

| Regulation 27: Compliance Report on Corporate Governance | | | | | | | | | | | | ANNEXURE I | |
|--|------------------------------|--------------------------|----------|--|---------------|-----------------------------|--|-------------------|-------------------|--|---|---|---|
| 1. Name of Listed Entity: POLYPLEX CORPORATION LIMITED | | | | | | | | | | | | | |
| 2. Quarter Ending: March 31, 2020 | | | | | | | | | | | | | |
| 3. ISIN- INE633B01018 | | | | | | | | | | | | | |
| I. Composition of Board of Directors | | | | | | | | | | | | | |
| Whether the listed entity has a Regular Chairperson | | | | | | | | | | | | Yes | |
| Whether Chairperson is related to MD or CEO | | | | | | | | | | | | No | |
| Sr No | Name of the Director | PAN ^s and DIN | | Category (Chairperson/Executive/Non-Executive/ Independent/Nominee)& | Date of Birth | Initial Date of Appointment | Date of Re-Appointment in current term | Date of Cessation | Tenure* in Months | No. of Directorships in Listed entities including this Listed entity (Refer Regulation 17A of listing Regulations) | No. of Independent Directorships in Listed entities including this Listed entity (Refer Regulation 17A(1) of listing Regulations) | No of Memberships in Audit/Stakeholder Committee(s) including this listed Company (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/Stakeholder Committee(s) held in listed entities including this listed Company (Refer Regulation 26(1) of Listing Regulations) |
| 1 | Mr. Sanjiv Saraf | ABKPS8381D | 00003998 | Chairman-Non Executive Non Independent Director | 30-Dec-1958 | 18-Oct-1984 | 5-Sep-2019 | - | - | 1 | - | 0 | 0 |
| 2 | Mr. Pranay Kothari | AAIPK0223F | 00004003 | Executive Director (CEO) | 6-Feb-1959 | 15-Mar-1996 | 7-Sep-2018 | - | - | 1 | - | 2 | - |
| 3 | Mr. Sanjiv Chadha | AREPC3826B | 00356187 | Non-Executive Non Independent Director | 3-Sep-1956 | 17-Jun-2005 | 29-Sep-2018 | - | - | 1 | - | - | - |
| 4 | Mr. Brij Kishore Soni | AALPS3718A | 00183432 | Non Executive Independent Director | 11-Mar-1947 | 8-Aug-1985 | 1-Apr-2019 | - | 60 Months | 1 | 1 | 2 | 2 |
| 5 | Mr. Jitender Balakrishnan | AEIPB9233Q | 00028320 | Non Executive Independent Director | 8-May-1949 | 20-Jul-2010 | 1-Apr-2019 | - | 60 Months | 5 | 5 | 7 | 2 |
| 6 | Ms. Pooja Haldea | AAOPH7615C | 07123158 | Non Executive Independent Director | 29-Jul-1980 | 30-Mar-2015 | March 30, 2020 | - | 60 Months | 1 | 1 | 2 | - |
| 7 | Mr. Ranjit Singh | APWPS2494D | 01651357 | Non Executive Independent Director | 14-Sep-1957 | 12-May-2016 | | - | 60 Months | 2 | 2 | 1 | - |
| 8 | Mr. Suresh Inderchand Surana | AADPS5838B | 00009757 | Non Executive Independent Director | 25-Sep-1962 | 1-Apr-2014 | 10-Jul-2019 | - | 60 Months | 1 | 1 | - | - |

\$ PAN number of any director would not be displayed on the website of Stock Exchange.

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

Notes on appointment:

