

2017

**AGARWAL DUPLEX BOARD  
MILLS LIMITED  
33<sup>RD</sup> ANNUAL REPORT**

**MANAGEMENT  
BOARD OF DIRECTORS**

**CHAIRMAN**

Mr. Neeraj Goel

**DIRECTORS**

Mr. Neeraj Goel	--	Managing Director
Mr. Abhishek Agarwal	--	Whole time Director
Mr. Suresh Chand	--	Non - Executive Director
Mr. Ankur Sangal	--	Independent Director
Mr. Pramod Kumar Goel	--	Independent Director
Mrs. Pooja Bhardwaj	--	Independent Director

**COMPANY SECRETARY**

Mrs. Sarika Aggarwal

**CHIEF FINANCIAL OFFICER**

Mr. Abhishek Agarwal

**AUDITORS**

M/s Goel Singhal & Associates  
Chartered Accountants  
Muzaffarnagar

**BANKERS:**

**ORIENTAL BANK OF COMMERCE**  
NEW MANDI, MUZAFFARNAGAR  
UTTAR PRADESH

**ORIENTAL BANK OF COMMERCE**  
Darbari Laldev Model  
SR SEC SCHPITAMPURA  
DELHI- 110034

**REGISTRAR & SHARE TRANSFER AGENT**

Beetal Financial & Computer Services Ltd.  
Beetal House, 3<sup>rd</sup> Floor, 99, Madangir Near  
Dada Harsukhdas Mandir  
New Delhi-110 062

**CORPORATE IDENTIFICATION NUMBER:**

L99999DL1984PLC019052

## NOTICE

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Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting of the Shareholders of the Company will be held on Friday, 29<sup>th</sup> September, 2017 at Regd. Office of the company at 217, Agarwal Prestige Mall, Near M2K Cinema, Pitampura, Delhi-110034 at 10:00 a.m. to transact the following Businesses:

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### ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as on 31.03.2017 and the Profit & Loss Account for the year ended 31.03.2017 together with the Reports of Directors & Auditors thereon.
2. To appoint a Director in place of Mr. Suresh Chand (DIN 00453489), who retires by rotation at this meeting and being eligible, offer himself for reappointment.

### 3. Appointment of Statutory Auditors

To appoint M/s Rajeev Singal & Co., Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 38<sup>th</sup> Annual General Meeting and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s Rajeev Singal & Co., Chartered Accountants, Muzaffarnagar, (Firm Registration number 008692C) be and is hereby appointed as the Statutory Auditors of the Company in place of M/s. Goel Singhal & Associates, Chartered Accountants (Firm Registration No. 006496C) to hold office from the conclusion of this Annual General Meeting till the conclusion of the 38<sup>th</sup> Annual General Meeting and subject to ratification of appointment at every Annual General Meeting, at a remuneration as may be mutually agreed to, between the Board of Directors and Statutory Auditor plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them.”

### SPECIAL BUSINESS:

#### 4. Re-appointment of Mr. Neeraj Goel (DIN: 00017498) as Managing Director of the company

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, approval of the members be and is hereby granted for the re-appointment of Mr. Neeraj Goel (DIN 00017498) as Managing Director of the Company, for a period of 3 (Three) years with effect from 29<sup>th</sup> September, 2017, on the terms and conditions including remuneration as set out in the resolution:

**RESOLVED FURTHER THAT** re-appointment of Mr. Neeraj Goel, shall not be subject to retirement by rotation during his tenure as Managing Director.

**RESOLVED FURTHER THAT** Mr. Neeraj Goel shall be paid salary of Rs. 1,50,000/- (Rupees One Lacs Fifty Thousand only) per month; maximum upto Rs. 5, 00,000/- (Rupees Five Lac Rupees Only) per month as may be determined by the Board of Directors of the company from time to time with in the overall ceiling prescribed under Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the said remuneration be paid/ extended to Mr. Neeraj Goel, Managing Director as minimum remuneration in the event of there being loss or inadequacy of profits; provided that the remuneration shall be within the overall ceiling prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**5. Re-appointment of Mr. Abhishek Agarwal (02140480), as Whole Time Director of the company.**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, approval of the Members be and is hereby granted for the re-appointment of Mr. Abhishek Agarwal (DIN 02140480) as Whole Time Director of the Company, for a period of 3 (Three) years with effect from 29<sup>th</sup> September, 2017, on the terms and conditions including remuneration as set out in the resolution:

**RESOLVED FURTHER THAT** re-appointment of Mr. Abhishek Agarwal, shall be subject to retirement by rotation during his tenure as Whole Time Director.

**RESOLVED FURTHER THAT** Mr. Abhishek Agarwal shall be paid salary of Rs. 1,50,000/- (Rupees One Lac Fifty thousand only) per month; maximum upto Rs. 5,00,000/- (Rupees Five Lac Rupees Only) per month as may be determined by the Board of Directors of the company from time to time with in the overall ceiling prescribed under Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the said remuneration be paid/extended to Abhishek Agarwal, Whole Time Director as minimum remuneration in the event of there being loss or inadequacy of profits; provided that the remuneration shall be within the overall ceiling prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By the order of the Board  
FOR AGARWAL DUPLEX BOARD MILLS LTD**

**Sd/-  
SARIKA AGARWAL  
COMPANY SECRETARY**

**DATED: 30<sup>th</sup> August, 2017  
PLACE: DELHI**

## **Explanatory Statement in respect of the Special Business Pursuant to Section 102 of Companies Act, 2013**

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item Nos. 4 & 5 of the accompanying Notice dated 30<sup>th</sup> August, 2017.

### **Item No. 4**

Mr. Neeraj Goel is the Managing Director of the Company and holding the position of director since 2001 in the company. He is having extensive experience in area of Finance, Accounts, general management and operational aspects of the Company. Considering his contribution to the growth of the company, the Board of Directors in their meeting held on 30<sup>th</sup> August, 2017, re-appointed Mr. Neeraj Goel as Managing Director of the Company, for a period of further 3 (Three) with effect from 29<sup>th</sup> September 2017, on the terms and conditions including remuneration as set out in the resolution within the overall limits laid down under Schedule V of the Companies Act, 2013.

The Board commends the Special Resolution set out in item 4 of the Notice convening the meeting for the approval of the Shareholders.

As required under the Act, further particulars pertaining to the Company and the appointee are set out hereinafter.

### **I General Information**

#### **(a) Nature of Industry**

At present the company is engaged in manufacturing of the different type of papers such as, Duplex Board, Kraft paper, Poster Paper & Tissue Paper.

#### **(b) Date or expected date of commencement of commercial production**

The company commenced business on 01.09.1984.

#### **(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.**

Not applicable

#### **(d) Financial performance based on the given indicators.**

Past performance of last two years are given below:

	<b>31.03.2017</b>	<b>31.03.2016</b>
Net Sale/Income from Operations	9520.45	9379.16
Other Income	2.15	64.71
Total Income	9522.60	9443.86
Profit before Finance Charges, Depreciation & Tax	389.24	385.30
Finance Charges	128.66	127.85
Depreciation & Amortization	153.19	144.11
Profit Before Tax	107.39	113.34
Tax : 1. Current tax	36.65	30.75
2.Deferred tax	5.89	15.54
3.MAT Credit Entitlement/Utilization	-	6.01
Profit After Tax	64.85	61.04
Earlier Year Tax Paid (excess provision)	0.46	29.33
Paid-Up Share Capital	1350	1350
Reserve & Surplus	1063.21	996.51

**(f) Foreign Investments or collaborators if any:**

Not Applicable

**II Information about the appointees**

**Mr. Neeraj Goel**

**(a) Background details**

Mr. Neeraj Goel has good marketing as well as administrative skill. He is actively engaged in the running of existing business of the company since a long time. He has extensive experience in area of Finance, Accounts, general management and operational aspects.

**(b) Past Remuneration**

The remuneration drawn by Mr. Neeraj Goel as the Managing Director of the Company during the financial year ended 31<sup>st</sup> March, 2017, has been mentioned in the Board Report.

**(c) Recognition or awards**

None

**(d) Job profile and his suitability:**

Subject to the superintendence, control and direction of the Board, Mr. Neeraj Goel will manage and superintend the business affairs and properties of the Company and do all such lawful acts and things in relation to such management and superintendence as he shall think fit and reasonable.

**(e) Remuneration proposed**

As mentioned in Resolution.

**(f) Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of Origin.)**

The remuneration structure of Mr. Neeraj Goel is not higher than what is drawn by his peers in comparable Companies.

**(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any;**

Mr. Neeraj Goel does not have any pecuniary relationship with the company.

**III. Other information:**

**(1) Reasons of loss or inadequate profits**

Profit margins are low due to heavy competition in paper market.

**(2) Steps taken or proposed to be taken for improvement**

Company is trying to expand the market to increase its sales & profitability.

**(3) Expected increase in productivity and profits in measurable terms**

It depends on quantum of sales and profit figures.

**IV. Disclosures:**

(a) The remuneration package of Mr. Neeraj Goel has already been mentioned in the resolution.

(b) The necessary disclosures as required under the Act have already been made in the Report of the Board of Directors.

The Board considers that having regard to the significant contribution of Mr. Neeraj Goel towards remarkable growth of operational activities of the Company during his current tenure, the appointment of Mr. Neeraj Goel as Managing Director of the Company for a further period of three years is fully justified. As such the Board commends the Special Resolution set out in item 4 of the Notice convening the meeting for the approval of the Shareholders.

Except the appointee, no other Director/Key Managerial personnel or any relative of Director or Key Managerial Personnel have any concern or interest in the said resolution.

## Item No. 5

Mr. Abhishek Agarwal is the Whole Time Director of the Company and holding the position of director since 2001 in the company. He is having extensive experience in area of Finance, Accounts, general management and operational aspects of the Company. Considering his contribution to the growth of the company, the Board of Directors in their meeting held on 30<sup>th</sup> August, 2017, re-appointed Mr. Abhishek Agarwal as Whole Time Director of the Company, for a period of further 3 (Three) with effect from 29<sup>th</sup> September 2017, on the terms and conditions including remuneration as set out in the resolution within the overall limits laid down under Schedule V of the Companies Act, 2013.

The Board commends the Special Resolution set out in item 5 of the Notice convening the meeting for the approval of the Shareholders.

As required under the Act, further particulars pertaining to the Company and the appointee are set out hereinafter.

## I General Information

### (a) Nature of Industry

At present the company is engaged in manufacturing of the different type of papers such as, Duplex Board, Kraft paper, Poster Paper & Tissue Paper.

### (b) Date or expected date of commencement of commercial production

The company commenced business on 01.09.1984.

### (c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

Not applicable

### (d) Financial performance based on the given indicators.

Past performance of last two years are given below:

	31.03.2017	31.03.2016
Net Sale/Income from Operations	9520.45	9379.16
Other Income	2.15	64.71
Total Income	9522.60	9443.86
Profit before Finance Charges, Depreciation & Tax	389.24	385.30
Finance Charges	128.66	127.85
Depreciation & Amortization	153.19	144.11
Profit Before Tax	107.39	113.34
Tax : I. Current tax	36.65	30.75

2.Deffered tax	5.89	15.54
3.MAT Credit Entitlement/Utilization	-	6.01
Profit After Tax	64.85	61.04
Earlier Year Tax Paid (excess provision)	0.46	29.33
Paid-Up Share Capital	1350	1350
Reserve & Surplus	1063.21	996.51

**(f) Foreign Investments or collaborators if any:**

Not Applicable

**II Information about the appointees**

**Mr. Abhishek Agarwal**

**(a) Background details**

Mr. Abhishek Agarwal has good marketing as well as administrative skill. He is actively engaged in the running of existing business of the company since a long time. He has extensive experience in area of Finance, Accounts, general management and operational aspects.

**(b) Past Remuneration**

The remuneration drawn by Mr. Abhishek Agarwal as the Whole Time Director of the Company during the financial year ended 31<sup>st</sup> March, 2017, has been mentioned in the Board Report.

**(c) Recognition or awards**

None

**(d) Job profile and his suitability:**

Subject to the superintendence, control and direction of the Board, Mr. Abhishek Agarwal will manage and superintend the business affairs and properties of the Company and do all such lawful acts and things in relation to such management and superintendence as he shall think fit and reasonable.

**(e) Remuneration proposed**

As mentioned in Resolution.

**(f) Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of Origin.)**

The remuneration structure of Mr. Abhishek Agarwal is not higher than what is drawn by his peers in comparable Companies.

**(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any;**

Mr. Abhishek Agarwal does not have any pecuniary relationship with the company.

**III. Other information:**

**(1) Reasons of loss or inadequate profits**

Profit margins are low due to heavy competition in paper market.

**(2) Steps taken or proposed to be taken for improvement**

Company is trying to expand the market to increase its sales & profitability.

**(3) Expected increase in productivity and profits in measurable terms**

It depends on quantum of sales and profit figures.



#### IV. Disclosures:

(a) The remuneration package of Mr. Abhishek Agarwal has already been mentioned in the resolution.

(b) The necessary disclosures as required under the Act have already been made in the Report of the Board of Directors.

The Board considers that having regard to the significant contribution of Mr. Abhishek Agarwal towards remarkable growth of operational activities of the Company during his current tenure, the appointment of Mr. Abhishek Agarwal as Whole Time Director of the Company for a further period of three years is fully justified. As such the Board commends the Special Resolution set out in item 5 of the Notice convening the meeting for the approval of the Shareholders.

Except the appointee, no other Director/Key Managerial personnel or any relative of Director or Key Managerial Personnel have any concern or interest in the said resolution.

**By the order of the Board  
FOR AGARWAL DUPLEX BOARD MILLS LTD**

Sd/-  
**SARIKA AGARWAL  
COMPANY SECRETARY**

**DATED: 30<sup>th</sup> August, 2017  
PLACE: DELHI**

#### **IMPORTANT NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**
3. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc. must be supported by an appropriate resolution/authority, as applicable.
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

5. Details under Listing Regulations and Secretarial Standards - 2 on General Meetings, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re- appointment.
6. Electronic copy of the Annual Report for Financial Year 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for Financial Year 2016-17 is being sent in the permitted mode.
7. Electronic copy of the Notice of the 33<sup>rd</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 33<sup>rd</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
8. Members may also note that the Notice of the 33<sup>rd</sup> Annual General Meeting and the Annual Report for Financial Year 2016-17 will also be available on the Company's website <http://www.agarwalduplex.net/> for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
9. The Register of Members and Share Transfer Registers will remain closed from Saturday, 23.09.2017 to Friday, 29.09.2017 (Both days inclusive).
10. Beetal Financial and Computer Services Private Limited is the Registrar and Share Transfer Agent of the company for both physical and electronic form of shareholdings. All communications relating to shares should be directly addressed to:

Beetal Financial & Computer Services Pvt. Ltd.  
Beetal House, 3<sup>rd</sup> Floor, 99, Madangir  
Near Dada Harsukhdas Mandir  
New Delhi-110 062
11. All documents referred to in the accompanying Notice and the Explanatory Statement is open for inspection at the registered office of the Company during business hours on all the working days between 11:00 A.M and 1:00 P.M up to the date of the Meeting.
12. The Ministry of Company Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliance by Companies through electronic mode. We propose to send future communication, in electronic mode to the e-mail address provided by you. So, Shareholders whose e – mail address is not registered with us are requested to please get your email address registered with us, so that your Company can contribute to the safety of environment.
13. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.

