

## POLYCAB INDIA LIMITED

CIN: L31300GJ1996PLC114183

#29, The Ruby, 21<sup>st</sup> Floor, Senapati Bapat Marg, Tulsi Pipe Road,

Dadar (West), Mumbai -400028

Tel: +91 22 2432 7070-74

Email: [shares@polycab.com](mailto:shares@polycab.com) Website: [www.polycab.com](http://www.polycab.com)



Date: August 14, 2023

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 – 40005

**Scrip Code: 542652 Scrip Symbol: Polycab**  
**ISIN: INE455K01017**

Dear Sir / Madam,

**Sub: Intimation under Regulations 30 and 30A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”)**

Please see enclosed as **Annexure A**, the relevant details of the family constitution arrangement entered into by the promoters, [certain individuals forming part of the promoter group of the Company and certain other persons] on February 19, 2019 (“**Constitution**”), disclosed pursuant to Regulations 30 and 30A of the Listing Regulations read with Para 5A of Part A of Schedule III of the SEBI Listing Regulations, and the master circular dated July 13, 2023 issued by the Securities and Exchange Board of India (“**SEBI**”) (“**Master Circular**”).

Please note that a disclosure in relation to the Constitution was also made by the Company in its prospectus dated April 10, 2019, which is available on the website of SEBI and the stock exchanges.

You are requested to kindly take the same on record.

Thanking you,  
Yours faithfully,

For **Polycab India Limited**

**Manita Carmen A. Gonsalves**

Company Secretary and Head Legal

Membership No.: A18321

Address: #29, The Ruby, 21<sup>st</sup> Floor, Senapati Bapat Marg,  
Tulsi Pipe Road, Dadar (West), Mumbai, MH-400028



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

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## ANNEXURE A

**Disclosure in relation to the Constitution as per Regulations 30 and 30A of the SEBI Listing Regulations read with the Master Circular:**

Sr. No.	Particulars	Details																												
1.	If the listed entity is party to the agreement:	Not applicable as the Company is not a party to the Constitution																												
a)	Details of the counterparties (including name and relationship with the listed entity);																													
2.	If the listed entity is not a party to the agreement:																													
a)	Names of the parties entering into such an agreement and the relationship with the listed entity	<p>Please see below the names of the parties to the Constitution ("<b>Parties</b>") and their relationship with the Company:</p> <table border="1"><thead><tr><th>Name</th><th>Relationship with Company</th></tr></thead><tbody><tr><td>Mr. Inder T. Jaisinghani</td><td>Promoter, Chairperson and Managing Director</td></tr><tr><td>Mr. Ajay T. Jaisinghani</td><td>Promoter</td></tr><tr><td>Mr. Ramesh T. Jaisinghani</td><td>Promoter</td></tr><tr><td>Mr. Girdhari T. Jaisinghani</td><td>Promoter</td></tr><tr><td>Mr. Bharat A. Jaisinghani</td><td>Executive Director and member of the Promoter Group</td></tr><tr><td>Mr. Nikhil R. Jaisinghani</td><td>Executive Director and member of the Promoter Group</td></tr><tr><td>Mr. Kunal I. Jaisinghani</td><td>Member of the Promoter Group</td></tr><tr><td>Mr. Anil H. Hariani</td><td>Senior Management Personnel</td></tr><tr><td>Nikhil Jaisinghani Family Trust</td><td>Member of the Promoter Group</td></tr><tr><td>Bharat Jaisinghani Family Trust</td><td>Member of the Promoter Group</td></tr><tr><td>Mrinalini Jaisinghani Family Trust</td><td>Member of the Promoter Group</td></tr><tr><td>Ritika Bharwani Family Trust</td><td>Member of the Promoter Group</td></tr><tr><td>Deepika Sehgal Family Trust</td><td>Member of the Promoter Group</td></tr></tbody></table>	Name	Relationship with Company	Mr. Inder T. Jaisinghani	Promoter, Chairperson and Managing Director	Mr. Ajay T. Jaisinghani	Promoter	Mr. Ramesh T. Jaisinghani	Promoter	Mr. Girdhari T. Jaisinghani	Promoter	Mr. Bharat A. Jaisinghani	Executive Director and member of the Promoter Group	Mr. Nikhil R. Jaisinghani	Executive Director and member of the Promoter Group	Mr. Kunal I. Jaisinghani	Member of the Promoter Group	Mr. Anil H. Hariani	Senior Management Personnel	Nikhil Jaisinghani Family Trust	Member of the Promoter Group	Bharat Jaisinghani Family Trust	Member of the Promoter Group	Mrinalini Jaisinghani Family Trust	Member of the Promoter Group	Ritika Bharwani Family Trust	Member of the Promoter Group	Deepika Sehgal Family Trust	Member of the Promoter Group
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Sr. No.	Particulars	Details																
		<table border="1"><tr><td>Akansha Punjabi Family Trust</td><td>Member of the Promoter Group</td></tr><tr><td>Kiara Duhlani Family Trust</td><td>Member of the Promoter Group</td></tr><tr><td>Inder Kunal Trust</td><td>Member of the Promoter Group</td></tr><tr><td>Inder Shikha Trust</td><td>Member of the Promoter Group</td></tr><tr><td>Kunal Trust</td><td>Member of the Promoter Group</td></tr><tr><td>Girdhari Reshma Trust</td><td>Member of the Promoter Group</td></tr><tr><td>Girdhari Karina Trust</td><td>Member of the Promoter Group</td></tr><tr><td>Girdhari Juhi Trust</td><td>Member of the Promoter Group</td></tr></table>	Akansha Punjabi Family Trust	Member of the Promoter Group	Kiara Duhlani Family Trust	Member of the Promoter Group	Inder Kunal Trust	Member of the Promoter Group	Inder Shikha Trust	Member of the Promoter Group	Kunal Trust	Member of the Promoter Group	Girdhari Reshma Trust	Member of the Promoter Group	Girdhari Karina Trust	Member of the Promoter Group	Girdhari Juhi Trust	Member of the Promoter Group
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Girdhari Juhi Trust	Member of the Promoter Group																	
b)	Details of the counterparties to the agreement (including name and relationship with the listed entity)	Please see the details in paragraph 2(a) above.																
c)	Date of entering into the agreement	February 19, 2019																
3.	Purpose of entering into the agreement	To set out the values, vision and mission statement of the family, to ensure family unity, avoidance of any possible fragmentation or dissent among themselves and succession planning.																
4.	Shareholding, if any, in the entity with whom the agreement is executed	Not applicable																
5.	Significant terms of the agreement (in brief)	<p>The significant terms of the Constitution include the following:</p> <p>(i) <b><u>Voting at shareholders' meetings:</u></b> The Parties and their respective spouses and children ("<b>Jaisinghani Family</b>") shall endeavour to arrive at a consensus prior to a shareholders' meeting on certain critical items, including, among other things, (a) appointment or removal of directors, key managerial personnel and auditors of the Company; and (b) amendments to the charter documents. In relation to such critical items, Mr. Inder T. Jaisinghani shall have a veto right and the Jaisinghani Family shall at all times exercise their votes on such items to comply with and implement the decision of Mr. Inder T. Jaisinghani.</p>																



