

Regulation 27: Compliance Report on Corporate Governance

ANNEXURE I

1. Name of Listed Entity: POLYPLEX CORPORATION LIMITED

2. Quarter Ending: March 31, 2021

3. ISIN- INE633B01018

15/21

50.96712129

Whether the listed entity has a Regular Chairperson					YES														
Whether Chairperson is related to MD or CEO					NO														
Sr	Title (Mr / Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution under Reg. 17(1A) of Listing Regulations	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr.	Sanjiv Saraf	00003998	Chairman-Non Executive Non Independent Director	Chairperson		30-Dec-1958	NA		18-Oct-1984	5-Sep-2019	-	-	1	-	-	-		
2	Mr.	Pranay Kothari	00004003	Executive Director (CEO)	NA	CEO	6-Feb-1959	NA		15-Mar-1996	7-Sep-2018	-	-	1	-	2	-		
3	Mr.	Mr. Sanjiv Chadha	00356187	Non-Executive Non Independent Director	NA		3-Sep-1956	NA		17-Jun-2005	31-Aug-2020	-	-	1	-	-	-		
4	Mr.	Brij Kishore Soni	00183432	Non Executive Independent Director	NA		11-Mar-1947	YES	30-03-2019	8-Aug-1985	1-Apr-2019	-	84	1	1	2	2		
5	Mr.	Jitender Balakrishnan	00028320	Non Executive Independent Director	NA		8-May-1949	NA		20-Jul-2010	1-Apr-2019	-	84	3	3	5	1		
6	Mrs.	Pooja Haldea	07123158	Non Executive Independent Director	NA		29-Jul-1980	NA		30-Mar-2015	30-Mar-2020	-	72	1	1	2	-		
7	Mr.	Ranjit Singh	01651357	Non Executive Independent Director	NA		14-Sep-1957	NA		12-May-2016		-	59	3	3	3	1		
8	Mr.	Suresh Inderchand Surana	00009757	Non Executive Independent Director	NA		25-Sep-1962	NA		1-Apr-2014	10-Jul-2019		71	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:

- 1) Mr. Sanjiv Saraf re-appointed as a Director of the Company, liable to retire by rotation on 34th AGM held on September 5, 2019.
- 3) Mr. Sanjiv Chadha re-appointed as a Director of the Company, liable to retire by rotation on 35th AGM held on August 31, 2020.
- 4) 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)
- 5) 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).
- 6) 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).
- 7) Mr. Ranjit Singh was appointed as Independent Director for tenure of 5 years from May 12, 2016 to May 11, 2021. (Second tenure as Independent Director from May 12, 2021 to May 11, 2026 approved in 35th AGM held on August 31, 2020).
- 8) 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	19-02-2001	-
		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	NA	-
		00183432	Mr. Brij Kishore Soni	Member - Non Executive Independent Director	NA	-
		00004003	Mr. Pranay Kothari	Member - Executive Director	NA	-

\$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*
9-Nov-2020		Yes	7	5
9-Feb-2021	91	Yes	8	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*
9-Nov-2020		Yes	3	3
9-Feb-2021	91	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*
30-Mar-2021	-	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*
Nil				

D. CORPORATE SOCIAL RESPONSIBILITY 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*
9-Nov-2020		Yes	3	2
9-Feb-2021	91	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				

* 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
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**

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 wesite 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]			Nil

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 all foreign subsidiaries with step down subsidiaries outside India . Part Compliance 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 : **NOIDA**

Date : **13-04-2021**