#### 14. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 33<sup>rd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Ltd.

The instructions for e-voting are as under:

#### E – Voting Instructions:-

##### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26<sup>th</sup> September, 2017 at 10.00 A.M and ends on 28<sup>th</sup> September, 2017 at 5.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22<sup>nd</sup> September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 22<sup>nd</sup> September, 2017 may follow the same instructions as mentioned above for e-Voting.
- (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to helpdesk.evoting@cdslindia.com.
- (iii) Facility for voting by way of polling shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by e-voting shall be able to exercise their right at the meeting.
- (xx) Mrs. Shailly Goel, Practicing Company secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxi) The Scrutinizer shall, immediately after the conclusion of the voting at the general meeting, first count the votes casted at the Meeting and thereafter unblock the votes cast through remote e-Voting as well as ballot forms in the presence of at least two (2) witnesses not in the employment of the Company and make within a period not exceeding three (3) days from the conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman, or an authorized person by him, of the Company.
- (xxii) The Results shall be declared after receiving the Consolidated Scrutinizer’s Report from the Scrutinizer. The result declared shall be placed on the Company’s website <http://www.agarwalduplex.net/> and on the website of CDSL and communicated to the Stock Exchanges.

**By the order of the Board  
FOR AGARWAL DUPLEX BOARD MILLS LTD**

**Sd/-  
SARIKA AGARWAL  
COMPANY SECRETARY**

**DATED: 30<sup>th</sup> August, 2017  
PLACE: DELHI**

**Detail of directors seeking Appointment/Reappointment in Annual General Meeting held in 29/09/2017**

<b>Sr. No.</b>	<b>Name of Director</b>	<b>ABHISHEK AGARWAL</b>	<b>SURESH CHAND</b>	<b>NEERAJ GOEL</b>
1.	Director Identification Number (DIN)	02140480	00453489	00017498
2.	Date of Birth	23/06/1978	22.06.1942	04.02.1959
3.	Permanent Account Number (PAN)	ABPPA7324P	AAUPC3465D	AEPPG5267E
4.	Date of Appointment on the Board	02/04/2007	02.08.2012	-19.08.2001
5.	Terms & Condition of appointment or Re-appointment	Terms and conditions of appointment are mentioned in Notice of AGM & explanatory statements.	Terms and conditions of appointment are mentioned in Notice of AGM & explanatory statements.	Terms and conditions of appointment are mentioned in Notice of AGM & explanatory statements.
6.	Experience	14 Yrs	49 Yrs	35 Yrs
7.	Expertise in specific Functional area	Shri Abhishek Agarwal is competent and capable to hold the current position and provide valuable services to the company and the work execution in a balanced manner.	Shri Suresh Chand, has good marketing & administrative skill. He is actively engaged in the marketing business.	Shri Abhishek Agarwal is competent and capable to hold the current position and provide valuable services to the company and the work execution in a balanced manner.
8.	No. of equity shares held in the Company (as on 31st March, 2016)	1,30,850 shares	2,17,500 shares	1,00,000 shares
9.	Qualification	MBA in Marketing	Graduate	Graduate
10.	Remuneration last drawn	150,000/- P.M (Details mentioned in the Corporate Governance Report)	No remuneration drawn	150,000/- P.M (Details mentioned in the Corporate Governance Report)
11.	Number of Meeting of Board Attended during the year	Four	Four	Four
12.	List of Directorship	NIL	1. Bindlas Duplux Limited 2. Bindal Rolling Mills Limited	1. Tehri Pulp And Paper Limited
13.	Membership/ Chairmanship of committees of the Company	Stakeholder Relationship Committee	1. Audit Committee 2. Stakeholder Relationship Committee	NIL
14.	Relationship with Directors, Manager & Key Managerial personnel	N.A.	N.A.	N.A.

## **DIRECTOR'S REPORT**

Dear Members,

Your directors have pleasure in presenting you their 33<sup>rd</sup> Annual Report on the business and operations of the company together with the Audited Financial Statement of the Company for the year ended 31<sup>st</sup> March 2017.

### **FINANCIAL RESULTS (STANDALONE)**

**(INR in Lacs)**

	<b>CURRENT YEAR</b>	<b>PREVIOUS YEAR</b>
	<b>31.03.2017</b>	<b>31.03.2016</b>
Net Sale/Income from Operations	9520.45	9379.16
Other Income	2.15	64.71
Total Income	9522.60	9443.86
Profit before Finance Charges, Depreciation & Tax	389.24	385.30
Finance Charges	128.66	127.85
Depreciation & Amortization	153.19	144.11
Profit Before Tax	107.39	113.34
Tax : 1. Current tax	36.65	30.75
2.Deferred tax	5.89	15.54
3.MAT Credit Entitlement/Utilization	-	6.01
Profit After Tax	64.85	61.04
Earlier Year Tax Paid (excess provision)	0.46	29.33
Profit for the year	64.39	31.70
Balance of Profit Brought Forward	925.97	909.74
Balance available for appropriation	992.67	925.97
Proposed Dividend on equity shares	-	-
Tax on proposed Dividend	-	-
Transfer to General Reserve	-	-
Surplus carried to next year's account	992.67	925.97
Earning Per Share(EPS) - Basic	0.48	0.23
Diluted	0.48	0.23

**DIVIDEND:**

As company required funds for business and growth, no Dividend is recommended for the year under review.

**TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

**OPERATIONAL REVIEW:**

The Turnover for the Financial Year ended on 31.03.2017 is Rs. 9520.45 Lacs as compared to Rs. 9379.16 Lacs last year. The Net Profit (Before Tax) of the Company is Rs 107.39 Lacs as compared to 113.34 Lacs last year. The company is engaged in manufacturing of Duplex Board, Finished Paper, etc. The turnover of company has increased in the current year as compare to previous year.

The company got Listing approval for Listing of its securities from the Metropolitan Stock Exchange of India Limited w.e.f 29/04/2016.

**FUTURE PROSPECTS**

Continuous technical and operational upgradation in manufacturing is a hallmark of the Company's policy and our company is continuously trying to enhance the business area for future development & growth.

Consumption in India is estimated to touch 20 million MT by 2020 and all this has always shown an upward trend in the requirement of paper, which our company is taking maximum advantage in order to cater the needs of the industry as well as the consumers.

**MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE ENDS OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which these financial statements relate on the date of this report.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.



## **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls.

## **DEPOSITS**

The Company has neither accepted nor renewed any deposits during the year under review.

## **AUDITORS AND AUDITOR'S REPORT:**

### **a) STATUTORY AUDITORS**

Pursuant to the provisions of Section 139 of the Companies Act, 2013, the tenure of current auditors - M/s Goel Singhal & Associates, Chartered Accountants, shall come to an end at the conclusion of forthcoming AGM. Accordingly, M/s. Rajeev Singal & Co., Chartered Accountants, (Firm Registration No. 008692C ) have been recommended by the Audit Committee and by the Board to be appointed as Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of the ensuing 33<sup>rd</sup> Annual General Meeting until the conclusion of 38<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2022, subject to annual ratification by members at every Annual General Meeting, on such remuneration as may be decided by the Audit Committee of the Board. They being eligible have consented and offered themselves for appointment as statutory auditors for conducting audit of accounts for five consecutive financial years starting from 2017-18.

Pursuant to Section 139 and 141 of the Companies Act, 2013 and relevant Rules prescribed there under, the Company has received certificate from the Auditors to the effect, inter-alia, that their appointment, if made, would be within the limits laid down by the Act, shall be as per the term provided under the Act, that they are not disqualified for such appointment under the provisions of applicable laws and also that the list of proceedings against them or any of their partners pending with respect to professional matter of conduct, as disclosed in the certificate, is true and correct. The Auditors have also confirmed that they have subjected themselves to the peer review process of Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of the ICAI.

There are no qualifications, reservations or adverse remarks made by the statutory auditors in their audit reports on the financial statements for the year ended March 31, 2017.

### **b) SECRETARIAL AUDITORS**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Shailly Goel & Co., Company Secretaries to undertake the Secretarial Audit of the company. The Secretarial Audit Report is annexed herewith as '**Annexure 1**'. The Secretarial Auditors' Report does not contain any qualification, reservation or adverse remark.

## **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

No company has become or ceased to be the Subsidiary, Joint Venture And Associate Company of the company during the Financial Year.

## **SHARE CAPITAL**

The paid up equity share capital as on 31/03/2017 was Rs. 13,50,00,000/- . Further the company has not bought back any of its securities, has not issued any Sweat Equity Shares, has not provided any Stock Option Scheme to the employees and no Bonus Shares were issued during the year under review.

## **EXTRACT OF ANNUAL RETURN**

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in Annexure II and is attached to this Report.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO ETC:**

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided hereunder:

### **(A) Conservation of Energy:**

All efforts are made to conserve and optimize use of energy with continuous monitoring and to reduce the environment pollution. The Company has installed 3 Megawatt Turbine for in-house electricity consumption. There is no electricity connection were taken from state agencies.

### **(B) Technology absorption:**

Since the company is involved in the manufacturing activities, so always try to use the latest mode of technology. There is no specific expenses were made under this financial year, subject to minor repair of wear & tear of machinery.

### **(C) Foreign exchange earnings and Outgo:**

During the year 2016-17, Foreign exchange earnings of the company was Rs. 17, 95,833 and there was outflow for Imported Store Spare of Rs. 23,49,901/- & Imported Waste Paper of Rs. 7,38,12,737/- .

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

The company has received the declarations from all the Independent directors confirming that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Listing Regulation.

In accordance with the provisions of Companies Act, 2013 and Articles of Association of the Company, Mr. Suresh Chand, Director of the Company retire by rotation at the ensuing Annual General meeting and being eligible offer himself for re-appointment.

Mr. Pankaj Dawar, (DIN: 06479649) has resigned from the post of Non-Executive Independent Director with effect from 13th August, 2016 and in the same meeting, Mr. Pramod Kumar Goel (DIN: 07571092) has been appointed as an Additional Independent Director of the company with the approval of Board of Director & shareholders have approved his appointment in their 32nd Annual General Meeting.

#### **a) Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulation the Board has carried out an annual performance evaluation of its own performance and the directors individually. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

#### **b) Remuneration Policy**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

#### **c) Meetings**

During the year four Board Meetings and one independent directors meeting was held. The Details of which are given in Corporate Governance Report. The provisions of Companies Act, 2013 and listing regulation were adhered to while considering the time gap between two meetings.

### **VIGIL MECHANISM**

Pursuant to Listing Regulation and as per Section 177 of the Companies Act, 2013 the company has established a vigil mechanism/Whistle Blower policy for the directors and employees to report genuine concerns or grievances about unethical behaviour, actual or suspected fraud or violation of the company's Code of Conduct or Ethics Policy. The Vigil Mechanism Policy has been uploaded on the website of the Company at <http://catalog.weblink.in/dynamic-files/ei/other-files/348029/table-261134- 1.pdf>

### **COMMITTEES OF THE BOARD:-**

#### **a) AUDIT COMMITTEE**

As on 31<sup>st</sup> March, 2017, the Audit committee comprises of the following directors:

Mr. Ankur Sanghal (Non – Executive Independent Director)	-	Chairman
Mr. Pramod Kumar Goel (Non – Executive Independent Director)	-	Member
Mr. Suresh Chand (Non- Executive Director)	-	Member

All the recommendations made by Audit committee were accepted by the Board.

#### **b) NOMINATION AND REMUNERATION COMMITTEE**

As on 31<sup>st</sup> March, 2017, the Nomination and Remuneration Committee comprises of the following directors:

Mr. Pramod Kumar Goel (Non- Executive Independent Director)	-	Chairman
Mr. Ankur Sanghal (Non – Executive Independent Director)	-	Member
Mr. Pooja Bhardwaj (Non - Executive Independent Director)	-	Member

### **c) STAKEHOLDER RELATIONSHIP COMMITTEE:**

Pursuant to the provision of Section 178 of the Companies Act, 2013 & listing regulation, the Board of the company has constituted the Stakeholder Relationship Committee of the following directors:

1. Mr. Suresh Chand (Non-Executive Director) – Chairman
2. Mr. Abhishek Agarwal (Executive Director) – Member

The committee specifically looks into the redressing of the Shareholder/ Investor complaints like non- receipt of share certificate after transfer, non-receipt of Annual Report, and to approve the share transfer. The Board has designated the company secretary of the company as the compliance officer.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable. However, detail of investment which is outstanding as on 31/03/2017 is provided in the Notes to the Financial Statements.

### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions are placed before the Audit Committee and also the Board for approval.

A particular of contracts or arrangements or transactions in Form AOC-2 is attached as Annexure III.

### **MANAGERIAL REMUNERATION**

Disclosure under Rule 5 of Companies (Appointment and Remuneration) Rules, 2014 is attached as **Annexure IV**.

### **RISK MANAGEMENT POLICY**

In accordance with Companies Act, 2013 and Listing Regulation, the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the company.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are:

Regulations, competition, Business risk, Investments, retention of talent and expansion of facilities. Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk.

As a matter of policy, these risks are assessed and the company has not identified any element of risk which may threaten the existence of the company.

### **CORPORATE SOCIAL RESPONSIBILITY**

As per Companies Act, 2013, provisions of Corporate Social Responsibility are not applicable to the company.

### **DIRECTORS' RESPONSIBILITY STATEMENT:**

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors have prepared the annual accounts on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

### **PARTICULARS OF EMPLOYEES:**

During the year, there is no employee drawing remuneration in excess of the limits specified under Companies Act, 2013 and rules made there under.

### **Internal Complaint Committee**

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

## **CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS**

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this report, are set out as separate Annexures, together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in Listing Regulation.

### **ACKNOWLEDGEMENT:**

Your Directors take this opportunity to convey their deep sense of gratitude for valuable assistance and Co-Operation extended to the Company by all valued Customers, Bankers and various departments of government and local authorities.

Your Directors also wish to place on record their sincere appreciation for the valued contribution, unstinted efforts and spirit of dedication shown by the employees, officers and the executives at all levels which contributed, in no small measure, to the progress and the high performance of the Company during the Year under review.

