Listing Regulations, the Company has in place Familiarization Programme for Independent Directors to familiarize them about the Company and their role, rights and responsibilities in the Company. The details of Familiarization Programme imparted during the financial year 2021-22, has been uploaded on the website of the Company and can be accessed through [weblink](#)

2.4 Performance Evaluation of the Board

Criteria for performance evaluation

Pursuant to the provisions of the Act and Listing Regulations and in order to ensure that the Board and board committees are functioning effectively, the Nomination and Remuneration Committee approved the framework in the form of questionnaire for annual evaluation of the Board, Committees and Individual Directors.

The criteria for performance evaluation includes the following:

Board of Directors: Structure, composition, board meeting schedule, agenda, governance, progress towards strategic goals and assessment of operational performance and overall effectiveness of the Board.

Board Committee(s): Composition, terms of reference compliance, role and responsibilities, information flow, effectiveness of the meetings and feedback to the management.

Individual Directors – Attendance, deliberations, preparedness for discussion, quality of contribution, engagement with fellow board members, KMPs and senior management, knowledge sharing and approachability and responsiveness to the need of Company, effective participation of all board members in the decision-making process.

Independent Directors: Independence from the Management, exercising independent judgement in decision-making and fulfillment of independence criteria under applicable law.



Corporate Governance Report

Performance Evaluation Process

As per Company's Policy on Evaluation of Performances of Board of Directors, Committees or Individual Directors, the Company Secretary & Compliance Officer had circulated the questionnaire to all the Directors of the Company for carrying out the evaluation of performance of Board, its Committees and Individual Directors for the financial year 2021-22. All the Directors had provided their feedback about the performance evaluation of the Board, its Committees and Individual Directors for the financial year 2021-22.

Outcome of Performance Evaluation

On the basis of feedback received on the questionnaires, the Chairman had briefed the Board of Directors at the Board Meeting held on May 10, 2022, and the Board discussed the evaluation report and various suggestions received in the board evaluation process and agreed on the necessary action.

The Board and Board Committees expressed their satisfaction with the Board's effectiveness and acknowledged that the Board and Committees had spent sufficient time on (i) review of financial and operational performance related matters, (ii) future strategies and short term & long-term growth plans and (iii) compliances, governance and controls.

2.5 Remuneration to Non-Executive Directors for the financial Year 2021-22

The Non-Executive Directors of the Company are paid remuneration by way of sitting fees and Commission. The Company pays sitting fees of ₹ 1,00,000/- (Rupees One Lakh only) per Board Meeting and ₹ 80,000/- (Rupees Eighty Thousand only) per Committee Meeting including Independent Directors' Meeting. Commission to Independent Directors are paid as recommended by the Board of Directors and approved by the Members. The travel expenses for attending Meetings of the Board of Directors or a Committee thereof, for site visits and other related expenses incurred by the Independent Directors from time to time are borne by the Company. The criteria of making payment to Non-Executive Directors is displayed on the website of the Company and are accessible through [Weblink](#).

In accordance with the provisions of Section 197 of the Companies Act 2013 and Regulation 17(6) (a) of the Listing Regulations, the Members of the Company, at the 23rd Annual General Meeting held on June 26, 2019, had approved payment of commission not exceeding ₹ 20,00,000/- (Rupees Twenty lakhs) per annum to each Independent Director of the Company.

Given the increasing size and complexity of the Company and considering a corresponding increase in time devoted, level of expertise, market trend, performance and contributions made by the Independent Directors, the Board proposed to obtain the Members' consent for the payment of commission to Independent Directors not exceeding ₹ 25,00,000/- (Rupees Twenty-five Lakhs only) per annum individually to each Independent Director effective from financial year 2021-22 onwards. The Commission payable to the Independent Directors shall be in accordance with the Nomination and Remuneration Policy and within the limit of 1% of the net profit of the Company computed in accordance with Section 198 of the Companies Act 2013.

2.6 Details of remuneration paid / payable to the Non-Executive Directors for the financial year 2021-22 are as follows:

(₹ in million)				
Name of Director	Designation	Sitting Fees	Commission Payable	Total
Mr. T. P. Ostwal	Non-Executive, Independent	1.50	2.50	4.00
Mr. R. S. Sharma	Non-Executive, Independent	1.34	2.50	3.84
Mr. Pradeep Poddar	Non-Executive, Independent	1.50	2.50	4.00
Mrs. Sutapa Banerjee	Non-Executive, Independent	1.02	2.50	3.52

Notes:

The remuneration paid to Non-Executive Directors includes Commission payable for financial year 2021-22 and Sitting Fees paid towards attending the Board Meeting, Audit Committee Meeting, Nomination and Remuneration Committee Meeting, Corporate Social Responsibility, Stakeholders Relationship Committee Meeting, Risk Management Committee Meeting and Independent Directors Meeting held during the financial year 2021-22.

None of the Non-Executive Independent Directors hold any equity share of the Company. Further, there are no material pecuniary relationships or transactions of the Non-Executive Directors with the Company, except those disclosed in the Annual Report, if any. Further, the Company had not granted any Employee Stock Option to its Non-Executive Independent Directors. Hence, the disclosure of the same is not applicable.

2.7 Remuneration paid / payable to Executive Directors

The remuneration paid / payable to Executive Directors for the financial year 2021-22 are in accordance with the approval of the Board and Members and is subject to the limits prescribed under the Act and Nomination and Remuneration Policy of the Company:

(₹ in million)					
Name of Executive Directors	Salary & Perquisites	Commission*	Variable Pay	ESOP	Total
Mr. Inder T. Jaisinghani	45.50	91.86	-	-	137.61
Mr. Bharat A. Jaisinghani	16.21	-	3.33	-	19.54
Mr. Nikhil R. Jaisinghani	16.21	-	3.33	-	19.54
Mr. Rakesh Talati	14.20	-	3.82	2.51	20.53

*Note: On the basis of overall performance of the Company, Mr. Inder T. Jaisinghani is eligible for a commission @ 1% of net profit of the Company for the financial year 2021-22 as earlier approved by the Members of the Company at the AGM held on June 26, 2019, however, taking into consideration the best interest of the Company, Mr. Jaisinghani has expressed his intention to restrict the Commission to 0.75% of the net profit for financial year 2021-22 which was appreciated and approved by the Board of Directors at its Meeting held on May 10, 2022.

2.8 Service Contracts, Severance Fees and Notice Period

The tenure of the office of Managing Director and Executive Directors is 5 (Five) years from respective dates of their appointment and the notice period for terminating the service contract of Managing Director and Executive Director is based on Company's Human Resource (HR) Policy. Further, there is no separate provision for payment of severance fees.

2.9 Employee Stock Option Details (ESOP)

During the year under review, none of the Executive Directors (EDs) had been granted Employee Stock Options under the respective ESOP Schemes of the Company.