- Mr. Pranay Kothari was appointed as Director of the Company w.e.f. 15.03.1996. His present appointment as Whole Time Director is for a tenure of 3 years from September 7, 2018 to September 6, 2021.
- Mr. Brij Kishore Soni has been re-appointed as Independent Director for second tenure of 5 years from April 1, 2019 to March 31, 2024. (First tenure as Independent Director from April 1, 2014 to March 31, 2019 as per Companies Act, 2013)
- Mr. Jitender Balakrishnan has been re-appointed as Independent Director for second tenure of 5 years from April 1, 2019 to March 31, 2024. (First tenure as Independent Director from April 1, 2014 to March 31, 2019 as per Companies Act, 2013)
- Ms. Pooja Haldea has been re-appointed as Independent Director for second tenure of 5 years from March 30, 2020 to March 29, 2025 in AGM held on September 5, 2019. (First tenure as Independent Director from March 30, 2015 to March 29, 2020 as per companies Act, 2013).
- Mr. Ranjit Singh was appointed as Independent Director for a tenure of 5 years from May 12, 2016 to May 11, 2021.
- Mr. Suresh Inderchand Surana has been re-appointed as Independent Director for second tenure of 5 years from July 10, 2019 to July 9, 2024. (First tenure as Independent Director from April 1, 2014 to June 11, 2018)

| II. Composition of Committees | | | | | | |
|--------------------------------------|-------------------------------------|------------|----------------------------------|--|----------------------------|--------------------------|
| Name of Committee | | DIN | Name of Committee Members | Category(Chairperson/ Executive/ Non Executive / independent/ Nominee)\$ | Date of Appointment | Date of Cessation |
| 1 | Audit Committee | 00183432 | Mr. Brij Kishore Soni | Chairman-Non Executive Independent Director | 19-02-01 | - |
| | | 07123158 | Ms. Pooja Haldea | Member- Non Executive Independent Director | 30-03-15 | - |
| | | 00028320 | Mr. Jitender Balakrishnan | Member- Non Executive Independent Director | 15-12-16 | - |
| 2 | Nomination & Remuneration Committee | 00028320 | Mr. Jitender Balakrishnan | Chairman-Non Executive Independent Director | 30-05-13 | - |
| | | 00183432 | Mr. Brij Kishore Soni | Member - Non Executive Independent Director | 31-07-03 | - |
| | | 00003998 | Mr. Sanjiv Saraf | Member - Non-Executive Non Independent Director | 31-07-03 | - |
| 3 | Stakeholders Relationship Committee | 00183432 | Mr. Brij Kishore Soni | Chairman-Non Executive Independent Director | 02-05-88 | - |
| | | 00004003 | Mr. Pranay Kothari | Member - Executive Director | 11-03-97 | - |
| | | 07123158 | Ms. Pooja Haldea | Member- Non Executive Independent Director | 01-04-19 | - |
| 4 | Corporate Social Responsibility | 00003998 | Mr. Sanjiv Saraf | Chairman-Non Executive Non Independent Director | 01-10-14 | - |
| | | 00183432 | Mr. Brij Kishore Soni | Member - Non Executive Independent Director | 01-10-14 | - |
| | | 01651357 | Mr. Ranjit Singh | Member - Non Executive Independent Director | 01-04-19 | - |
| 5 | Finance Committee | 00003998 | Mr. Sanjiv Saraf | Chairman-Non Executive Non Independent Director | - | - |
| | | 00183432 | Mr. Brij Kishore Soni | Member - Non Executive Independent Director | - | - |
| | | 00004003 | Mr. Pranay Kothari | Member - Executive Director | - | - |

\$Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

| III. Meeting of Board of Directors | | | | |
|---|--|--|------------------------------|---|
| Date(s) of Meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Whether requirement of Quorum met(details) | Number of Directors Present* | No. of Independent Directors attending the meeting* |
| 14-Nov-2019 | | Yes | 6 | 4 |
| 13-Feb-2020 | 90 | Yes | 7 | 5 |

* to be filled in only for current quarter meetings

IV. Meeting of the Committees

| A. AUDIT COMMITTEE | | | | |
|---|--|--|------------------------------|---|
| Date(s) of Meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Whether requirement of Quorum met(details) | Number of Directors Present* | No. of Independent Directors attending the meeting* |
| 14-Nov-2019 | | Yes | 3 | 3 |
| 13-Feb-2020 | 90 | Yes | 3 | 3 |

* to be filled in only for current quarter meetings

| B. STAKEHOLDERS RELATIONSHIP COMMITTEE | | | | |
|---|--|--|------------------------------|---|
| Date(s) of Meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Whether requirement of Quorum met(details) | Number of Directors Present* | No. of Independent Directors attending the meeting* |
| 13-Feb-2020 | NA | Yes | 3 | 2 |

