

May 29, 2019

To The General Manager - Listing Department BSE Limited 27 th Floor, P. J. Towers, Dalal Street, Fort, Mumbai – 400 001 Scrip Code: 524051	To The Manager - Listing Department National Stock Exchange of India Limited Exchange Plaza, NSE Building, Bandra- Kurla Complex, Bandra (E), Mumbai- 400 051 Symbol : POL YPLEX
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Dear Sir/ Madam,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2019.

Ref: Regulation 24 (A) of SEBI (LODR) Regulations, 2015.

Please find enclosed herewith Annual Secretarial Compliance Report for the year ended March 31, 2019, issued by RSM & Co., Practicing Company Secretaries and Secretarial Auditors of the Company.

This is for your information and records.

Thanking You,

Yours faithfully,
For Polyplex Corporation Limited



A.K. Gurnani
Company Secretary

email: akgurnani@polyplex.com

Polyplex Corporation Limited
(CIN: L25209UR1984PLC011596)

B-37, Sector-1, Noida - 201 301, Distt. Gautam Budh Nagar (U.P.) India
Board: +91.120.2443716-19, Fax: +91.120.2443723 & 24 Website : www.polyplex.com
Registered Office: Lohia Head Road, Khatima - 262308, Distt. Udham Singh Nagar, Uttarakhand, India

R S M & CO.
COMPANY SECRETARIES

2E/207, 2ND FLOOR, CAXTON HOUSE
JHANDEWALAN EXTENSION,
NEW DELHI 110 055
PHONE 011 236 238 13, 9911919008
Email: contact@csrsm.com

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF POLYPLEX CORPORATION LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2019**

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure requirements)
Regulations, 2015]

To
The Board of Directors
POLYPLEX CORPORATION LIMITED
CIN: L25209UR1984PLC011596
Lohia Head Road, Khatima - 262 308,
Distt, Udham Singh Nagar,
Uttarakhand.

We RSM & Co., Company Secretaries have examined:-

- (a) All the documents and records made available to me and explanation provided by POLYPLEX CORPORATION LIMITED ("the listed entity").
- (b) The filings/submissions made by the listed entity to the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").
- (c) Website of the listed entity www.polyplex.com.
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:-

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");
- (c) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;



The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI LODR"), to the extent applicable;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2018 (Not applicable to the Company during the Review Period);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, to the extent applicable;
- (d) Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (Not applicable to the Company during the Review Period);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the Company during the Review Period);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Review Period);
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 (Not applicable to the Company during the Review Period);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, to the extent applicable;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client, to the extent applicable;
- (j) Securities and Exchange Board of India (Depositories and Participants Regulations, 2018, to the extent applicable;
- (k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009, to the extent applicable.

and circulars/ guidelines issued thereunder;



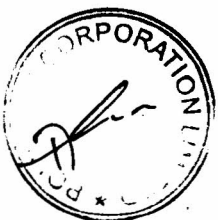
and based on the above examination, we hereby report that, during the Review Period -

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1	Regulation 27(2) of SEBI LODR - Corporate Governance Report for the quarter ended 31.03.2019.	Delay of one day in submission on NSE	Corporate Governance Report was submitted in time with BSE and its own website. However it was filed late on NSE by one day NSE has imposed penalty of Rs. 2000/- on the Company under Standard Operating Procedure (SOP) Company has represented to NSE for waiver of this penalty which was unintended/unintentional.
2	Regulation 44(3) - Voting Result and Scrutinizers Report of Extra Ordinary General Meeting (EGM) held on 30.03.2019	Delay of approximately 6 hours in submission of voting results of EGM.	Voting Results and Scrutinizers Report were filed with NSE and BSE on April 01, 2019 at around 05.29 p.m. and 05.38 p.m. respectively with delayed about 6 hours due to medical emergency.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.

- (c) The following are the details of actions taken against the listed entity/its promoters/ directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:-



Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/remarks of the Practicing Company Secretary, if any.
1	NSE	Regulation 27(2) of SEBI LODR - Corporate Governance Report for the quarter ended 31.03.2019	NSE has imposed penalty of Rs. 2,000/- for delayed filing of Corporate Governance Report by one day.	Company has represented to NSE for condonation of delay / waiver of penalty as the same was unintended and unintentional.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:- (This report being the first report, hence not applicable)

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended..... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
N. A.				

For RSM & Co.
Company Secretaries


CS RAVI SHARMA
Partner
Membership No. 4468
C P No. 3666



Date : May 29, 2019
Place : Delhi