The details of ESOP granted, vested and exercised by Mr. Rakesh Talati are mentioned below:

Name of the Scheme	Polycab Employee Stock Option Performance Scheme
Vesting period	Five years in the ratio of 15:15:20:20:30
Exercise Price	₹405 per equity share of ₹10/-
No. of Options granted on August 30, 2018 under the scheme (A)	45,000 options
Options vested (B)	
(15% of 45,000) for F.Y 19-20	6,750
(15% of 45,000) for F.Y 20-21	6,750
(20% of 45,000) for F.Y 21-22	9,000
Total:	22,500
Options exercised (C)	21,205
Balance Available (A-B) Pending Vesting	22,500

2.10 Committees of the Board

The Board of Directors of the Company had constituted the following Committees to comply the requirements under the Act and the Listing Regulations viz.:

- Audit Committee;
- Nomination and Remuneration Committee;
- Stakeholders' Relationship Committee;
- Corporate Social Responsibility Committee; and
- Risk Management Committee.

The Chairman of the Board, in consultation with the Company Secretary & Compliance Officer and the respective Chairman of these Committees, determines the frequency of the Meetings of these Committees.

The recommendations of the Committees are submitted to the Board for its approval.

2.11 Terms of Reference of the Committees of the Board

The terms of reference of the Committees of the Board as detailed below are uploaded on the website of the Company and are accessible through [Weblink](#).

Audit Committee

- Oversight of financial reporting process.
- Reviewing with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval.
- Evaluation of internal financial controls and risk management systems.
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- Approve policies in relation to the implementation of the Insider Trading Code and to supervise implementation of the same.
- To consider matters with respect to the Code of Conduct and vigil mechanism.
- Recommending to the Board the appointment / remuneration of the Cost Auditors.
- Approving the payments of Cost Auditors towards other services rendered by them.
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Nomination and Remuneration Committee

- Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the



Corporate Governance Report

- remuneration of the directors, key managerial personnel and other employees;
- (ii) Formulating of criteria for evaluation of the performance of the independent directors and the Board;
- (iii) Devising a policy on Board diversity;
- (iv) Identifying persons who qualify to become directors or who may be appointed in senior management in accordance with the criteria laid down,
- (v) Recommending to the Board their appointment and removal, and carrying out evaluations of every director's performance;
- (vi) Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- (vii) Analysing, monitoring and reviewing various human resource and compensation matters;
- (viii) Determining the company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
- (ix) Determining compensation levels payable to the senior management personnel (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component
- (x) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws.

Stakeholders' Relationship Committee

- (i) Consider and resolve grievances of security holders of the Company including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends to the satisfaction of the security holders.
- (ii) Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
- (iii) Issue of duplicate certificates and new certificates on split / consolidation / renewal.
- (iv) Review of adherence to the service standards adopted by the Company in respect of the working and rendering of various services by the Registrar and Transfer Agents of the Company
- (v) Review of measures taken for effective exercise of voting rights by shareholders
- (vi) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend.

Corporate Social Responsibility (CSR) Committee

- (i) To formulate and recommend to the Board of Directors, the CSR Policy, indicating the CSR activities to be undertaken as specified in Schedule VII of the Act
- (ii) To recommend the amount of expenditure to be incurred on the CSR activities;

- (iii) To monitor the CSR Policy and its implementation by the Company from time to time
- (iv) To perform such other functions or responsibilities and exercise such other powers as may be conferred upon the CSR Committee in terms of the provisions of Section 135 of the Act and the rules framed thereunder.

Risk Management Committee

- (i) Managing and monitoring the implementation of action plans developed to address material
- (ii) Business risks within the Company and its business units, and regularly reviewing the progress of action plans;
- (iii) Setting up internal processes and systems to control the implementation of action plans;
- (iv) Regularly monitoring and evaluating the performance of management in managing risk;
- (v) Providing management and employees with the necessary tools and resources to identify and manage risks;
- (vi) Regularly reviewing and updating the current list of material business risks;
- (vii) Regularly reporting to the Board on the status of material business risks;
- (viii) Ensuring compliance with regulatory requirements and best practices with respect to risk management.
- (ix) Evaluate risks related to cyber security and ensure appropriate procedures are placed to mitigate these risks in a timely manner.
- (x) Coordinate its activities with the Audit Committee in instances where there is any overlap with audit activities (e.g. internal or external audit issue relating to risk management policy or practice).
- (xi) Access to any internal information necessary to fulfil its oversight role.
- (xii) Authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
- (xiii) Periodically review the risk management processes and practices of the Company and ensure that the Company is taking the appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities.
- (xiv) Formulating a detailed risk management policy which shall include:
 - a. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - b. Measures for risk mitigation including systems and processes for internal control of identified risks.
 - c. Business continuity plan.
- (xv) Ensuring that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

- (xvi) Monitoring and overseeing the implementation of the risk management policy including evaluating adequacy of risk management systems;
- (xvii) Periodically reviewing the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- (xviii) Regularly reporting to the Board about the nature and content of its discussions, recommendations and actions to be taken;
- (xix) Authority to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary
- (xx) Coordinate its activities with the other Committees in instances where there is any overlap with activities of such other committee, as per the framework laid down by the Board.

3. SEBI Complaints Redressal System (SCORES)

The investor complaints are processed in a centralized web-based complaints redressal system formulated by SEBI. The salient features of this system are centralized database for all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

The Company had registered itself on the SCORES and every effort is made to resolve investor complaints received through

4. General Body Meetings:

4.1 Location and time, where last three Annual General Meetings (AGMs) were held:

Year	Venue	Date	Time	Special Resolutions passed
2020-21	OAVM*	July 21, 2021	9:00 a.m.	Amendment(s) under Clause 7.3 of Polycab Employee Stock Option Performance Scheme 2018 (Performance Scheme)
2019-20	OAVM*	July 21, 2020	9:00 a.m.	Nil
2018-19	Air force Auditorium, Subroto Park, New Delhi - 110010	June 26, 2019	9.00 a.m.	Retention of rights to appoint Director by International Finance Corporation

*Video Conferencing and Other Audio Visual Means (OAVM)

4.2 Details of Special Resolution passed last year through postal ballot:

Details of voting pattern and procedure thereof - Nil

Person who conducted the postal ballot exercise - Not Applicable

Special Resolution proposed to be conducted through postal ballot - No Resolution requiring Postal Ballot as required by the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, has been placed for Shareholder's approval at this Annual General Meeting.

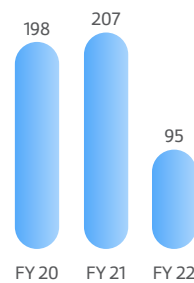
SCORES or otherwise within the statutory time limit from the receipt of the complaint. No Shares are lying in Demat Suspense Account / Unclaimed Suspense Account. Hence, the disclosure of the same is not required to be provided.

