POLYCAB

Date: July 24, 2026

To
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai, MH - 400001

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

Scrip Code: 542652 Scrip Symbol: POLYCAB
ISIN: INE455K01017

Dear Sir(s) / Madam(s),

Subject: Submission of Postal Ballot Notice

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Postal Ballot Notice for seeking approval of the members of the Company for the following resolutions.

Sr. No.	Particulars	Type of Resolution
1	Revision in remuneration of Mr. Bharat A. Jaisinghani (DIN:00742995), Joint Managing Director of the Company.	Ordinary
2	Revision in remuneration of Mr. Nikhil R. Jaisinghani (DIN:00742771), Joint Managing Director of the Company.	Ordinary

In compliance with applicable General Circulars issued by the Ministry of Corporate Affairs, Government of India and SEBI, the Postal Ballot notice has been sent only through electronic mode to those members whose e-mail addresses were registered with the Company / Depositories and whose names were recorded in the Register of Members / Register of Beneficial Owners as on the Cut-off date i.e. Friday, July 17, 2026.

The Company has engaged the services of National Securities Depository Limited to provide remote e-voting facility to enable the members to cast their votes electronically. The remote e-voting period shall commence from **Saturday, July 25, 2026, at 09:00 a.m. (IST) and shall end on Sunday, August 23, 2026, at 05:00 p.m. (IST)**. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. The shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Postal Ballot notice is also available on the Company's website and accessible through weblink

Kindly take the same on your record.
Thanking you

Yours Faithfully
For **Polycab India Limited**

MANITA CARMEN ALBERT GONSALVES

Digitally signed by MANITA CARMEN ALBERT GONSALVES
DN: c=IN, postalCode=400104, st=MAHARASHTRA, street=FLAT NO 8BUILDING NO 9PIRAMAL NAGAR S V ROADMUMBAIBESIDES PATEL PETROL PUMP 400104, l=MUMBAI, o=Personal, title=9350, serialNumber=e9923616fb581748338360a9dcca7ddbef53792338962e492591c02f91606f5f, pseudonym=06cc99809d91787cadb069ca8ac6e070, 2.5.4.20=d6b37cc9b008ba4c44a5e26aead891e74cc85aea24a8e6ad4562fa78a0802a6d, email=MANITA.GONSALVES@POLYCAB.COM, cn=MANITA CARMEN ALBERT GONSALVES
Date: 2026.07.24 20:26:38 +05'30'

Manita Carmen A. Gonsalves
Vice President-Legal & Company Secretary
Membership No.: A18321
Address: #29, The Ruby, 21st Floor, Senapati Bapat Marg,
Tulsi Pipe Road, Dadar (West), Mumbai, MH-400028

Encl. as above

POLYCAB

POLYCAB INDIA LIMITED

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

Corporate Office: #29, The Ruby, 21st Floor, Senapati Bapat Marg, Tulsi Pipe Road, Dadar (West), Mumbai, Maharashtra-400028

CIN: L31300GJ1996PLC114183

Tel No: +91 22 6735 1400; **Website**: www.polycab.com; **Email** shares@polyacb.com

E-voting Start date	**E-voting End date**
Saturday, July 25, 2026, at 09:00 a.m. (IST)	Sunday, August 23, 2026, at 05:00 p.m. (IST)

POSTAL BALLOT NOTICE

[Pursuant to Section 108, 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions if any, of the Companies Act, 2013 (**"Act"**), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'the Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**'SS-2'**), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-voting vide General Circulars No.14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 30, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024, 03/2025 dated September 22, 2025 and / or any other circulars issued from time to time by Ministry of Corporate Affairs **(collectively the 'MCA Circulars')**, that the resolutions appended below be proposed for approval by the Members of the Company (as on cut-off date)through Postal Ballot by way of voting through electronic means (**'remote e-voting/ e-voting')** only:

Sr. No.	**Particulars**	**Resolution(s)**
1	Revision in remuneration of Mr. Bharat A. Jaisinghani (DIN:00742995), Joint Managing Director of the Company	Ordinary
2	Revision in remuneration of Mr. Nikhil R. Jaisinghani (DIN:00742771), Joint Managing Director of the Company	Ordinary

An Explanatory Statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules setting out the material facts and the reasons / rationale thereof pertaining to the said resolution(s) forms part of this Postal Ballot Notice ('the Notice' or 'the Postal Ballot Notice')

The Company is sending the Postal Ballot Notice to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, July 17, 2026, being the cut-off date for the purpose, in electronic form to those Members whose email address is registered with KFin Technologies Limited, the Company's Registrar and Share Transfer Agent ('KFintech' or 'Registrar and Transfer Agent") or Depository Participants.
In accordance with the provisions of the MCA Circulars, the members can vote through remote e-voting only. Hence, physical copies of the Postal Ballot Notice along with postal

ballot forms and pre-paid business reply envelope is not being sent to the members. The communication of the assent or dissent of the members would only take place through remote e-voting system.

