

## POLYCAB INDIA LIMITED

CIN: L31300GJ1996PLC114183

#29, The Ruby, 21<sup>st</sup> Floor, Senapati Bapat Marg, Tulsi Pipe Road, Dadar (West), Mumbai, Maharashtra-400028

Tel: +91 22 2432 7070-74

Email: [shares@polycab.com](mailto:shares@polycab.com) Website: [www.polycab.com](http://www.polycab.com)



Date: 16<sup>th</sup> May 2023

To  
Department of Corporate Services,  
BSE Limited  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai, Maharashtra – 400001

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

**Scrip Code: 542652 Scrip Symbol: Polycab  
ISIN: INE455K01017**

Dear Sir(s) / Madam,

**Sub: Intimation for submission of Annual Secretarial Compliance Report for the financial year ended as on 31<sup>st</sup> March 2023.**

Please find attached herewith the Annual Secretarial Compliance Report of the Company pursuant to the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, for the year ended 31<sup>st</sup> March 2023 issued by Dilip Bharadiya & Associates, Company Secretaries.

Kindly take the same on your record.

Thanking you

Yours Faithfully  
For **Polycab India Limited**

**Manita Carmen A. Gonsalves**  
**Company Secretary and Head Legal**

Membership No.: A18321

Address: #29, The Ruby, 21<sup>st</sup> Floor, Senapati Bapat Marg, Tulsi Pipe Road, Dadar (West), Mumbai, Maharashtra-400028



**Registered Office:**  
Unit No. 4, Plot No.105, Halol Vadodara Road  
Village Nulpura, Taluka Halol, Panchmahal, Gujarat-389350  
Tel: 2676-227600 / 227700

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF**  
**POLY CAB INDIA LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

To,  
The Board of Directors,  
Polycab India Limited,  
Unit 4, Plot No 105, Halol Vadodara Road,  
Village Narpura, Taluka Halol,  
Panchmahal Panch Mahals,  
Gujarat - 389 350

We have conducted the Annual Secretarial Compliance Audit of **Polycab India Limited** (*hereinafter referred to as "the Company"*) in terms of compliance with Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We, have examined all the:

- a) documents and records made available to us and explanation provided by the Company;
- b) the filings/ submissions made by the Company with Securities and Exchange Board of India ("SEBI") and the Stock Exchanges;
- c) other relevant documents/ filings,
- d) content on the website of the Company;

for the year ended **March 31, 2023** ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956, rules made thereunder and the Regulations, circulars, guidelines issued thereunder by SEBI.

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) SEBI (Share Based Employee Benefits) Regulations, 2014;
- c) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- d) SEBI (Prohibition of Insider Trading) Regulations, 2015;
- e) SEBI (Depositories and Participants) Regulations, 2018;
- f) SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client;
- g) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (*Not Applicable to the Company during the Review Period*);
- h) SEBI (Issue and Listing of Debt Securities) Regulations, 2008; (*Not Applicable to the Company during the Review Period*);
- i) SEBI (Buyback of Securities) Regulations, 2018 (*Not applicable to the Company during the Review Period*);
- j) SEBI (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (*Not applicable to the Company during the Review Period*).



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We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
1.	<p><b>Secretarial Standards:</b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	Complied
2.	<p><b>Adoption and timely updation of the Policies:</b></p> <ul style="list-style-type: none"> <li>● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>● All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	Complied
3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>● The Listed entity is maintaining a functional website</li> <li>● Timely dissemination of the documents/ information under a separate section on the website</li> <li>● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website</li> </ul>	Yes	Complied



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
4.	<b>Disqualification of Director:</b> None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	Complied
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Yes	Complied
6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Complied
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Complied
8.	<b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) In case no prior approval has been obtained, the listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	Yes  NA	Complied  NA



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Complied
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Complied
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.	Yes	Complied
12.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	Complied

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019:



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
1.	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	None
2.	<b>Other conditions relating to resignation of statutory auditor</b>		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p>	NA	None



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	None
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/	NA	None

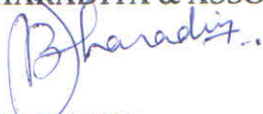


	CFD/CMD1/114/2019 dated 18 <sup>th</sup> October, 2019.		
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The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder and there are no exceptional matters to be reported.

We further confirm that the Secretarial Compliance Report of the previous year dated May 10, 2022 was clean and unqualified.

For DILIP BHARADIYA & ASSOCIATES

  
DILIP BHARADIYA  
Partner  
FCS No.: 7956, C P No.: 6740  
UDIN: F007956E000297674



Place: London  
Date: May 12, 2023