

Company Name	<b>POLYPLEX CORPORATION LIMITED</b>
As on	<b>31-Mar-2016</b>

**Annexure I**

**Composition of Board of Directors**

Title	Name of the Director	Category	Date of Appointment/cessation		Tenure	Number of memberships in Audit/Stakeholder Committee(s) including this listed entry	No. of Directorship in listed entities including this listed entry	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity
			Date of Appointment	Date of cessation				
Mr.	PRANAY KOTHARI	Executive Director	07-SEP-2015	06-SEP-2018	-	0	2	0
Mr.	SANJIV SARAF	Chairperson & Non-Executive Director	18-OCT-1984	-	-	1	1	1
Mr.	SANJIV CHADHA	Non-Executive Director	17-JUN-2005	-	-	0	0	0
Mr.	BRIJ KISHORE SONI	Independent Director	01-APR-2014	31-MAR-2019	5	1	2	2
Mr.	SURESH INDERCHAND SURANA	Independent Director	01-APR-2014	31-MAR-2019	5	1	1	0
Mr.	JITENDER BALAKRISHNAN	Independent Director	01-APR-2014	31-MAR-2019	5	6	6	1
Ms.	POOJA HALDEA	Independent Director	30-MAR-2015	29-MAR-2020	5	1	1	0
Mr.	RAKESH AWASTHI	Nominee Director	16-JUL-2013	-	-	0	1	0

### Composition of Committees

Audit Committee	
Name of Committee members	Category
BRIJ KISHORE SONI	Independent Director
RAKESH AWASTHI	Nominee Director
SURESH INDERCHAND SURANA	Independent Director
POOJA HALDEA	Independent Director

Stakeholders Committee	
Name of Committee members	Category
PRANAY KOTHARI	Executive Director
BRIJ KISHORE SONI	Independent Director

Risk Management Committee
No data available

Nomination and Remuneration Committee	
Name of Committee members	Category
SANJIV SARAF	Chairperson & Non-Executive Director
BRIJ KISHORE SONI	Independent Director
JITENDER BALAKRISHNAN	Independent Director

### Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
31-OCT-2015	15-FEB-2016
26-DEC-2015	-
Maximum gap between any two consecutive meetings (in number of days)	50

### Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting during of the committee in the relevant quarter	Whether requirement of Quorum met (details)
Audit Committee	31-OCT-2015	15-FEB-2016	-
Stakeholders Committee	16-OCT-2015	22-MAR-2016	-
Nomination and Remuneration Committee	-	-	Yes
Maximum gap between any two consecutive meetings (in number of days)		106	

### Related Party Transactions

Subject	Compliance (Y/N)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committ	Yes

### **Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 companies)
3. The above committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

Compliance report for the Quarter ended Dec, 2015, under SEBI (LODR) Regulations 2015, was placed before the Board Meeting held on 15.2.2016 and contents noted.. This Compliance Report would be placed before the next Board Meeting.

## Annexure II

### **Disclosure on website in terms of Listing Regulations**

Item	Compliance status (Yes/No/NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Yes
New name and the old name of the listed entity	Yes

### Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes

Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

### **Affirmations**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.



**Annexure III**

**Affirmations**

Broad heading	Regulation Number	Compliance status (Yes/No/NA)
Name	null	
Designation	null	
No data available		