**FOR AGARWAL DUPLEX BOARD  
MILLS LTD**

**FOR AGARWAL DUPLEX BOARD  
MILLS LTD**

**Sd/-  
NEERAJ GOEL  
MANAGING DIRECTOR  
DIN: 00017498**

**Sd/-  
ABHISHEK AGARWAL  
WHOLE TIME DIRECTOR & CFO  
DIN: 02140480**

**DATED: 30<sup>th</sup> August, 2017  
PLACE: DELHI**

## **ANNEXURE TO DIRECTORS REPORT**

### **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

#### **INDUSTRY STRUCTURE AND DEVELOPMENT**

##### **Paper Industry:**

The paper industry in India has become more promising as the domestic demand is on the rise. Increasing population and literacy rate, growth in GDP, improvement in manufacturing sector and lifestyle of individuals are expected to account for the growth in the paper industry of India. BILT and ITC are among the largest producers of paper and paperboard in India. Many of the existing players are increasing their capacity to meet the growing demand. The focus of paper industry is now shifting towards more eco-friendly products and technology. Government of India has established rules and regulations to control the population and degradation of forest. These measures taken by the government has brought the significant changes in the paper industry of India.

The paper industry in India could be classified into three categories according to the raw material consumed.

1. Wood based
2. Waste paper based
3. Agro based

Paper Industry occupies a prestigious position, among the various manufacturing enterprises globally, in view of its significant contribution to the Society. Role of paper in promotion of literacy, propagation of information and knowledge and in packaging commodities and items of commercial value, makes it an indispensable product. Its hygiene products offer unique solutions to society's needs. Despite predictions that the digital revolution would make paper obsolete, paper remains central to our lives.

The Indian paper industry accounts for about 3% of the world's production of paper. The estimated turnover of the industry is INR 50,000 crore (USD 8 billion) approximately and its contribution to the exchequer is around INR 4,500 crore. The industry provides employment to more than 0.5 million people directly and 1.5 million people indirectly.

Most of the paper mills are in existence for a long time and hence present technologies fall in a wide spectrum ranging from oldest to the most modern. The mills use a variety of raw material viz. wood, bamboo, recycled fibre, bagasse, wheat straw, rice husk, etc. In terms of share in total production, approximately 24% are based on wood, 65% on recycled fibre and 11% on agro-residues. The geographical spread of the industry as well as market is mainly responsible for regional balance of production and consumption.

Small companies can compete successfully by making specialty products or serving a small geographical market. India is a fast growing market for paper globally and it presents an exciting scenario; the operating capacity of the industry currently stands at 14 million MT. Of these, packaging production is about 5.9 million MT, W&P constitutes 4.8 million MT, newsprint makes for 2.5 million MT and Specialty Papers about 0.8 million MT. Amongst W&P, uncoated paper accounts for 88% or about 4.2 million MT and the balance 12% is made up of coated paper (art board, art paper and chrome paper). Uncoated W&P is expected to increase rapidly to the level of 6.4 million MT by 2022 from the current level of 4.2 million MT. Paperboard production is estimated to increase from the present 5.9 million MT to 7.6 million MT by as early as 2017-18 with improved FMCG sales, wider reach of organized retail, penetration of healthcare into the rural economy, sustained demand for packaged products in line with rising aspiration levels and changing lifestyles. It is estimated by industry experts that an increase in consumption by one kg per capita on a 100 basis point increase in GDP, would lead to an increase in demand of 1 million MT. With growth in GDP and increase in literacy, paper consumption in India is bound to go up. In fact, consumption in India is estimated to touch 20 million MT by 2020.

## **OPPORTUNITIES AND THREATS**

The competitive strengths and the opportunities that are available to the Indian Paper Industry are:

- It is large and growing domestic paper market and potential for export.
- fast growing contemporary printing sector.
- Government's thrust for improving education and literacy in the Country.
- availability of qualified technical manpower with capability to design, build and manage world scale pulp and paper mills.
- well established Research and Development (R & D) facilities / activities encouraging innovation.
- potential for creation of sustainable raw material base through farm plantations.

### **THREAT:**

- There are no threats anticipated towards our business except competition.

## **SEGMENT -WISE /PRODUCT WISE PERFORMANCE**

Company is engaged mainly in manufacturing of different type of papers. Turnover of Paper, Paper Board and Other Paper items contributed 100% in the gross turnover of the Company.

## **OUTLOOK**

The company utilized the total capital arranged. In addition to the core paper manufacturing, the company always trying to explore the opportunities in those sector where the company can increase the value of stakeholders.

## **RISKS AND CONCERN**

An integrated risk management process is being adopted by the company that works towards the evaluation of the associated business risk and enables the company to survive in the competitive environment. In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Investments, retention of talent and expansion of facilities. Business risk, inter- alia, further includes financial risk, political risk, fidelity risk, legal risk. As a matter of policy, these risks are assessed and the company has not identified any element of risk which may threaten the existence of the company.

## **INTERNAL CONTROL SYSTEM AND ADEQUACY**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls.

The Audit Committee of the company also reviews the internal control system prevalent at each level of the organization and passes on its recommendation to the management in respect of the areas, which requires the correction.



## **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The financial and operative performance is already elaborated in Directors Report.

## **HUMAN RESOURCES**

The company continuously works on the development of the employees at various levels. The management makes sure that the employee morale and dedication remains high and that they contribute their fullest and best to the organization. The recreational activities like seminars/vacations are planned for the employees at regular intervals. As on 31/03/2017, the Company has 160 employees. Industrial relations are cordial and satisfactory.

## **CAUTIONARY STATEMENT**

Statements in the Management Discussion and Analysis and in the Directors' Report, describing the company's objectives, projections and estimates, results may vary materially from those expressed or implied by the forward looking statements due to risks or uncertainties associated therewith depending upon economic conditions, government policies and other incidental factors. Readers are cautioned not to place undue reliance on these forward-looking statements.

**FOR AGARWAL DUPLEX BOARD MILLS LTD**

**FOR AGARWAL DUPLEX BOARD  
MILLS LTD**

**Sd/-  
NEERAJ GOEL  
MANAGING DIRECTOR  
DIN: 00017498**

**Sd/-  
ABHISHEK AGARWAL  
WHOLE TIME DIRECTOR & CFO  
DIN: 02140480**

**DATED: 30<sup>th</sup> August, 2017  
PLACE: DELHI**

**Annexure I to Board Report**  
**SECRETARIAL AUDIT**  
**REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31st March, 2017**  
**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of**  
**the Companies (Appointment and Remuneration of Managerial**  
**Personnel) Rules, 2014]**

**To,**  
**The Members,**  
**Agarwal Duplex Board Mills Limited**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Agarwal Duplex Board Mills Limited**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **Agarwal Duplex Board Mills Limited's** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2017** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Agarwal Duplex Board Mills Limited** for the financial year ended on **31<sup>st</sup> March, 2017** according to the provisions of:

- (i). Companies Act, 2013 and the rules made thereunder.
- (ii). The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.
- (iii). The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
- (iv). Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (ECB). - Not Applicable during the Audit period
- (v). The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (i). The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
  - (ii). The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.
  - (iii). The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. - Not Applicable during the Audit period
  - (iv). The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.- Not Applicable during the Audit period

- (v). The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. - Not Applicable during the Audit period
- (vi). The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
- (vii). The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. -  
Not Applicable during the Audit period
- (viii). The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. - Not Applicable during the Audit period

In respect of other laws specifically applicable to the Company, we have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company and the reporting is limited to that extent. As per the information, the following other laws are specifically applicable to the company:

- (i) Factories Act, 1948;
- (ii) Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.;
- (iii) Acts prescribed for prevention and control of pollution and Environmental protection;
- (iv) Acts as prescribed under Direct Tax and Indirect Tax
- (v) Indian Boilers Act, 1923
- (vi) Petroleum Act, 1934 and rules made thereunder.

We have also examined compliance with the applicable clauses of the following:

- (i). Secretarial Standards on Meetings of Board of directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- (ii). The Listing Agreements and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with the Metropolitan Stock Exchange of India Limited and Calcutta Stock Exchange Limited.

The company got Listing approval for Listing of its securities from the Metropolitan Stock Exchange of India Limited w.e.f 29/04/2016 under Trade-for-Trade segment since 100% Promoter Shareholding and 50% of Public Shareholding of the company is not in demat Form.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except in the absence of adequate information/records, we are unable to comment on the timely publication of Annual Audited Financial Results for the year ended 31/03/2016 in newspapers under Clause 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that:

- (i). The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- (ii). Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes

We further report that based on the information received and records maintained by the Company, there are adequate systems and processes in the Company, commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there has not been any such activity having a major bearing on the Company's affairs in pursuance of the above referred laws rules, regulations, guidelines etc.

**For Shailly Goel & Co.  
Practicing Company Secretaries**

**SD/-  
Shailly Goel  
Company Secretary  
FCS No: 8769  
C.P. No.: 9196**

**Date: 12<sup>th</sup> August, 2017  
Place: New Delhi**

Note: This report to be read with our letter of even date which is annexed as 'Annexure A' and forms integral part of this report.

**‘ANNEXURE A’**

**To,**

The  
Members,  
**AGARWAL DUPLEX BOARD MILLS LIMITED**  
217, Agarwal Prestige Mall, Plot No. 2,  
Community Center, Along Road No. 44,  
Pitampura,  
New Delhi- 110034

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of event etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Shailly Goel & Co.**  
**Practicing Company**  
**Secretaries**

**Sd/-**  
**Shailly Goel**  
**Company Secretary**  
**FCS No: 8769**  
**C.P. No.: 9196**

**Date: 12<sup>th</sup> August, 2017**  
**Place: New Delhi**

**Annexure II to Board Report  
FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

**As on financial year ended on 31.03.2017  
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management  
& Administration) Rules, 2014**

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L99999DL1984PLC019052
2.	Registration Date	01.09.1984
3.	Name of the Company	AGARWAL DUPLEX BOARD MILLS LIMITED
4.	Category/Sub-category of the Company	Public Company Limited by Shares
5.	Address of the Registered office & contact details	217, Agarwal Prestige Mall, Near M2K Cinema, Pitampura, Delhi-110034 Phone No: 011-47527700
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	BEETAL FINANCIAL & COMPUTER SERVICES PVT.LTD. BEETAL HOUSE, 3RD FLOOR, 99, MADANGIR, DELHI – 110062 TEL – 011-29961281-82, FAX – 011-29961284

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacturer of Papers & Paper Board	1701	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

S. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
N.A.					



g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>		0	0	0		0	0	0	-
<b>2. Non-Institutions</b>									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	8821200	8821200	65.34	-	8821200	8821200	65.34	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	100	178600	178700	1.33	100	178600	178700	1.33	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	1564900	1564900	11.59	-	1564900	1564900	11.59	-
c) Others (HUF)	-	372900	372900	2.76	-	372900	372900	2.76	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	<b>100</b>	<b>10937600</b>	<b>10937700</b>	<b>81.02</b>	<b>100</b>	<b>10937600</b>	<b>10937700</b>	<b>81.02</b>	<b>-</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>100</b>	<b>10937600</b>	<b>10937700</b>	<b>81.02</b>	<b>100</b>	<b>10937600</b>	<b>10937700</b>	<b>81.02</b>	<b>-</b>
. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>100</b>	<b>13499900</b>	<b>13500000</b>	<b>100.00</b>	<b>100</b>	<b>13499900</b>	<b>13500000</b>	<b>100.00</b>	<b>-</b>



**ii Shareholding of Promoter and Promoter Group :-**

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Suresh Chand	217500	1.61	Nil	217500	1.61	Nil	-
2	Suresh Chand Angori Devi(HUF)	49550	0.37	Nil	49550	0.37	Nil	-
3	Abhishek Agarwal	130850	0.97	Nil	130850	0.97	Nil	-
4	Tarachand Moolchand Jewellers Private Limited	360000	2.67	Nil	360000	2.67	Nil	-
5	TCMC Devlopers Limited	1786100	13.23	Nil	1786100	13.23	Nil	-
6	Anju Rani	18300	0.14	Nil	18300	0.14	Nil	-
	<b>Total</b>	<b>2562300</b>	<b>18.98</b>	<b>Nil</b>	<b>2562300</b>	<b>18.98</b>	<b>Nil</b>	<b>-</b>

**iii) Change in Promoters' Shareholding (please specify, if there is no change)**

SN	Particulars	Shareholding at the beginning of the		Cumulative Shareholding during the	
		No. of shares	% of total shares of the	No. of shares	% of total shares of the
	At the beginning of the year	2562300	18.98	2562300	18.98
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No Change			
	At the end of the year	2562300	18.98	2562300	18.98

**iv) Shareholding Pattern of top ten Shareholders:  
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year		Date wise Increase / Decrease in Promoters Shareholding during the year	Cumulative Shareholding after change during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company		Changes on shareholding	No. of shares
1.	M/S Bindal Papers Limited	6681000	49.49	6681000	49.49	No Change	6681000	49.49
2.	M/S Swabhimaan Vyapaar Pvt.Ltd.	1640000	12.15	1640000	12.15	No Change	1640000	12.15
3.	Anuvrat Transport Sysyem Pvt.Ltd.	500000	3.70	500000	3.70	No Change	500000	3.70
4.	Pushendra Kumar Agarwal	377000	2.79	377000	2.79	No Change	377000	2.79
5.	Deepak Goel	266000	1.97	266000	1.97	No Change	266000	1.97
6.	Ashok Kumar & Sons (HUF)	239700	1.78	239700	1.78	No Change	239700	1.78
7.	Nutan Goel	150000	1.11	150000	1.11	No Change	150000	1.11
8.	Kaushalya Devi	129000	0.96	129000	0.96	No Change	129000	0.96
9.	Amit Agarwal	109100	0.81	109100	0.81	No Change	109100	0.81
10.	Madhulika Goel	100000	0.74	100000	0.74	No Change	100000	0.74

**v) Shareholding of Directors and Key Managerial Personnel:**

S N	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Shareholding at the end of the year		Date wise Increase / Decrease in Promoters Shareholding during the year	Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	Changes on shareholding	No. of shares	% of total shares of the company
1.	Neeraj Goel (Managing Director)	100000	0.74	100000	0.74	No Change	100000	0.74
2.	Suresh Chand (Director)	217500	1.61	217500	1.61	No Change	217500	1.61
3.	Abhishek Agarwal (Whole Time Director & CFO)	130850	0.97	130850	0.97	No Change	130850	0.97
4.	Ankur Sangal (Ind. Director)	NIL	NIL	NIL	NIL	N.A	NIL	NIL
5.	Pooja Bhardwaj (Ind. Director)	NIL	NIL	NIL	NIL	N.A	NIL	NIL
6.	Pankaj Dawar (Ind. Director)	NIL	NIL	NIL	NIL	N.A	NIL	NIL
7.	Sarika Aggarwal (Company Secretary)	NIL	NIL	NIL	NIL	N.A	NIL	NIL