Status report on number of shareholder complaints / requests received and replied by the Company during the financial year 2021-2022 are as follows:

Nature of Complaint	Received	Replied	Pending
Non-Receipt of Annual Report	20	20	0
Non-Receipt of Dividend Warrant	74	74	0
SEBI (SCORES) / Stock Exchanges	01	01	0
TOTAL	95	95	0

The shareholders may write to the Company's exclusive e-mail id for their grievances shares@polycab.com.

Complaints Redressal Graph



5. Policies

5.1 Nomination and Remuneration Policy

The Company had formed a Nomination and Remuneration policy in accordance with the provisions of the Act and the Listing Regulations to ensure reasonableness and sufficiency of remuneration to attract, retain and motivate competent resources, a clear relationship of remuneration to performance and a balance between rewarding short and long-term performance of the Company.

Salient features of the Nomination and Remuneration Policy:

This Policy reflects the remuneration philosophy and principles of the Company and considers the pay and employment

Corporate Governance Report

conditions with peers / competitive market to ensure that pay structures are appropriately aligned.

Remuneration of non-executive and Independent Directors: Non-Executive and Independent Directors (“NEDs”) will be paid remuneration by way of sitting fees and commission. The upper limit of sitting fees and commission payable to the NEDs is proposed by the Board and recommended to the Members for their approval. Based on the approval of the Members at the Members’ Meeting, the commission will be paid to the NEDs at a rate not exceeding statutory limits in accordance with Section 197 of the Act. The commission to be paid will be restricted to a fixed sum within the above limit annually on the basis of their tenor in office during the financial year.

Remuneration of Executive Director: The compensation paid to the Executive Directors (including Managing Director) will be within the scale approved by the shareholders. The elements of the total compensation, approved by the Nomination and Remuneration committee will be within the overall limits specified under the Act. The Nomination and Remuneration Committee will determine the annual variable pay compensation in the form of annual incentive and annual increment for the executive director based on Company’s and individual’s performance as against the pre-agreed objectives for the year

Remuneration to Key Managerial Personnel / Other Employees: The Company’s total compensation for Key Managerial Personnel as defined under the Act / other employees will consist of:

- fixed compensation
- variable compensation in the form of annual incentive
- benefits
- work related facilities and perquisites

In addition, select senior executives will be eligible for long-term incentive plan in the form of ESOPs, as per the ESOP scheme in force from time to time. Grants under the ESOP scheme will be approved by the Nomination and Remuneration committee.

Accessibility:

Nomination and Remuneration Policy is available on the Company’s website and can be accessed through [weblink](#).

5.2 Related Party Transactions Policy

The details of all significant transactions with related parties are periodically placed before the Audit Committee. The Company had entered into related party transactions as set out in Notes to Accounts, which do not have potential conflict with the interests of the Company at large.

Salient features of the RPT Policy

This Related Party Transaction policy deals with the review and approval of related party transactions and prescribes the process for dealing with related party transactions as follows:

- a list of all the related parties in relation to the Company received from the Board is updated from time to time.
- Basis the above mentioned list of related parties, every department, prior to entering in to any contract or arrangement with a related party, ascertains whether the proposed contract or arrangement satisfies the approval mechanism prescribed under this Policy.
- The contract/arrangement is not entered into without the necessary approval from the Audit Committee/ Board/shareholders, as the case may be. Compliance to this condition is strictly adhered to by the concerned department proposing the underlying contract or arrangement.
- All Related Party contracts/arrangements require approval of the Audit committee of the Board of Directors or the shareholders of the company as the case may be, as required under and subject to the Act and the Listing Regulations.

Accessibility:

The Related Party Transaction Policy is available on the website of the Company and can be accessed through [Weblink](#).

5.3 Whistle Blower Policy

In line with the Act and Listing Regulations, the Company has formulated a Whistle Blower Policy to report concerns about unethical behaviour, actual or suspected incidents of fraud or violation of Code of Conduct that could adversely impact the Company’s operations, business performance and / or reputation, in a secure and confidential manner.

Salient features of the Whistle Blower Policy:

Whistle Blower Policy aims to provide secured environment and requires all employees to act responsibly to defend the reputation of the Company and maintain public confidence. This Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business.

The Audit Committee of the Company oversees vigil mechanism process of the Company pursuant to the provisions of the Act. The Chairman of the Audit Committee has direct access to the designated e-mail id: speakup@polycab.com for receiving the Complaints under Whistle Blower Policy. The Company with a view to achieve good corporate governance encourages reporting of incidents relating to amongst others malpractices and events which have taken place/suspected to take place involving inter alia Financial irregularities, including fraud, any unlawful act whilst providing anonymity and confidentiality. A report on the functioning of the mechanism, including the complaints received and actions taken, is presented to the Audit Committee on a quarterly basis.

No complaints were received during the financial year 2021–22.

The Company confirms that no personnel was denied access to the Audit Committee.

Accessibility

The Whistle Blower Policy is available on the website of the Company and can be accessed through [Weblink](#).

5.4 Dividend Distribution Policy

The Company has in place a Dividend Distribution Policy in accordance with Regulation 43A of the Listing Regulations.

Salient features of the Dividend Distribution Policy:

The Dividend is determined on the basis of various parameters such as profits earned during the financial year, retained earnings, earnings outlook for next three to five years, fund requirements for future investments for growth and expected future capital / liquidity requirements.

Accessibility:

The Dividend Distribution Policy is available on the website of the Company and can be accessed through [Weblink](#).

5.5 Risk Management Policy

The Company has in place Risk Management System which takes care of risk identification, assessment and mitigation. The mechanism helps to identify, assess, monitor, and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

Salient features of Risk Management Policy

The Company’ internal control encompasses various managements systems, structures of organization, standard and code of conduct which all put together help in managing the risks associated with the Company. With a view to ensure the inter controls systems are meeting the required standards, the same are reviewed at periodical intervals. If any weaknesses are identified in the process of review the same are addressed to strengthen the internal controls which are also revised at frequent intervals.

The Company, through its risk management process, aims to contain the risks within its risk appetite. There are no risks which in the opinion of the Board threaten the existence of the Company. However, some of the risks which may pose challenges are set out in the Management Discussion and Analysis which forms part of this Annual Report.

Accessibility

The Risk Management Policy is available on the Company’s website and can be accessed through [weblink](#).

5.6 Policy for determining material Subsidiary

The Company had disclosed the “Policy for determining material subsidiaries” as per the requirement of Regulation 46(2)(h) of the Listing Regulations on its website and can be accessed through [Weblink](#).