Pursuant to Regulation 44 of SEBI Listing Regulations and provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice. Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent **(FOR)** or dissent **(AGAINST)** to the resolution by following the procedure as stated in the 'Notes' section of this Notice. The Notice is also available on the website of the Company at: www.polycab.com.

The members may note that the e-voting facility will be available during the following period:

Commencement of e-voting period	Saturday, July 25, 2026 from 09:00 a.m. IST
Conclusion of e-voting period	Sunday, August 23, 2026 to 05:00 p.m. IST

The e-voting facility will be disabled by NSDL immediately after 05:00 p.m. IST on Sunday, August 23, 2026, and will be disallowed thereafter.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors ("**Board**") at its meeting held on July 16, 2026 has appointed Dilip Bharadiya & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman ("the Chairman") or Company Secretary of the Company, and the result will be announced within 2 (two) working days from the conclusion of the e-voting period i.e. on or before Tuesday, August 25, 2026 and will also be communicated to the Stock Exchange(s) i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Sunday, August 23, 2026.

Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to the Postal Ballot Notice.

The Explanatory Statement required to be annexed to notice under Section 102 (1) of the Act setting out the material facts and reasons for the resolutions is also appended herewith.

Special Business:

1. **Revision in remuneration of Mr. Bharat A. Jaisinghani (DIN:00742995), Joint Managing Director of the Company.**
   To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:
   "RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to recommendation of the Nomination & Remuneration Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded, for revision in remuneration of Mr. Bharat A. Jaisinghani (DIN:00742995) Joint Managing Director of the Company with effect from April 01, 2026 till the remaining period of his present tenure i.e. upto May 12, 2031 on the terms and conditions as set out in the explanatory statement annexed hereto.

   RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. Bharat A. Jaisinghani Joint Managing Director, the Company has no profits or its profit are inadequate, the remuneration including all benefits, amenities and perquisites as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

   RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to vary and /or modify the terms and conditions of the remuneration and perquisites payable to Mr. Bharat A. Jaisinghani, in such manner as may be agreed to between the Board of Directors and Mr. Bharat A. Jaisinghani within and in accordance with the limits prescribed in Schedule V to the Act including any modifications thereof.

   RESOLVED FURTHER THAT any of the Executive Directors (except Mr. Bharat A. Jaisinghani) and / or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto."

2. **Revision in remuneration of Mr. Nikhil R. Jaisinghani (DIN:00742771), Joint Managing Director of the Company.**
   To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:
   "RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to recommendation of the Nomination & Remuneration Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded, for revision in remuneration of Mr. Nikhil R. Jaisinghani (DIN:00742771) Joint Managing Director of the Company with effect from April 01, 2026 till the remaining period of his present tenure i.e. upto May 12, 2031 on the terms and conditions as set out in the explanatory statement annexed hereto.

   RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. Nikhil R. Jaisinghani, Joint Managing Director, the Company has no profits or its profit are inadequate, the remuneration including all benefits, amenities and perquisites as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.
   RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to vary and /or modify the terms and conditions of the remuneration and perquisites payable to Mr. Nikhil R. Jaisinghani, in such manner as may be agreed to between the Board of Directors

and Mr. Nikhil R. Jaisinghani within and in accordance with the limits prescribed in Schedule V to the Act including any modifications thereof.

RESOLVED FURTHER THAT any of the Executive Directors (except Mr. Nkhil R. Jaisinghani) and / or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto."

By Order of the Board of Directors
of Polycab India Limited

Manita Carmen A. Gonsalves
Vice President - Legal & Company Secretary
Membership No. A18321

Date: July 16, 2026
Place: Mumbai

NOTES:

