

POLYCAB INDIA LIMITED

(formerly known as Polycab Wires Limited)

Polycab House, 771 Mogul Lane, Mahim (W), Mumbai - 400016

CIN No U31300DL1996PLC266483

Tel : +91 22 2432 7070-74 Fax : +91 22 2432 7075 Email: info@polycab.com Web: www.polycab.com

Date: 26th June 2019

To Department of Corporate Services, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street Mumbai - 400001	To Listing Department National Stock Exchange of India Limited C-1, G – Block, Bandra-Kurla Complex Bandra, (E), Mumbai - 400 051
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Scrip Code: 542652, Scrip Symbol: Polycab
ISIN: INE455K01017

Dear Sir / Madam,

Sub: Proceedings of 23rd Annual General Meeting ('AGM') of Polycab India Limited ('the Company') held on 26th June 2019

Please be informed that the 23rd AGM of the Company was held on 26th June 2019 at 9.00 A.M. at Air Force Auditorium, Subroto Park, New Delhi-110010, to transact the businesses as stated in the notice dated 14th May 2019, convening the AGM.

In this regard, please find enclosed the summary of the proceedings of the AGM of the Company as required under Regulation 30 and Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

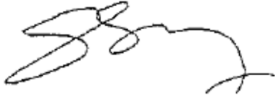
The voting results of the 23rd Annual General Meeting of the Company along with the Scrutinizer's Report will be shared shortly.

The 23rd Annual General Meeting of the Company was concluded at 9.30 a.m.

We request you to take the above information on your record.

Thanking you

Yours faithfully
For Polycab India Limited



Sai Subramaniam Narayana
Company Secretary & Compliance Officer
Membership No.: F5221



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Summary of the proceedings of the 23rd Annual General Meeting

1. Date, time and venue of the Meeting:

The 23rd AGM of the Company was held today i.e., Wednesday, 26th June 2019 at 9.00 A.M. at Air Force Auditorium, Subroto Park, New Delhi-110010

2. Proceedings in brief:

As per Section 103 of the Companies Act, 2013, the requisite quorum for convening the Annual General Meeting was present at the meeting.

Mr. Inder T. Jaisinghani, Chairman and Managing Director of the Company welcomed all the Shareholders and introduced the Directors, Statutory Auditors and Secretarial Auditor present at the Annual General Meeting.

He informed the shareholders about the presence of the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee to respond their queries, if any.

All the Independent Directors were present at the meeting.

Mr. Ramesh T. Jaisinghani, Whole-Time Director and Mr. Shyam Lal Bajaj, CFO & Whole-Time Director could not attend the AGM, due to their personal exigencies.

The Chairman addressed the members, and delivered his speech.

The Company Secretary informed the Shareholders that the Register of Members, Register of Directors' shareholding and Register of Contracts / Arrangement were kept open for inspection at the AGM venue and the same were accessible throughout the continuance of the AGM.

The AGM Notice and Auditors Report for the financial year ending 31st March 2019, were taken as read by the Shareholders of the Company.

The Auditors Report on the financial statements for the year ended 31st March 2019 and Secretarial Audit Report did not contain any qualification, reservation, adverse remark or disclaimer.



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The following items of business as set out in the notice convening 23rd AGM were placed for members' consideration and approval.

Ordinary Business:

1. Adoption of Financial Statements;
2. Declaration of Dividend;
3. Re-appointment of Ramesh T. Jaisinghani (DIN 00309314), as a Director liable to retire by rotation;
4. Appointment of M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No: 101248W/W-100022) as the Statutory Auditors of the Company;

Special Business

5. Re-appointment of Inder T. Jaisinghani (DIN:00309108), as the Managing Director of the Company for a further period of 5 (Five) years;
6. Re-appointment of Ajay T. Jaisinghani (DIN: 00276588), as the Whole-Time Director of the Company for a further period of 5 (Five) years;
7. Re-appointment of Ramesh T. Jaisinghani (DIN: 00309314), as the Whole-Time Director for a further period of 5 (Five) years;
8. Revision of remuneration to Shyam Lal Bajaj (DIN: 02734730), Chief Financial Offer & Whole-Time Director of the Company for the remaining tenure of his appointment;
9. Appointment of T. P. Ostwal (DIN: 00821268), as an Independent Director of the Company;
10. Appointment of R. S. Sharma (DIN: 00013208) as an Independent Director of the Company;
11. Appointment of Pradeep Poddar (DIN: 00025199) as an Independent Director of the Company;
12. Appointment of Hiroo Mirchandani (DIN: 06992518) as an Independent Director of the Company;
13. Payment of Commission to the Independent Directors of the Company;
14. Ratification of remuneration payable to the cost Auditors for the financial year 2019-20.
15. Retention of rights to appoint Director by International Finance Corporation (IFC).

The queries raised by the members at the meeting were suitably replied by the Chairman.

The Company Secretary informed that the Company had provided remote e-voting facility to the members of the Company in respect of all businesses mentioned in the notice.



Registered Office:
E -554 ,Greater Kailash -II,
New Delhi-110048 India
Tel : 011-29228574

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Mr. Dilip Bharadiya, practicing Company Secretary, Mumbai was appointed as the scrutinizer for conducting the voting process in a fair and transparent manner.

The remote e-voting facility was kept opened from Sunday, 23rd June 2019, (9.00 a.m.) to Tuesday, 25th June 2019 (5.00 p.m.). During this period, members of the Company, holding shares as on the cut-off date i.e., Wednesday, 19th June 2019 (as on closing hours of business), were able to cast their votes electronically. The facility for e-voting had also been made available at the venue of this AGM. The members attending the AGM, who had not cast their vote through remote e-voting could exercise their voting rights at the AGM.

The members accordingly cast their votes through e-voting facility provided at the AGM venue.

The members were informed that the vote cast by the members through remote e-voting and e-voting provided at the AGM venue on all the resolutions, shall be disseminated to the Stock Exchange(s) on or before 28th June 2019, after receipt of Scrutinizer Report and will also be uploaded on the website of the Company (www.polycab.com) and website of Karvy Fintech Private Limited.

The meeting concluded with the Chairman presenting vote of thanks to everyone present at the meeting.

