

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
Email : agarwalduplex1984@gmail.com Website : www.agarwalduplex.net 08/11/2018

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.

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

Dear Sir/Madam,

Please find attached herewith the revised 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, 2018. The Annexure III of the report has inadvertently left to be incorporated in the report.

Kindly take the same on record.

Thanking You,

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

Neeraj
NEERAJ GOEL
MANAGING DIRECTOR
DIN: 00017498

Copy To:

1. Calcutta Stock Exchanges Limited

[Home](#)[Validate](#)**General information about company**

Scrip code	000000
NSE Symbol	
MSEI Symbol	ADBML
ISIN	INE290T01019
Name of the entity	AGARWAL DUPLEX BOARD MILLS LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Half Yearly
Date of Report	30-09-2018
Risk management committee	Not Applicable

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Annexure 1

Annexure 1 to be submitted by listed entity on quarterly basis

1. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory															
Is there any change in information of board of directors compare to previous quarter										Add Notes					
										No					
Sr (Mr / Ms)	Title	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including the listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of membership in Audit/ Stakeholder Committee(s) including the listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entity including the listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN

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Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

[Add Notes](#)

Is there any change in information of committees compare to previous quarter

No

Audit Committee Details

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					

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Nomination and remuneration committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					

Stakeholders Relationship Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					

Risk Management Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					

Corporate Social Responsibility Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					

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Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						

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[Home](#)[Validate](#)**Annexure 1****III. Meeting of Board of Directors**

☐ Disclosure of notes on meeting of board of directors
explanatory

[Add Notes](#)**Sr****Date(s) of meeting (Enter dates of Previous quarter
and Current quarter in chronological order)****Maximum gap between
any two consecutive (in
number of days)**[Add](#)[Delete](#)

1

30-05-2018

2

13-08-2018

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Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Add Notes

Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	13-08-2018	Yes	3	30-05-2018	74	
2	Stakeholders Relationship Committee	21-09-2018	Yes	2	10-04-2018	163	

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Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

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Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	No
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

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Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	NEERAJ GOEL
2	Designation	Managing Director



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Annexure II

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

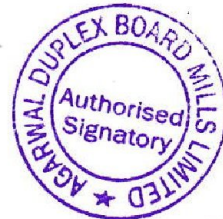
I. Disclosure on website in terms of Listing Regulations

Sr.	Item	Compliance status	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://www.agarwalduplex.net/about-us.htm
2	Terms and conditions of appointment of independent directors	Yes		images/table-379523.pdf
3	Composition of various committees of board of directors	Yes		images/table-510560.pdf
4	Code of conduct of board of directors and senior management personnel	Yes		files/348029/table-261131-1.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		files/348029/table-261134-1.pdf
6	Criteria of making payments to non-executive directors	NA		images/table-379522.pdf
7	Policy on dealing with related party transactions	Yes		images/table-379520.pdf
8	Policy for determining 'material' subsidiaries	NA		http://www.agarwalduplex.net/contact-us.htm
9	Details of familiarization programmes imparted to independent directors	Yes		http://www.agarwalduplex.net/contact-us.htm
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.agarwalduplex.net/contact-us.htm
11	email address for grievance redressal and other relevant details	Yes		http://www.agarwalduplex.net/contact-us.htm
12	Financial results	Yes		http://www.agarwalduplex.net/contact-us.htm
13	Shareholding pattern	Yes		http://www.agarwalduplex.net/contact-us.htm
14	Details of agreements entered into with the media companies and/or their associates	NA		http://www.agarwalduplex.net/contact-us.htm
15	New name and the old name of the listed entity	NA		http://www.agarwalduplex.net/contact-us.htm
16	Disclosure of notes on website in terms of Listing Regulations explanatory (Text Block)	NA		http://www.agarwalduplex.net/contact-us.htm

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Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'Independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided				Add Notes

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Annexure II

1	Name of signatory	NEERAJ GOEL
2	Designation	Managing Director



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Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
Any other information to be provided		Add Notes

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1	Name of signatory	NEERAJ GOEL
2	Designation	Managing Director



A handwritten signature in black ink, appearing to read "Neeraj Goel".

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Annexure III

Annexure III to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I. Affirmations

Sr	Broad heading	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	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	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para-C of Schedule V	Yes	
Any other information to be provided				Add Notes

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Annexure III

1	Name of signatory	Neeraj Goel
2	Designation	Managing Director



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Name of signatory	NEERAJ GOEL
Designation of person	Managing Director
Place	DELHI
Date	12-10-2018

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A handwritten signature in black ink, appearing to read "Neeraj Goel", written over the stamp.