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reason/ rationale for proposed resolutions is annexed herewith. setting forth the material facts and reasons for the proposal is annexed herewith.
2. The term of "Members" and "shareholders" is used interchangeably in postal ballot notice.
3. In line with the Circulars issued by the Ministry of Corporate Affairs vide General Circulars No.14/ 2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 30, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024, 03/2025 dated September 22, 2025 or any other circulars issued from time to time by MCA (collectively the 'MCA Circulars'), Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended ("SEBI Master Circular"), and SS-2 and any amendments thereto, this Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories and who will register their e-mail address in accordance with the process outlined in this Notice and whose names appear in the Register of Members / Register of Beneficial Owners maintained by the depositories as on Friday, July 17, 2026.
4. Members may please note that the Postal Ballot Notice will also be available on the website of the Company at www.polycab.com and on the websites of Stock Exchanges, i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.
5. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the members. The resolutions, if passed by the requisite majority through Postal Ballot by remote e-voting, will be deemed to have been passed on the last date specified for e-voting i.e., Sunday, August 23, 2026 at 05:00 p.m. (IST).
6. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the members as on Friday, July 17, 2026.
7. Corporate members are entitled to appoint authorized representatives to vote on their behalf on the resolution proposed in this Postal Ballot Notice. Institutional/ Corporate members (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF/ JPG Format) of their Board or governing body's resolution/ Authorization, authorizing their representative to vote through remote e-voting to the Scrutinizer through e-mail at dilipbcs@gmail.com.
8. **Inspection of Documents:** Documents referred to in the Postal Ballot Notice will be available for inspection at the Corporate Office of the Company during office hours from 10:00 a.m. to 01:00 p.m. on all working days (except Saturday's, Sunday's and Public Holiday's if any) until closure of time for casting vote through remote e-voting without any fee, to members from the date of circulation of the Postal Ballot Notice up to the time of closure of the e-voting period. Members seeking to inspect such documents can send an e-mail to shares@polycab.com.
9. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and the MCA Circulars, members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by NSDL, on the resolutions set forth in this Postal Ballot Notice. The detailed procedure with respect to remote e-voting is mentioned in note no.14 of this notice.
10. In order to increase the efficiency of the voting process and pursuant to SEBI Circular No. SEBI/ HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, all individual shareholders holding shares in demat mode can now cast their vote by way of a single login credential, through either their demat accounts / websites of Depositories/ DPs thereby not only facilitating seamless authentication but also ease and convenience of

participating in the e-Voting process. Members are advised to update their mobile number and e-mail ID with their Depository Participants to access this facility.

11. The communication relating to remote e-voting containing details about User ID and Password, instructions and other information relating thereto is given in note no. 14 of this Postal Ballot Notice.
12. The Scrutinizer will submit his report to the Chairman or the Company Secretary of the Company after completion of the scrutiny of the e-voting. The results shall be declared at the Corporate Office of the Company on or before Tuesday, August 25, 2026 and communicated to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") (together the "Stock Exchanges"), National Securities Depository Limited ("NSDL") and uploaded on Company's website i.e. www.polycab.com.
13. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the cut-off date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a member as on cut-off date should treat this notice for information purposes only. It is however clarified that members of the Company as on cut-off date (including Members who may have not received this communication due to non-registration of their e-mail address with the Company/ RTA/ Depositories) shall be entitled to e-vote in respect of the proposed resolutions, in accordance with the process specified in this Postal Ballot Notice.
In the case of joint holders, only such joint holder whose name appears first will be entitled to vote.
14. The instructions for e-voting are as follows:
How do I vote electronically using NSDL e-voting system?
The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

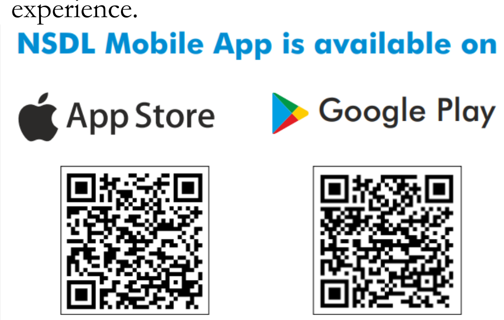
Step 1: Access to NSDL e-voting system

A) Login method for e-voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/e-voting/e-votinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on

Type of shareholders	Login Method
	"Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.e-voting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or **e-voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.

Type of shareholders	Login Method
	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at **e-voting@nsdl.com or call at 022 - 4886 7000**
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.e-voting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.e-voting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.e-voting.nsdl.com.
   b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.e-voting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at e-voting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system

How to cast your vote electronically on NSDL e-voting system?
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dilipbcs@gmail.com with a copy marked to e-voting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.e-voting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.e-voting.nsdl.com or call on 022-48867000 or send a request to Ms. Rimpa Bag at e-voting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to shares@polycab.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@polycab.com. If you are an Individual shareholder(s) holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-voting for Individual shareholder(s) holding securities in demat mode.**
3. Alternatively, shareholder(s)/member(s) may send a request to e-voting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.

5. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.
6. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.polycab.com and on the website of the Company's RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant. SEBI vide its Circular dated January 25, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialise the shares held by them in physical form.
7. Members can contact the Company or RTA, for assistance in this regard. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
8. As per the provisions of Section 72 of the Act and aforesaid SEBI Circulars, the facility for making nomination is available for the members in respect of the shares held by them in physical mode. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 with RTA.
9. Further members holding physical shares are informed that they can opt out of nomination or cancel the existing nomination by filing following form with RTA:
   a. Form ISR – 3: For opting out of nomination by shareholder(s)
   b. Form SH -14: For cancellation or variation to the existing nomination of the shareholder(s)

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 AND REGULATION 17 (11) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item Number 1

Brief Profile

Mr. Bharat A. Jaisinghani joined the Company on January 1, 2012. 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, USA and also completed an Executive Programme from Singularity University, USA. He was appointed as an Executive Director on the Board of Directors of the Company on May 13, 2021. As part of the Company's long-term strategy and succession planning, pursuant to the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on January 16, 2026, had re-designated Mr. Bharat A. Jaisinghani (DIN: 00742995) from his earlier designation as Whole-time Director (designated as Executive Director) to 'Joint Managing Director'(JMD) with effect from January 16, 2026, on the existing terms and conditions including remuneration, until the end of his current term, i.e., up to May 12, 2026.

