

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

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

Mumbai - 400 013 (INDIA)

CIN NO. L72200MH1984PLC094539

April 7, 2022

BSE Limited

1st Floor, New Trading Wing,
Rotunda Building, P. J. Towers,
Dalal Street, Fort,
Mumbai – 400001.

Scrip Code: 540717

Metropolitan Stock Exchange of India Ltd

Vibgyor Towers, 4th Floor,
Plot No.C-62, G- Block,
Bandra-Kurla Complex,
Bandra (East), Mumbai – 400098.

Symbol: PQIF

Subject: Disclosure under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

Dear Sir,

With reference to above subject, please find enclosed the Compliance Report on Corporate Governance for the quarter ended 31st March, 2022.

We request you to take the same on record and acknowledge receipt.

Thanking you,

Yours truly,

For Polo Queen Industrial and Fintech Limited

Vandana
Vandana Yadav
Company Secretary



Encl: As Above

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, 2022

Title (Mr / Ms)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) &	Date of Birth	I. Composition of Board of Directors							
					Initial Date of Appointment	Date of Reappointment	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)
Mr.	Nandlal Sanghai	00181592 AAQPS2301E	Non-Executive - Non Independent Director	11-10-1950	27-09-1993	-	-	NA	1	0	1	0
Mr.	Prabhas Sanghai	00302947 ALJPS1248N	Non-Executive - Non Independent Director	14-11-1961	11-02-2019	-	-	NA	1	0	0	0
Mr.	Umesh Kumar Agarwalla	00231799 ABUPA4482H	Executive Director	13-10-1953	27-09-1993	01.04.2020	-	NA	2	1	0	0



Mr.	Rahul Kumar Sanghai	00181745 ALJPS1255K	Non-Executive - Non Independent Director	26-11-1973	19.08.2000		-	NA	1	0	1	1
Mr.	Udit P. Sanghai	06725206 AAJPS1625C	Executive Director & Chief Financial Officer	23-07-1991	01.01.2014	01-01-2020	-	NA	1	0	1	0
Mr.	Aftab Diamondwala	06946487 ABKPD4930F	Non-Executive - Independent Director	21-07-1967	19.08.2014	20-08-2019	-	60 Months + 31 Months	1	1	0	0
Mr.	Aspi Katgara	06946494 ABAPK3683J	Non-Executive - Independent Director	30-08-1953	19.08.2014	20-08-2019	-	60 Months + 31 Months	2	1	2	0
Mr.	Natwarlal Gaur	06945450 AIMPG5024A	Non-Executive - Independent Director	10-12-1985	19.08.2014	20-08-2019	-	60 Months + 31 Months	1	1	1	1
Mrs	Feroza Jamsheed Panday	00232812 AACPP7418H	Non-Executive - Independent Director	13-01-1956	05-02-2020	-		26 Months	1	1	0	0



Mr	Shridatta Haldankar	08342307 AARPH2361Q	Non-Executive - Independent Director	29-03-1956	29-01-2019	-	-	38 Months	1	1	1	0
					<p>\$PAN number of any director would not be displayed on the website of Stock Exchange</p> <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> <p>* 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.</p>							
				Whether Regular chairperson appointed -No								
				Whether Chairperson is related to managing director or CEO - No								
				<p><i>\$PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>&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</i></p> <p><i>* 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.</i></p>								

II. Composition of Committees					
Name of the Committee	Whether Regular chairperson appointed	Name of Committee members	Category(Chairperson/Executive/Non Executive/independent/ Nominee)	Date of Appointment	Date of Cessation
Audit Committee	Yes	Mr. Natwarlal Gaur -Chairperson Mr. Aspi Nariman Katgara - Member Mr. Udit P. Sanghai - Member	Non-Executive - Independent Director Non-Executive - Independent Director Executive Director & Chief Financial Officer	27-03-2015 27-03-2015 27-03-2015	



Nomination & Remuneration Committee	Yes	Mr. Aspi Nariman Katgara - Chairperson Mr. Natwarlal Gaur - Member Mr. Rahul Kumar Sanghai - Member	Non-Executive - Independent Director Non-Executive - Independent Director Non Executive- Non Independent Director	27-03-2015 27-03-2015 27-03-2015	
Risk Management Committee	NA	Not Applicable	Not Applicable		
Stakeholders Relationship Committee'	Yes	Mr. Rahul Kumar Sanghai - Chairperson Mr. Nandlal Sanghai - Member Mr. Shridatta Haldankar- Member	Non Executive - Non Independent Director Non-Executive - Non Independent Director Non Executive - Independent Director	27-05-2016 17-11-2018 11-11-2019	
&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	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
	February 11,2022	Yes	10	5	68 days
December 4,2021		Yes	10	5	10 days
November 23,2021		Yes	8	3	21 days
November 1,2021		Yes	8	3	



		IV. Meeting of Committees				
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*	
	Audit Committee					
February 11 2022	Yes	3	2	November 1,2021	101 days	
	Stakeholders Relationship Committee					
No meeting was held in relevant quarter						
	Nomination & Remuneration Committee					
No meeting was held in relevant quarter						
	* 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	
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V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	Yes
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	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.	



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

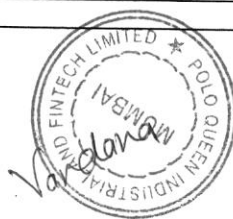
Vandana
Vandana Yadav
Company Secretary
Place: Mumbai
Date: April 7, 2022



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, 2022**

I. Disclosure on website in terms of Listing Regulations		
Item		Compliance status (Yes/No/NA)refer note below
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		Yes
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		Yes
New name and the old name of the listed entity		Yes
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
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)	NA
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 - **Yes**
and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. **Yes**

For Polo Queen Industrial and Fintech Limited

Vandana

Vandana Yadav
Company Secretary & Compliance Officer
Date: 7th April, 2022

