

This is a public announcement for informational purposes only and is not a prospectus announcement. This does not constitute an invitation for offer to acquire, purchase or subscribe for securities. Not for publication, directly or indirectly outside India.



POLYCAB INDIA LIMITED

Our Company was incorporated as 'Polycab Wires Private Limited' on January 10, 1996 at Mumbai as a private limited company under the Companies Act, 1956. Our Company became a deemed public limited company under Section 43A(1) of the Companies Act, 1956, and the word 'private' was struck off from the name of our Company with effect from June 30, 2000. Thereafter, our Company was converted into a private limited company under section 43A(2A) of the Companies Act, 1956, and the word 'private' was added in the name of our Company with effect from June 15, 2001. Subsequently, our Company was converted into a public limited company, the word 'private' was struck off from the name of our Company and consequently, a fresh certificate of incorporation dated August 29, 2018 was issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana ("RoC"), recording the change of our Company's name to 'Polycab Wires Limited'. Thereafter, the name of our Company was changed from 'Polycab Wires Limited' to 'Polycab India Limited', and a fresh certificate of incorporation dated October 13, 2018 was issued by the RoC. For details of change in the name and registered office of our Company, see "History and Certain Corporate Matters" on page 221 of the Red Herring Prospectus dated March 28, 2019 ("RHP").

Registered office: E-554, Greater Kailash – II, New Delhi 110 048, **Tel:** +91 11 2922 8574, **Fax:** +91 11 4105 4838; **Corporate office:** Polycab House, 771, Mogul Lane, Mahim (West), Mumbai 400 016. **Contact Person:** Sai Subramaniam Narayana, Company Secretary and Compliance Officer; **Tel:** +91 22 2432 7074; **Fax:** +91 22 2432 7075; **E-mail:** investor.relations@polycab.com; **Website:** www.polycab.com; **Corporate Identity Number:** U31300DL1996PLC266483

PROMOTERS OF OUR COMPANY:

INDER T. JAISINGHANI, AJAY T. JAISINGHANI, RAMESH T. JAISINGHANI AND GIRDHARI T. JAISINGHANI

INITIAL PUBLIC OFFERING OF UP TO [•] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ [•] PER EQUITY SHARE, INCLUDING A PREMIUM OF ₹ [•] PER EQUITY SHARE, AGGREGATING UP TO ₹ [•] MILLION ("OFFER") COMPRISING A FRESH ISSUE OF UP TO [•] EQUITY SHARES AGGREGATING UP TO ₹ 4,000 MILLION BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 17,582,000 EQUITY SHARES BY THE INVESTOR SELLING SHAREHOLDER, THE PROMOTER SELLING SHAREHOLDERS, THE PROMOTER GROUP SELLING SHAREHOLDERS AND THE INDIVIDUAL SELLING SHAREHOLDERS, COLLECTIVELY REFERRED TO AS THE "SELLING SHAREHOLDERS" (AS DEFINED IN THE RHP) AGGREGATING UP TO ₹ [•] MILLION (SUCH EQUITY SHARES OFFERED BY THE SELLING SHAREHOLDERS, COLLECTIVELY REFERRED TO AS THE "OFFERED SHARES" AND SUCH AN OFFER FOR SALE, "OFFER FOR SALE"). THE OFFER INCLUDES A RESERVATION OF UP TO 175,000* EQUITY SHARES AGGREGATING UP TO ₹ [•] MILLION FOR ELIGIBLE EMPLOYEES ("EMPLOYEE RESERVATION PORTION") (WHICH SHALL NOT EXCEED 5% OF THE POST-OFFER EQUITY SHARE CAPITAL OF OUR COMPANY). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER SHALL CONSTITUTE [•] % AND [•] % OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY, RESPECTIVELY.

*A discount of ₹ 53/- per Equity Share is being offered to Eligible Employees bidding in the Employee Reservation Portion.

- QIB Category: Not more than 50%
- Retail Category: Not less than 35%
- Non-Institutional Investor Category: Not less than 15%
- Employee Reservation : 175,000 Equity Shares

Price Band: ₹ 533 to ₹ 538 per Equity Share of face value of ₹ 10 each.

