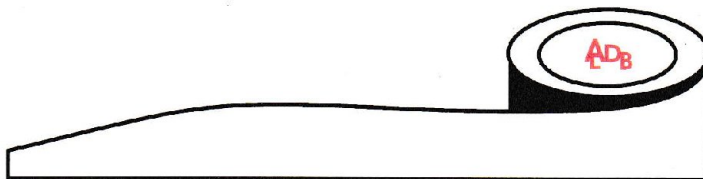


**AGARWAL**



## **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  
Email : agarwalduplex1984@gmail.com Website : www.agarwalduplex.net

To,

15/04/2019

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

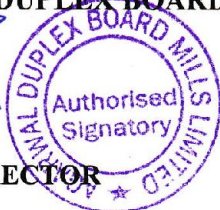
Dear Sir/Madam,

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 31<sup>st</sup> March, 2019.

Thanking You,

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

  
**NEERAJ GOEL**  
**MANAGING DIRECTOR**  
**DIN: 00017498**



Copy To:

1. Calcutta Stock Exchanges Limited



General information about company	
Scrip code	000000
NSE Symbol	
MSEI Symbol	ADBML
ISIN	
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	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable



## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. 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

Yes

Wether the listed entity has a Regular Chairperson

No

Sr	Title (Mr / Ms)	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 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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Neeraj Goel	AEPPG5267E	00017498	Executive Director	Not Applicable	MD	29-09-2017			1	0	0		
2	Mr	Abhishek Agarwal	ABPPA7324P	02140480	Executive Director	Not Applicable		29-09-2017			1	1	0		
3	Mr	Suresh Chand	AAUPC3465D	00453489	Non-Executive - Non Independent Director	Not Applicable		31-03-2015			1	1	1		
4	Mr	Ankur Sangal	BCMPS2380C	01095679	Non-Executive - Independent Director	Not Applicable		30-03-2015		48	2	3	2		



**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

Sr	Title (Mr / Ms)	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 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)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Pramod Kumar Goel	ACRPG3199B	07571092	Non- Executive - Independent Director	Not Applicable		13-08-2016		31	1	2	1		
6	Mrs	Pooja Bhardwaj	ARUPK1321M	05158206	Non- Executive - Independent Director	Not Applicable		30-03-2015		48	2	1	0		



Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	
Is there any change in information of committees compare to previous quarter	Yes



Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01095679	Ankur Sangal	Non-Executive - Independent Director	Chairperson	30-03-2015		
2	07571092	Pramod Kumar Goel	Non-Executive - Independent Director	Member	13-08-2016		
3	00453489	Mr. Suresh Chand	Non-Executive - Non Independent Director	Member	30-03-2015		



Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07571092	Mr. Pramod Kumar Goel	Non-Executive - Independent Director	Chairperson	13-08-2016		
2	01095679	Mr. Ankur Sangal	Non-Executive - Independent Director	Member	30-03-2015		
3	05158206	Mrs. Pooja Bhardwaj	Non-Executive - Independent Director	Member	30-03-2015		



Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00453489	Mr.Suresh Chand	Non-Executive - Non Independent Director	Chairperson	30-03-2015		
2	02140480	Mr. Abhishek Agarwal	Executive Director	Member	30-03-2015		
3	07571092	Pramod Kumar Goel	Non-Executive - Independent Director	Member	13-02-2019		



Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks



Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks



Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks



Annexure 1			
Annexure 1			
III. Meeting of Board of Directors			
Disclosure of notes on meeting of board of directors explanatory			
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	14-11-2018		
2		13-02-2019	90



Annexure 1							
IV. Meeting of Committees							
Disclosure of notes on meeting of committees explanatory							
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	13-02-2019	Yes	3	14-11-2018	90	
2	Nomination and remuneration committee		Yes	2	13-11-2018		
3	Stakeholders Relationship Committee	05-02-2019	Yes	2			
4	Stakeholders Relationship Committee	15-03-2019	Yes	2			



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	



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)	NA
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



Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Neeraj Goel
2	Designation	Managing Director



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 (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://www.agarwalduplex.net/products.htm">https://www.agarwalduplex.net/products.htm</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://catalog.wlimg.com/1/348029/other-images/table-379523.pdf">http://catalog.wlimg.com/1/348029/other-images/table-379523.pdf</a>
3	Composition of various committees of board of directors	Yes		<a href="http://catalog.wlimg.com/1/348029/other-images/table-375234.pdf">http://catalog.wlimg.com/1/348029/other-images/table-375234.pdf</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://catalog.weblink.in/dynamic-files/ei/other-files/348029/table-261131-1.pdf">http://catalog.weblink.in/dynamic-files/ei/other-files/348029/table-261131-1.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://catalog.weblink.in/dynamic-files/ei/other-files/348029/table-261134-1.pdf">http://catalog.weblink.in/dynamic-files/ei/other-files/348029/table-261134-1.pdf</a>
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		<a href="http://catalog.wlimg.com/1/348029/other-images/table-379522.pdf">http://catalog.wlimg.com/1/348029/other-images/table-379522.pdf</a>
8	Policy for determining ‘material’ subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://catalog.wlimg.com/1/348029/other-images/table-379520.pdf">http://catalog.wlimg.com/1/348029/other-images/table-379520.pdf</a>



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 (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.agarwalduplex.net/contact-us.htm">https://www.agarwalduplex.net/contact-us.htm</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://www.agarwalduplex.net/contact-us.htm">https://www.agarwalduplex.net/contact-us.htm</a>
12	Financial results	Yes		<a href="https://www.agarwalduplex.net/quarterly-result-agarwal.htm">https://www.agarwalduplex.net/quarterly-result-agarwal.htm</a>
13	Shareholding pattern	Yes		<a href="https://www.agarwalduplex.net/share-holding-pattern-agarwal.htm">https://www.agarwalduplex.net/share-holding-pattern-agarwal.htm</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		



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)	NA	



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.
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)	Yes	



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.
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			



Annexure II		
1	Name of signatory	Neeraj Goel
2	Designation	Managing Director



Annexure II		
III. Affirmations		
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	



Annexure II		
1	Name of signatory	Neeraj Goel
2	Designation	Managing Director



Signatory Details	
Name of signatory	Neeraj Goel
Designation of person	Managing Director
Place	New Delhi
Date	13-04-2019



