

AGARWAL

ADB

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 : agarwaiduplex1984@gmail.com • Website : agarwaiduplex.net

To,

13/10/2017

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.
Telephone : +91 22 6112 9000

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

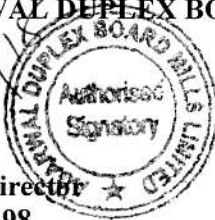
Dear Sir,

We attached herewith the quarterly 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 30th September, 2017.

Thanking You,

Yours Faithfully,
For **AGARWAL DUPLEX BOARD MILLS LIMITED**

Neeraj Goel
Neeraj Goel
Managing Director
DIN: 00017498



Copy to:

1. Calcutta Stock Exchange Limited


COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: **AGARWAL DUPLEX BOARD MILLS LIMITED**
 2. Quarter ending : **30.09.2017**

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	Nil
Mr.	Ankur Sangal	01095679 BCMPS2380C	Non – Executive Independent Director	30.03.2015	30	2	Nil	2
Mr.	Pramod Kumar Goel	07571092 ACRPG3199B	Non – Executive Independent Director	13.08.2016	14	1	1	Nil
Ms.	Pooja Bhardwaj	05158206 ARUPK1321M	Non – Executive Independent Director	30.03.2015	30	2	1	1

PAN number of any director would not be displayed on the website of stock exchange & 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.

Note: * Mr. Neeraj Goel (DIN: 00017498), Managing Director & Mr. Abhishek Agarwal (DIN: 02140480), Whole Time Director have been reappointed for the period of 3 years with effect from 29th September, 2017 in the 33rd Annual General Meeting of the Company.

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 Goel	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)
07/04/2015	30/08/2017	91 Days
30/05/2017	05/09/2017	05 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 30/08/2017	Yes – All members present	30/05/2017	91 days
Nomination & Remuneration Committee 17/08/2017	Yes – All members present		

*This information has to be mandatorily be given for audit committee, for rest of the committee given 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.

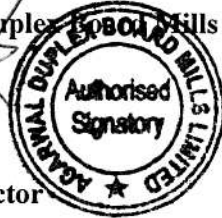
VI. Affirmations

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 **Yes**
 - 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 Mills Limited


Neeraj Goel
Managing Director
DIN:00017498



Date: 13/10/2017
Place: New Delhi

Annexure 1

1. Affirmation

Broad Heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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.

For Agarwal Duplex Board Mills Limited



Neeraj Goel
Managing Director
DIN:00017498

Date: 13/10/2017
Place: New Delhi