

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

Regd. Off : 303/4/5, A to Z Industrial Premises, G. K. Marg, Lower Parel (W),
Mumbai - 400013 (India)

CIN NO. L72200MH1984PLC094539

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 31st March 2016

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure *	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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)
Mr.	Nandlal Sanghai	00181592 AAQPS23 01E	Promoter NED	27.09.19 93	NA	1	0	0
Mr.	Prabhas Sanghai	00302947 ALJPS124 8N	Promoter NED	29.04.20 08	NA	1	0	0
Mr.	Umesh Agarwal	00231799 ABUPA4 482H	WED	27.09.19 93	NA	1	0	0



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Mr.	Rahul Sanghai	00181745 ALJPS125 5K	Promoter NED	19.08.20 00	NA	1	0	0
Mr.	Udit Sanghai	06725206 AAJPS16 25C	Promoter ED & KMP-CFO	01.01.20 14	NA	1	1	0
Mr.	Aftab Diamond wala	06946487 ABKPD4 930F	Independent NED	19.08.20 14	5 Years	1	0	0
Mr.	Aspi Katgara	06946494 ABAPK3 683J	Independent NED	19.08.20 14	5 Years	1	1	0
Mr.	Natwarla I Gaur	06945450 AIMPG50 24A	Independent NED	19.08.20 14	5 Years	1	1	1
Ms.	Shobita Kadan**	07480597 APFPK71 34K	Independent NED	30.03.20 16	NA	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

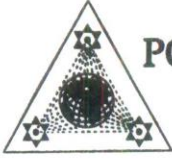
* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

** Ms. Shobita Kadan was appointed as Women Independent Director with effect from 30th March, 2016



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II. Composition of Committees		
Name of the Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
Audit Committee	Mr. Natwarlal Gaur – Chairman Mr. Aspi Katgara – Member Mr. Udit Sanghai – Member	Independent Director NED Independent Director NED Promoter EDKMP CFO
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	Not Applicable	Not Applicable

*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 (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)
12 th December, 2015	11 th February, 2016, 2 nd March, 2016 and 30 th March, 2016	60 days, 19 days and 27 days respectively

IV. Meeting of Committees(Audit Committee)			
Date(s) of 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*
11 th February, 2016	Yes	4 th November, 2015	98 days

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



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V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA
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.	

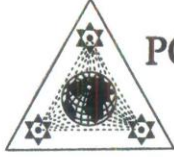
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination & remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities)</p> <p>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.</p> <p>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.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:</p>	
Name & Designation  Namrata Vanmala Company Secretary & Compliance Officer	

Note:

Information at Table I and II above need to be necessarily given in 1st 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.

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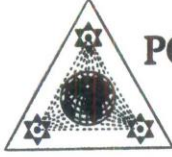
Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>	<i>Compliance status (Yes/No/NA)refer note below</i>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	No	
Composition of various committees of board of directors	No	
Code of conduct of board of directors and senior management personnel	No	
Details of establishment of vigil mechanism/ Whistle Blower policy	No	
Criteria of making payments to non-executive directors	NA (As only sitting fees paid)	
Policy on dealing with related party transactions	No	
Policy for determining 'material' subsidiaries	NA	
Details of familiarization programmes imparted to independent directors	No	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	No	
email address for grievance redressal and other relevant details	No	
Financial results	No	
Shareholding pattern	No	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	No	
II Annual Affirmations		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)refer note below</i>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes

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Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	NA
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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.

The Company is in process of revamping the entire website

3 If the Listed Entity would like to provide any other information the same may be indicated here.



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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Name & Designation

Namrata Vanmala
Company Secretary & Compliance Officer



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