5.7 Code for Prevention of Insider Trading

The Company had adopted a Code of Conduct to regulate, monitor and report trading by Insiders for Prevention of Insider Trading in the shares of the Company. The code, inter-alia, prohibits purchase / sale of shares of the Company by Directors and Designated Persons while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading window is closed.

Accessibility

The Code for Prevention of Insider Trading is available on the website of the Company and can be accessed through [weblink](#).

5.8 ESG Roadmap

As a socially and environmentally responsible business, Polycab is focused on growing sustainably to build long-term stakeholder value. By embracing sustainable development and going beyond minimum information disclosure requirements and regulatory compliance. The Company aims to deliver values to the employees, Customers, supplier, partners, shareholders and society as a whole. In this regard, the Company has commenced the work on developing a robust ESG framework that will align us to the best global standards and serve as a guide for the implementation of sustainable business practices. Refer page no. 42 to 43 for detailed ESG framework development.

5.9 Other Policies

5.9.1 Mandatory policies

The Company had also adopted the following mandatory policies in line with the requirement of the Listing Regulations and the Act, for the effective and defined functioning of the respective Committees of the Board:

- Policy for Evaluation of the Performances of the Board of Directors, Committees and Individual Directors.
- Corporate Social Responsibility Policy.
- Policy on Diversity of Board of Directors.
- Policy on Succession Planning for the Board and Senior Management.
- Policy on Determination of Materiality of Events / information.
- Policy for Preservation of Documents and Archival.
- Code of Conduct for Directors and Senior Management Team.
- Code of Practises and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

5.9.2 Non-mandatory policies

The Company had further adopted the following additional non-mandatory policies as a part of good corporate governance:

- Investigation Policy aims to empower the Whistle Officer to segregate complaints received and provides guidance for conducting investigations.



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- (ii)

Disciplinary Action Policy aims to establish a positive conduct and take corrective actions against the employees.
- (iii)

Anti-Bribery Policy is designed to guide employees in conducting business professionally, honestly and with utmost integrity to ensure monitoring, prevention and detection of bribery and all other corrupt business practices.
- (iv)

Data Protection and Privacy Policy aims to provide protection of the privacy of stakeholders related to their personal data, specify the flow and usage of personal data, create a relationship of trust between individuals and entities processing the personal data.
- (v)

Human Rights Policy aims at recognizing and protecting the dignity of all human being.
- (vi)

Policy on Equal opportunity aims at recognising and providing equal opportunities in employment and creating an inclusive work environment.
- (vii)

Policy for Prevention of Fraud aims at safeguarding the financial viability and reputation through improved management of fraud risk and mitigation measures.
- (viii)

Conflict of Interest Policy aims to provide guidance in identifying and handling potential/ /actual / perceived conflicts of interest to conduct business with integrity, honesty and ethical principles.
- (ix)

OHSE Policy aims at safe working environment and aims for excellence and leadership in Health, Safety, and Environment protection by continual improvement in our well-established Environment Management System (EMS) and Occupational Health and Safety Management System (OH&SMS) to international standards.

- (x)

Quality Policy aims to provide a framework for continuously measuring and improving quality performance.

6. Disclosures

6.1 Awards and Accolades

- During the year under review, the Company was honoured with the awards, inter alia, in areas of digitisation, financial management, reporting, communication:
- (i)

Asia's Best Integrated Annual Report (First Time) – Bronze by Asia Integrated Reporting Awards Organisation
- (ii)

Asia's Best Integrated Annual Report (Design) – Gold by Asia Integrated Reporting Awards Organisation
- (iii)

Excellence in Financial Reporting' awarded by the Institute of Chartered Accountants.
- (iv)

CII CFO Digital Excellence Awards 2021 organised by CII
- (v)

Most Comprehensive Passive Networking Brand by Digital Terminal
- (vi)

The Asset Triple A Award for 'Best Liquidity and Investment Solution
- (vii)

Best Innovative Project of the Year Award by Asian Innovation Leadership Awards.
- (viii)

e4m Pride of India – The Best of Bharat Awards by Exchange4Media

6.2 Statutory Compliance, Penalties/Strictures

The Company had complied with rules and regulations prescribed by SEBI and any other statutory authority relating to capital market. No penalty or stricture had been imposed on the Company by the Stock Exchanges or SEBI on any matter related to the capital markets, during the last three years.

6.3 Compliance with Mandatory Requirements

The Company had complied with all the mandatory requirements of Listing Regulations to the extent applicable.

6.4 Adoption of non-mandatory requirements as detailed below:

Particulars	Status
<div><div>(i)</div><div>Board Non-Executive Chairperson may be entitled to maintain a chairperson's office at the listed entity's expense and also allowed reimbursement of expenses incurred in performance of his duties.</div></div>	Not Applicable
<div><div>(ii)</div><div>Shareholders' Right A Half – Yearly declaration of financial performance including summary of significant events in last six-months, may be sent to each household of shareholders</div></div>	The Company's half-yearly and quarterly results are published in leading English and Gujarati newspaper and also uploaded on the website of the Company. The Company also suo moto publishes quarterly condensed standalone and consolidated financial statements that are duly limited reviewed by the statutory auditors.
<div><div>(iii)</div><div>Modified opinion in Audit Report The listed entity may move towards a regime of financial statements with unmodified opinion</div></div>	Complied. There is no qualification in the Audit Report
<div><div>(iv)</div><div>Reporting of Internal Auditor The Internal Auditor may report directly to the Audit Committee</div></div>	Complied. The Internal Auditors of the Company are present in Audit Committee Meetings and they report to the Audit committee.

- 6.5

There are no non-compliances of any requirements of Corporate Governance Report in sub-paras (2) to (10) mentioned in schedule V of the Listing Regulations.

- 6.6

The Company had complied with Corporate Governance Requirements specified in Regulation 17 to 27 to the extent applicable and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Listing Regulations.

- 6.7

As per SEBI Notification dated January 04, 2017, it is confirmed that no employee including Key Managerial Personnel or Director or Promoter of the Company had entered into any agreement for him/her or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

6.8 Disclosure of Accounting Treatment

The Company prepared its Financial Statements to comply with the Accounting Standards specified under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time. These Standalone Financial Statements includes Balance Sheet as at March 31, 2022, the Statement of Profit and Loss including Other Comprehensive Income, Cash Flow Statement and Statement of changes in equity for the year ended March 31, 2022, and a summary of significant accounting policies and other explanatory information (together hereinafter referred to as "Financial Statements").

6.9 Code of Conduct for Board of Directors and Senior Managerial Personnel

The Company has adopted a 'Code of Conduct for its Board of Directors and Senior Management Personnel' which also includes the duties of Independent Directors as laid down in the Act and the Listing Regulations. The Code of Conduct is available on the Company's website – www.polycab.com. Further PIL continually strives to conduct business and strengthen relationships in a manner that is dignified, distinctive and responsible whilst adhering to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all the stakeholders. Therefore, the Company had adopted various codes and policies to carry out our duties in an ethical manner including the Polycab Code of Conduct. All the Board Members and Senior Management Personnel had affirmed compliance with Code of Conduct of the Company for the financial year ended March 31, 2022.