**V) INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.  
(Amount - In Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	9,55,71,764	1,27,21,250	-	10,82,93,014
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	9,55,71,764	1,27,21,250	-	10,82,93,014
<b>Change in Indebtedness during the financial year</b>				
* Addition	1,01,50,000	-	-	1,01,50,000
* Reduction	(46,35,649)	-	-	(46,35,649)
<b>Net Change</b>	55,14,351	-	-	55,14,351
<b>Indebtedness at the end of the financial year</b>			-	
i) Principal Amount	10,10,86,115	1,27,21,250	-	11,38,07,365
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	10,10,86,115	1,27,21,250	-	11,38,07,365

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

**(Amount - In Rs.)**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Neeraj Goel (Managing Director)	Abhishek Agarwal (WTD & CFO)	
1.	Gross salary	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	18,00,000	18,00,000	<b>36,00,000</b>
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify	-	-	-
	<b>Total (A)</b>	<b>18,00,000</b>	<b>18,00,000</b>	<b>36,00,000</b>

**B. Remuneration to other directors**

**(Amount - In Rs.)**

S.N.	Particulars of Remuneration	Name of Directors					Total Amount
		Suresh Chand	Pankaj** Dawar	Ankur Sangal	Pooja Bhardwaj	Pramod* * Kumar Goel	
1	Independent Directors						
	Fee for attending board committee meetings	-	25,000	50,000	50,000	25,000	<b>150,000</b>
	Commission	-	Nil	Nil	Nil	Nil	<b>Nil</b>
	Others, please specify	-	Nil	Nil	Nil	Nil	<b>Nil</b>
	<b>Total (1)</b>	-	<b>25,000</b>	<b>50,000</b>	<b>50,000</b>	<b>25,000</b>	<b>150,000</b>
2	Other Non-Executive Directors						
	Fee for attending board committee meetings	50,000	-	-	-	-	<b>50,000</b>
	Commission	-	-	-	-	-	
	Others, please specify	-	-	-	-	-	
	<b>Total (2)</b>	<b>50,000</b>				Nil	
	<b>Total (B)=(1+2)</b>	<b>50,000</b>	<b>25,000</b>	<b>50,000</b>	<b>50,000</b>	<b>25,000</b>	<b>200,000</b>
	<b>Total Managerial Remuneration*</b>						

\* Total Managerial Remuneration is Total of A

\*\* Mr. Pankaj Dawar, (DIN: 06479649) has resigned from the post of Non-Executive Independent Director with effect from 13<sup>th</sup> August, 2016 and in the same meeting, Board recommends to Mr. Pramod Kumar Goel (DIN: 07571092) for the appointment as Non-Executive Independent Director & He has been appointed with the approval of Shareholders in 32<sup>nd</sup> Annual General Meeting.

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

SN	Particulars of Remuneration	Key Managerial Personnel (Annual)		
		CS	CFO*	Total
1	Gross salary		-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	192,000		192,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total	192,000		192,000

\* Mr. Abhishek Agarwal, WTD is the CFO of the company and his remuneration is included under remuneration to Director and Key Managerial Remuneration.

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	NIL				
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty	NIL				
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL				
Punishment					
Compounding					

**FOR AGARWAL DUPLEX BOARD MILLS LTD  
MILLS LTD**

**FOR AGARWAL DUPLEX BOARD**

Sd/-  
NEERAJ GOEL  
MANAGING DIRECTOR  
DIN: 00017498

Sd/-  
ABHISHEK AGARWAL  
WHOLE TIME DIRECTOR & CFO  
DIN: 02140480

DATED: 30<sup>th</sup> August, 2017  
PLACE: DELHI

**Annexure III to Board Report**

**FORM NO. AOC -2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

There were no contracts or arrangements or transactions entered during the year ended March 31, 2017, which were not an arm's length basis.

2. Details of contracts or arrangements or transactions at Arm's length basis.

<b>Name of Related Party</b>	<b>Nature of Relationship</b>	<b>Nature of Transaction</b>	<b>Duration of Transaction</b>	<b>Salient terms of transaction</b>	<b>Amount (in Lacs)</b>
Shri Abhishek Agarwal	Director & CFO	Director Remuneration	01.04.2016 to 31.03.2017	-	18.00
Shri Suresh Chand	Director	Sitting Fess	01.04.2016 to 31.03.2017	-	0.50
Vaishnav Steel Pvt. Ltd.	Director's Shareholding	Purchases	01.04.2016 to 31.03.2017	Business Transaction	1.79
Deepak Ceramic & Allied Products Pvt. Ltd.	Director's Relative Shareholding	Purchases	01.04.2016 to 31.03.2017	Business Transaction	1.42
Bindals Papers Mills Limited	Director's Shareholding	Sales	01.04.2016 to 31.03.2017	Business Transaction	10.81
Shri Neeraj Goel	Director	Director Remuneration	01.04.2016 to 31.03.2017	-	18.00
		Amount Payable			2.78

**FOR AGARWAL DUPLEX BOARD MILLS LTD    FOR AGARWAL DUPLEX BOARD MILLS LTD**

**Sd/-  
NEERAJ GOEL  
MANAGING DIRECTOR  
DIN: 00017498**

**ABHISHEK AGARWAL  
WHOLE TIME DIRECTOR & CFO  
DIN: 02140480**

**DATED: 30<sup>th</sup> August, 2017  
PLACE: DELHI**

**Annexure IV to Board report**

**Disclosure in the Board's Report under Rule 5 of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014**

(i)	The Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2016-17	<b>Director's Name</b>	<b>Ratio to mean remuneration (As on 31/03/2017)</b>
		Neeraj Goel	20:1
		Abhishek Agarwal	20:1
(ii)	The Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2016-17 compared to 2015-16.	<b>Director's/CFO/CS name</b>	<b>Percentage increase in remuneration</b>
		Neeraj Goel, M.D	Nil
		Abhishek Agarwal,(WTD & CFO)	Nil
		Sarika Aggarwal, CS	Nil
(iii)	Percentage increase in the median remuneration of employees in the financial year 2016-17 compared to 2015-16*	5.87%	
(iv)	Number of permanent employees on the rolls of the company	<b>As on 31.03.2017</b>	<b>As on 31.03.2016</b>
		160	137
(v)	Average percentile increase in salaries of Employees other than managerial personnel in 2016-17 compared to 2015-16	16.16%	
	Average percentile increase in managerial remuneration in 2014-15	Nil	
	Justification for increase	Increase was made as per normal industry standards	

The Board of Directors of the company affirms that the remuneration is as per the remuneration policy of the company.

\* Remuneration of employees as on 31/03/2017 and 31/03/2016.

**FOR AGARWAL DUPLEX BOARD MILLS LTD**

**Sd/-  
NEERAJ GOEL**

**MANAGING DIRECTOR  
DIN: 00017498**

**DATED: 30<sup>th</sup> August, 2017  
PLACE: DELHI**

**FOR AGARWAL DUPLEX BOARD MILLS LTD**

**Sd/-  
ABHISHEK AGARWAL**

**WHOLE TIME DIRECTOR & CFO  
DIN: 02140480**

## CORPORATE GOVERNANCE REPORT

### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company believes that Corporate Governance is a set of processes, customs, policies, rules, regulation and laws for ensuring transparency, professionalism and accountability in its dealings with its customers, principal, employees, shareholders and with every individual who comes in contact with the Company. The Company's philosophy on Corporate Governance is bounded upon a rich legacy of fair ethical governance practices which has been in practice since the beginning. Integrity, transparency, accountability and compliance with laws which are columns of good governance have always been the hallmark of company. The Company is in full compliance with the requirements of Corporate Governance under Listing Regulation entered into with the Stock Exchanges and in this regard, submits a report on the matters mentioned in the said regulation and also the practices followed by the Company as stated below:

### 2. BOARD OF DIRECTORS

The Board of Directors of the company review the strategic policies and confirm that they are implemented in the manner that is acceptable in terms of the regulations of the country and enhances the shareholder's value and the confidence of the outside parties relating to the company.

The agenda papers for the meetings of the Board of Directors are circulated to Board members within the reasonable time period.

#### Composition of the Board & their Responsibility

The board of the Company consists of 6 Directors- Four Non- Executive Directors & Two Executive Directors, of whom three are Independent Directors out of whom one independent Woman Director. The directors bring to the board wide range of experience and skills. The category, composition, attendance of each director at the Board Meeting, Last Annual General Meeting and the number of other directorship and chairmanship/Membership of committees of each Director in various companies as on 31<sup>st</sup> March, 2017 is given hereunder.

Name of Director	Category	Board Meeting attended during the year 2016-17	Attendance at the last AGM	No. of Directorship held as on 31/03/2017 in other Public and Private Limited Companies	No. of Committee Memberships, in other companies as on 31/03/2017	
					As Chairman	As Member
Mr. Neeraj Goel	Managing Director	4	Yes	2*	Nil	1
Mr. Abhishek Agarwal	Executive Director (Whole Time Director)	4	Yes	Nil	Nil	Nil
Mr. Suresh Chand	Non Executive Director	4	Yes	2	Nil	Nil
Mr. Ankur Sangal	Non-Executive Independent	4	Yes	5	2	Nil
Ms. Pooja Bhardwaj	Non-Executive Independent	4	Yes	1	2	1
Mr. Pramod Kumar Goel *	Non-Executive Independent	2	No	Nil	Nil	Nil
Mr. Pankaj Dawar *	Non-Executive Independent	2	Yes	6	1	Nil



**Note:**

- a) Board of director of company comprises of 6 directors out of which 2 are executive and other 4 are non executive three of whom are non executive independent Directors. The company is always doing efforts to fill vacancies of Independent Director for good corporate governance.
- b) Number of other directorships/committee membership/ chairmanship indicated above is exclusive of directorships, committee membership and chairmanship in Agarwal Duplex Board Mills Limited.
- c) None of the Directors of the Company are related to each other.
- d) Mr. Neeraj Goel (DIN: 00017498) has resigned from Bindals Papers Mills Limited with effect from 15/04/2017.
- e) \* Mr. Pankaj Dawar, (DIN: 06479649) has resigned from the post of Non-Executive Independent Director with effect from 13<sup>th</sup> August, 2016 and in the same meeting, Mr. Pramod Kumar Goel (DIN: 07571092) has been appointed as Non- Executive Independent Director with effect from 13<sup>th</sup> August, 2016.

**No. of Board Meetings Held with Dates**

During the financial year 2016-17, the Board of Agarwal Duplex Board Mills Limited had met 4 times.

The dates of the meeting are:

30.05.2016, 13.08.2016, 14.11.2016 & 13.02.2017

**Independent Directors**

The Company has complied with the definition of Independence as per Listing Regulation and according to the Provisions of section 149(6) Companies Act, 2013. The company has also obtained declarations from all the Independent Directors pursuant to section 149 (7) of the Companies Act, 2013.

**Training of Independent Directors**

Whenever new Non-executive and Independent Directors are inducted in the Board they are introduced to our Company's culture through appropriate orientation session and they are also introduced to our organization structure, our business, constitution, board procedures, our major risks and management strategy.

The terms and conditions of appointment of Independent Directors have been placed on the Company's website at <http://catalog.wlimg.com/1/348029/other-images/table-379523.pdf>

**Performance Evaluation of non-executive and Independent Directors**

The Board evaluates the performance of Non-executive and Independent Directors every year. All the Non-executive and Independent Directors are eminent personalities having wide experience in the field of business, industry and administration. The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Independent Directors. The framework of performance evaluation of the Independent Directors will capture the following points:

- A) Key attributes of the IDs that justify his / her extension / continuation on the Board of the Company;
- B) Participation of the Directors in the Board proceedings and his / her effectiveness; The

assessment to determine the key attributes of the Directors should cover the following:

**Relevant experience and skills:**

- ability and willingness to speak up
- ability to carry others
- ability to disagree, stand his/her ground

The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee. The Directors expressed their satisfaction with the evaluation process.

**Separate Meeting of the Independent Directors:**

The Independent Directors held a Meeting on 20<sup>th</sup> February, 2017, without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at the meeting. The following issues were discussed in detail:

- I) Reviewed the performance of non-independent directors and the Board as a whole;
- II) Reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- III) Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**Familiarization programme for Independent Directors**

The company has formulated a policy to familiarize the independent directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes. The details of such familiarisation programmes are disclosed in the website of the company at the <http://catalog.wlimg.com/1/348029/other-images/table-379520.pdf>

**Non-Executive director's compensation and disclosure**

The company has paid sitting fees of Rs. 50,000/- for a year to Non-Executive directors for attending the Board Meetings during the financial year 2016-17. No other remuneration has been provided to the non- executive directors.

**Meetings of the Board**

**Frequency:** The Board meets at least once a quarter to review the quarterly results and other items of the Agenda. Whenever necessary, additional meetings are held. In case of business exigencies or urgency of matters, resolutions are passed by circulations, as permitted by law, which is confirmed in the next Board Meeting.

**Meetings Calendar:** The probable dates of the Board / Committee Meetings for the forthcoming year are decided well in advance in order to facilitate and assist the Directors to plan their schedules for the Meetings.

**Board Meeting Location:** The location of the Board / Committee Meetings are informed well in advance to all the Directors. Each Director is expected to attend the Board / Committee Meetings.

**Information Supplied to the Board / Committees:**

Among others, information supplied to the Board / Committees includes:

\_ Annual operating plans of businesses and budgets and any update thereof,

- \_ Capital budgets and any updates thereof,
- \_ Quarterly results of the Company,
- \_ Minutes of the Meetings of the Board and all other Committees of the Board,
- \_ The information on recruitment and remuneration of senior officers just below the Board level, including the appointment or removal, if any, of Chief Financial Officer and Company Secretary,
- \_ Show cause, demand, prosecution notices and penalty notices, which are materially important,
- \_ Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems,
- \_ Any material default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company,
- \_ Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order, which may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company,
- \_ Transactions that involve substantial payment towards royalty, goodwill, brand equity or intellectual property,
- \_ Significant labour problems and their proposed solutions. Any significant development in human resources / industrial relations front like signing of wage agreement, implementation of voluntary retirement scheme etc.
- \_ Making of loans and investments of surplus funds,
- \_ General notices of interests of Directors,
- \_ Formation / Reconstitution of Board Committees,
- \_ Appointment, remuneration and resignation of Directors,
- \_ Dividend declaration, if any,
- \_ Significant changes in accounting policies and internal controls,
- \_ Quarterly details of foreign exchange exposures and the steps taken by management to limit of adverse exchange rate movement, if material.
- \_ Sale of material nature of investments, assets which are not in the normal course of business,
- \_ Compliance status of any regulatory, statutory nature or listing requirements and shareholders' service, such as non-payment of dividend, delay in share transfer, if any, and others and steps taken by company to rectify instances of non compliances, if any,
- \_ Declarations submitted by Independent Directors at the time of appointment and also annually,
- \_ Appointment of and fixing of remuneration of the Auditors as recommended by the Audit Committee,
- \_ Annual financial results of the Company, Auditors' Report, Director's Report, Corporate Governance Report etc,
- \_ Compliance Certificates for all the laws as applicable to the Company,

## **Code of Conduct**

The Code of Conduct for Board of Directors and Senior Management Personnel (it includes all members of core management team one level below the executive Directors and all the functional heads,) of Agarwal Duplex Board Mills Limited. (Hereinafter referred to as “the Company”) in compliance with the provisions of Listing Agreement and Listing Regulations entered into by the Company with the Stock Exchanges.