Further, the members of the Company through Postal Ballot passed on February 22, 2026 had re-appointed Mr. Bharat A. Jaisinghani (DIN: 00742995) as Joint Managing Director for a further period of 5 years commencing from May 13, 2026 till May 12, 2031 at the then existing terms and conditions of remuneration, based on the following parameters as disclosed in Postal Ballot notice dated January16, 2026:

a) Past achievements and Key factors:
b) Roles and Responsibilities;
c) Skills and Expertise;
d) Criteria;
e) Present day / Current Scenario;
f) Future potential;
g) Alignment of remuneration with long-term interests of the Company;
h) Past remuneration; and
i) Terms and conditions of the re-appointment.

Key factors for recommending revision in remuneration of Mr. Bharat A. Jaisinghani:

Mr. Bharat A. Jaisinghani was elevated to the Joint Managing Director, resulting in the expansion of his responsibilities. In addition to providing strategic direction and business oversight, he mentors Business Unit and Functional Heads, drive transformation initiatives, and provide guidance across key functions.

In view of the enhanced responsibilities and enterprise-wide leadership mandate, a review of compensation was undertaken. This included consideration of internal leadership positioning as well as an independent benchmarking exercise conducted by reputed leading rewards consulting firms against comparable leadership roles with similar business scale and strategic accountability. The benchmarking indicated the need for market alignment. Accordingly, the proposed remuneration has been determined based on this role-specific market assessment and seeks to appropriately align compensation with the scope of the role, while ensuring competitiveness with external market benchmarks.

Strengthening of Mr. Bharat Jaisinghani's role as Joint Managing Director has also enabled the progressive delegation of significant sustainability, operational, governance and organizational responsibilities by the Chairman & Managing Director (CMD), allowing, the CMD greater focus on innovations, long-term strategy, continued external stakeholder engagement, capital allocation and future growth opportunities, while the JMD assume enhanced accountability for enterprise-wide execution, governance excellence stewardship sustainability, novel technology, digital transformation, business agility and institutional development.

In recognition of the expanded role and enhanced responsibilities allocated to Mr. Bharat A. Jaisinghani in his capacity as Joint Managing Director, the NRC reviewed his remuneration structure and recommended a revision of his annual compensation.

Rationale

The proposed revision in remuneration reflects a calibrated realignment of compensation to the expanded scope, complexity and enterprise-wide leadership responsibilities of the Joint Managing Directors ("JMDs"). The role today encompasses all dimensions of organizational complexity, including business and market leadership, stakeholder stewardship, talent development, governance oversight and institution building.

Over the years, Polycab has evolved from a category-leading wires and cables company into a diversified, multi-segment enterprise with leadership responsibilities spanning B2B, B2C, international markets, a rapidly growing FMEG and Engineering Procurement Commissioning (EPC) business, extensive manufacturing operations, governance excellence, sustainability and an expanding global citizenship footprint. The scale, complexity and governance requirements of the Company increasingly position it alongside large, diversified enterprises and conglomerates rather than traditional industry peers.

Thus, the role of the Joint Managing Director has evolved into a critical enterprise leadership position encompassing, inter alia:

- Strategic oversight of multiple businesses, growth platforms and growth initiatives;
- Direct and dotted-line leadership of CXOs and key functional leaders across the organization;
- Enterprise-wide governance stewardship and Board accountability;
- Cross-functional alignment, performance management and talent development;
- Leadership of transformation, innovation and future-readiness initiatives; and
- Institutionalisation of Polycab through strengthened governance frameworks, culture building, stakeholder engagement, succession planning and long-term sustainability initiatives.

Accordingly, the proposed revision in remuneration is intended to align compensation with relevant market benchmarks, recognize the substantial increase in leadership responsibilities and organizational complexity, and ensure that the remuneration framework remains competitive, sustainable and commensurate with the strategic value delivered by the Joint Managing Director.

Terms and conditions of the proposed remuneration of Mr. Bharat A. Jaisinghani

The Board, based on the recommendation of the Nomination and Remuneration Committee, is satisfied that the proposed revision in remuneration is intended to align compensation with specific market benchmarks, considering role complexity, organisational impact and business scale and ensure that the remuneration framework remains competitive, sustainable and commensurate with the strategic value delivered by the Joint Managing Directors.

Based on the remuneration benchmarking exercise, the Nomination and Remuneration Committee recommended the following remuneration payable to Mr. Bharat A. Jaisinghani, Joint Managing Director w.e.f. April 01, 2026, till the remaining period of his present tenure i.e. upto May 12, 2031.