7. CEO/CFO Certification

In terms of requirement of Regulation 17(8) read with Part B of Schedule II of Listing Regulations, Mr. Inder T. Jaisinghani, Chairman and Managing Director and Mr. Gandharv Tongia,

Chief Financial Officer of the Company have furnished certificate to the Board in the prescribed format certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of this Report. The said certificate had been reviewed by the Audit Committee and the same was taken on record by the Board at the Meeting held on May 10, 2022.

8. Directors' Responsibility Statement

The Directors' Responsibility Statement signed by Mr. Inder T. Jaisinghani, Chairman & Managing Director which is included in the Board's Report for financial year 2021-22, had been reviewed by the Audit Committee at its Meeting held on May 10, 2022.

9. Reconciliation of Share Capital Audit Report

In terms of Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018, Reconciliation of Share Capital Audit is carried out on a quarterly basis by a Practicing Company Secretary with a view to reconcile the total admitted capital with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and those held in physical form with the total issued, paid up and listed capital of the Company. The Audit Report, inter alia, confirms that the Register of Members is duly updated and that demat / remat requests were confirmed within stipulated time etc. The said report is also submitted to BSE Limited and National Stock Exchange of India Limited.

10. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm / network entity of which the statutory auditor is a part

During the year under review, the Company paid total Fees (including reimbursement of expenses) of ₹ 11.12 million (excluding applicable taxes) to B S R & Co. LLP, Chartered Accountants, Statutory Auditors.

B S R & Co. ('the firm ') was constituted on March 27, 1990 as a partnership firm having firm registration no. as 101248W. It was converted into limited liability partnership i.e. B S R & Co. LLP on October 14, 2013 thereby having a new firm registration no. 101248W/W-100022. The registered office of the firm is at 14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Centre, Western Express Highway, Goregaon (East), Mumbai 400063. B S R & Co. LLP is a member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India.



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11. Disclosure by listed entity and its subsidiaries of ‘Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount:

Not Applicable, as the Company has not given any loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount, during the under review.

12. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- (i) Number of Complaints filed during the year – Nil
- (ii) Number of Complaints disposed of during the year – Not Applicable
- (iii) Number of Complaints pending as on end of the financial year – Not Applicable

13. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of Listing Regulations.

Not Applicable, as the Company did not raise any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of Listing Regulations during the year under review.

15. General Shareholder information:

Sr. No.	Particulars	Details
(i)	Annual General Meeting – Date Time and Venue	26 th Annual General meeting (AGM) of the Company will be held on 29 th June 2022 at 9:00 am through Video Conferencing / Other Audio Visual Means.
(ii)	Financial Year	Financial Year is April 01 to March 31 of the following year
(iii)	Quarterly results will be declared as per the following tentative schedule:	
	Financial reporting for the:	
	Quarter ending June 30, 2022	On or before August 14, 2022
	Quarter and Half year ending September 30, 2022	On or before November 14, 2022
	Quarter and nine months ending December 31, 2022	On or before February 14, 2023
	Year ending March 31, 2023	On or before May 30, 2023
(iv)	Dates of Book Closure	June 23, 2022 to June 29, 2022 (Both days inclusive)
(v)	Record date	Wednesday, June 22, 2022
(vi)	Dividend Payment date	On or before Wednesday, July 27, 2022
(vii)	Listing on Stock Exchanges & Payment of Listing Fees	The Company’s shares are listed on: – BSE Limited (“BSE”) Floor 27, P. J. Towers, Dalal Street, Mumbai – 400 001 – National Stock Exchange of India Ltd. C/1, Block G, Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051 Your Company has paid the annual listing fee to both the exchanges.
(viii)	Stock Code	– BSE Scrip Code: 542652 – NSE: POLYCAB – ISIN: INE455K01017

14. Means of Communication

Website: The Company’s website www.polycab.com contains, inter alia, the updated information pertaining to quarterly, half-yearly and annual financial results, annual reports, official press releases, the investor/ analysts presentations, details of investor calls and meets, shareholding pattern, important announcements. The said information is available in a user friendly and downloadable form.

Financial Results: The quarterly, half yearly and annual financial results of the Company are submitted to BSE Limited and National Stock Exchange of India Limited after approval of the Board of Directors of the Company. The results of the Company are published in one English daily newspaper and one Gujarati newspaper within 48 hours of approval thereof.

Annual Report: Annual Report containing, inter alia, Audited Financial Statements, Board’s Report, Auditors’ Report, Corporate Governance Report is circulated to the members and others entitled thereto and is also available on website of the Company.

Uploading on NSE Electronic Application Processing System (NEAPS), NSE Digital Exchange & BSE Listing Centre: The quarterly results, quarterly compliances and all other corporate communications to the Stock Exchanges are filed electronically on digital exchange for NSE and on BSE Listing Centre for BSE.

