

1. Name of Listed Entity: **POLYPLEX CORPORATION LIMITED**

2. Quarter Ending: **March 31, 2019**

I. Composition of Board of Directors										
Sr No	Name of the Director	PAN <sup>§</sup> and DIN		Category (Chairperson/Executive/Non-Executive/ Independent/Nominee)&	Date of Appointment in the		Tenure* in Months	No. Of Independent Directorships in Listed entities including this Listed Company (Refer Regulation 25(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)
		PAN	DIN		Appointment	Cessation				
1	Mr. Sanjiv Saraf	ABKPS8381D	00003998	Chairman-Non Executive Non Independent Director	18-Oct-1984	-	-	-	1	1
2	Mr. Pranay Kothari	AAIPK0223F	00004003	Executive Director (CEO)	7-Sep-2018	-	-	-	2	-
3	Mr. Sanjiv Chadha	AREPC3826B	00356187	Non-Executive Non Independent Director	17-Jun-2005	-	-	-	-	-
4	Mr. Brij Kishore Soni	AALPS3718A	00183432	Non Executive Independent Director	1-Apr-2014	-	60 Months	1	2	2
5	Mr. Jitender Balakrishnan	AEIPB9233Q	00028320	Non Executive Independent Director	1-Apr-2014	-	60 Months	6	8	3
6	Ms. Pooja Haldea	AAQPH7615C	07123158	Non Executive Independent Director	30-Mar-2015	-	60 Months	1	1	-
7	Mr. Ranjit Singh	APWPS2494D	01651357	Non Executive Independent Director	12-May-2016	-	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 was appointed as Director of the Company w.e.f. 08.08.1985. His present appointment as Independent Director is for a tenure of 5 years from April 1, 2014 to March 31, 2019. Further, 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.
- Mr. Jitender Balakrishnan was appointed as Director of the Company w.e.f. 20.07.2010. His present appointment as Independent Director is for a tenure of 5 years from April 1, 2014 to March 31, 2019. Further, Mr. Jitender Balakrishnan has been re-appointed as Independent Director for second tenure of 5 years from April 1, 2019 to March 31, 2024.
- Mrs. Pooja Haldea was appointed as Independent Director for a tenure of 5 years from March 30, 2015 to March 29, 2020.
- Mr. Ranjit Singh was appointed as Independent Director for a tenure of 5 years from May 12, 2016 to May 11, 2021.

<b>II. Composition of Committees</b>					
<b>Name of Committee</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	Mr. Brij Kishore Soni	Chairman-Non Executive Independent Director	19-02-2001	-
		Ms. Pooja Haldea	Member- Non Executive Independent Director	30-03-2015	-
		Mr. Jitender Balakrishnan	Member- Non Executive Independent Director	15-12-2016	-
2	Nomination & Remuneration Committee	Mr. Jitender Balakrishnan	Chairman-Non Executive Independent Director	30-05-2013	-
		Mr. Brij Kishore Soni	Member - Non Executive Independent Director	31-07-2003	-
		Mr. Sanjiv Saraf	Member - Non-Executive Non Independent Director	31-07-2003	-
3	Stakeholders Relationship Committee	Mr. Brij Kishore Soni	Chairman-Non Executive Independent Director	02-05-1988	-
		Mr. Pranay Kothari	Member - Executive Director	11-03-1997	-
4	Corporate Social Responsibility	Mr. Sanjiv Saraf	Chairman-Non Executive Non Independent Director	01-10-2014	-
		Mr. Brij Kishore Soni	Member - Non Executive Independent Director	01-10-2014	-
5	Finance Committee	Mr. Sanjiv Saraf	Chairman-Non Executive Non Independent Director	-	-
		Mr. Brij Kishore Soni	Member - Non Executive Independent Director	-	-
		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(if any ) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive ( in number of days)
14-Nov-2018	13-Feb-2019	90

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

<b>A. AUDIT COMMITTEE</b>			
Date(s) of the Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met(details)	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days *
13-Feb-2019	Yes	14-Nov-2018	90

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

<b>B. STAKEHOLDERS RELATIONSHIP COMMITTEE</b>			
Date(s) of the Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Nil	NA/Yes	Nil	NA

<b>C. NOMINATION &amp; REMUNERATION COMMITTEE</b>			
Date(s) of the Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met(details)	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
13-Feb-2019	Yes	14-Nov-2018	90

<b>D. CORPORATE SOCIAL RESPONSIBILITY</b>			
Date(s) of the Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met(details)	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Nil	NA/Yes	Nil	NA

<b>E. Finance Committee</b>			
Date(s) of the Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met(details)	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Nil	Yes	16-Oct-2018	NA

<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 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>	

<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.	Compliance Report for the quarter ended December 31, 2018 was placed before the Board Meeting held on February 13, 2019 and noted. Compliance Report for Current Quarter would be placed before the next Board Meeting.
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 : **15-04-2019**

**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		<a href="https://www.polyplex.com/products-application">https://www.polyplex.com/products-application</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.polyplex.com/investor.html">https://www.polyplex.com/investor.html</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.polyplex.com/investor.html">https://www.polyplex.com/investor.html</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.polyplex.com/investor.html">https://www.polyplex.com/investor.html</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.polyplex.com/investor.html">https://www.polyplex.com/investor.html</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www.polyplex.com/investor.html">https://www.polyplex.com/investor.html</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.polyplex.com/investor.html">https://www.polyplex.com/investor.html</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://www.polyplex.com/investor.html">https://www.polyplex.com/investor.html</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.polyplex.com/investor.html">https://www.polyplex.com/investor.html</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.polyplex.com/investor.html">https://www.polyplex.com/investor.html</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://www.polyplex.com/investor.html">https://www.polyplex.com/investor.html</a>
12	Financial results	Yes		<a href="https://www.polyplex.com/investor.html">https://www.polyplex.com/investor.html</a>
13	Shareholding pattern	Yes		<a href="https://www.polyplex.com/investor.html">https://www.polyplex.com/investor.html</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		
16	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)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
<b>Any other information to be provided</b>				

<b>Annexure II</b>		
<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
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
<b>Any other information to be provided</b>		

Name of signatory : **ASHOK KUMAR GURNANI**  
Designation of person : **Company Secretary**  
Place : **NOIDA**  
Date : **15-04-2019**