

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Agio Paper & Industries Limited
2. Quarter Ending: 31.03.2016

I. Composition of Board of Directors								
Title(Mr./Ms.)	Name of the Director	PAN^s & DIN	Category (Chairperson / Executive / Non – Executive / Independent / Nominee)&	Date of Appointment in the current term/cessation	Tenure*	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.	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	4 years8 months	1	2	0
Mr.	Kamal Kumar Khetawat	PAN-AAMPA2170R DIN-00438830	Non Executive - Independent	01.08.2011	4 years8 months	1	2	2
Ms.	Sudha Dhanuka	PAN-AJCPD3210E DIN-06417787	Non Executive - Independent	26.09.2011	1 year 6 months	1	1	0

§PAN number of any director would not be displayed on the website of Stock Exchange
&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.

II. Composition of Committees				
Name of Committee		Name of Committee Members		Category(Chairperson / Executive / Non –Executive / Independent / Nominee)*
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 Sudha Dhanuka		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				
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)
14.11.2015, 22.12.2015		30.01.2016, 30.03.2016		59 days
IV. Meeting of Committees				
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*
<i>Audit Committee-30.01.2016</i>	<i>Total members 3 Present 3.Quorum met</i>		<i>14.11.2015</i>	76 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.				
V. Related Party Transactions				
Subject		Compliance Status (Yes/No/NA) <small>refer note below</small>		
Whether prior approval of audit committee obtained		YES		
Whether shareholder approval obtained for material RPT		YES		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		YES		
<p>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>				

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

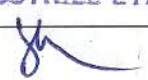


Saikat Ghosh **Company Secretary**
Company Secretary & Compliance officer

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.

1. Name of the Entity : Agio Paper & industries Ltd.
2. Quarter Ending : March 2016

I. Disclosure on website in terms of Listing Regulations		
Item		Compliance status (Yes/No/NA)refer note below
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		N.A
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		N.A
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		N.A
New name and the old name of the listed entity		N.A
Annual affirmations		
Particulars	Regulation No.	Compliance status (Yes/No/NA)refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	N.A
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	*Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	N.A
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<p>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>III Affirmations:</p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied</p>		
Date:12.04.2016 Place: Kolkata		<p>For Agio Paper & Industries Ltd.</p> <p>AGIO PAPER & INDUSTRIES LTD Company Secretary</p> <p> Company Secretary</p>