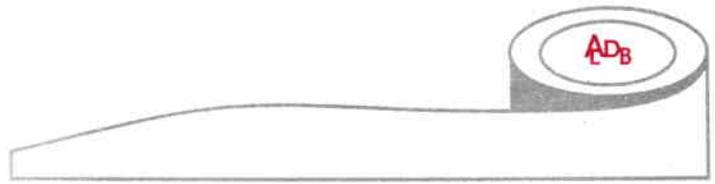


AGARWAL



DUPLEX BOARD MILLS LIMITED

CIN:L99999DL1984PLC019052

Regd Office : 217, Agarwal Prestige Mall, Plot No. 2, Community Center, Along Road No. 44
Pitampura, Delhi-110034 (Near M2K Cinema) Ph.: (91-11) 47527700 Fax : 011-47527777
E-mail : agarwalduplex1984@gmail.com • Website : agarwalduplex.net

To,

05/05/2017

Metropolitan Stock Exchange of India Limited,
Vibgyor Towers, 4th floor, Plot No C 62, G - Block,
Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E),
Mumbai – 400 098, India.

Ref: Revised Compliance Report on Corporate Governance under regulation 27(2) for the quarter ended 31/03/2017

Subject: Corporate Governance under regulation 27(2) of SEBI (Listing Obligation and Disclosure requirement) Regulation, 2015

Dear Sir/Madam,

With respect to your mail on dated 04/05/2016 regarding the discrepancy observed by the Stock Exchange, **Metropolitan Stock Exchange of India Limited** for non submission of Annexure II - Page 5 and 6 with Compliance report on Corporate Governance according to SEBI Circular as per SEBI (Listing Obligation & Disclosure Requirement), Regulation, 2015 for the quarter ended 31/03/2017. Hence In this regard, Please find the attached revised Compliance report on Corporate Governance as per Regulation 27 (2) of SEBI (Listing Obligation and Disclosure requirement) Regulation, 2015 in the specified format for the quarter ended 31st March, 2017.

Thanking You,

Yours Faithfully,

For **AGARWAL DUPLEX BOARD MILLS LIMITED**

Neeraj Goel
Managing Director
DIN: 00017498



Copy To:

1. Calcutta Stock Exchanges Limited

Compliance Report on Corporate Governance

1. Name of Listed Entity : **Agarwal Duplex Board Mills Limited**
 2. Quarter ending : **31.03.2017**

I. Composition of Board of Directors

Title (Mr./Ms)	Name of Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &	Date of Appointment in the Current term / Cessation	Tenure* (Months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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.	Neeraj Goel	00017498 AEPPG5267E	Executive Director	01.04.2015	N.A.	1	Nil	Nil
Mr.	Abhishek Agarwal	02140480 ABPPA7324P	Executive Director	02.08.2012	N.A.	1	1	Nil
Mr.	Suresh Chand	00453489 AAUPC3465D	Non – Executive Director	31.03.2015	N.A.	1	1	1
Mr.	Ankur Sangal	01095679 BCMPS2380C	Non – Executive Independent Director	30.03.2015	24	2	Nil	2
Mr.	Pramod Kumar Goel	07571092 ACRPG3199B	Non – Executive Independent Director	13.08.2016	8	1	1	Nil
Ms.	Pooja Bhardwaj	05158206 ARUPK1321M	Non – Executive Independent Director	30.03.2015	24	2	1	1

PAN number of any director would not be displayed on the website of stock exchange & Category of directors means executive/nonexecutive/independent/Nominee. If a director fits into more than one category write all category separating them with hyphen

*To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of director of the listed entity in continuity without any cooling off period.



II. Composition of Committee

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$
1. Audit Committee	1. Ankur Sangal	Chairman (Non Executive Independent Director)
	2. Pramod Kumar Geol	Non Executive Independent Director
	3. Suresh Chand	Non Executive Director
2. Nomination & Remuneration Committee	1. Pramod Kumar Goel	Chairman (Non Executive Independent Director)
	2. Ankur Sangal	Non Executive Independent Director
	3. Ms. Pooja Bhardwaj	Non Executive Independent Director
3. Risk Management Committee (if applicable)	Not applicable	
4. Stakeholders Relationship Committee	1. Suresh Chand	Chairman (Non Executive Director)
	2. Abhishek Agarwal	Member (Executive Director)

& 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	Maximum gap between any two consecutive (in number of days)
14.11.2016	13.02.2017	90 days

IV. Meeting of Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee 13.02.2017	Yes – All members present	14.11.2016	90 days

*This information has to be mandatorily be given for audit committee, for rest of the committee giving this information is optional

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 shall be placed before Board of Directors in the next Board Meeting and 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: Nil

For Agarwal Duplex Board Mills Limited

Neeraj Goel
Managing Director
DIN:00017498



Date: 05/05/2017

Place: New Delhi

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

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	N.A.	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	N.A.	
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	N.A.	
New name and the old name of the listed entity	N.A.	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes



<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	N.A.
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	N.A.
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	N.A.
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	N.A.
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	N.A.
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	N.A.
<i>Policy with respect to Obligations of directors and senior management</i>	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 and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. N.A.

For Agarwal Duplex Board Mills Limited

Neeraj Goel
Managing Director
DIN:00017498



Date: 05/05/2017
Place: New Delhi