

Disclosures with respect to Employees Stock Option Scheme, 2018 of the Company pursuant to Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as on 31 March 2024

1. Relevant disclosures in terms of the ‘Guidance note on accounting for employee share-based payments’ issued by Institute of Chartered Accountants of India or any other relevant accounting standards as prescribed from time to time:

Members may refer to the audited financial statement prepared as per Indian Accounting Standard (Ind-AS) for the year 2023-24.

2. Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of options calculated in accordance with Ind-AS 33:

Diluted EPS for the year ended 31 March 2024 is ₹ 117.53 calculated in accordance with Ind-AS 33 (Earnings per Share).

3. Details related to Employees’ Stock Option Scheme, 2018 (“ESOS - 2018”)

(i) The description including terms and conditions of ESOS - 2018 is summarized as under:

S.No.	Particulars	Polycab ESOP Privilege Scheme	Polycab ESOP Performance Scheme
1.	Date of shareholders’ approval	30 August 2018	30 August 2018
2.	Total number of options approved under the Schemes	14,2,250	33,87,750
3.	Vesting requirement	one year from the date of grant of options	one year after the grant date in the specified ratio of 15:15:20:20:30
4.	Exercise Price or pricing formula	₹ 405 per equity share	₹ 405 per equity share
5.	Maximum term of option granted	Five years from the date of grant of options	Eight Years from the date of grant of options
6.	Source of shares (Primary, secondary or combination)	Primary	Primary
7.	Variation in terms of options	None	None

(ii) **Method used to account for ESOS - Intrinsic or fair value:**

Fair value

(iii) **Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed:**

Not applicable since the company has used the fair value method

(iv) **Option movement during the year:**

S.No.	Particulars	Polycab ESOP Privilege Scheme	Polycab ESOP Performance Scheme
1	Number of options outstanding at the beginning of year	8,250	7,77,910
2	Number of options granted during the year	0	8,87,500
3	Number of options forfeited / lapsed during the year and other adjustments	6,750	1,75,650
4	Number of options vested during the year	0	4,06,090
5	Number of options exercised during the year	1,500	4,65,877
6	Number of shares arising as a result of exercise of options	1,500	4,65,877
7	Money realized by exercise of options (₹)	6,07,500	18,86,80,185
8	Loan repaid by the Trust during the year from exercise price received	NA	NA
9	Number of options outstanding at the end of the year	0	10,12,383
10	Number of options exercisable at the end of the year	8,250	9,07,377

(v) **Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.**

Members may refer to the Note 16 of the audited financial statements prepared as per Indian Accounting Standard (Ind-AS) for the year 2023-24.

- a) Any other employee who receives a grant in any one year of options amounting to 5% or more of options granted during that year – Nil.
- b) Identified employees who were granted options, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant – Nil.

(vi) **A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:**

- a) the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model.

The members may refer to Note no. 16 of the audited financial statements prepared as per Indian Accounting Standard (Ind-AS) for the year 2023-24.

- b) the method used and the assumptions made to incorporate the effects of expected early exercise.

The Company has calculated the employee compensation cost using the fair value of the stock options (based on Black Scholes Valuation Model)

- c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility

The members may refer to note no. 16 of the audited financial statements prepared as per Indian Accounting Standard (Ind-AS) for the year 2023-24.

- d) Whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition.

The members may refer to note no. 16 of the audited financial statements prepared as per Indian Accounting Standard (Ind-AS) for the year 2023-24.

4. Disclosures in respect of grants made in three years prior to IPO under each ESOS.

1,42,250 options were granted under Polycab Employee Stock Options Privilege Scheme 2018 and 21,47,500 options were granted under Polycab Employee Stock Options Performance Scheme 2018 prior to IPO.

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

Sd/-

Inder T. Jaisinghani
Chairman & Managing Director

Date: 10 May 2024
Place: Mumbai