Sr. No.	Particulars	Details
(ix)	Registrars and Transfer Agents	Kfin Technologies Limited (Formerly known as Kfin Technolgies Private Limited) KFin Selenium, Tower B, Plot 31–32, Gachibowli, Financial District, Nanakarmguda, Hyderabad – 500032 Telephone No. +91 40 6716 2222 Fax No. +91 40 2343 1551 Email: einward.ris@kfintech.com Website: www.kfintech.com
(x)	Share Transfer System	The Board had delegated the power of Share Transfer to Stakeholders’ Relationship Committee.
(xi)	Address for Correspondence	Manita Carmen A. Gonsalves Company Secretary and Compliance Officer Polycab India Limited, 771, Polycab House, Mogul Lane, Mahim (West) – 400016. Tel: +91– 22–67351400
(xii)	Dematerialization of Shares and Liquidity	99.9999% of Company’s shares are held in the electronic mode as on March 31, 2022
(xiii)	Electronic Clearing Service (ECS)	Members are requested to update their bank account details with their respective depository participants (for shares held in the electronic form) or write to the Company’s Registrars and Transfer Agents, Kfin Technologies Limited (for shares held in the physical form)
(xiv)	Investor Complaints to be addressed to	Kfin Technologies Limited, Registrars and Transfer Agents or Manita Carmen A Gonsalves, Company Secretary and Compliance Officer, at the addresses mentioned earlier.
(xv)	Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, Conversion Date and likely impact on equity	The Company had not issued any GDRs/ ADRs/ Warrants or any Convertible Instruments.
(xvi)	Details of Demat suspense Account / unclaimed Suspense Account	Not Applicable
(xvii)	Commodity price risk or foreign exchange risk and hedging activities	The Company deals in commodity and foreign exchange in ordinary course of business and has adequate risk management mechanism. These are reviewed by the Risk Management and Audit Committee of the Company.
(xviii)	List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad	Not Applicable, as the Company did not issue any debt instrument or any fixed deposit programme or any scheme or proposal involving mobilization of funds, in India or abroad.
(xix)	Details of Plant Locations – Halol, Daman, Nashik and Roorkee	
A. Halol Gujarat		
	(UH 1 & UH1A) 333, 335, 336 & 339/2/2/1& 2, Baska–Halol Road, District Panchmahal – 389350, Gujarat, India	
	(UH2 & UH2A) Plot No. 30, 31, 34, 42/1, 65/1, Rameshra Road, Baska, District Panchmahal – 389 352, Gujarat, India	
	(UH3) Plot No. 12P2, 13, 15, 16/A, 16/B, 17 to 19, 20P1, 20P2, 21 to 25, 26A, 26B, 30 to 33, 34/1,2,3,4, 65, 109 Village – Rampura & Noorpura, Halol, Panchmahal – 389350, Gujarat, India	
	(UH4) Plot No. 67, 68, 68/P1, 68/P2, 70/1, 71/72, 105/1, 105/2, 106 Nurpura, District Panchmahal, Halol – 389 350, Gujarat, India	
	(UH5) Survey No. 49, 51/1, 51/2, 52/1, 52/2, 52/3, 53/1, 53/2, 54, Rameshra Road, Village Baska, Taluka Halol, District Panchmahal – 389352, Gujarat, India	
	(UH6) Survey No. 79/1–3, 80/1–2, Baska–Ujeti Road, Baska Dist. Panchmahal, Halol– 389 352, Gujarat	
	(UH7) Plot No. 74/1 Paiki 74/1/P, 74/2/1, 74/2/2, 80 Village Vaseti, Ta.: Halol, Dist. Panchmahals	
	(UH8) Old R.S. No–40, New R.S. No.27, Old Survey No–558/7, New R.S. No–556, Halol–Vadodara Road, Behind Tuff Ropes, Vill–Asoj, Ta–Waghodia, Dist–Vadodara, Gujarat	
	(UH9) Old R S No 32/1/3 32/1/4 32/1/6 32/1/7 32/1/5 32/3/1 New R S No–147 148 149 150 151 156 Baska Asoj Road, Ta.: Waghodia, Dist.: Vadodara	
	(Engineering Workshop & Store) R. S.No. 63/1 63/2 63/4 Baska Ujeti Road Vill–Baska, Ta.: Halol, Dist.: Panchmahals	



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(xix) Details of Plant Locations – Halol, Daman, Nashik and Roorkee

B. Daman
PIL-JWPL-1 – Plot No. 74/7, Daman Industrial Estate, Village–Kadaiya Daman–396 210
PIL-UNIT-1 – Plot No. 74/8,9, Daman Industrial Estate, Village–Kadaiya Daman–396 210
PIL-HT, PCPL JFTC – Plot No. 74/10,11 Additional Area 52/1,2 53/1,3,4, Daman Industrial Estate, Village–Kadaiya Daman–396 210
PIL-PID-1, Plot No. 52/5,6,7,8, Daman Industrial Estate, Village–Kadaiya, Daman–396 210
PIL-UNIT-3 – Plot No. 96/1-7, 100/2-6, Daman Industrial Estate, Village–Kadaiya, Daman–396 210
PIL-UNIT-2- Plot No. 38/1-6, 41/4-9 &42/1-3 &43/1-3,44/1-3& 45/1-2,& 46/5,6,8& 9, Daman Industrial Estate, Village–Kadaiya Daman–396 210
PIL-PID2- Plot No. 78-82, Silver Industrial Estate,Village–Bhimpore, Daman–396 210
PIL-JWPL-2 – Plot No. 353/1,2, Village–Kachigam, Daman–396 210
PIL-PWIPL – survey No. 353/1,2(First Floor) Village–Kachigam, Daman– 396210
PIL-PVC Plant- Survey No. 352/3, 355/P, Village–Kachigam, Daman–396 210
PIL-BNK2- 35/35A GOA IDC, Ind Estate, Somnath Road, Daman–396 210
C. Nashik, Maharashtra
S-31, Additional Industrial Area, MIDC Ambad, Nashik 422010
Gate No.42/3/1, Rajur Phata, Nashik Mumbai Highway, Nashik, Nashik, Maharashtra, 422010
D. Roorkee, Uttarakhand
Khasra No-124, 1415F-1420F, Village–Raipur,Pargana –Bhagwanpur, Roorkee, Dist–Haridwar, Uttarakhand–247 661
Plot No – 28, Shiv Ganga Industrial Estate, Lakeshwari, Bhagwanpur, Roorkee, Dist–Haridwar, Uttarakhand–247 661

16. Market Price and Shares Data:

16.1 Market price date – High and Low from April 01, 2021 to March 31, 2022 are mentioned below:

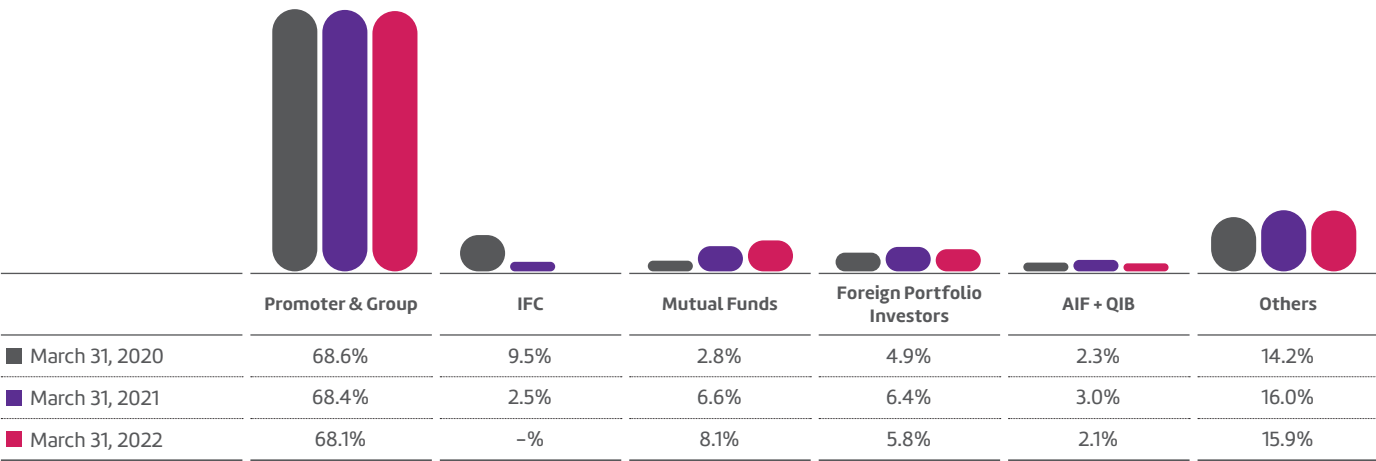
Month	BSE		NSE	
	High	Low	High	Low
April, 2021	1571.55	1322.30	1585.00	1323.20
May, 2021	1701.45	1426.00	1700.00	1425.45
June, 2021	2012.00	1660.00	2008.30	1671.00
July, 2021	2034.00	1761.25	2033.00	1762.00
August, 2021	2122.95	1797.00	2124.30	1795.00
September, 2021	2625.00	2030.45	2627.00	2030.35
October, 2021	2647.40	2123.00	2648.00	2121.10
November, 2021	2544.00	2145.00	2543.85	2142.00
December, 2021	2610.00	2206.15	2609.25	2207.20
January, 2022	2770.85	2378.20	2771.75	2377.30
February, 2022	2585.00	2131.35	2584.95	2253.00
March, 2022	2496.95	2164.40	2498.00	2162.00