The Floor Price is 53.3 times the face value and the Cap Price is 53.8 times the face value of the Equity Shares.

Bids can be made for a minimum of 27 Equity Shares and in multiples of 27 Equity Shares thereafter.

Risk to Investors

- I. The six Merchant Bankers associated with the Offer have handled 64 issues in the past three financial years, out of which 21 issues closed below the issue price on listing date.
- II. Average cost of acquisition of Equity Shares for the Selling Shareholders is in the range of ₹ 0.00 to ₹ 189.72 per Equity Share and the Offer Price at upper end of the Price Band is ₹ 538 per Equity Share.

BID/OFFER PROGRAMME

OPENS ON FRIDAY, APRIL 5, 2019⁽¹⁾
CLOSES ON TUESDAY, APRIL 9, 2019

⁽¹⁾Our Company and the Selling Shareholders may, in consultation with the Lead Managers, consider participation by Anchor Investors in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. The Anchor Investor Bid / Offer Period shall be one Working Day prior to the Bid / Offer Opening Date.

ASBA[#]

Simple, Safe, Smart way of Application!!!

[#] Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, For further details, check section on ASBA below. **Mandatory in public issue. No cheque will be accepted.**



Now available in ASBA for retail individual investors

from the websites of BSE Limited and National Stock Exchange of India Limited and can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in. List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. ICICI Bank Limited has been appointed as Sponsor Bank for the Offer, in accordance with the SEBI Circular dated November 1, 2018.

NOTICE TO INVESTORS ("NOTICE")

This Notice is with reference to the RHP registered with the RoC in relation to the Offer. As indicated in the section "Offer Procedure – Part A – Phased implementation of UPI for Bids by RIBs as per UPI Circular" on page 590 of the RHP, investors are requested to note that pursuant to the circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 issued by SEBI, the timeline for implementation of Phase I of the UPI Circular has been extended until June 30, 2019. Accordingly, the Offer will be made under Phase I of the UPI Circular. For details see "Offer Procedure" beginning on page 589 and "Offer Procedure - Part B - Payment instructions for Bidders (other than Anchor Investors)" on pages 612 to 616 of the RHP.

The RHP, the Bid cum Application Form and Abridged Prospectus are required to be read in conjunction with the Notice.

Accordingly, the change will be reflected in the Prospectus to be filed with the RoC.

Unless otherwise specified, all capitalized terms used herein shall have the same meaning ascribed to such terms in the RHP.

For POLYCAB INDIA LIMITED

On behalf of the Board of Directors

Sd/-

Company Secretary and Compliance Officer

Place: New Delhi
Date: April 03, 2019

POLYCAB INDIA LIMITED is proposing, subject to, receipt of requisite approvals, market conditions and other considerations, to make an initial public offering of its Equity Shares and has registered the RHP dated March 28, 2019 with the RoC. The RHP is available on the website of SEBI at www.sebi.gov.in and is available on the websites of the GCBRLMs, i.e. Kotak Mahindra Capital Company Limited, Axis Capital Limited, Citigroup Global Markets India Private Limited and Edelweiss Financial Services Limited at www.investmentbank.kotak.com, www.axiscapital.co.in, www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm and www.edelweissfn.com, respectively and the BRLMs, i.e. IIFL Holdings Limited and YES Securities (India) Limited at www.iiflcap.com and www.yesinvest.in, respectively. Investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, please see "Risk Factors" beginning on page 22 of the RHP. Potential investors should not rely on the DRHP filed with SEBI for making any investment decision.

The Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state of the United States and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws. The Equity Shares are being offered and sold: (i) outside of the United States only in offshore transactions in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur; and (ii) in the United States only to "qualified institutional buyers" (as defined in Rule 144A ("Rule 144A") under the Securities Act), pursuant to the private placement exemption set out in Rule 144A, Section 4(a) of the Securities Act, or another available exemption from the registration requirements of the Securities Act.