

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended)]

To
The Chairman
Polycab India Limited
Polycab House, 771 Mogul Lane,
Mahim (W), Mumbai – 400016

Sub.: Scrutinizer's Report on Passing of resolutions of Postal Ballot through remote e-voting of Polycab India Limited ('the Company').

I, Dilip Bharadiya, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of Polycab India Limited ("the Company"), for the purpose of scrutinizing the remote e-voting process for the Postal Ballot, pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, circulars issued by the Ministry of Corporate Affairs ("MCA") ("Circulars") and subject to other applicable laws and regulations.

I, hereby submit my report as under:

1. 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 said Notice. My 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", to the Chairman on the resolutions enumerated in the said notice.

2. Dispatch of Notice:

The Company had dispatched the said Notice alongwith the Statement stating out material facts under Section 102 of the Act via e-mail to the members, whose e-mail IDs are registered with Kfin Technologies Limited, Registrar and Share Transfer Agent of the Company ("RTA") on Monday, January 30, 2023.

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The Company had also uploaded the said Notice on its website i.e. www.polycab.com, and on the website of Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") to facilitate the members to cast their votes through remote e-voting.

Advertisement post dispatch of Notice:

Pursuant to clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published an advertisement in 'Financial Express (English newspaper) and 'Gujarat Samachar (Gujarati newspaper) on January 31, 2023 specifying the required information as provided under the said rule.

3. Cut-off date

The members of the Company holding shares as on the cut-off date i.e. Friday, January 20, 2023, were entitled to vote on the resolutions as set out in the said Notice.

4. E-Voting

a. Agency

- i. The Company engaged the services of National Securities Depository Limited (NSDL) as the Service Provider, for the purpose of extending the facility of remote e-voting via its website, <https://www.evoting.nsdl.com/> to the Members of the Company.
- ii. The Service Provider had provided a system for recording the votes of the Members, cast electronically through remote e-voting on the agenda item as set out in the said Notice.

b. Remote e-voting

The remote e-voting platform was open from Tuesday, January 31, 2023 (9:00 a.m. IST) to Wednesday, March 1, 2023 (5:00 p.m. IST) and members holding shares in physical form and dematerialized form were required to cast their votes electronically through NSDL website. The remote e-voting module was disabled for voting thereafter by the Service Provider.

5. Preparation of results

After the closure of the remote e-voting, the votes cast through website were unblocked and downloaded. The results were prepared after scrutinizing the aforementioned data more particularly with respect to the votes cast "in favor" or "against" or "invalid votes".

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

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

The relevant records with respect to the postal ballot will be handed over to the Company Secretary for safe custody.

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Conclusion:

The resolutions having secured requisite majority shall be considered to have been passed. The Chairman may accordingly declare the results of voting pursuant to the applicable provisions of the Act and the rules framed thereunder and the Listing Regulations.

Thanking you,

Yours faithfully,
For Dilip Bharadiya & Associates



Dilip Bharadiya

Partner

F.C.S. 7956; C.P. 6740

UDIN : F007956D003224400



Place: Mumbai

Date : March 2, 2023

Resolution No.1								
Resolution Required(Ordinary/Special) Whether promoter/Promoter Group are interested in below Resolution					Special			
					Not interested			
Description of resolution considered					Appointment of Mrs. Manju Agarwal (DIN:06921105) as an Independent Director of the Company.			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	9,97,04,399	6,73,81,108	67.58	6,73,81,108	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		9,97,04,399	6,73,81,108	67.58	6,73,81,108	-	100.00
Public Institutions	E-voting	2,50,44,308	2,10,41,940	84.02	2,07,59,349	2,82,591	98.66	1.34
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		2,50,44,308	2,10,41,940	84.02	2,07,59,349	2,82,591	98.66
Public Non-Institutions	E-voting	2,49,58,010	61,92,379	24.81	61,89,548	2,831	99.95	0.05
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		2,49,58,010	61,92,379	24.81	61,89,548	2,831	99.95
Total		14,97,06,717	9,46,15,427	63.20	9,43,30,005	2,85,422	99.70	0.30

Notes:

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



Resolution No. 2								
Resolution Required(Ordinary/Special) Whether promoter/Promoter Group are interested in below Resolution					Ordinary			
					Not interested			
Description of resolution considered					Appointment of Mr. Gandharv Tongia (DIN: 09038711) as Whole-time Director of the Company			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	9,97,04,399	6,73,81,108	67.58	6,73,81,108	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		9,97,04,399	6,73,81,108	67.58	6,73,81,108	-	100.00
Public Institutions	E-voting	2,50,44,308	2,10,41,940	84.02	1,48,73,499	61,68,441	70.69	29.31
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		2,50,44,308	2,10,41,940	84.02	1,48,73,499	61,68,441	70.69
Public Non-Institutions	E-voting	2,49,58,010	61,92,173	24.81	61,89,310	2,863	99.95	0.05
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		2,49,58,010	61,92,173	24.81	61,89,310	2,863	99.95
Total		14,97,06,717	9,46,15,221	63.20	8,84,43,917	61,71,304	93.48	6.52

Notes:

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