* to be filled in only for current quarter meetings

| C. NOMINATION & REMUNERATION COMMITTEE | | | | |
|---|--|--|------------------------------|---|
| Date(s) of Meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Whether requirement of Quorum met(details) | Number of Directors Present* | No. of Independent Directors attending the meeting* |
| 14-Nov-2019 | - | Yes | 2 | 2 |

* to be filled in only for current quarter meetings

| D. CORPORATE SOCIAL RESPONSIBILITY | | | | |
|---|--|--|------------------------------|---|
| Date(s) of Meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Whether requirement of Quorum met(details) | Number of Directors Present* | No. of Independent Directors attending the meeting* |
| 13-Feb-2020 | NA | Yes | 2 | 2 |

* to be filled in only for current quarter meetings

| E. Finance Committee | | | | |
|---|--|--|------------------------------|---|
| Date(s) of Meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Whether requirement of Quorum met(details) | Number of Directors Present* | No. of Independent Directors attending the meeting* |
| 19-Mar-2020 | NA | Yes | 2 | 1 |

* to be filled in only for current quarter meetings

| V. Related Party Transactions (RPT) | |
|---|---------------------------------------|
| Subject | Compliance Status(Yes/ No/ NA) |
| 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 Committee | Yes |
| <p>Note:</p> <p>1. In the column " Compliance Status", Compliance or non-compliance may be indicated by Yes/No/ N.A.. For example, if the Board has been composed in accordance with the requirementst of Listing regulations, "Yes" may be indicated. Similarly, in case of Listed Entity has no related party transactions, the words"N.A." may be indicated.</p> <p>2. If status is "No" details of Non -compliance may be given here.</p> | |

| VI. Affirmations | | Remarks |
|-------------------------|---|----------------|
| 1 | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 2 | The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: | |
| | a. Audit Committee | Yes |
| | b. Nomination & remuneration committee | Yes |
| | c. Stakeholders relationship committee | Yes |
| | d. Risk management committee (applicable to the top 500 listed entities) | Not Applicable |
| 3 | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 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. | Yes |
| 5 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | Yes |
| 6 | Any comments/observations/advice of Board of Directors may be mentioned here | Nil |

Name of signatory : **ASHOK KUMAR GURNANI**
Designation of person : **Company Secretary & Compliance Officer**
Place : **Delhi**
Date : **15-05-2020**

| Annexure II | | | | |
|---|---|-------------------------------|--|---|
| Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year) | | | | |
| I. Disclosure on website in terms of Listing Regulations | | | | |
| Sr | Item | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address |
| 1 | Details of business | Yes | | https://www.polyplex.com/products-application |
| 2 | Terms and conditions of appointment of independent directors | Yes | | https://www.polyplex.com/investor.html |
| 3 | Composition of various committees of board of directors | Yes | | https://www.polyplex.com/investor.html |
| 4 | Code of conduct of board of directors and senior management personnel | Yes | | https://www.polyplex.com/investor.html |
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | | https://www.polyplex.com/investor.html |
| 6 | Criteria of making payments to non-executive directors | Yes | | https://www.polyplex.com/investor.html |
| 7 | Policy on dealing with related party transactions | Yes | | https://www.polyplex.com/investor.html |
| 8 | Policy for determining 'material' subsidiaries | Yes | | https://www.polyplex.com/investor.html |
| 9 | Details of familiarization programmes imparted to independent directors | Yes | | https://www.polyplex.com/investor.html |
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | | https://www.polyplex.com/investor.html |
| 11 | email address for grievance redressal and other relevant details | Yes | | https://www.polyplex.com/investor.html |
| 12 | Financial results | Yes | | https://www.polyplex.com/investor.html |
| 13 | Shareholding pattern | Yes | | https://www.polyplex.com/investor.html |
| 14 | Details of agreements entered into with the media companies and/or their associates | NA | | |
| 15 | schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange: | Yes | | https://www.polyplex.com/investor.html |
| 16 | New name and the old name of the listed entity | NA | | |
| 17 | Advertisements as per regulation 47(1) | Yes | | https://www.polyplex.com/investor.html |
| 18 | Credit rating or revision in credit rating obtained | Yes | | https://www.polyplex.com/investor.html |
| 19 | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | Yes | | https://www.polyplex.com/investor.html |
| 20 | Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes | | https://www.polyplex.com/investor.html |
| 21 | Materiality Policy as per Regulation 30 | Yes | | https://www.polyplex.com/investor.html |
| 22 | Dividend distribution policy as per Regulation 43A (as applicable) | Yes | | https://www.polyplex.com/investor.html |
| 23 | It is certified that these contents on the website of the listed entity are correct | Yes | | https://www.polyplex.com/investor.html |
| 24 | Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block] | | | |

