



## 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

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13<sup>th</sup> April, 2020

### **BSE Limited**

1<sup>st</sup> 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, 4<sup>th</sup> 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 and financial year ended 31<sup>st</sup> March, 2020.

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

Thanking you,

Yours truly,

**For Polo Queen Industrial and Fintech Limited**

Sd/-

**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 31<sup>st</sup> March, 2020**

<b>I. Composition of Board of Directors</b>												
<i>Title</i> (Mr / Ms)	<i>Name of the Director</i>	<i>PAN<sup>s</sup> &amp; DIN</i>	<i>Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) &amp;</i>	<i>Date of Birth</i>	<i>Initial Date of Appointment</i>	<i>Date of Reappointment</i>	<i>Date of cessation</i>	<i>Tenure of director (in months)</i>	<i>No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)</i>	<i>No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)</i>	<i>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)</i>	<i>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)</i>
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 + 7 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 + 7 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 + 7 Months	1	1	0	1
Mrs	Feroza Jamsheed Panday	00232812 AACPP7418H	Non-Executive - Independent Director	13-01-1956	05-02-2020	-	-	2Months	1	1	0	0
Mr	Shridatta Haldankar	08342307 AARPH2361Q	Non-Executive - Independent Director	29-03-1956	29-01-2019	-	-	14 Months	1	1	1	0

			<p>\$PAN number of any director would not be displayed on the website of Stock Exchange</p> <p>&amp; 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>&amp; 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>

<b>II. Composition of Committees</b>					
<i>Name of the Committee</i>	Whether Regular chairperson appointed	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/NonExecutive/independent/Nominee)</i>	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			

<b>III. Meeting of Board of Directors</b>					
<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>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
November 11,2019	February 5, 2020	Yes	8	4	85 days

<b>IV. Meeting of Committees</b>					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</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>
<i>Audit Committee</i>					
February 5, 2020	Yes	2	2	November 11,2019	85days
<i>Stakeholders Relationship Committee</i>					
No meeting was held in relevant quarter				August 6, 2019	
<i>Nomination &amp; Remuneration Committee</i>					

February 5, 2020	Yes	3	2	November 11,2019	85 days
	* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional				

<b>V. Related Party Transactions</b>	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)refer note below</i>
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
<p><b>Note</b></p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	

**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**

Sd/-  
**Vandana Yadav**  
**Company Secretary**  
**Place: Mumbai**  
**Date: April 13, 2020**

**Note:** Information at Table I and II above need to be necessarily given in 1<sup>st</sup> 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 - **31<sup>st</sup> March, 2020**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)refer note below</b>	
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 is paid )	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes 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	Yes	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
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)	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)	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
<p><b>Note</b>  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.</p>		
<p><b>III Affirmations:</b>  The Listed Entity has approved Material Subsidiary Policy - <b>Not Applicable</b> and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. <b>Yes</b></p>		
<p><b>For Polo Queen Industrial and Fintech Limited</b></p> <p>Sd/-  <b>Vandana Yadav</b>  <b>Company Secretary &amp; Compliance Officer</b></p> <p><b>Date: April 13, 2020</b></p>		