This Code seeks to provide guidance to the Board of Directors and Senior Management Personnel to manage the affair of the Company with:

- a) Honest, fair and ethical conduct,
- b) Confidentiality of Information,
- c) Ethical handling of conflicts of interest between personal and professional relationships,
- d) Legal Compliance,
- e) Protection and Proper Use of Corporate assets and resources,
- f) The internal reporting to appropriate person or persons identified below of violations of this Code,
- g) Accountability for Adherence to this Code.

Directors and Senior Managerial Personnel must conduct themselves accordingly and not to indulge in improper behavior or moral turpitude. **All the Board members and Senior Management personnel have affirmed compliance with the code of conduct.** A declaration signed by the Chairman of the Company to this effect is contained at the end of this report. The code of conduct is also posted on the company’s website at <http://catalog.weblink.in/dynamic-files/ei/other-files/348029/table-261131-1.pdf>

## **COMMITTEES OF THE BOARD OF DIRECTORS**

As on 31<sup>st</sup> March, 2017, the Company has three committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholder’s Relationship Committee

All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below. Further, composition of various committees constituted in the company are also posted on the company’s website at <http://catalog.wlimg.com/1/348029/other-images/table-375234.pdf>

### **1. AUDIT COMMITTEE**

#### **i) Terms of Reference**

The Powers and the role of the Audit Committee are as per the guidelines provided in the Listing Regulation and section 177 of the Companies Act 2013, which inter-alia include the overview of Company’s Financial reporting process, review of quarterly, half yearly and Annual financial statements, adequacy of internal control, review of related party transactions etc. It also reviews major accounting policies followed by the company.

#### **ii) Composition**

From 01<sup>st</sup> April, 2016 to 13<sup>th</sup> August, 2016, the Audit Committee comprised of the following members:

- |  |            |
|--|------------|
| 1. Mr. Ankur Sangal (Non – Executive Independent Director) | - Chairman |
| 2. Mr. Pankaj Dawar (Non – Executive Independent Director) | - Member   |
| 3. Mr. Suresh Chand (Non – Executive Director)             | - Member   |

However, Mr. Pankaj Dawar (DIN: 064796495) has resigned from the post of Non Executive Independent Director from the company with effect from 13/08/2016 & in the same meeting boards recommends to Mr. Pramod Kumar Goel (DIN: 07571092) for the appointment as Non-Executive Independent Director & he has been appointed with the approval of Shareholders in 32<sup>nd</sup> Annual General Meeting.

Hence on 13/08/2016, The Audit Committee of the company was reconstituted as under:

- |   |            |
|---|------------|
| 1. Mr. Ankur Sangal (Non – Executive Independent Director)      | - Chairman |
| 2. Mr. Pramod Kumar Goel (Non – Executive Independent Director) | - Member   |
| 3. Mr. Suresh Chand (Non – Executive Director)                  | - Member   |

iii) Meetings and Attendance during the year:

During the financial year ended 31<sup>st</sup> March, 2017 the audit committee has met 4 times:

Attendance of the Directors at the Audit Committee as on 31<sup>st</sup> March, 2017 is as follows:

Director	Category	No. of Meetings Held	
		Held	Attended
Mr. Ankur Sangal	Chairman	4	4
Mr. Pankaj Dawar	Member	2	2
Mr. Pramod Kumar Goel	Member	2	2
Mr. Suresh Chand	Member	4	4

#### iv) Power and Role of Audit committee

The role of the audit committee includes of the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Qualifications in the draft audit report

5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

**A. The audit committee shall mandatorily review the following information:**

1. Management discussion and analysis of financial condition and results of operations
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit report relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be

subject to review by audit committee.

6. Statement of deviations:
  - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange (s) in terms of Regulation 32(1).
  - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7).

#### **4. NOMINATION & REMUNERATION COMMITTEE**

##### **i) Terms of Reference**

The primary purpose of the Committee, among other things, is to determine and propose the following for Board's approval:-

- a) identify persons who are qualified to become Directors and who may be appointed in senior management positions in accordance with the criteria laid down and recommend to the Board their appointment and removal;
- b) carry out evaluation of every Director's performance along with the Board;
- c) formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of the Directors; key managerial personnel and other employees;
- d) formulate the criteria for performance evaluation of Independent Directors and the Board;
- e) devise a policy on Board diversity;
- f) evaluate the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
- g) ensure that relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- h) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

##### **ii) Composition**

From 01<sup>st</sup> April, 2016 to 13<sup>th</sup> August, 2016, the Nomination & Remuneration Committee comprised of the following members:

1. Mr. Pankaj Dawar (Non – Executive Independent Director - Chairman
2. Mr. Ankur Sangal (Non – Executive Independent Director) - Member
3. Mr. Suresh Chand (Non – Executive Director) - Member

However, Mr. Pankaj Dawar (DIN: 064796495) has resigned from the post of Non Executive Independent Director from the company with effect from 13/08/2016 & in the same meeting boards recommends to Mr. Pramod Kumar Goel (DIN: 07571092) for the appointment as Non-Executive Independent Director & he has been appointed with the approval of Shareholders in 32<sup>nd</sup> Annual General Meeting.

Hence on 13/08/2016, The Nomination & Remuneration Committee of the company was reconstituted as under:

1. Mr. Pramod Kumar Goel (Non – Executive Independent Director - Chairman
2. Mr. Ankur Sangal (Non – Executive Independent Director) - Member
3. Mr. Suresh Chand (Non – Executive Director) - Member

##### **iii) Meetings and Attendance during the year:**

During the financial year ended 31<sup>st</sup> March, 2017 the Nomination and Remuneration Committee has met 1 time: 29/07/2016

Attendance of the Directors at the Nomination and Remuneration Committee as on 31<sup>st</sup> March, 2017 is as follows:

Director	Category	No. of Meetings	
		Held	Attended
Mr. Pankaj Dawar *	Chairman	1	1
Mr. Ankur Sangal	Member	1	1
Mr. Pooja Bhardwaj	Member	1	1
Mr. Pramod Kumar Goel *	Chairman	Nil	Nil

\* Mr. Pankaj Dawar, (DIN: 06479649) has resigned from the post of Non-Executive Independent Director with effect from 13<sup>th</sup> August, 2016 and in the same meeting, Mr. Pramod Kumar Goel (DIN: 07571092) has been appointed as Non- Executive Independent Director with effect from 13<sup>th</sup> August, 2016.

After the reconstitution of Nomination & Remuneration Committee, no meeting of Nomination and Remuneration Committee was held during the financial year 2016-17.

#### iv) Policy for selection and appointment of Directors and their Remuneration

The Nomination and Remuneration Committee has adopted a policy for selection of appointment of directors and their remuneration. The highlights of this policy are as follows:

##### 1. Criteria of selection of Non Executive Directors

- a. The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of marketing, finance, taxation, law, governance and general management.
- b. In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- c. The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- d. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.
  - i. Qualification, expertise and experience of the Directors in their respective fields;
  - ii. Personal, Professional or business standing;
  - iii. Diversity of the Board.
- e. In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

##### 2. Remuneration

The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees for participation in the Board / Committee meetings and commission as detailed hereunder:

- i. A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee meeting attended by him/her at his/her discretion of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies



Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;

- ii. The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.

### **3. Managing Director & Whole Time Director - Criteria for selection / appointment**

For the purpose of selection of the Managing Director or Whole Time Director the Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

### **Remuneration for the Managing Director or Whole Time Director**

- i. At the time of appointment or re-appointment, the Managing Director or Whole Time Director may be paid such remuneration as may be mutually agreed between the Company (which includes the nomination & Remuneration Committee and the Board of Directors) and the Managing Director or Whole Time Director within the overall limits prescribed under the Companies Act, 2013.
- ii. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- iii. The remuneration of the Managing Director or Whole Time Director shall comprise only of the fixed component. The fixed component shall comprise salary, allowances, perquisites, amenities and retiral benefits.

### **Remuneration Policy for the Senior Management Employees**

- I. In determining the remuneration of the Senior Management Employees (i.e. KMPs and senior officers just below the board level) the Committee shall ensure / consider the relationship of remuneration and performance benchmark is clear;
- II. The Managing Director or Whole Time Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors and thereafter shall recommend the annual increment and performance incentive to the Committee for its review and approval.

### **v) Details of Remuneration of directors**

During the financial year ended 31<sup>st</sup> March, 2017, the Company has paid the following remuneration to the Directors:

<b>Name of Director</b>	<b>Category</b>	<b>Remuneration</b>	<b>Sitting Fees</b>	<b>No. of shares held as on 31/03/2017</b>
Neeraj Goel	Managing Director	Rs. 18,00,000	Nil	100000
Abhishek Agarwal	Whole Time Director	Rs. 18,00,000	Nil	130850
Suresh Chand	Non-Executive Director	Nil	50,000	217500
Pankaj Dawar*	Non-Executive Independent director	Nil	25,000	Nil
Pooja Bhardwaj	Non-Executive Independent director	Nil	50,000	Nil
Ankur Sangal	Non-Executive Independent director	Nil	50,000	Nil
Pramod Kumar Goel*	Non-Executive Independent director	Nil	25,000	Nil

- Mr. Pankaj Dawar, (DIN: 06479649) has resigned from the post of Non-Executive Independent Director with effect from 13<sup>th</sup> August, 2016 and in the same meeting, Mr. Pramod Kumar Goel (DIN: 07571092) has been appointed as Non- Executive Independent Director with effect from 13<sup>th</sup> August, 2016.

#### 4. STAKEHOLDER RELATIONSHIP COMMITTEE:

##### i) Composition

During the year, the Stakeholder Relationship Committee has been constituted with the following directors as members:

Mr. Suresh Chand (Non-Executive Director) – Chairman  
Mr. Abhishek Agarwal (Executive Director) - Member

##### ii) Meetings and Attendance during the year:

During the financial year ended 31<sup>st</sup> March, 2017 the Stakeholders Relationship Committee has met 1 time: 19.01.2017

Attendance of the Directors at the Stakeholder Relationship Committee as on 31<sup>st</sup> March, 2017 is as follows:

Director	Category	No. of Meetings Held	
		Held	Attended
Mr. Suresh Chand	Chairman	1	1
Mr. Abhishek Agarwal	Member	1	1

The committee specifically looks into the redressing of the Shareholder/ Investor complaints like non- receipt of share certificate after transfer, to approve the share transfer, non-receipt of Annual Report and to approve the share transfer. The Board has designated the Company Secretary of the company as the compliance officer.

The number of complaints received from the shareholders during the last financial year - NIL  
Number of complaints not solved to the satisfaction of shareholders- NIL  
Number of pending complaints - NIL

Both the physical transfer and Demating of the shares are handled by Registrar & Share Transfer agent M/s Beetal Financial and Computer Services Private Limited. In terms of the requirement of SEBI directives the company is providing the facility of transfer and dematerialization of securities simultaneously.

#### Risk Management

The Audit Committee regularly reviews the risk management strategy of the Company to ensure the effectiveness of risk management policies and procedures.

## **GENERAL BODY MEETINGS:**

- i) **Location and time, where last three AGM held & Special resolution passed in the previous 3 AGMs.**

<b>AGM</b>	<b>DATE</b>	<b>LOCATION</b>	<b>TIME</b>	<b>SPECIAL RESOLUTION PASSED IN AGM</b>
32 <sup>nd</sup> AGM	28.09.2016	217, Agarwal Prestige Mall, Near M2K Cinema, Rani Bagh, Pitampura, Delhi- 110034	11:00 A.M.	Approval for the Appointment of Mr. Pramod Kumar Goel as Non- Executive Independent Director u/s 149 & 152 Companies Act, 2013 and rules made there under.
31 <sup>st</sup> AGM	30.09.15	NP – 151 B, Maurya Enclave, Pitampura, Delhi- 110088	11:00 A.M.	Adoption of new Article of Association as per Companies Act, 2013 and rules made there under.
30 <sup>th</sup> AGM	30.09.14	NP – 151 B, Maurya Enclave, Pitampura, Delhi- 110088	11:30 AM	No Special Resolution Passed

- ii) **DETAIL OF VOTING PATTERN OF SPECIAL RESOLUTION PASSED BY POSTAL BALLOT LAST YEAR**

No resolution was passed by postal ballot during the last year.

## **DISCLOSURES**

**Disclosure on materially significant related party transactions that may have potential conflict with the interests of the Company.**

There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company.

Transactions with related parties entered into by the Company were in the ordinary course of business and on an Arm's length basis. These are periodically placed before the Audit Committee for review. Particulars of **contracts or arrangements** or transactions in Form AOC-2 are attached as Annexure of Board Report. Members may also refer to the notes to the accounts for details of related party transactions. The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy on dealing with Related party Transactions to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules thereunder and the Listing Regulation. The policy has also been uploaded on the website of the Company at <http://catalog.wlimg.com/1/348029/other-images/table-379522.pdf>

## **Disclosure of Accounting Treatment**

The Company has followed the treatment laid down in the Accounting Standards prescribed by the Institute of Chartered Accountants of India, in the preparation of financial statements.

**Details of non-compliance by the company, penalties imposed on the company by stock exchange or SEBI or any statutory authority, on any matter related to the capital market, during the last 3 years.**

No penalties imposed by the stock exchanges or SEBI or any statutory authority on the company during the financial year 2016-17 on any matter related to the capital market.

**Whistle Blower Policy**

In Pursuant to Listing Regulation and as per Section 177 of the Companies Act, 2013, the company has established a vigil mechanism/Whistle Blower policy for the directors and employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the company's Code of Conduct or Ethics Policy. The Vigil Mechanism Policy has been uploaded on the website of the Company at <http://catalog.weblink.in/dynamic-files/ei/other-files/348029/table-261134-1.pdf>. During the year under review, no employee was denied access to the Audit Committee.

**Compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause**

**Mandatory Requirements**

The Company has complied with all the applicable mandatory requirements as provided in SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

**Adoption of non-mandatory requirements under Listing Agreement**

**i) The Board:**

Since the company does not have a non executive chairman it does not maintain such office.

**ii) Shareholders Rights:**

The quarterly financial results are published in widely circulated dailies and also uploaded on Company's website

**iii) Audit Qualification:**

During the year under review, there was no audit qualification in the Auditors' Report on the Company's financial statements

**iv) Separate posts of Chairman and CEO:**

The company does not have a CEO and therefore there are no separate posts.

**v) Reporting of Internal Auditor:**

The internal auditor reports to audit committee.