| Annexure II | | | | |
|-------------------------|---|------------------------|-------------------------------|--|
| II. Annual Affirmations | | | | |
| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1 | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes | |
| 2 | Board composition | 17(1), 17(1A) & 17(1B) | Yes | |
| 3 | Meeting of Board of directors | 17(2) | Yes | |
| 4 | Quorum of Board meeting | 17(2A) | Yes | |
| 5 | Review of Compliance Reports | 17(3) | Yes | |
| 6 | Plans for orderly succession for appointments | 17(4) | Yes | |
| 7 | Code of Conduct | 17(5) | Yes | |
| 8 | Fees/compensation | 17(6) | Yes | |
| 9 | Minimum Information | 17(7) | Yes | |
| 10 | Compliance Certificate | 17(8) | Yes | |
| 11 | Risk Assessment & Management | 17(9) | Yes | |
| 12 | Performance Evaluation of Independent Directors | 17(10) | Yes | |
| 13 | Recommendation of Board | 17(11) | Yes | |
| 14 | Maximum Number of Directorship | 17A | Yes | |
| 15 | Composition of Audit Committee | 18(1) | Yes | |

| | | | | |
|---|---|------------------------------|-----|---|
| 16 | Meeting of Audit Committee | 18(2) | Yes | |
| 17 | Composition of nomination & remuneration committee | 19(1) & (2) | Yes | |
| 18 | Quorum of nomination & remuneration committee meeting | 19(2A) | Yes | |
| 19 | Meeting of nomination & remuneration committee | 19(3A) | Yes | |
| 20 | Composition of Stakeholder Relationship Committee | 20(1), 20(2) & 20(2A) | Yes | |
| 21 | Meeting of Stakeholder Relationship Committee | 20(3A) | Yes | |
| 22 | Composition and role of risk management committee | 21(1),(2),(3),(4) | NA | |
| 23 | Meeting of Risk Management Committee | 21(3A) | NA | |
| 24 | Vigil Mechanism | 22 | Yes | |
| 25 | Policy for related party Transaction | 23(1),(1A),(5),(6),(7) & (8) | Yes | |
| 26 | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes | |
| 27 | Approval for material related party transactions | 23(4) | NA | |
| 28 | Disclosure of related party transactions on Consolidated Basis | 23(9) | Yes | |
| 29 | Composition of Board of Directors of unlisted material Subsidiary | 24(1) | No | Company has foreign subsidiaries with step down subsidiaries. Part Compliance done. Remaining Compliance to be done |
| 30 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | Yes | |
| 31 | Annual Secretarial Compliance Report | 24(A) | Yes | |
| 32 | Alternate Director to Independent Director | 25(1) | NA | |
| 33 | Maximum Tenure | 25(2) | Yes | |
| 34 | Meeting of independent directors | 25(3) & (4) | Yes | |
| 35 | Familiarization of independent directors | 25(7) | Yes | |
| 36 | Declaration from Independent Directors | 25(8) & 25(9) | Yes | |
| 37 | D & O Insurance for Independent Directors | 25(10) | NA | |
| 38 | Memberships in Committees | 26(1) | Yes | |
| 39 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes | |
| 40 | Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes | |
| 41 | Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes | |
| Any other information to be provided | | | | |

| Annexure II | | |
|---|--|-------------------------------|
| III. Affirmations | | |
| Sr | Particulars | Compliance status (Yes/No/NA) |
| 1 | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | Yes |
| Any other information to be provided | | |

Name of signatory : **ASHOK KUMAR GURNANI**
Designation of person : **Company Secretary**
Place : Delhi
Date : **15-05-2020**