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		<p>(ii) <b><u>Nomination rights:</u></b> Mr. Inder T. Jaisinghani, Mr. Ajay T. Jaisinghani and Mr. Ramesh T. Jaisinghani shall each be entitled to identify and nominate a member of the Jaisinghani Family as their respective nominee directors on the board of the Company (including themselves). Mr. Inder T. Jaisinghani shall be entitled to nominate himself as the managing director and chairman of the Company.</p> <p>(iii) <b><u>Restrictions on transfer of shares:</u></b> The Parties are subject to certain rights and restrictions on the transfer of their shares under the terms of the Constitution, including <i>inter alia</i> limits on the quantum of shares transferred, timings of dilutions of their shareholding, right of first refusal to other Parties and restrictions on transfers to different family branches within the promoter group, charitable organizations or other third parties. Any attempt to transfer shares that is not in compliance with the terms of the Constitution shall be null and void.</p> <p>(iv) <b><u>Non-competition:</u></b> The Parties shall not, among other things, invest in, hold beneficial interest in, finance, assist, advise or be involved or associated with any business that is a 'competitor' of the Company. Parties shall not own, of record or beneficially, more than an aggregate of 5% of the outstanding beneficial ownership of a company engaged in activities similar to that of the Company.</p> <p>(v) <b><u>Support to third parties:</u></b> A Party shall, upon receiving prior written approval from all other Parties, be entitled to provide support to a third party or a negative lien, if the same is required by the Company to obtain working capital/ term loans from banks/ financial institutions in its ordinary course of business.</p> <p>(vi) <b><u>Term:</u></b> The term of the Constitution is 10 years from the date of its execution i.e. February 19, 2029.</p>
6.	Extent and the nature of impact on management or control of the listed entity	Please see the details in paragraph 5 above.



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7.	Details and quantification of the restriction or liability imposed upon the listed entity	Please see the details in paragraph 5 above.
8.	Whether the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	Yes. Please see the details in paragraph 2(a) above.
9.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	No. The Constitution is not a related party transaction.
10.	In case of issuance of shares to the parties, details of issue price, class of shares issued	Not applicable
11.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.;	Please see the details in paragraph 5 above.
12.	In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s):  i. name of parties to the agreement; ii. nature of the agreement; iii. date of execution of the agreement; iv. details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier); v. reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	Not applicable

