

Regulation 27: Compliance Report on Corporate Governance												ANNEXURE I			
1. Name of Listed Entity: POLYPLEX CORPORATION LIMITED															
2. Quarter Ending: September 30, 2019															
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 <sup>§</sup> and DIN		Category (Chairperson/Executive/Non-Executive/ Independent/Nominee)&	Date of Birth	Initial Date of Appointment	Date of Re-Appointment	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	-	1	1		
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	5	2		
6	Ms. Pooja Haldea	AAQPH7615C	07123158	Non Executive Independent Director	29-Jul-1980	30-Mar-2015	30-Mar-2015	-	60 Months	1	1	2	-		
7	Mr. Ranjit Singh	APWPS2494D	01651357	Non Executive Independent Director	14-Sep-1957	12-May-2016	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			-		

§ 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 29, 2025. (First tenure as Independent Director from from March 30, 2015 to March 29, 2020as 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 2024. (First tenure as Independent Director from April 1, 2014 to June 11, 2018 )

<b>II. Composition of Committees</b>						
	<b>Name of Committee</b>	<b>DIN</b>	<b>Name of Committee Members</b>	<b>Category( Chairperson/ Executive/ Non Executive / independent/ Nominee)\$</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1	Audit Committee	00183432	Mr. Brij Kishore Soni	Chairman-Non Executive Independent Director	19/02/2001	-
		07123158	Ms. Pooja Haldea	Member- Non Executive Independent Director	30/03/2015	-
		00028320	Mr. Jitender Balakrishnan	Member- Non Executive Independent Director	15/12/2016	-
2	Nomination & Remuneration Committee	00028320	Mr. Jitender Balakrishnan	Chairman-Non Executive Independent Director	30/05/2013	-
		00183432	Mr. Brij Kishore Soni	Member - Non Executive Independent Director	31/07/2003	-
		00003998	Mr. Sanjiv Saraf	Member - Non-Executive Non Independent Director	31/07/2003	-
3	Stakeholders Relationship Committee	00183432	Mr. Brij Kishore Soni	Chairman-Non Executive Independent Director	02/05/1988	-
		00004003	Mr. Pranay Kothari	Member - Executive Director	11/03/1997	-
		07123158	Ms. Pooja Haldea	Member- Non Executive Independent Director	01/04/2019	-
4	Corporate Social Responsibility	00003998	Mr. Sanjiv Saraf	Chairman-Non Executive Non Independent Director	01/10/2014	-
		00183432	Mr. Brij Kishore Soni	Member - Non Executive Independent Director	01/10/2014	-
		01651357	Mr. Ranjit Singh	Member - Non Executive Independent Director	01/04/2019	-
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

<b>III. Meeting of Board of Directors</b>				
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*
17-May-2019		Yes		
17-Jun-2019	30	Yes		
10-Jul-2019	22	Yes	6	4
13-Aug-2019	33	Yes	7	4

\* to be filled in only for current quarter meetings

#### **IV. Meeting of the Committees**

<b>A. AUDIT COMMITTEE</b>				
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*
17-May-2019		Yes		
10-Jul-2019	53	Yes	3	3
13-Aug-2019	33	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*
NIL	NA	NA	NA	NA

\* 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*
17-May-2019		Yes	2	2
10-Jul-2019	53		3	2
13-Aug-2019	33	Yes	3	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*
10-Jul-2019	NA	Yes	3	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*
Nil	NA	NA	NA	NA

<b>Annexure III</b>				
<b>Annexure III to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year</b>				
<b>I. Affirmations</b>				
<b>1</b>	<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>	<b>If status is "No" details of non-compliance may be given here.</b>
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website.	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting.	18(1)(d)	No	Chairperson of the Audit Committee could not attended the meeting due to prior engagement
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting.	19(3)	No	Chairperson of the Nomination and remuneration committee could not attended the meeting due to prior engagement
3	Presence of Chairperson of the Stakeholders Relationship Committee at the annual general meeting.	20(3)	No	Chairperson of the Stakeholders Relationship Committee could not attended the meeting due to prior engagement
4	Whether "Corporate Governance Report" disclosed in Annual Report.	34(3) read with para C of Schedule V	Yes	
<i>Any other information to be provided</i>				

<b>V. Related Party Transactions (RPT)</b>	
<b>Subject</b>	<b>Compliance Status(Yes/ No/ NA)</b>
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 requiremenst 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>	

<b>VI. Affirmations</b>		<b>Remarks</b>
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 100 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 : **NOIDA**  
Date : **10-10-2019**