**Web link where policy for determining material subsidiaries is disclosed**

Not applicable as there is no subsidiary of the company.

**Commodity Price Risk and Commodity Hedging activities**

Risk Management has been mentioned in the Directors' Report.

### **MEANS OF COMMUNICATION:**

The quarterly results as per the format prescribed by the Stock Exchange are published in the Veer Arjun and Pioneer and are also submitted to all the Stock Exchanges where the Company's shares are listed. Further these results are also available on our website [www.agarwalduplex.net](http://www.agarwalduplex.net). Your Company believes that all the stakeholders should have access to adequate information about the Company. All information, which could have a material bearing on the share prices, is released at the earliest to all the stock exchange where the share of company are listed in accordance with the requirements of listing agreement.

### **GENERAL SHAREHOLDER INFORMATION**

<b><u>Registered office</u></b>	217, Agarwal Prestige Mall, Near M2K Cinema, Pitampura, Delhi-110034
<b><u>Annual General Meeting</u></b>	
Date	29 <sup>th</sup> September, 2017
Time	10.00 A.M
Venue	Regd. Office : 217, Agarwal Prestige Mall, Near M2K Cinema, Pitampura, Delhi- 110034
<b><u>Financial Year</u></b>	1 <sup>st</sup> April to 31 <sup>st</sup> March
<b><u>Adoption of financial results (Tentative)</u></b>	
For the Quarter ended 30 <sup>th</sup> June, 2017	On or Before 14 <sup>th</sup> September, 2017*
For the Quarter ended 30 <sup>th</sup> September, 2017	On and Before 14 <sup>th</sup> December, 2017*
For the Quarter ended 31 <sup>st</sup> December, 2017	On and Before 14 <sup>th</sup> February, 2018
For the Quarter ended 31 <sup>st</sup> March, 2018	On and Before 30 <sup>th</sup> May, 2018
<b><u>Date of Book Closure</u></b>	From Saturday 23.09.2017 to Friday 29.09.2017 (Both days inclusive)
<b><u>Dividend payment date</u></b>	Not applicable

<b><u>Listing of shares</u></b>	<ul style="list-style-type: none"> <li>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</li> <li>* Company has got listing approval from Metropolitan Stock Exchange of India Limited w.e.f. 29/04/2016 and at present the entire Share Capital of the Company is Listed and admitted to dealing at Metropolitan Stock Exchange of India Limited</li> <li>Calcutta Stock Exchange Ltd – 4, Lyons Range, Dalhousie, Murgighata, BBD Bagh, Kolkata, West Bengal – 700001</li> </ul>
<b><u>Stock Code</u></b>	ADBML
<b><u>NSDL/CDSL ISIN</u></b>	ISIN No – INE290T01019
<b><u>Market Price Data: High, Low during each month in last financial Year</u></b>	Not Applicable as no trading of shares was done at MSEI & CSE during the year.
<b><u>Performance in Comparison to broad- based indices such as BSE Sensex, CRISIL index etc,</u></b>	Not Applicable

- SEBI circular has been provided the extension of one month for the submission of financial results for the quarter ended June & September, 2017.

#### **Registrar & Share Transfer Agent**

Beetal Financial and Computer Services Pvt Limited,  
Beetal House, 3<sup>rd</sup> Floor, 99, Madangir,  
Behind Local Shopping Center,  
Near Dada Harsukhdas Mandir, New Delhi- 110062

#### **Share Transfer System**

The power to approve the transfer of securities has been delegated by the Board to the Share Transfer Agents. Share transfer requests are processed within an average of 15 days from the date of receipt. Shareholders are encouraged to opt for dematerialisation of the physical shares in which case electronic credit is made. It should be noted that:

– The authority relating to share transfers has been delegated to the Stakeholders' Relationship Committee

– The Board has authorised the Registrar & Share Transfer Agents 'Beetal Financial and Computer Services Private Limited' to approve all routine transfers and transmissions of shares which are effected within 15 days.

### Distribution of Shareholding

The Distribution of the shareholding of the equity shares as on 31<sup>st</sup> March, 2017 are as follows:

No of Equity shares held	No. of shareholders	% of share holders	Total number of shares	% of share holding
1 – 5000	940	94.94	117400	0.8696
5001 - 10000	17	1.71	15400	0.1141
10001 - 20000	1	0.10	1200	0.0089
20001 – 30000	0	0.00	0	0.0000
30001 – 40000	0	0.00	0	0.0000
40001 – 50000	0	0.00	0	0.0000
50001-100000	5	0.50	45100	0.3341
100001 & above	27	2.72	13320900	98.6733
<b>Total</b>	<b>990</b>	<b>100.00</b>	<b>13500000</b>	<b>100.00</b>

### Categories of Shareholders as on 31<sup>st</sup> March, 2017

Category	Total no of shares	% of shareholding
Promoters/Relatives/Promoters Companies	2562300	18.98
Financial Institutions/ Banks	-	-
FII's	-	-
Mutual Funds	-	-
Private Corporate bodies	8821200	65.34
Indian Public	2116500	15.68
NRI/ OCBs	-	-
Others	-	-
<b>Total</b>	<b>13500000</b>	<b>100</b>

### Dematerialization of shares and Liquidity

The company has entered into agreement with NSDL and CDSL for trading of share in dematerialization form.

### Outstanding GDR/ ADRs/ Warrants/ Options

The Company has not issued GDRs or ADRs. There are no outstanding warrants or any convertible instruments.

### Plant Locations

The Location of Plant of the Company is 4 KM. South Bhopa Road, Muzaffarnagar, and U.P. - 251001.

### Address for Correspondence

For share certificate, change of address and any other query relating to the shares	M/s Beetal Financial and Computer Services Pvt Ltd; Beetal House, 3 <sup>rd</sup> 9Floor, 99, Madangir, Behind Local Shopping Center, Near Dada Harsukhdas Mandir, New Delhi- 110 062
For Investor Assistance	Mrs. Sarika Aggarwal, Company Secretary & Compliance Officer 217, Agarwal Prestige Mall, Near M2K Cinema, Pitampura, Delhi-110034 Email id : agarwalduplex1984@gmail.com Contact No.: 011-47527700

### CEO / CFO Certificate

The Whole Time Director and the CFO have furnished the requisite certificate to the Board of Directors under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### CORPORATE GOVERNANCE COMPLIANCE

The company has complied with the Para E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of ensuring Corporate Governance. A certificate to this effect has been obtained from M/s Goel Singhal & Associates, Chartered Accountants; Statutory Auditor of the company has been attached to this Annual Report.

*Note: The Corporate Governance report is as on 31<sup>st</sup> March, 2017*

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**CERTIFICATION UNDER REGULATION 17(8) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015**

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- (a) That we have reviewed the financial statements and the cash flow statement for the year ending 31<sup>st</sup> March, 2017 and that to the best of their knowledge and belief :
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) That to the best of our knowledge and belief, there are no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the company's code of conduct.
- (c) That we accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) That we had indicated to the auditors and the Audit committee –
- (i) Significant changes in internal control over financial reporting during the year;
  - (ii) Significant changes in accounting Policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or other employees who have a significant role in the company's internal control systems over financial reporting.

**FOR AGARWAL DUPLEX BOARD  
BOARD  
MILLS LTD**

**FOR AGARWAL DUPLEX  
MILLS LTD**

**Sd/-  
NEERAJ GOEL  
MANAGING DIRECTOR  
DIN: 00017498**

**Sd/-  
ABHISHEK AGARWAL  
WHOLE TIME DIRECTOR & CFO  
DIN: 02140480**

**DATED: 30<sup>th</sup> August, 2017  
PLACE: DELHI**

**DECLARATION BY THE MANAGING DIRECTOR ON THE COMPLIANCE OF THE  
CODE OF CONDUCT AS LAID DOWN BY THE BOARD OF DIRECTORS OF THE  
COMPANY**

I, NEERAJ GOEL, Managing Director of Agarwal Duplex Board Mills Limited hereby certify that the Directors and members of senior management have affirmed the compliance with the code of conduct.

The above submission is based on the declarations as received from the members to whom the code applies and also on the basis of the submission of the compliance officer to the code.

**FOR AGARWAL DUPLEX BOARD MILLS  
LTD**

Sd/-  
**NEERAJ GOEL**  
**MANAGING**  
**DIRECTOR**

**DATED: 30<sup>th</sup> August, 2017**

**PLACE: DELHI**

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To the Members of **Agarwal Duplex Board Mills Limited**

We have examined the compliance of the conditions of Corporate Governance by **NEERAJ PAPER MARKETING LIMITED** during the year ended 31<sup>st</sup> March, 2017 as stipulated in Chapter IV read with Schedule V of the SEBI (Listing Obligation And Disclosure Requirement) Regulations, 2015 of the said Company with the Stock Exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the company.

In our opinion and to the best of our information and explanation given to us by the company, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above- mentioned Listing Agreement or SEBI Regulations, as and when applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For GOEL & SINGHAL ASSOCIATES  
CHARTERED ACCOUNTANT**

**DATED: 30<sup>th</sup> August, 2017  
PLACE: DELHI**

**Sd/-  
(SANJAY BANSAL)  
PARTNER  
MEMBERSHIP NO. 078430**

# **GOEL SINGHAL & ASSOCIATES**

Chartered Accountants

**Regn.No.006496C**

203/60, Upper Storey, Sadar Bazar,

Muzaffarnagar-251001(U.P.), INDIA

Ph: 0131-2436580, 2437920

Fax: 0131-2436580

e-mail: goelsinghal@rediffmail.com

**PAN: AAFFG4832P**

## **INDEPENDENT AUDITOR'S REPORT**

**To**

**THE MEMBERS OF**

**AGARWAL DUPLEX BOARD MILLS LIMITED**

**217, AGARWAL PRESTIGE MALL, PLOT NO- 2, COMMUNITY CENTER, PITAMPURA, DL 110034 IN**

### **Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of **AGARWAL DUPLEX BOARD MILLS LIMITED** ("the Company"), which comprise the Balance Sheet as at **31st March, 2017**, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under section 133 of the Act, as applicable.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order under section 143 (11) of the Act.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its profit and its cashflows for the year ended on that

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards prescribed under section 133 of the Act.
  - (e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164(2) of the Act, as applicable.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements;
  - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii) There were no amounts required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv) The Company has provided requisite disclosures in its financial Statements as to holding as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer to Note 29.
2. As required by the Companies (Auditor's Report) Order, 2016 ('the Order' / 'CARO 2016') issued by the Central Government interms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For GOEL SINGHAL & ASSOCIATES**  
**Firm Regn. No.006496C**  
**Chartered Accountants**

SD/-

**(CA SANJAY BANSAL)**  
**PARTNER**  
**M. No. 078430**

**DATED: 30.05.2017**  
**PLACE: NEW DELHI**

## **ANNEXURE “A” TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

### **Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **AGARWAL DUPLEX BOARD MILLS LIMITED** (“the Company”) as of **31st March, 2017** in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, and equate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For GOEL SINGHAL & ASSOCIATES**  
**Firm Regn. No.006496C**  
**Chartered Accountants**

SD/-

**(CA SANJAY BANSAL)**  
**PARTNER**  
**M. No. 078430**

**DATED: 30.05.2017**  
**PLACE: NEW DELHI**



## ANNEXURE “B” TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2 under “Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i)	(a)	The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
	(b)	The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
	(c)	According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
(ii)	As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.	
(iii)	The Company has not granted any loans, secured or unsecured, to companies, firm, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the companies Act, 2013.	
(iv)	In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in respect of making investments. However, the Company has not granted any loans or provided any guarantees and securities.	
(v)	According to the information and explanations given to us, the Company has not accepted any deposit from the public and hence reporting under clause (v) of the CARO 2016 is not applicable.	
(vi)	The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013. Hence reporting under clause (vi) of the CARO 2016 is not applicable.	
(vii)	According to the information and explanations given to us, in respect of statutory dues:	
	(a)	The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, cess and other material statutory dues applicable to it to the appropriate authorities.
	(b)	There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, cess and other material statutory dues in arrears as at 31st March, 2017 for a period of more than six months from the date they became payable.

(c)	Details of dues of Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, and Value Added Tax which have not been deposited as on 31st March, 2017 on account of disputes are given below:					
	<b>Name of statute</b>	<b>Nature of dues</b>	<b>Forum where dispute is pending</b>	<b>Period to which the amount</b>	<b>Amount (Rs.)</b>	<b>Amount paid under protest</b>
U.P Trade Tax Act	Trade Tax	Allahabad High Court,Allahabad	Allahabad High Court,Allahabad	2007-08	574,476.00	287,244.00
Central Sales Tax Act	CST	Allahabad High Court,Allahabad	Allahabad High Court,Allahabad	2007-08	174,626.00	150,598.00
Central Sales Tax Act	CST	Additional Commissioner Garde 2,Muzaffarnagar	Additional Commissioner Garde 2,Muzaffarnagar	2010-11	3,635,503.00	733,200.00
Central Sales Tax Act	CST	Additional Commissioner Garde 2,Muzaffarnagar	Additional Commissioner Garde 2,Muzaffarnagar	2011-12	1,657,892.00	441,050.00
Central Sales Tax Act	CST	Additional Commissioner Garde 2,Muzaffarnagar	Additional Commissioner Garde 2,Muzaffarnagar	2012-13	404,802.00	101,000.00
U.P Trade Tax Act	VAT	Additional Commissioner Garde 2,Muzaffarnagar	Additional Commissioner Garde 2,Muzaffarnagar	2012-13	540,000.00	135,000.00
U.P Trade Tax Act	VAT	Additional Commissioner Garde 2,Muzaffarnagar	Additional Commissioner Garde 2,Muzaffarnagar	2014-15	159,997.00	104,100.00
U.P Trade Tax Act	CST	Additional Commissioner Garde 2,Muzaffarnagar	Additional Commissioner Garde 2,Muzaffarnagar	2013-14	538,303.00	-
Central Excise Act	Excise Duty	Commissioner Appeal, Meerut	Commissioner Appeal, Meerut	2012-13 & 2013-14	75,000.00	5,625.00
Income Tax Act 1961	Income Tax	Income Tax Settlement Commission	Income Tax Settlement Commission	2013-14	*Not Ascertained Yet	1,625,000.00
*Note: A search was conducted during the year 2013-14 at the registered office and residential premises of promoters of the company by the Income Tax authorities. Company has moved to the Income Tax Settlement Commission in this regard and the matter is still pending with Income Tax settlement commission.						
(viii)	Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to a financial institutions or Banks.					

