



**POLYLINK POLYMERS
(INDIA) LIMITED**

CIN NO: L17299GJ1993PLC032905
AN IS/ISO : 9001 : 2015 COMPANY

Head Office :
506, Saffron Building, Near Center Point,
Ambawadi, Ahmedabad - 380 006.
Phone : 079-26427800, 26565200
Tele Fax : 91-79-26421864
E-mail : polylink@polylinkpolymers.com
Website : www.polylinkpolymers.com

Registered Office (Works) :
Block No. 229-230, Vill - Valthera,
Dholka-Bagodara Highway,
Taluka-Dholka,
Dist.-Ahmedabad-382225

Audit Committee

The objective of the Audit Committee is to monitor and effectively supervise the Company's financial reporting process with a view to provide accurate, timely and proper disclosures. The terms of reference of the Audit Committee are well defined and are in accordance with the Companies Act, 2013 and the SEBI Listing Regulations.

The Audit Committee comprise solely of Independent to enable independent and transparent review of financial reporting process and internal control mechanism with an objective to further strengthen the confidence of all stakeholders.

Terms of Reference:

The powers, role and terms of reference of the Audit Committee covers the areas as contemplated under SEBI Listing Regulations and Section 177 of the Act. The brief terms of reference of Audit Committee are as under:

Sr. No.	Terms of Reference
1	To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible
2	To recommend for appointment, remuneration and terms of appointment of statutory and internal auditors of the company
3	To approve availing of the permitted non-audit services rendered by the Statutory Auditors and payment of fees thereof
4	To review, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with reference to:
5	Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134(3)(c) of the Companies Act, 2013 <ul style="list-style-type: none">• Changes, if any, in accounting policies and practices and reasons for the same• Major accounting entries involving estimates based on the exercise of judgment by the management• Significant adjustments made in the financial statements arising out of audit findings



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	<ul style="list-style-type: none">• Compliance with listing and other legal requirements relating to financial statements• Disclosure of any related party transactions• Modified opinion(s) in the draft audit report
6	To review, with the management, the quarterly financial statements before submission to the board for approval
7	To review, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus/ notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter
8	To review and monitor the Auditor's independence and performance, and effectiveness of audit process
9	To approve or any subsequent modification of transactions of the company with related parties
10	To scrutinize inter-corporate loans and investments
11	To undertake valuation of undertakings or assets of the company, wherever it is necessary
12	To evaluate internal financial controls and risk management systems
13	To review, with the management, the performance of statutory and internal auditors, adequacy of the internal control systems
14	To review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit
15	To discuss with internal auditors of any significant findings and follow up there on
16	To review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board
17	To discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern
18	To look into the reasons for substantial defaults, if any, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors
19	To review the functioning of the Whistle Blower mechanism



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20	To approve appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate
21	To review financial statements, in particular the investments made by the Company's unlisted subsidiaries
22	To review compliance with the provisions of SEBI Insider Trading Regulations and verify that the systems for internal control are adequate and are operating effectively
23	To review the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments
24	To oversee the company's disclosures and compliance risks, including those related to climate
25	To consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders
26	To consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders
27	To discuss with the management regarding pending technical and regulatory matters that could affect the financial statements and updates on management's plans to implement new technical or regulatory guidelines
28	To review and recommend to the Board for approval – Business plan, Budget for the year and revised estimates
29	To review Company's financial policies, strategies and capital structure, working capital and cash flow management
30	To ensure the Internal Auditor has direct access to the Committee chair, providing independence from the executive and accountability to the committee
31	To review the treasury policy & performance of the Company, including investment of surplus funds and foreign currency operations
32	To review management discussion and analysis of financial condition and results of operations
33	To review, examine and deliberate on all the concerns raised by an out-going auditors and to provide views to the Management and Auditors
34	To carry out any other function mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable



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Nomination and Remuneration Committee

The Terms of Reference of the Nomination and Remuneration Committee are well defined and are in line with the provisions of the SEBI Listing Regulations and the Companies Act, 2013, as amended from time to time.

Terms of Reference:

The powers, role and terms of reference of the Committee covers the areas as contemplated under the Listing Regulations and Section 178 of the Act. The brief terms of reference for the Nomination and Remuneration Committee are as under:

Sr. No.	Terms of Reference
1	To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees
2	To formulate criteria for & mechanism of evaluation of Independent Directors and the Board of directors
3	To specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance
4	To devise a policy on diversity of Board of Directors
5	To Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal
6	To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors
7	To review and recommend remuneration of the Managing Director(s) / Whole-time Director(s) based on their performance
8	To recommend to the Board, all remuneration, in whatever form, payable to senior management
9	To review, amend and approve all Human Resources related policies
10	To ensure that the management has in place appropriate programs to achieve maximum leverage from leadership, employee engagement, change management, training & development, performance management and supporting system



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11	To oversee workplace safety goals, risks related to workforce and compensation practices
12	To oversee employee diversity programs
13	To oversee HR philosophy, people strategy and efficacy of HR practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the Board, KMP and Senior Management)
14	To oversee familiarization programme for Directors
15	To recommend the appointment of one of the Independent Directors of the Company on the Board of its Material Subsidiary
16	To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable



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Stakeholders' Relationship Committee

Pursuant to the Companies Act, 2013 and the SEBI Listing Regulations, the Company has constituted a Stakeholders' Relationship Committee. This Committee was constituted to specifically look into the process of share transfers, grievances of security holders, if any, and also reviews the working of Company's Registrar & Share Transfer Agent.

The terms of reference of the Stakeholders' Relationship Committee are well defined and are in accordance with the SEBI Listing Regulations as amended from time to time.

Terms of Reference:

The powers, role and terms of reference of SRC covers the areas as contemplated under the SEBI Listing Regulations and Section 178 of the Act. The brief terms of reference of SRC are as under:

Sr. No.	Terms of Reference
1	To look into various aspects of interest of shareholders, debenture holders and other security holders including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2	To review the measures taken for effective exercise of voting rights by shareholders
3	To review adherence to the service standards adopted in respect of various services being rendered by the Registrar & Share Transfer Agent
4	To review various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company
5	To review engagement programs with investors, proxy advisors, etc. and to oversee investors movement (share register)
6	To review engagement with rating agencies (Financial, ESG etc.)
7	To oversee statutory compliance relating to all the securities issued, including but not limited to dividend payments, transfer of unclaimed dividend amounts / unclaimed shares to the IEPF
8	To suggest and drive implementation of various investor-friendly initiatives
9	To approve and register transfer and / or transmission of securities, issuance of duplicate security certificates, issuance of certificate on rematerialization and to carry out other related activities
10	To carry out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable