

July 28, 2020

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

**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2020.**

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

Please find enclosed herewith Annual Secretarial Compliance Report for the year ended March 31, 2020, 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](mailto:akgurnani@polyplex.com)

**Polyplex Corporation Limited**

(CIN: L25209UR1984PLC011596)

**R S M & CO.**  
**COMPANY SECRETARIES**

2E/207, | 2ND FLOOR | CAXTON HOUSE  
JHANDEWALAN EXTENSION | NEW DELHI 110 055  
Tel +91 11 23623813, +91 11 43709121,  
Email rsmco121@gmail.com alternate ravi@csrsm.com  
ICSI Unique Code: P1997DE017000

To

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

Sir/Madam,

**Annual Secretarial Compliance Report for the Financial Year 2019-20**

We have been engaged by POLYPLEX CORPORATION LIMITED ( herein after referred to as "the Company") bearing CIN L25209UR1984PLC011596 whose equity shares are listed on the National Stock Exchange of India Limited (Symbol **POLYPLEX**) and BSE Limited (Security Code **524051**) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's circular No CIR/CFD/CMD1/27/2019 dated 08<sup>th</sup> February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the company with provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examination and verification as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

For RSM & Co.  
Company Secretaries



CS RAVI SHARMA  
Partner  
FCS: 4468 | COP No.: 3666  
UDIN F004468B000368601



Date : June 23, 2020

Place : Delhi

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF POLYPLEX CORPORATION LIMITED  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2020**

[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](http://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 31<sup>st</sup> March, 2020 ("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");

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) 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 24 (1) of SEBI LODR Corporate governance requirements with respect to subsidiary of listed entity. At least one independent director on the board of directors of the listed entity shall be a director on the board of directors of an unlisted material subsidiary, whether incorporated in India or not	Independent director has not been appointed on the board of director all unlisted material subsidiaries.	The Company has 4 (Four) foreign material Unlisted Subsidiary Companies. Pursuant to Regulation 24(1) of SEBI (LODR) Regulation 2015, Company has nominated one of its Independent Director on only one of its such foreign material Unlisted Subsidiary Company.
2	Regulation 18(1) (d) & 20 (3) of SEBI (LODR) the Chairperson of Audit Committee & Stakeholders Relationship Committee shall be present at the Annual General Meeting.	Chairperson of Audit Committee & Stakeholders Relationship Committee were not present in the Annual General Meeting	Chairperson of Audit Committee & Stakeholders Relationship Committee were not present in the Annual General Meeting as required under Regulation 18(1)(d) & 20(3) respectively

- (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.
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- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:-

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
01	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 filling 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.	Based on representation of the Company, penalty waived and penalty amount refunded back to the Company.
02	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.	Representation sent by Company. No action taken by Stock Exchanges

- (e) The Listed Entity has suitably modified the terms of appointment of its Statutory Auditors in compliance of Para 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

For RSM & Co.

Company Secretaries



CS RAVI SHARMA  
Partner  
FCS: 4468 | COP No.: 3666  
UDIN F004468B000368601

Date : June 23, 2020

Place : Delhi