

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

1. Agio Paper & Industries Limited

2. Quarter Ending: 31.12.2017

<b>I. Composition of Board of Directors</b>								
<b>Title(Mr./Ms.)</b>	<b>Name of the Director</b>	<b>PAN<sup>s</sup> &amp; DIN</b>	<b>Category (Chairperson / Executive / Non – Executive / Independent / Nominee)&amp;</b>	<b>Date of Appointment in the current term/cessation</b>	<b>Tenure*</b>	<b>No. of Directorship in listed entities including this listed entity (Refer Regulation 25 (1) of Listing Regulations)</b>	<b>Number of memberships in Audit /Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>	<b>No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26 (1) of Listing Regulations)</b>
Mr.	Ankit Jalan	PAN- AIAPJ5967D DIN- 02577501	Executive	28.02.2009		1	2	0
Mr.	Sheo Shankar Joshi	PAN-AANPJ2621H DIN-01180895	Non Executive - Independent	01.08.2011	6 years 5 months	1	2	0
Mr.	Kamal Kumar Khetawat	PAN-AAMPA2170R DIN-00438830	Non Executive - Independent	01.08.2011	6 years 5 months	1	2	2
Ms	Mohini Agarawal	PAN- AKTPA4963H DIN- 07632857	Non Executive - Independent	12.11.2016	1year 2 Months	1	1	0
<p>§PAN number of any director would not be displayed on the website of Stock Exchange &amp;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 * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p>								

<b>II. Composition of Committees</b>			
<b>Name of Committee</b>	<b>Name of Committee Members</b>		<b>Category( Chairperson / Executive / Non –Executive / Independent / Nominee)&amp;</b>
1. Audit Committee	Kamal Kumar Khetawat Sheo Shankar Joshi Ankit Jalan		Non Executive - Independent Non Executive - Independent Executive
2. Nomination & Remuneration Committee	Kamal Kumar Khetawat Sheo Shankar Joshi Mohini Agarwal		Non Executive - Independent Non Executive - Independent Non Executive - Independent
3. Stakeholders Relationship Committee	Kamal Kumar Khetawat Sheo Shankar Joshi Ankit Jalan		Non Executive- Independent Non Executive- Independent Executive
&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			
<b>III. Meeting of Board of Directors</b>			
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>	
13.07.2017,04.08.2017, 04.09.2017, 14.09.2017, 25.09.2017	02.11.2017,14.11.2017	37days	
<b>IV. Meeting of Committees</b>			
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
<i>Audit Committee-14.11.2017</i>	<i>Total members 3 Present 3.Quorum met</i>	<i>03.07.2017,04.09.2017,14.09.2017</i>	62 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			
<b>V. Related Party Transactions</b>			
<b>Subject</b>	<b>Compliance Status (Yes/No/NA) <sup>refer note below</sup></b>		
Whether prior approval of audit committee obtained	NA		
Whether shareholder approval obtained for material RPT	NA		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA		
<b>Note</b> 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.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
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.
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 and/or 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:

AGIO PAPER & INDUSTRIES LTD.



Company Secretary

Saikat Ghosh  
Company Secretary & Compliance officer

### Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.