(ix)	The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause (ix) of the CARO 2016 is not applicable.
(x)	To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.
(xi)	In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
(xii)	The Company is not a Nidhi Company and hence reporting under clause (xii) of the CARO 2016 is not applicable.
(xiii)	In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 188 and 177 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
(xiv)	During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of CARO 2016 is not applicable to the Company.
(xv)	In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its holding, subsidiary or associate company as applicable or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
(xvi)	The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For GOEL SINGHAL & ASSOCIATES**  
**Firm Regn. No.006496C**  
**Chartered Accountants**

SD/-

**(CA SANJAY BANSAL)**  
**PARTNER**  
**M. No. 078430**

**DATED: 30.05.2017**  
**PLACE: NEW DELHI**

**AGARWAL DUPLEX BOARD MILLS LIMITED**  
**217, AGARWAL PRESTIGE MALL, PLOT NO- 2, COMMUNITY CENTER, PITAMPURA, DL 110034 IN**  
**CIN : L99999DL1984PLC019052**

**BALANCE SHEET AS AT 31st MARCH, 2017**

	PARTICULARS	Note No.	As at 31.03.2017		As at 31.03.2016	
			Rs.	Rs.	Rs.	Rs.
<b>I.</b>	<b><u>EQUITY AND LIABILITIES</u></b>					
<b>1.</b>	<b>Shareholders' funds</b>					
	(a) Share capital	3	135,000,000.00		135,000,000.00	
	(b) Reserves and surplus	4	106,321,529.00		99,651,236.00	
	(c) Money received against share warrants		-	241,321,529.00	-	234,651,236.00
<b>2.</b>	<b>Share application money pending allotment</b>			-		-
<b>3.</b>	<b>Non- current liabilities</b>					
	(a) Long term borrowings	5	21,298,231.00		13,608,466.00	
	(b) Deferred tax liabilities (net)	6	21,942,196.00		21,353,176.00	
	(c) Other long term liabilities	7	70,000,000.00		80,000,000.00	
	(d) Long term provisions		-	113,240,427.00	-	114,961,642.00
<b>4.</b>	<b>Current Liabilities</b>					
	(a) Short term borrowings	8	89,508,600.00		93,954,120.00	
	(b) Trade payables	9	113,824,773.00		233,807,506.00	
	(c) Other current liabilities	10	27,753,282.00		27,270,577.00	
	(d) Short term provisions	11	13,898,282.00	244,984,937.00	13,135,141.00	368,167,344.00
	<b>TOTAL</b>			<b>599,546,893.00</b>		<b>717,780,222.00</b>
<b>II</b>	<b><u>ASSETS</u></b>					
<b>1.</b>	<b>Non-current assets</b>					
	(a) Fixed assets	12				
	(i) Property, Plant and Equipment		168,218,075.00		171,481,259.00	
	(ii) Intangible assets		-		-	
	(iii) Capital work-in-progress		-		-	
	(iv) Intangible assets under development		-		-	
	(b) Non current Investment	13	94,100,000.00		94,100,000.00	
	(c) Deferred tax assets (net)	6	-		-	
	(d) Long term loans and advances	14	2,468,466.00		2,470,617.00	
	(e) Other non-current assets		-	264,786,541.00	-	268,051,876.00
<b>2.</b>	<b>Current assets</b>					
	(a) Current Investments		-		-	
	(b) Inventories	15	65,236,676.00		122,604,702.00	
	(c) Trade receivables	16	213,830,540.00		267,361,676.00	
	(d) Cash and cash equivalents	17	24,197,005.00		22,171,440.00	
	(e) Short term loans and advances	18	8,167,206.00		9,147,445.00	
	(f) Other current assets	19	23,328,925.00	334,760,352.00	28,443,083.00	449,728,346.00
	<b>TOTAL</b>			<b>599,546,893.00</b>		<b>717,780,222.00</b>
	Company Information	1				
	Significant Accounting Policies	2		-		-

**For and on behalf of the Board of Directors**

SD/-  
**(NEERAJ GOEL)**  
MANAGING DIRECTOR  
DIN-00017498

SD/-  
**(ABHISHEK AGARWAL)**  
W.T. DIRECTOR & CFO  
DIN-02140480

SD/-  
**(SURESH CHAND)**  
DIRECTOR  
DIN-00453489

SD/-  
**(SARIKA AGGARWAL)**  
CO. SECRETARY  
PAN-ALIPA1435A

As per our report of even date  
**For GOEL SINGHAL & ASSOCIATES**  
**Firm Regn. No.006496C**  
Chartered Accountants

SD/-

**(CA SANJAY BANSAL)**  
PARTNER  
M. No. 078430

DATED: 30.05.2017  
PLACE: NEW DELHI

**AGARWAL DUPLEX BOARD MILLS LIMITED**  
**217, AGARWAL PRESTIGE MALL, PLOT NO- 2, COMMUNITY CENTER, PITAMPURA, DL 110034 IN**  
**CIN : L99999DL1984PLC019052**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31st MARCH, 2017**

PARTICULARS	Note No.	As at 31.03.2017		As at 31.03.2016	
		Rs.	Rs.	Rs.	Rs.
<b>I Revenue from operations</b>					
Sale of Products	20	1,006,450,694.00		991,217,050.00	
Less: Excise Duty		54,405,741.00	952,044,953.00	53,301,312.00	937,915,738.00
<b>II Other income</b>	21		214,611.00		6,470,589.00
<b>III Total Revenue (I + II)</b>			952,259,564.00		944,386,327.00
<b>IV Expenses</b>					
Cost of material consumed	22	499,003,086.00		527,540,877.00	
Purchases of stock in trade		-		-	
Changes in inventories of					
-Finished goods	23	15,359,817.00		22,607,763.00	
-Work-in-progress	24	(1,102,624.00)		721,050.00	
-Stock in trade		-		-	
Employee benefit Expense	25	32,042,679.00		28,691,782.00	
Finance cost	26	12,866,487.00		12,784,971.00	
Depreciation and Amortization expense	12	15,318,529.00		14,411,118.00	
Other expenses	27	368,033,023.00		326,294,633.00	
<b>Total expense</b>			941,520,997.00		933,052,194.00
<b>V Profit before tax (III-IV)</b>			10,738,567.00		11,334,133.00
<b>VI Tax Expense:</b>					
(1) Current tax		3,665,000.00		3,075,000.00	
(2) Tax paid (Excess Provision) P/Years		46,393.00		2,933,288.00	
(3) Mat Credit (Entitlement)/Utilization		-		601,117.00	
(4) Deffered Tax		589,020.00	4,300,413.00	1,554,319.00	8,163,724.00
<b>VII Profit/(Loss) (V-VI)</b>			<b>6,438,154.00</b>		<b>3,170,409.00</b>
<b>VIII Earnings per equity share</b>	28				
(1) Basic			0.48		0.23
(2) Diluted			0.48		0.23
See accompanying notes 1 -38 forming an integral part of the financial statements					

**For and on behalf of the Board of Directors**

SD/-  
**(NEERAJ GOEL)**  
MANAGING DIRECTOR  
DIN-00017498

SD/-  
**(ABHISHEK AGARWAL)**  
W.T. DIRECTOR & CFO  
DIN-02140480

SD/-  
**(SURESH CHAND)**  
DIRECTOR  
DIN-00453489

SD/-  
**(SARIKA AGGARWAL)**  
CO. SECRETARY  
PAN-ALIPA1435A

As per our report of even date  
**For GOEL SINGHAL & ASSOCIATES**  
**Firm Regn. No.006496C**  
Chartered Accountants

SD/-

**(CA SANJAY BANSAL)**  
PARTNER  
M. No. 078430

DATED: 30.05.2017  
PLACE: NEW DELHI

**AGARWAL DUPLEX BOARD MILLS LIMITED**

217, AGARWAL PRESTIGE MALL, PLOT NO- 2, COMMUNITY CENTER, PITAMPURA, DL 110034 IN

CIN : L99999DL1984PLC019052

**CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st MARCH, 2017**

PARTICULARS	As at 31.03.2017		As at 31.03.2016	
	Rs.	Rs.	Rs.	Rs.
<b>A. Cash flow from operating activities</b>				
Net Profit before Tax as per Profit & Loss Account		10,738,567.00		11,334,133.00
<i>Adjustments for:</i>				
Depreciation	15,318,529.00		14,411,118.00	
Finance costs	12,866,487.00		12,784,971.00	
Other Non Operating Income	(214,611.00)	27,970,405.00	(6,470,589.00)	20,725,500.00
Operating profit before working capital changes		<b>38,708,972.00</b>		<b>32,059,633.00</b>
<i>Changes in working capital:</i>				
<i>Adjustments for (increase) / decrease in operating assets:</i>				
Inventories	57,368,026.00		81,059,455.00	
Trade receivables	53,531,136.00		(29,430,799.00)	
Short-term loans and advances	980,239.00		(2,361,132.00)	
Other current assets	5,114,158.00		-	
<i>Adjustments for increase / (decrease) in operating liabilities:</i>				
Trade payables	(119,982,733.00)		(29,098,453.00)	
Other current liabilities	482,705.00		(4,281,797.00)	
Short-term provisions	763,141.00		(10,316,210.00)	
Adjustment in Other non Current Assets	-	(1,743,328.00)	(1,547,033.00)	4,024,031.00
Cash generated from operations		36,965,644.00		36,083,664.00
Net income tax (paid) / refunds		(4,300,413.00)		(8,163,724.00)
<b>Net cash flow from / (used in) operating activities (A)</b>		<b>32,665,231.00</b>		<b>27,919,940.00</b>
<b>B. Cash flow from investing activities</b>				
Capital expenditure on fixed assets	(12,085,171.00)		(12,558,616.00)	
Sale of Fixed Assets	239,380.00		575,000.00	
Profit on Sale of Fixed Assets	22,585.00		(174,375.00)	
Changes in Long Term Loans & Advances	2,151.00		2,151,290.00	
Change in Deferred Tax Assets/Liability	589,020.00		1,554,319.00	
Other Non Operating Income	214,611.00		6,470,589.00	
<b>Net cash flow from / (used in) investing activities (B)</b>		<b>(11,017,424.00)</b>		<b>(1,981,793.00)</b>
<b>C. Cash flow from financing activities</b>				
Share application money received / (refunded)	-		-	
Proceeds from long-term borrowings	7,689,765.00		-	
Repayment of long-term borrowings	-		(2,377,459.00)	
Other Long Term Liabilities	(10,000,000.00)		-	
Long Term Provisions	-		-	
Net increase / (decrease) in working capital borrowings	(4,445,520.00)		(367,735.00)	
Finance cost	(12,866,487.00)		(12,784,971.00)	
<b>Net cash flow from / (used in) financing activities (C)</b>		<b>(19,622,242.00)</b>		<b>(15,530,165.00)</b>
<b>Net increase/(decrease) in Cash and cash equivalents (A+B+C)</b>		<b>2,025,565.00</b>		<b>10,407,982.00</b>
Cash and cash equivalents at the beginning of the year		22,171,440.00		11,763,458.00
Cash and cash equivalents at the end of the year		24,197,005.00		22,171,440.00

**For and on behalf of the Board of Directors**

SD/-  
**(NEERAJ GOEL)**  
MANAGING DIRECTOR  
DIN-00017498

SD/-  
**(ABHISHEK AGARWAL)**  
W.T. DIRECTOR & CFO  
DIN-02140480

SD/-  
**(SURESH CHAND)**  
DIRECTOR  
DIN-00453489

SD/-  
**(SARIKA AGGARWAL)**  
CO. SECRETARY  
PAN-ALIPA1435A

As per our report of even date  
**For GOEL SINGHAL & ASSOCIATES**  
**Firm Regn. No.006496C**  
Chartered Accountants

SD/-

**(CA SANJAY BANSAL)**  
PARTNER  
M. No. 078430

DATED: 30.05.2017  
PLACE: NEW DELHI

**NOTES TO THE FINANCIAL STATEMENTS**

**NOTE '1' COMPANY INFORMATION**

**AGARWAL DUPLEX BOARD MILLS LIMITED** which has its Registered Office at **217, AGARWAL PRESTIGE MALL, PLOT NO- 2, COMMUNITY CENTER, PITAMPURA, DL 110034 IN**. The company is engaged in Manufacturing of Coated Duplex, Kraft, & Poster Paper and other Commercial Activities.

**NOTE '2' SIGNIFICANT ACCOUNTING POLICIES**

**2.1 Basis of accounting and preparation of financial statements:**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India to comply with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

**2.2 Use of estimates:**

The preparation of the financial statements in conformity with Indian Accounting Standards which requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

**2.3 Provisions:**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

**2.4 Property, Plant and Equipment:**

These tangible assets are held for use in production, supply of goods or services or for administrative purposes. These are recognized and carried under cost model i.e. cost less accumulated depreciation and impairment loss, if any.

- (a) Cost includes freight, duties, taxes and other expenses directly incidental to acquisition, bringing the asset to the location and installation including site restoration up to the time when the asset is ready for intended use. Such Costs also include Borrowing Cost if the recognition criteria are met.
- (b) When a major inspection/repair occurs, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. Any remaining carrying amount of the cost of previous inspection/repair is derecognized.
- (c) Depreciation has been provided on straight line method in terms of expected life span of assets as referred to in Schedule II of the Companies Act, 2013. In the following category of property plant and equipment, the depreciation has been provided on the technical evaluation of the useful life which is different from the one specified in Schedule II to the Companies Act, 2013.  
Paper Mill Plant &Machinery: 18 Years
- (d) Components relevant to fixed assets, where significant, are separately depreciated on straight line basis in terms of their life span assessed by technical evaluation in item specific context.
- (e) During sales of fixed assets any profit earned/loss sustained towards excess/shortfall of sale value vis-a-vis carrying cost of assets is accounted for in statement of profit & loss.

**AGARWAL DUPLEX BOARD MILLS LIMITED**

**217, AGARWAL PRESTIGE MALL, PLOT NO- 2, COMMUNITY CENTER, PITAMPURA, DL 110034 IN  
CIN : L99999DL1984PLC019052**

**2.5 Capital work-in-progress:**

Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest, if any.

**2.6 Non Current Investment:**

Long term investments are carried individually at cost, other than temporary in the value of such investments.

**2.7 Inventories:**

Inventories are valued at the lower of cost or net realizable value. Cost includes purchase price, duties, transport & handling costs and other costs directly attributable to the acquisition and bringing the inventories to their present location and condition.

The basis of determination of cost remains as follows:

- (a) Raw material, Packing Material: Moving Weighted Average Basis.
- (b) Stores & spares: at standard cost which approximates the cost.
- (c) Work-in-progress: Cost of input plus overhead upto the stage of completion.
- (d) Finished Goods: Cost of input plus appropriate overhead.

**2.8 Trade Receivables:**

Trade Receivables are classified as Unsecured and considered Good.

**2.9 Cash and cash equivalents:**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short- term deposits (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

**2.10 Current & Non Current Assets/Liabilities:**

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle. Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

**2.11 Revenue Recognition:**

**(i) Sale of goods**

Revenue from the sale of goods is recognised in the Statement of Profit and Loss when the significant risks and rewards of ownership have been transferred to the buyer. Revenue includes consideration received or receivable, excise duty but net of discounts and other sales related taxes.