A. Remuneration (Effective from April 01, 2026)

a) **Annual Basic Pay:** Annual Basic Pay of ₹ 2,50,00,000; up to a maximum of ₹ 5,00,00,000 with authority to the Board to fix his basic pay within the said maximum amount. Annual increments shall be granted at such frequency as may be decided by the Board, based on the recommendation of the NRC, and shall be merit-based, taking into account the performance of the Company as well.

b) **Annual allowances:** In addition to the Annual Basic Pay referred to in (a) above, Mr. Bharat A. Jaisinghani shall be entitled to the annual allowances (HRA, Conveyance, Leave Travel Allowance etc) aligned to the policy of the company not exceeding 100% of the annual Basic Salary. The allowance structure will be in line with other employees and may be modified from time to time within the prescribed limits.

Sr. No.	Allowance Component	% of Annual Basic Pay
i.	House Rent Allowance	60%
ii.	Conveyance Allowance	14%
iii.	Leave Travel Allowance	16%
iv.	Professional Development Allowance	10%

c) **Perquisites & Benefits:** Mr. Bharat A. Jaisinghani will be covered under the Mediclaim Insurance Policy, Term Insurance Policy, Personal Accident Insurance Policy, leave encashment and gratuity policy.

Also, benefits policies of the company and the related Rules which are applicable to other employees of the Company shall also be applicable to the Joint Managing Director, unless specifically provided otherwise.

d) **Performance Pay:** He shall also be eligible for Performance pay annually on the basis of the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, not exceeding 100% of the basic salary.

An indicative list of factors for determining the variable pay by the Board of Directors as recommended by the NRC is as follows:

- Company performance on certain defined qualitative and quantitative parameters as may be decided by the Board from time to time.
- Industry benchmarks of remuneration.
- Performance of the Individual as per the formal annual performance management process detailed in the Nomination and Remuneration policy.

The overall remuneration payable every year to him by way of basic pay, allowances, perquisites, performance pay, and other emoluments as per Company's policy, as the case may be shall not exceed in the aggregate 0.50% of the net profits of the Company as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof.

Mr. Bharat A. Jaisinghani, being part of the promoter group, is not eligible for ESOPs under the Polycab Employee Stock Option Plan 2018. Further, as per the above remuneration structure, Mr. Bharat A. Jaisinghani is not eligible for commission.

B. Industry benchmarking of remuneration with Peers

The above remuneration payable to Mr. Bharat A. Jaisinghani as Joint Managing Director is in line with industry benchmarking. Terms of remuneration as mentioned herein are based on outcome of such benchmarking, with a view to align with the market and adopt competitive & appropriate remuneration structure.

C. Minimum Remuneration
In any financial year during the tenure of Mr. Bharat A. Jaisinghani, the Company has no profits or its profits are inadequate, the Company will pay remuneration, by way of Salary, Benefits, Perquisites and Allowances as specified above, subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto.

D. Reimbursement of Expenses
The Company shall bear all business-related expenses incurred by or on behalf of Mr. Bharat A. Jaisinghani, during or in performance of his duties, including without limitation, expenses incurred in connection with business-related travel, accommodation, food, telecommunication and entertainment. The terms of confidentiality and other matters shall be governed as per the terms and conditions of agreement entered between him and the Company.

The proposed revision reflects the significant evolution of the role, the increased scale and complexity of the enterprise, and the imperative to align remuneration with contemporary market benchmarks for comparable enterprise leadership positions. It recognizes the expanded strategic responsibilities, broader organizational impact, enhanced governance accountability and sustained contribution of the JMD to the Company's growth, institutional strengthening and long-term value creation.

Skills and Expertise
The desired Board skills, expertise, competence of Mr. Bharat A. Jaisinghani is detailed below:

Business Leadership	Corporate Governance, Ethics & ESG	Strategy Planning & Implement-ation	Financial Acumen & Risk Assessment	Operational Experience	Sales & Marketing Global Business	Consumer Insight & Innovation	Information Technology & Digitalisation
√	√	√	√	√	√	√	√

Disclosure of Interest
Except Mr. Inder T. Jaisinghani, Mr. Bharat A. Jaisinghani and Mr. Nikhil R. Jaisinghani and their relatives, none of the other Directors or Key Managerial Personnel of the Company and their relatives are interested or concerned, financially or otherwise, in the resolution.

The other details of Mr. Bharat A. Jaisinghani in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 are given in **Annexure I** to this Notice.

The Board recommends the ordinary resolution set out at item Number 1 for approval of the members.

Item Number 2

Brief Profile
Mr. Nikhil R. Jaisinghani joined the Company in January 1, 2012. He holds a master's degree in business administration (MBA) from Kellogg School of Management, Northwestern University, Illinois, USA. He was appointed as an Executive Director on the Board of Directors of the Company on May 13, 2021. As part of the Company's long-term strategy and succession planning, pursuant to the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on January 16, 2026 had re-designated Mr. Nikhil R. Jaisinghani (DIN: 0074771) from his earlier designation as Whole-time Director (designated as Executive Director) to 'Joint Managing Director' with effect from January 16, 2026 on the existing terms and conditions including remuneration, until the end of his current term, i.e., up to May 12, 2026.

