

- 1 Name of Listed Entity : DUROPLY INDUSTRIES LIMITED  
2 Quarter ending : Mar 31 , 2019

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure of Director (in months)	No. of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity
Mr	Sudeep Chitlangia	ACIPC6093M 00093908	Executive	27.05.1988	-	1	1	-
Mr	Sujit Chakravorti	ABWPC0051C 00066344	Independent	01.04.2014	198	3	4	3
Dr	Kali.Kumar Chaudhuri	ABVPC9186H 00206157	Independent	01.04.2014	158	7	9	4
Ms	Ratan Lal Gaggar	ADVPG9976H 00066068	Independent	01.04.2014	513	6	9	1
Mr	Probir Roy	ADIPR3014L 00033045	Independent	01.04.2014	94	2	7	2
Mr.	Sohan Lal Yadav	AAHPY6637N 00207333	Executive	27.11.1996	-	1	-	-
Mrs.	Sheela Chitlangia	ACOPC8723G 00174354	Non-Executive	29.09.2015	-	1	-	-

II. Composition of Committee			
	Name of Committee	Name of Committee Members	Category (Chairperson/ Executive / Non-Executive/ Independent/ Nominee)
1	Audit Committee	Mr. Sujit Chakravorti Mr. Ratan Lal Gaggar Mr. Probir Roy	Independent Independent Independent
2	Nomination & Remuneration Committee	Dr. Kali Kumar Chaudhuri Mr. Ratan Lal Gaggar Mr. Sujit Chakravorti	Independent Independent Independent
3	Stakeholders Relationship Committee	Dr. Kali Kumar Chaudhuri Mr. Ratan Lal Gaggar Mr. Sudeep Chitlangia	Independent Independent Executive - Managing Director

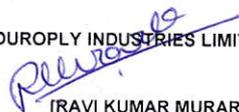
III. Meeting of Board of Directors		
Date of meeting (if any) in the previous quarter	Date of meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
12.11.2018	12.02.2019	91

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee 12.02.2019	Yes All members attended	12.11.2018	91
Stakeholders Relationship Committee 11.01.2019	Yes All Members attended	23.11.2018	48

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

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
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 manners 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.

For DUROPLY INDUSTRIES LIMITED

  
[RAVI KUMAR MURARKA]  
CFO & Company Secretary

Place : Kolkata  
Date : 11.04.2019

### Yearly Compliance Report on Corporate Governance

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)<sup>refer</sup> note below</b>	
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	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
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	NA	
New name and the old name of the listed entity	Yes	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)<sup>refer</sup> note below</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	N.A.
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	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

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. **N.A.**

**For DUROPLY INDUSTRIES LIMITED**

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**[RAVI KUMAR MURARKA]**  
**CFO & Company Secretary**  
**& Compliance Officer**

**Place: Kolkata**  
**Date: 11.04.2019**