

**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, 2017

I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	PANs & 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	Promoter NED	27.09.1993	NA	0	0	0
Mr.	Prabhas Sanghai	00302947	Promoter NED	29.04.2008	NA	0	1	0
Mr.	Umesh Kumar Agarwalla	00231799	WED	27.09.1993	NA	0	0	0



Mr.	Rahul Kumar Sanghai	00181745	Promoter NED	19.08.2000	NA	0	1	1
Mr.	Udit P. Sanghai#	06725206	Promoter ED & KMP-CFO	01.01.2014	NA	0	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.

Mr, Udit P. Sanghai, was reappointed as a Whole Time Director of the Company for a period of 3 years commencing from 1st January, 2017.



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
<p>^{&}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</p>		

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>
4 th November, 2016	3 rd February, 2017	91 days



IV. Meeting of Committees			
<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>
Audit Committee			
3 rd February, 2017	Yes	4 th November, 2016	91 days
Stakeholders Relationship Committee			
3 rd February, 2017	Yes	4 th November, 2016	91 days
Nomination & Remuneration Committee			
3 rd February, 2017	Yes	4 th November, 2016	91 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			

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

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

For Polo Queen Industrial and Fintech Limited


Namrata Vanamala
Company Secretary & Compliance Officer



Date: 14th April, 2017

Note:

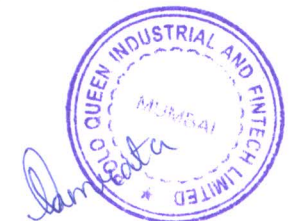
Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may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

Corporate Governance Report (for the whole of financial year)

Name of the Listed Entity - Polo Queen Industrial and Fintech Limited

Financial year ended - 31st March, 2017

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	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	NA (As only sitting fees paid)	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmers imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
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
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)	Yes
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)	Yes
Approval for material related party transactions	23(4)	Yes
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)	Yes
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.

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

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.

For Polo Queen Industrial and Fintech Limited

Namrata

**Namrata Vanamala
Company Secretary & Compliance Officer**

Date: 14th April, 2017