Further, the members of the Company through Postal Ballot passed on February 22, 2026 had re-appointed Mr. Nikhil R. Jaisinghani (DIN: 00742771) as Joint Managing Director for a further period of 5 years commencing from May 13, 2026 till May 12, 2031 at the then existing terms and conditions of remuneration, based on the following parameters as disclosed in Postal Ballot notice dated January16, 2026:

a) Past achievements and Key factors:
b) Roles and Responsibilities;
c) Skills and Expertise;
d) Criteria;
e) Present day / Current Scenario;
f) Future potential;
g) Alignment of remuneration with long-term interests of the Company;
h) Past remuneration; and
i) Terms and conditions of the re-appointment.

Key factors for recommending revision in remuneration of Mr. Nikhil R. Jaisinghani:
Mr. Nikhil R. Jaisinghani was elevated to the Joint Managing Director, resulting in the expansion of his responsibilities. In addition to providing strategic direction and business oversight, he mentors Business Unit and Functional Heads, drive transformation initiatives, and provide guidance across key functions.

In view of the enhanced responsibilities and enterprise-wide leadership mandate, a review of compensation was undertaken. This included consideration of internal leadership positioning as well as an independent benchmarking exercise conducted by reputed rewards consulting firms against comparable leadership roles with similar business scale and strategic accountability. The benchmarking indicated the need for market alignment. Accordingly, the proposed remuneration has been determined based on this role-specific market assessment and seeks to appropriately align compensation with the scope of the role, while ensuring competitiveness with external market benchmarks.

Strengthening of Mr. Nikhil R. Jaisinghani's role as the Joint Managing Director has also enabled the progressive delegation of significant sustainability, operational, governance and organizational responsibilities by the Chairman & Managing Director (CMD), allowing the CMD greater focus on innovations long-term strategy, continued external stakeholder engagement, capital allocation and future growth opportunities, while the JMD assume enhanced accountability for enterprise-wide execution, governance excellence stewardship sustainability, novel technology, digital transformation, business agility and institutional development.

In recognition of the expanded role and enhanced responsibilities allocated to Mr. Nikhil R. Jaisinghani in his capacity as Joint Managing Director, the Nomination and Remuneration Committee (NRC) reviewed his remuneration structure and recommended a revision of his annual compensation.

Rationale
The proposed revision in remuneration reflects a calibrated realignment of compensation to the expanded scope, complexity and enterprise-wide leadership responsibilities of the Joint Managing Directors ("JMDs"). The role today encompasses all dimensions of organizational complexity, including business and market leadership, stakeholder stewardship, talent development, governance oversight and institution building.

Over the years, Polycab has evolved from a category-leading wires and cables company into a diversified, multi-segment enterprise with leadership responsibilities spanning B2B, B2C, international markets, a rapidly growing FMEG and Engineering Procurement Commissioning (EPC) business, extensive manufacturing operations and an expanding global citizenship footprint. The scale, complexity and governance requirements of the Company increasingly position it alongside large diversified enterprises and conglomerates rather than traditional industry peers.

Thus, the role of the Joint Managing Director has evolved into a critical enterprise leadership position encompassing, inter alia:

- Strategic oversight of multiple businesses, growth platforms and growth initiatives;
- Direct and dotted-line leadership of CXOs and key functional leaders across the organization;
- Enterprise-wide governance stewardship and Board accountability;
- Cross-functional alignment, performance management and talent development;
- Leadership of transformation, innovation and future-readiness initiatives; and
- Institutionalisation of Polycab through strengthened governance frameworks, culture building, stakeholder engagement, succession planning and long-term sustainability initiatives.

Accordingly, the proposed revision in remuneration is intended to align compensation with relevant market benchmarks, recognize the substantial increase in leadership responsibilities and organizational complexity, and ensure that the remuneration framework remains competitive, sustainable and commensurate with the strategic value delivered by the Joint Managing Director.

Terms and conditions of the proposed remuneration of Mr. Nikhil R. Jaisinghani

The Board, based on the recommendation of the Nomination and Remuneration Committee, is satisfied that the proposed revision in remuneration is intended to align compensation with specific market benchmarks, considering role complexity, organisational impact and business scale and ensure that the remuneration framework remains competitive, sustainable and commensurate with the strategic value delivered by the Joint Managing Directors.

