

**Quarterly Compliance Report on Corporate Governance under regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

1. Name of Listed Entity : Polo Queen Industrial and Fintech Limited
2. Quarter ending 30<sup>th</sup> September, 2017

<b>I. Composition of Board of Directors</b>								
<b>Title (Mr. / Ms)</b>	<b>Name of the Director</b>	<b>PAN<sup>s</sup> &amp; DIN</b>	<b>Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) &amp;</b>	<b>Date of Appointment in the current term /cessation</b>	<b>Tenure*</b>	<b>No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>
Mr.	Nandlal Sanghai	00181592	Promoter NED	27.09.1993	NA	1	0	0
Mr.	Prabhas Sanghai	00302947	Promoter NED	29.04.2008	NA	1	1	0
Mr.	Umesh Kumar Agarwalla	00231799	WED	27.09.1993	NA	1	0	0



Mr.	Rahul Kumar Sanghai	00181745	Promoter NED	19.08.2000	NA	1	1	1
Mr.	Udit Sanghai	06725206	Promoter ED & KMP-CFO	01.01.2014	NA	1	1	0
Mr.	Aftab Diamondwala	06946487	Independent NED	19.08.2014	5 Years	1	0	0
Mr.	Aspi Katgara	06946494	Independent NED	19.08.2014	5 Years	1	1	0
Mr.	Natwarlal Gaur	06945450	Independent NED	19.08.2014	5 Years	1	1	1
Ms.	Shobita Kadan	07480597	Independent NED	30.03.2016	5 Years	1	0	0

\$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.



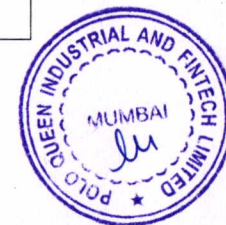


**II. Composition of Committees**

<i>Name of the Committee</i>	<i>Name of Committee members</i>	<i>Category(Chairperson/Executive/Non Executive/independent/Nominee)</i>
Audit Committee	Mr. Natwarlal Gaur –Chairman Mr. Aspi Katgara – Member Mr. Udit Sanghai – Member	Independent Director NED Independent Director NED Executive Director- Chief Financial Officer
Nomination & Remuneration Committee	Mr. Aspi Katgara –Chairman Mr. Natwarlal Gaur – Member Mr. Rahul Sanghai – Member	Independent Director NED Independent Director NED Promoter NED
Risk Management Committee	Not Applicable	Not Applicable
Stakeholders Relationship Committee'	Mr. Rahul Sanghai –Chairman Mr. Prabhas Sanghai -Member	Non Executive Director Non 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**

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
26 <sup>th</sup> May, 2017	11 <sup>th</sup> August, 2017 and 4 <sup>th</sup> September, 2017	76 days and 23 days



<b>IV. Meeting of Committees</b>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
<b>Audit Committee</b>			
11 <sup>th</sup> August, 2017	Yes	26 <sup>th</sup> May, 2017	76 days
<b>Stakeholders Relationship Committee</b>			
11 <sup>th</sup> August, 2017	Yes	26 <sup>th</sup> May, 2017	76 days
<b>Nomination &amp; Remuneration Committee</b>			
11 <sup>th</sup> August, 2017	NA	26 <sup>th</sup> May, 2017	76 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			

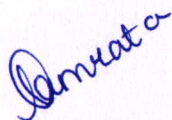
<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
Whether prior approval of audit committee obtained	N.A.
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.
<b>Note</b> 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 requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here.	





## VI. Affirmations

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
- Any comments/observations/advice of Board of Directors may be mentioned here: No comments/observations/advice were received from Board of Directors



**Namrata Vanamala**  
**Company Secretary & Compliance Officer**

**Place:** Mumbai

**Date:** 14<sup>th</sup> October, 2017

## Note:

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.

**Format 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**

**I Affirmations**

<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
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
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

**Note**

- 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 requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

*Namrata*

**Namrata Vanamala**  
**Company Secretary & Compliance Officer**



**Place:** Mumbai

**Date:** 14<sup>th</sup> October, 2017