16.2 Summary of Shareholding Pattern as on March 31, 2022:

Category of Shareholder	Number of Shareholders	Number of Shares held	Percentage of Shareholding
Promoter & Promoter Group	23	10,17,47,049	68.08
Mutual Funds	25	1,22,05,148	8.17
Alternate Investment Funds	24	12,97,058	0.87
Foreign Portfolio Investors	186	85,80,959	5.74
Foreign Institutional Investors	1	18,404	0.01
Trust	22	76,467	0.05
Resident Individuals	310785	2,00,33,927	13.41
Employees	95	4,56,310	0.31
NRI	6202	7,49,065	0.50
Clearing member	103	2,22,764	0.15
Banks	2	2,15,334	0.14
Qualified Institutional Buyer	13	19,08,747	1.28
Bodies Corporate	1495	15,57,601	1.04
HUF	4719	3,74,180	0.25
Foreign Nationals	2	27	0.00
Total	3,23,697	14,94,43,040	100.00

16.3 Shareholding Trend

Shareholding pattern



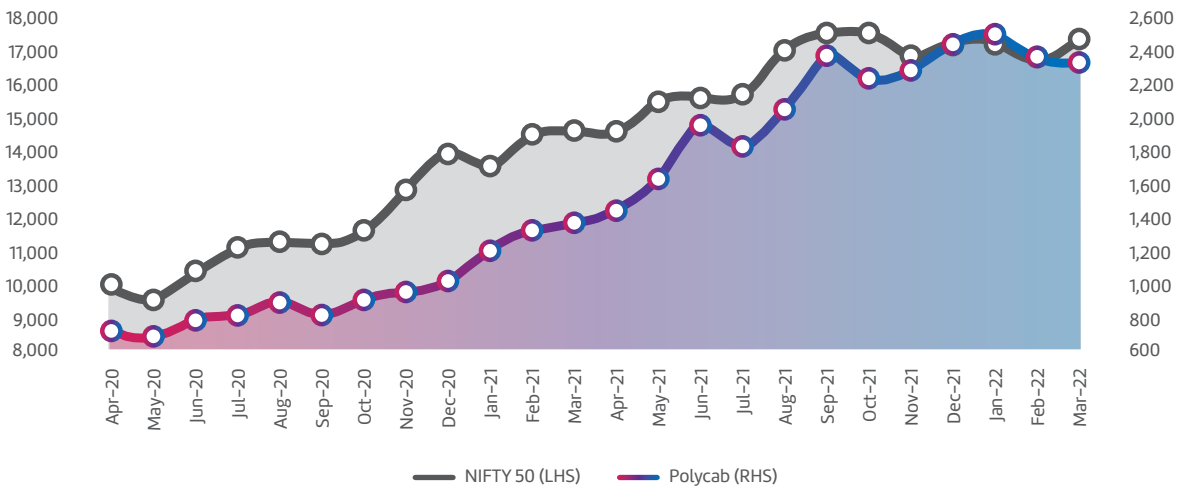
16.4 Distribution of Shareholding as on March 31, 2022

Category of Shares	Number of Shareholders	Number of Shares held	% of Shareholding
1 – 500	3,20,022	86,28,593	5.77
501 – 1000	1,817	13,03,611	0.87
1001 – 2000	862	12,10,381	0.81
2001 – 3000	279	7,02,376	0.47
3001 – 4000	149	5,11,876	0.34
4001 – 5000	104	4,73,464	0.32
5001 – 10000	205	14,03,336	0.94
10001 – 20000	102	14,35,293	0.96
20001 and above	157	13,37,74,110	89.52
Total	3,23,697	14,94,43,040	100.00

17.5 Bifurcation of shares held in physical and demat form as on March 31, 2022

Particulars	No. of Shares	Percentage (%)
Physical Shares (I)	6	0.00
Sub-Total	6	0.00
Demat Shares (II)		
NSDL (A)	14,26,11,021	95.43
CDSL (B)	68,32,013	4.57
Sub-Total (A+B)	14,94,43,034	100.00
Total (I+II)	14,94,43,040	100.00

16.6 Performance in Comparison to Nifty 50 Index as on March 31, 2022.



Note: Share price on daily closing basis

In case the securities are suspended from trading, the directors report shall explain the reason thereof – Not applicable.



Corporate Governance Report

16.7 List of top 10 shareholders as on March 31, 2022:

Name	Total Shares	% To Equity
Inder T. Jaisinghani	19,383,976	12.97
Ajay T. Jaisinghani	19,347,247	12.94
Ramesh T Jaisinghani	18,485,008	12.36
Girdhari T. Jaisinghani	15,181,283	10.15
Kunal Jaisinghani	5,820,361	3.89
Bharat Jaisinghani	5,472,572	3.66
Nikhil Jaisinghani	5,452,622	3.65
Anil Hariani	4,852,195	3.25
Girdhari Reshma Trust	2,000,100	1.33
Girdhari Karina Trust	2,000,100	1.33
Girdhari Juhi Trust	2,000,100	1.33
TOTAL	9,99,26,772	66.87

17. Usage of electronic payment modes for making cash payments to the Investors

SEBI, through its Circular No. CIR/MRD/DP/10/2013, dated March 21, 2013, has mandated the companies to use Reserve Bank of India (RBI) approved electronic payment modes, such as ECS [LECS (Local ECS) / RECS (Regional ECS) / NECS (National ECS)], NEFT and others to pay members in cash.

Recognizing the spirit of the circular issued by the SEBI, Members whose shareholding is in the electronic mode are requested to promptly update change in bank details with the Depository through your Depository Participant for receiving Dividends through electronic payment modes.