Based on the remuneration benchmarking exercise, the Nomination and Remuneration Committee recommended the following remuneration payable to Mr. Nikhil R. Jaisinghani, Joint Managing Director w.e.f. April 01, 2026, till the remaining period of his present tenure i.e. upto May 12, 2031

A. Remuneration (Effective from April 01, 2026)

a) **Annual Basic Pay:** Annual Basic Pay of ₹ 2,50,00,000; up to a maximum of ₹ 5,00,00,000 with authority to the Board to fix his basic pay within the said maximum amount. Annual increments shall be granted at such frequency as may be decided by the Board, based on the recommendation of the NRC, and shall be merit-based, taking into account the performance of the Company as well.

b) **Annual allowances:** In addition to the Annual Basic Pay referred to in (a) above, Mr. Nikhil R. Jaisinghani shall be entitled to the annual allowances (HRA, Conveyance, Leave Travel Allowance etc) aligned to the policy of the company not exceeding 100% of the annual Basic Salary. The allowance structure will be in line with other employees and may be modified from time to time within the prescribed limits.

Sr. No.	Allowance Component	% of Annual Basic Pay
i.	House Rent Allowance	60%
ii.	Conveyance Allowance	14%
iii.	Leave Travel Allowance	16%
iv.	Professional Development Allowance	10%

c) **Perquisites & Benefits:** Mr. Nikhil R. Jaisinghani will be covered under the Mediclaim Insurance Policy, Term Insurance Policy, Personal Accident Insurance Policy, leave encashment and gratuity policy.

Also, benefits policies of the company and the related Rules which are applicable to other employees of the Company shall also be applicable to the Joint Managing Director, unless specifically provided otherwise.

d) **Performance Pay:** He shall also be eligible for Performance pay annually on the basis of the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, not exceeding 100% of the basic salary.

An indicative list of factors for determining the variable pay by the Board of Directors as recommended by the NRC is as follows:

- Company performance on certain defined qualitative and quantitative parameters as may be decided by the Board from time to time.
- Industry benchmarks of remuneration.
- Performance of the Individual as per the formal annual performance management process detailed in the Nomination and Remuneration policy.

The overall remuneration payable every year to him by way of basic pay, allowances, perquisites, performance pay, and other emoluments as per Company's policy, as the case may be shall not exceed in the aggregate 0.50% of the net profits of the Company as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof.

Mr. Nikhil R. Jaisinghani, being part of the promoter group, is not eligible for ESOPs under the Polycab Employee Stock Option Plan 2018. Further, as per the above remuneration structure, Mr. Nikhil R. Jaisinghani is not eligible for commission.

B. Industry benchmarking of remuneration with Peers

The above remuneration payable to Mr. Nikhil R. Jaisinghani as Joint Managing Director is in line with industry benchmarking. Terms of remuneration as mentioned herein are based on outcome of such benchmarking, with a view to align with the market and adopt competitive & appropriate remuneration structure.

C. Minimum Remuneration

In any financial year during the tenure of Mr. Nikhil R. Jaisinghani, the Company has no profits or its profits are inadequate, the Company will pay remuneration, by way of Salary, Benefits, Perquisites and Allowances as specified above, subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto.

D. Reimbursement of Expenses

The Company shall bear all business-related expenses incurred by or on behalf of Mr. Nikhil R. Jaisinghani, during or in performance of his duties, including without limitation, expenses incurred in connection with business-related travel, accommodation, food, telecommunication and entertainment. The terms of confidentiality and other matters shall be governed as per the terms and conditions of agreement entered between him and the Company.

The proposed revision reflects the significant evolution of the role, the increased scale and complexity of the enterprise, and the imperative to align remuneration with contemporary market benchmarks for comparable enterprise leadership positions. It recognizes the expanded strategic responsibilities, broader organizational impact, enhanced governance accountability and sustained contribution of the JMD to the Company's growth, institutional strengthening and long-term value creation.

Skills and Expertise

The desired Board skills, expertise, competence of Mr. Nikhil R. Jaisinghani is detailed below:

Business Leadership	Corporate Governance, Ethics & ESG	Strategy Planning & Implement-ation	Financial Acumen & Risk Assessment	Operational Experience	Sales & Marketing Global Business	Consumer Insight & Innovation	Information Technology & Digitalisation
√	√	√	√	√	√	√	√

Disclosure of Interest

Except Mr. Inder T. Jaisinghani, Mr. Bharat A. Jaisinghani and Mr. Nikhil R. Jaisinghani and their relatives, none of the other Directors or Key Managerial Personnel of the Company and their relatives are interested or concerned, financially or otherwise, in the resolution.

The other details of Mr. Nikhil R. Jaisinghani in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 are given in **Annexure II** to this Notice.

The Board recommends the ordinary resolution set out at item number 2 for approval of the members.

