

**Compliance Report on Corporate Governance**

1. Name of Listed Entity: **Agarwal Duplex Board Mills Limited**  
 2. Quarter ending : **31.12.2015**

<b>I. Composition of Board of Directors</b>								
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 Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Neeraj Goel	00017498 AEPGG5267E	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 Independent Director	31.03.2015	N.A.	1	1	Nil
Mr.	Ankur Sangal	01095679 BCMPS2380C	Non –Executive Independent Director	30.03.2015	9	2	Nil	2
Mr.	Pankaj Dawar	06479649 ADXPDS408R	Non –Executive Independent Director	30.03.2015	9	3	3	Nil
Ms.	Pooja Bhardwaj	05158206 ARUPK1321M	Non –Executive Independent Director	30.03.2015	9	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.

<b>II. Composition of Committee</b>		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)\$

1. Audit Committee	1. Ankur Sangal	Non Executive Independent Director
	2. Pankaj Dawar	Non Executive Independent Director
	3. Suresh Chand	Non Executive Independent Director
2. Nomination & Remuneration Committee	1. Ankur Sangal	Non Executive Independent Director
	2. Pankaj Dawar	Non Executive Independent Director
	3. Ms. Pooja Bhardwaj	Non Executive Independent Director
3. Risk Management Committee (if applicable)	<b>Not applicable</b>	
4. Stakeholders Relationship Committee	1. Suresh Chand	Non Executive Independent Director
	2. Abshiek Agarwal	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)
14.08.2015	14.11.2015	88 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*
<b>Audit Committee</b> 14.11.2015	Yes – All members present	14.08.2015	92 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

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee
  - Nomination & remuneration committee
  - Stakeholders relationship committee
  - Risk management committee (applicable to the top 100 listed entities) – Not applicable



(Listing obligations and disclosure requirements) Regulations, 2015.

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.

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. 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: 14/01/2016  
Place: New Delhi