

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
Mr. Inder T. Jaisinghani
Chairman of the Twenty Sixth Annual General Meeting
Polycab India Limited

Sub.: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the Twenty Sixth Annual General Meeting of the Equity shareholders of Polycab India Limited held on Wednesday, June 29, 2022 at 9.00 a.m. ("said AGM") conducted through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

We, Dilip Bharadiya & Associates, Practicing Company Secretaries had been appointed as the Scrutinizer by the Board of Directors of Polycab India Limited (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of electronic means at the meeting pursuant to Section 108 & 109 of the Companies Act, 2013 ("Act") read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the resolutions proposed at the 26th AGM of the Equity shareholders of the Company held on Wednesday, June 29, 2022 at 9.00 a.m. through Video Conferencing/ Other Audio Visual Means.

The management of the Company is responsible to ensure the compliance with the requirements of the Act relating to voting through electronic means on the resolutions contained in the Notice for the said AGM. Our responsibility as a Scrutinizer for the e-voting process is restricted to ensure that the e-voting process is conducted in a fair and transparent manner and make a Scrutinizer's report of the votes cast "in favour" or "against" or "invalid votes", on the resolutions with respect to all the items of the business enumerated in the Notice of said AGM.

The Notice dated May 10, 2022 along with the Statement stating out material facts under Section 102 of the Act, were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM.

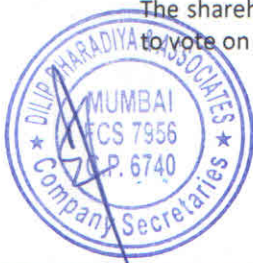
The Company had fixed June 03, 2022, as the cut-off date for the purpose of dispatch of Notice of the said AGM. Accordingly, the Company had, on June 07, 2022 sent the Notice of the said AGM, via e-mail to 3,13,090 shareholders, whose email IDs were registered with the Company/Registrar & Transfer Agents (RTA).

The Public Advertisement with respect to completion of dispatch of Notices and Annual Report was published on June 08, 2022 in an English newspaper i.e. The Financial Express and in Gujarati Newspaper i.e. Gujarat Samachar (Gujarat Edition).

The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means was provided by National Securities Depository Limited (NSDL). The Company had also uploaded the Notice of the said AGM on its website i.e. www.polycab.com to facilitate the shareholders to cast their votes through remote e-voting.

The shareholders of the company holding shares as on the cut-off date i.e. June 22, 2022, were entitled to vote on the resolutions as set out in the Item no. 1 to 8 of the Notice of the said AGM.

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The remote e-voting platform was open from 9.00 a.m. on Sunday, June 26, 2022 and remained open upto 5.00 p.m. on Tuesday, June 28, 2022 (both days inclusive) and members holding shares either in physical form or in dematerialized form were required to cast their votes electronically, on the e-voting platform provided by NSDL.

The Company had also provided the facility of e-voting at the AGM for the Members who had not cast their vote by remote e-voting.

The meeting concluded at 9.42 a.m.

After the conclusion of the AGM, the facility of e-voting was kept open for 15 (fifteen) minutes i.e. upto 9.57 a.m.

Completion of e-voting

After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com>). The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.

As a Scrutinizer, we, based on the reports generated from the e-voting system provided by NSDL, have scrutinized the votes casted through e-voting and present herewith the Scrutinizer's Report on the votes casted "in favor" or "against" or "invalid votes", with respect to each item on the agenda as set out in the Notice of the said AGM.

The particulars of all the electronic votes casted by the members through e-voting process have been recorded in a register separately maintained for the purpose.

The result of the e-voting is as per the Annexure attached herewith.

The Register and all other papers and relevant records relating to E-voting are maintained and kept in our safe custody.

Conclusion:

All the resolutions having secured requisite majority of votes, the respective resolutions may be considered to have been passed. The Chairman of the said AGM may accordingly declare the result of voting.

Thanking You,
Yours Faithfully,

For **DILIP BHARADIYA & ASSOCIATES**



DILIP BHARADIYA
Partner
F.C.S. 7956; C.P. 6740
UDIN: F007956D000542765

Place: Mumbai
Date: June 29, 2022



ANNEXURE

ORDINARY BUSINESSItem No. 1: Ordinary Resolution

To consider and adopt the Audited Standalone Financial Statements for the financial year ended March 31, 2022 together with the reports of the Board of Directors and Auditors thereon:

Votes in favour of the resolution:

Type of Voting	Number of the Members Voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	882	9,34,60,871	100.00
E-voting at AGM	4	3,043	0.00
Total	886	9,34,63,914	100.00

Votes against the resolution:

Type of Voting	Number of the Members Voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	19	193	0.00
E-voting at AGM	-	-	-
Total	19	193	0.00

Notes:

1. The percentage is rounded off upto two decimals places.
2. There were no votes cast which could be accounted as Invalid.