By Order of the Board of Directors
of Polycab India Limited

Manita Carmen A. Gonsalves
Vice President – Legal & Company Secretary
Membership No. A18321

Date: July 16, 2026
Place: Mumbai

Annexure-I

Details of Directors seeking re-appointment/appointment
[Pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standard - 2 on General Meetings]

Particulars	Bharat A. Jaisinghani
Category / Designation	Joint Managing Director
Director Identification Number (DIN)	00742995
Date of Birth	April 21, 1984
Age	42 years
Experience	14 years which includes 5 years term as Whole-time Director of the Company.
Original Date of Appointment	May 13, 2021 (As Whole-time Director) Date of Joining the Company: January 01, 2012
Qualifications	He holds a master's degree in operations management from the University of Manchester. He has completed his Executive Education Programme called Programme for Leadership Development from Harvard Business School and also completed an Executive Programme from Singularity University
Brief Profile	As set out in Explanatory Statement.
Terms and conditions for appointment / reappointment	As set out in Explanatory Statement.
Directorships held in other companies including equity listed companies and excluding foreign companies as on the date of this Notice	• Trilogeee Innovations Private Limited • Procyon Star Private Limited
Chairmanship/Membership of Committees in other Companies	None
Number of Equity Shares held in the Company	51,08,911 equity shares
Number of Equity Shares held in the Company for any other person on a beneficial basis	Nil
Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	Mr. Inder T. Jaisinghani, Chairman & Managing Director is paternal uncle and Mr. Nikhil Jaisinghani, Joint Managing Director is Cousin brother of Mr. Bharat A. Jaisinghani.
Remuneration last drawn, if applicable	FY 2025-26 - ₹ 29.82 million.
Remuneration sought to be paid	As set out in Explanatory Statement
Number of Meetings of the Board held during FY 2026-27 (As on date)	No. of Board meeting held: 2 No. of Board meeting attended: 2
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Corporate Governance, Ethics & ESG, Business Leadership, Strategy Planning & Implementation, Financial Acumen & Risk Assessment and Information Technology & Digitalisation, Operational Experience, Sales & Marketing Global Business, Consumer Insight & Innovation. Mr. Bharat A. Jaisinghani possesses requisite Board skills, expertise, competence for discharging their duties as Joint Managing Director of the Company.

Annexure-II

Details of Directors seeking re-appointment/appointment
[Pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standard - 2 on General Meetings]

Particulars	Nikhil R. Jaisinghani
Category / Designation	Joint Managing Director
Director Identification Number (DIN)	00742771
Date of Birth	December 04, 1985
Age	40 years
Experience	14 years which includes 5 (five) years term as Whole- time Director of the Company.
Original Date of Appointment	May 13, 2021 (As Whole-time Director) Date of Joining the Company: January 01, 2012
Qualifications	He holds a master's degree in business administration (MBA) from Kellogg School of Management, Northwestern University, Illinois, USA
Brief Profile	As set out in Explanatory Statement.
Terms and conditions for appointment / reappointment	As set out in Explanatory Statement.
Directorship in other Companies along with listed entities from which the person has resigned in the past three years	Trilogeee Innovations Private Limited
Chairmanship/Membership of Committees in other Companies	None
Number of Equity Shares held in the Company	49,71,079 equity shares
Number of Equity Shares held in the Company for any other person on a beneficial basis	Nil
Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	Mr. Inder T. Jaisinghani, Chairman & Managing Director is paternal uncle and Mr. Bharat A. Jaisinghani, Joint Managing Director is Cousin brother of Mr. Nikhil R. Jaisinghani.
Remuneration last drawn, if applicable	FY 2025-26: ₹ 29.34 million.
Remuneration sought to be paid	As set out in Explanatory Statement
Number of Meetings of the Board held during FY 2026-27 (As on date)	No. of Board meeting held: 2 No. of Board meeting attended: 2
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Corporate Governance, Ethics & ESG, Business Leadership, Strategy Planning & Implementation, Financial Acumen & Risk Assessment and Information Technology & Digitalisation, Operational Experience, Sales & Marketing Global Business, Consumer Insight & Innovation. Mr. Nikhil R. Jaisinghani possesses requisite Board skills, expertise, competence for discharging their duties as Joint Managing Director of the Company.

Information at glance

Particulars	Notes
Cut-off date to determine eligible members to vote on the resolutions	July 17, 2026
Voting start time and date	Saturday, July 25, 2026 (09:00 a.m. IST)
Voting end time and date	Sunday, August 23, 2026 (05:00 p.m. IST)
Date on which the resolution is deemed to be passed	Last date of e - voting i.e. Sunday, August 23, 2026
Name, address and contact details of Registrar and Share Transfer Agent.	KFin Technologies Limited Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 Email Id: **einward.ris@kfintech.com** Contact number – 1800-309-4001
Name, address and contact details of e-voting service provider	Amit Vishal Vice President Pallavi Mhatre Deputy Vice President National Securities Depository Limited 301, G-Block, Plot No. C-32, Naman Chambers, 3rd Floor, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra, 400051 E mail Id : **evoting@nsdl.com** Contact number- 022 - 48867000
NSDL e-voting website address	https://www.e-voting.nsdl.com/