Members who hold shares in physical form are requested to promptly update change in bank details with the Company/Registrar and Transfer Agents, KFin Technologies Limited (Unit: Polycab India Limited) for receiving Dividends through electronic payment modes.

The Company had also sent reminders to encash unpaid/unclaimed Dividend as per records every year.

18. No disqualification certificate from company secretary in practice

None of the Directors of the Company have been debarred or disqualified from being appointed or continuing as directors of Companies by the SEBI or the Ministry of Corporate Affairs or any such statutory authority.

A Certificate to this effect, duly signed by Mr. Dilip Bharadiya, Practicing Company Secretary is annexed to this Report.

19. Green Initiative

The Company is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs (MCA), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011, respectively, had allowed companies to send official documents to their shareholders electronically as a part of its green initiatives in corporate governance.

Ministry of Corporate Affairs vide its circular dated April 08, 2020, May 05,2020, January 13, 2021, December 12, 2021, December 14, 2021, and May 05, 2022 has allowed the Company to conduct their AGM through Video Conferencing or Other Audio Visual Means. Hence, in order to ensure the effective participation, the members of the Company are requested to update their email address for receiving the link of e-AGM. Further, in accordance with the said circular, Notice convening the 26th Annual General Meeting, Audited Financial Statements, Board’s Report, Auditor’s Report and other documents are being sent to the email address provided by the Shareholders with the relevant depositories. The shareholders are requested to update their email addresses with their depository participants to ensure that the Annual Report and other documents reaches on their registered email Ids.

20. Declaration by the CEO on Code of Conduct as required by Schedule V of Listing Regulations

As required under Regulation 34(3) read with Part D of Schedule V of Listing Regulations, I hereby declare that all the Directors of the Board and Senior Management Personnel of the Company have affirmed, compliance with provisions of the applicable Code of Conduct of the Company during the financial year ended March 31, 2022.

For **Polycab India Limited**

Inder T. Jaisinghani

Chairman and Managing Director
(DIN: 00309108)

Place: Mumbai
Date: May 10, 2022

Certificate of Non-Disqualification of Directors

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
POLYCAB INDIA LIMITED

This Certificate is being issued to the Members of Polycab India Limited, bearing Corporate Identity Number (CIN) – L31300GJ1996PLC114183, having its registered office address at Unit 4, Plot No 105, Halol Vadodara Road, Village Nulpura, Taluka Halol, Panchamahar Panch Mahals, Gujarat – 389 350 (“the Company”) in terms of Regulation 34(3) read with Schedule V para C Clause 10(i) of the Securities Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

We believe it is the responsibility of the Directors to submit relevant documents with complete and accurate information in accordance with the provisions of the Act and SEBI Listing Regulations.

We have examined the documents and disclosures provided by the following Directors in electronic mode, for the purpose of issuing this Certificate, in accordance with the requirements under the Companies Act, 2013 (“Act”) and the SEBI Listing Regulations.

Based on our examination of relevant documents made available to us by the Company and such other verifications [including Directors Identification Number (DIN) status at the portal www.mca.gov.in] carried out by us as deemed necessary and adequate, in our opinion and to the best of our information and knowledge and according to the explanations provided by the Company, its officers and authorized representatives, we certify that as on date of this certificate, none of the directors on the Board of the Company, as listed hereunder, have been debarred or disqualified from being appointed or continuing as Directors of the Company by Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority.

Directors of the Company				
Sr. No.	Name of the Director	DIN	Date of Appointment	Date of Cessation
1.	Ajay T. Jaisinghani	00276588	27/04/2006	12/05/2021
2.	Bharat Jaisinghani	00742995	13/05/2021	-
3.	Hiroo Mirchandani	06992518	20/09/2018	12/05/2021
4.	Inder T. Jaisinghani	00309108	20/12/1997	-
5.	Nikhil Jaisinghani	00742771	13/05/2021	-
6.	Pradeep Poddar	00025199	20/09/2018	-
7.	Rakesh Talati	08591299	13/05/2021	-
8.	R. S. Sharma	00013208	20/09/2018	-
9.	Ramesh T. Jaisinghani	00309314	10/01/1996	12/05/2021
10.	Shyam Lal Bajaj	02734730	15/12/2016	12/05/2021
11.	Sutapa Banerjee	02844650	13/05/2021	-
12.	T. P. Ostwal	00821268	20/09/2018	-

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

for **Dilip Bharadiya & Associates**

Dilip Bharadiya

F.C.S No. 7956 C.P No. 6740
UDIN: F007956D000298356

Place: Mumbai
Date: May 10, 2022



CEO / CFO Certificate

To
The Board of Directors
Polycab India Limited

**Sub: Compliance Certificate under Regulation 17(8) of SEBI
(Listing Obligations and Disclosure Requirements) Regulations 2015.**

- We have reviewed the Financial Statements and the Cash Flow Statement of Polycab pIndia Limited (the ‘Company’) for the year ended March 31, 2022 and to the best of our knowledge and belief:
 - these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - these statements together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company’s Code of Conduct.
- We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company’s internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
- We have indicated to the Auditors and the Audit Committee that:
 - there are no significant changes in internal control over financial reporting during the year;
 - there are no significant changes in accounting policies during the year; and
 - there are no instances of fraud of which we have become aware and the involvement therein, if any, of the Management or an employee having a significant role in the Company’s internal control system over financial reporting.

For **Polycab India Limited**

Place: Mumbai
Date: May 10, 2022

Inder T. Jaisinghani
Chairman & Managing Director

Gandharv Tongia
Chief Financial Officer

Independent Auditors’ Certificate On Compliance With The Corporate Governance Requirements Under Sebi (Listing Obligations And Disclosure Requirements) Regulations, 2015

To,
The Members
POLYCAB INDIA LIMITED

- This certificate is issued in accordance with the terms of our engagement letter dated July 23, 2019 and addendum to the engagement letter dated July 21, 2021.
- We have examined the compliance of conditions of Corporate Governance by **Polycab India Limited** (“the Company”), for the year ended March 31, 2022, as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“Listing Regulations”) pursuant to the Listing Agreement of the Company with Stock Exchanges.

Management’s Responsibility

- The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the Company’s Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

Auditors’ Responsibility

- Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
- Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended March 31, 2022.
- We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special

Purposes (Revised 2016) and Guidance Note on Certification of Corporate Governance both issued by the Institute of the Chartered Accountants of India (the “ICAI”), in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

- In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above–mentioned Listing Regulations.
- We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

- The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **BS R & Co. LLP**
Chartered Accountants
Firm’s Registration No: 101248W/W-100022

Bhavesh Dhupelia
Partner
Membership No: 042070
UDIN: 22042070AISARZ7241

Place: Mumbai
Date: May 10, 2022