ORDINARY BUSINESS**Item No. 2: Ordinary Resolution**

To consider and adopt the Audited Consolidated Financial Statements for the financial year ended March 31, 2022 together with the reports of the Board of Directors and Auditors thereon:

Votes in favour of the resolution:

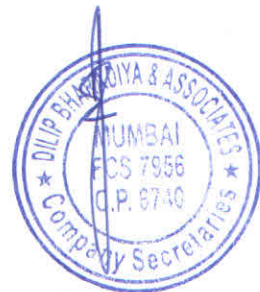
Type of Voting	Number of the Members Voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	880	9,34,60,511	100.00
E-voting at AGM	4	3,043	0.00
Total	884	9,34,63,554	100.00

Votes against the resolution:

Type of Voting	Number of the Members Voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	19	193	0.00
E-voting at AGM	-	-	-
Total	19	193	0.00

Notes:

1. The percentage is rounded off upto two decimals places.
2. There were no votes cast which could be accounted as Invalid.



ORDINARY BUSINESS**Item No 3: Ordinary Resolution**

To declare a dividend of Rs 14/- per equity share of face value of Rs 10/- each for the financial year ended March 31, 2022

Votes in favour of the resolution:

Type of Voting	Number of the Members Voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	885	9,35,29,765	100.00
E-voting at AGM	4	3,043	0.00
Total	889	9,35,32,808	100.00

Votes against the resolution:

Type of Voting	Number of the Members Voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	18	183	0.00
E-voting at AGM	-	-	-
Total	18	183	0.00

Notes:

1. The percentage is rounded off upto two decimals places.
2. There were no votes cast which could be accounted as Invalid.



ORDINARY BUSINESS**Item No. 4: Ordinary Resolution**

Appointment of Mr. Rakesh Talati (DIN:08591299) as Director liable to retire by rotation.

Votes in favour of the resolution:

Type of Voting	Number of the Members Voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	740	8,85,61,276	94.71
E-voting at AGM	4	3,043	0.00
Total	744	8,85,64,319	94.71

Votes against the resolution:

Type of Voting	Number of the Members Voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	153	49,50,712	5.29
E-voting at AGM	0	0	-
Total	153	49,50,712	5.29

Notes:

1. The percentage is rounded off upto two decimals places.
2. There were no votes cast which could be accounted as Invalid.



SPECIAL BUSINESS**Item No. 5: Ordinary Resolution**

Ratification of remuneration payable to the Cost Auditors for the Financial Year 2022-2023

Votes in favour of the resolution:

Type of Voting	Number of the Members Voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	857	9,21,23,874	98.52
E-voting at AGM	4	3,043	0.00
Total	861	9,21,26,917	98.52

Votes against the resolution:

Type of Voting	Number of the Members Voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	39	13,88,150	1.48
E-voting at AGM	-	-	-
Total	39	13,88,150	1.48

Notes:

1. The percentage is rounded off upto two decimals places.
2. There were no votes cast which could be accounted as Invalid.



SPECIAL BUSINESS**Item No. 6: Special Resolution**

Continuation of appointment of Mr. Inder T. Jaisinghani, (DIN: 00309108) as Managing Director on attaining the age of 70 years

Votes in favour of the resolution:

Type of Voting	Number of the Members Voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	818	6,52,34,793	98.38
E-voting at AGM	4	3,043	0.00
Total	822	6,52,37,836	98.38

Votes against the resolution:

Type of Voting	Number of the Members Voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	73	10,72,662	1.62
E-voting at AGM	-	-	-
Total	73	10,72,662	1.62

Notes:

1. The percentage is rounded off upto two decimals places.
2. There were no votes cast which could be accounted as Invalid.



SPECIAL BUSINESS**Item No. 7: Special Resolution**

Alteration of certain clauses of Articles of Association (AOA) of the Company

Votes in favour of the resolution:

Type of Voting	Number of the Members Voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	866	9,35,11,680	100.00
E-voting at AGM	4	3,043	0.00
Total	870	9,35,14,723	100.00

Votes against the resolution:

Type of Voting	Number of the Members Voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	29	341	0.00
E-voting at AGM	-	-	-
Total	29	341	0.00

Notes:

1. The percentage is rounded off upto two decimals places.
2. There were no votes cast which could be accounted as Invalid.



SPECIAL BUSINESS**Item No. 8: Special Resolution**

Payment of Commission to the Independent Directors of the Company

Votes in favour of the resolution:

Type of Voting	Number of the Members Voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	673	8,53,62,705	91.34
E-voting at AGM	4	3,043	0.00
Total	677	8,53,65,748	91.34

Votes against the resolution:

Type of Voting	Number of the Members Voted	Total number of votes cast by them	% of total number of valid votes cast
Remote E-voting	221	80,96,490	8.66
E-voting at AGM	-	-	-
Total	221	80,96,490	8.66

Notes:

1. The percentage is rounded off upto two decimals places.
2. There were no votes cast which could be accounted as Invalid.