**(ii) Interest & Other income**

Interest income is recognised on a time proportion basis based on the amount outstanding and the rate applicable.

**2.12 Expenditure:**

Expenses are accounted on accrual basis.

**2.13 Foreign Currency Transactions:**

Foreign Currency transactions are recorded on initial recognition in the reporting currency i.e. Indian rupees, using the exchange rates prevailing on the date of the transaction. Monetary assets and liabilities in currencies other than the reporting currency and foreign exchange contracts remaining unsettled are re-measured at the rates of exchange prevailing at the balance sheet date. Exchange difference arising on the settlement of monetary items, and on the re-measurement of monetary items, are included in Statement of Profit and Loss.



**AGARWAL DUPLEX BOARD MILLS LIMITED**

**217, AGARWAL PRESTIGE MALL, PLOT NO- 2, COMMUNITY CENTER, PITAMPURA, DL 110034 IN  
CIN : L99999DL1984PLC019052**

**2.14 Employee Benefits:**

**(i) Short term benefits**

Short term employee benefits are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the related service is rendered.

**(ii) Post-employment benefits**

The Company will provide Gratuity benefits to its employees.

**2.15 Borrowing Costs:**

Borrowing costs that are attributable to the acquisition, construction of qualifying assets is capitalised as part of the cost of such assets till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are recognised as an expense in the Statement of Profit and Loss in the period in which they are incurred.

**2.16 Taxes Expenses:**

**Current Taxes**

Provision for Current tax is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961.

**Deferred Taxes**

Deferred tax assets and liabilities are recognised by computing the tax effect on timing differences which arise during the year and reverse in the subsequent periods. Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

**2.17 Earnings Per Share:**

Basic earnings per share is computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations.

**2.18 Contingent Liabilities and Contingent Assets:**

Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements.

**2.19 Cash flow statement:**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**AGARWAL DUPLEX BOARD MILLS LIMITED**  
**217, AGARWAL PRESTIGE MALL, PLOT NO- 2, COMMUNITY CENTER, PITAMPURA, DL 110034 IN**  
**CIN : L99999DL1984PLC019052**

PARTICULARS	As at 31.03.2017		As at 31.03.2016	
	Rs.	Rs.	Rs.	Rs.
<b>NOTE `3`</b>				
<b>SHARE CAPITAL</b>				
<b>Authorised Share Capital</b>				
1,35,00,000 Equity Shares of Rs10/-each		135,000,000.00		135,000,000.00
<b>Issued, Subscribed and Paid up Capital</b>				
1,35,00,000 Equity Shares of Rs.10/- each fully paid up		135,000,000.00		135,000,000.00
<b>TOTAL</b>		<b>135,000,000.00</b>		<b>135,000,000.00</b>

No Bonus Share has been issued by the company since incorporation of the company

Reconciliation of Shares:	Nos	Rs.	Nos	Rs.
Opening Share Capital	13,500,000	135,000,000.00	13,500,000	135,000,000.00
Add: Shares issued During the year	-	-	-	-
Total	13,500,000	135,000,000.00	13,500,000	135,000,000.00
Less Reduction in Capital	-	-	-	-
Closing Share Capital	<b>13,500,000</b>	<b>135,000,000.00</b>	<b>13,500,000</b>	<b>135,000,000.00</b>

List of Share holders having 5% or more Shares Name Of Shareholders	As at 31.03.2017		As at 31.03.2016	
	In Nos	In %	In Nos	In %
1 Bindals Papers Mills Limited	6,681,000	49.49%	6,681,000	49.49%
2 TCMC Developers Limited	1,786,100	13.23%	1,786,100	13.23%
3 Swabhiman Vyopar (P) Limited	1,640,000	12.15%	1,640,000	12.15%

Rights, Preferences & Restrictions attached to shares

The company has one class of equity shares having a par value of Rs. 10/- per share. Each share holder is eligible for one vote per share held. In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their share holding.

PARTICULARS	As at 31.03.2017		As at 31.03.2016	
	Rs.	Rs.	Rs.	Rs.
<b>NOTE `4`</b>				
<b>RESERVES AND SURPLUS</b>				
(a) <b>General Reserve</b>		7,054,253.00		7,054,253.00
(b) <b>Profit and Loss Account</b>				
Opening Balance	92,596,983.00		90,973,607.00	
Add: Profit/Loss During The Year	6,438,154.00		3,170,409.00	
Less: Excess MAT Credit Entitlement Provision	-		1,547,033.00	
Add: Excess Depreciation Reversed Back	232,139.00	99,267,276.00	-	92,596,983.00
<b>TOTAL</b>		<b>106,321,529.00</b>		<b>99,651,236.00</b>

**AGARWAL DUPLEX BOARD MILLS LIMITED**  
**217, AGARWAL PRESTIGE MALL, PLOT NO- 2, COMMUNITY CENTER, PITAMPURA, DL 110034 IN**  
**CIN : L99999DL1984PLC019052**

PARTICULARS	As at 31.03.2017		As at 31.03.2016	
	Rs.	Rs.	Rs.	Rs.
<b>NOTE `5'</b>				
<b>LONG TERM BORROWINGS</b>				
<b>SECURED</b>				
<b>Vehicle Loans</b>	11,577,515.00		1,617,644.00	
Less: Current Maturities of Long Term Borrowing shown under Other Current Liabilities	<u>3,000,534.00</u>	8,576,981.00	<u>730,428.00</u>	887,216.00
<b>UNSECURED</b>				
<b>Inter Corporate Deposits</b>		12,721,250.00		12,721,250.00
<b>TOTAL</b>		<u><u>21,298,231.00</u></u>		<u><u>13,608,466.00</u></u>
<b>NATURE OF SECURITY OF VEHICLE TERM LOANS</b>				
Vehicle Term Loans are secured against Hypothecation of respective Vehicles and personal guarantee of directors.				
<b>TERMS OF REPAYMENT FOR UNSECURED LOANS FROM OTHERS</b>				
The Company has not given any security for Loan taken from others. The company has ultimate right to defer the repayment of loan. Loan taken from others comprises of Inter Corporate Loan in pursuance of stipulation of lending Bank.				
PARTICULARS	As at 31.03.2017		As at 31.03.2016	
	Rs.	Rs.	Rs.	Rs.
<b>NOTE `6'</b>				
<b>DEFERRED TAX LIABILITY/ASSETS</b>				
<i>Deferred Tax Liability</i>				
Opening	21,353,176.00		19,798,857.00	
Addition/(Deletion)	<u>589,020.00</u>	21,942,196.00	<u>1,554,319.00</u>	21,353,176.00
<i>Deferred Tax Assets</i>				
Opening	-		-	
Addition/(Deletion)	<u>-</u>	-	<u>-</u>	-
<b>Net Deferred Tax Liability/(Assets)</b>		<u><u>21,942,196.00</u></u>		<u><u>21,353,176.00</u></u>
PARTICULARS	As at 31.03.2017		As at 31.03.2016	
	Rs.	Rs.	Rs.	Rs.
<b>NOTE `7'</b>				
<b>OTHER LONG TERM LIABILITIES</b>				
Other Liabilities (Unsecured)		70,000,000.00		80,000,000.00
<b>TOTAL</b>		<u><u>70,000,000.00</u></u>		<u><u>80,000,000.00</u></u>

**AGARWAL DUPLEX BOARD MILLS LIMITED**  
**217, AGARWAL PRESTIGE MALL, PLOT NO- 2, COMMUNITY CENTER, PITAMPURA, DL 110034 IN**  
**CIN : L99999DL1984PLC019052**

PARTICULARS	As at 31.03.2017 Rs.	As at 31.03.2016 Rs.
<b>NOTE `8'</b>		
<b>SHORT TERM BORROWINGS</b>		
<i>Secured</i>		
Working Capital Loan- Repayable on Demand -From Oriental bank of Commerce [Secured by way of Hypothecation of Stocks, Guarantee of Directors & Others]	89,508,600.00	93,954,120.00
<b>TOTAL</b>	<b><u>89,508,600.00</u></b>	<b><u>93,954,120.00</u></b>
<b>NATURE OF SECURITY FOR CASH CREDITS</b>		
The Cash Credit from Oriental Bank of Commerce are secured by First charge on the Floating Assets of the Company, present & future and personal guarantees of the Directors of the Company.		
PARTICULARS	As at 31.03.2017 Rs.	As at 31.03.2016 Rs.
<b>NOTE `9'</b>		
<b>TRADE PAYABLES</b>		
<i>Acceptance</i>		
Sundry Creditors against ILC/FLC (Net of Margin)	-	8,452,043.00
<i>Other than acceptance</i>		
Sundry Creditors for Supplies & Others	113,471,061.00	225,145,245.00
Sundry Creditors for Expenses	353,712.00	210,218.00
<b>TOTAL</b>	<b><u>113,824,773.00</u></b>	<b><u>233,807,506.00</u></b>
PARTICULARS	As at 31.03.2017 Rs.	As at 31.03.2016 Rs.
<b>NOTE `10'</b>		
<b>OTHER CURRENT LIABILITIES</b>		
Current maturities of long term debt	3,000,534.00	730,428.00
Advance from Customers & Others	10,547,537.00	21,426,756.00
Salary & Wages Payable	1,711,708.00	1,378,582.00
Provident Fund Payable	215,611.00	169,791.00
ESI Payable	61,849.00	44,227.00
Bouns Payable	754,621.00	733,571.00
Audit Fee Payable	97,000.00	72,000.00
TDS Payable	399,285.00	539,057.00
Service Tax Payable	57,499.00	11,252.00
VAT Payable	-	149,755.00
SAT Payable	-	75,425.00
Entry Tax Payable	556,153.00	236,285.00
CST Payable	-	109,270.00
Water Cess Payable	1,000,049.00	-
Cheque issued but not presented	9,351,436.00	1,594,178.00
<b>TOTAL</b>	<b><u>27,753,282.00</u></b>	<b><u>27,270,577.00</u></b>
PARTICULARS	As at 31.03.2017 Rs.	As at 31.03.2016 Rs.
<b>NOTE `11'</b>		
<b>SHORT TERM PROVISIONS</b>		
Provision for Taxation	3,665,000.00	3,075,000.00
Provision for Water Cess	37,979.00	556,288.00
Provision for Excise Duty on Closing Stock	383,617.00	1,245,655.00
Provision for Gratuity	9,811,686.00	8,258,198.00
<b>TOTAL</b>	<b><u>13,898,282.00</u></b>	<b><u>13,135,141.00</u></b>

**AGARWAL DUPLEX BOARD MILLS LIMITED**  
**217, AGARWAL PRESTIGE MALL, PLOT NO- 2, COMMUNITY CENTER, PITAMPURA, DL 110034 IN**  
**CIN : L99999DL1984PLC019052**

**NOTE '12' FIXED ASSETS**

**AS AT 31.03.2017**

SR. NO.	DESCRIPTION OF ASSETS	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION				CARRYING AMOUNT	
		AS AT 01.04.2016	ADDITION DURING THE YEAR	ADJUSTMENT DURING THE YEAR	AS AT 31.03.2017	AS AT 01.04.2016	FOR THE YEAR	WRITTEN BACK	AS AT 31.03.2017	AS AT 31.03.2017	AS AT 31.03.2016
(i)	<b>Property, Plant and Equipment:</b>										
1	LAND	2,578,815.00	-	-	2,578,815.00	-	-	-	-	2,578,815.00	2,578,815.00
2	FACTORY BUILDING	17,860,379.00	-	-	17,860,379.00	11,242,686.00	298,090.00	-	11,540,776.00	6,319,603.00	6,617,693.00
3	OFFICE BUILDING	487,500.00	-	-	487,500.00	463,125.00	-	-	463,125.00	24,375.00	24,375.00
4	PLANT AND EQUIPMENT	326,046,736.00	-	-	326,046,736.00	169,205,338.00	12,843,973.00	-	182,049,311.00	143,997,425.00	156,841,398.00
5	FURNITURE & FIXTURES	1,283,666.00	197,500.00	-	1,481,166.00	735,456.00	81,294.00	-	816,750.00	664,416.00	548,210.00
6	VEHICLES	7,787,013.00	12,045,217.00	1,288,532.00	18,543,698.00	3,079,942.00	2,095,172.00	1,101,160.00	4,073,954.00	14,469,744.00	4,707,071.00
7	ETP & BOILER	6,512,696.00	-	-	6,512,696.00	6,348,999.00	-	-	6,348,999.00	163,697.00	163,697.00
<b>TOTAL</b>		<b>362,556,805.00</b>	<b>12,242,717.00</b>	<b>1,288,532.00</b>	<b>373,510,990.00</b>	<b>191,075,546.00</b>	<b>15,318,529.00</b>	<b>1,101,160.00</b>	<b>205,292,915.00</b>	<b>168,218,075.00</b>	<b>171,481,259.00</b>

**AS AT 31.03.2016**

SR. NO.	DESCRIPTION OF ASSETS	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION				CARRYING AMOUNT	
		AS AT 01.04.2015	ADDITION DURING THE YEAR	ADJUSTMENT DURING THE YEAR	AS AT 31.03.2016	AS AT 01.04.2015	FOR THE YEAR	WRITTEN BACK	AS AT 31.03.2016	AS AT 31.03.2016	AS AT 31.03.2015
(i)	<b>Property, Plant and Equipment:</b>										
1	LAND	2,578,815.00	-	-	2,578,815.00	-	-	-	-	2,578,815.00	2,578,815.00
2	FACTORY BUILDING	17,860,379.00	-	-	17,860,379.00	10,315,436.00	927,250.00	-	11,242,686.00	6,617,693.00	7,544,943.00
3	OFFICE BUILDING	487,500.00	-	-	487,500.00	328,373.00	134,752.00	-	463,125.00	24,375.00	159,127.00
4	PLANT AND EQUIPMENT	315,254,850.00	10,791,886.00	-	326,046,736.00	156,930,937.00	12,274,401.00	-	169,205,338.00	156,841,398.00	158,323,913.00
5	FURNITURE & FIXTURES	1,223,266.00	60,400.00	-	1,283,666.00	670,077.00	65,379.00	-	735,456.00	548,210.00	553,189.00
6	VEHICLES	11,397,164.00	1,706,330.00	5,316,481.00	7,787,013.00	6,986,462.00	1,009,336.00	4,915,856.00	3,079,942.00	4,707,071.00	4,410,702.00
7	ETP & BOILER	6,512,696.00	-	-	6,512,696.00	6,348,999.00	-	-	6,348,999.00	163,697.00	163,697.00
<b>TOTAL</b>		<b>355,314,670.00</b>	<b>12,558,616.00</b>	<b>5,316,481.00</b>	<b>362,556,805.00</b>	<b>181,580,284.00</b>	<b>14,411,118.00</b>	<b>4,915,856.00</b>	<b>191,075,546.00</b>	<b>171,481,259.00</b>	<b>173,734,386.00</b>

For and on behalf of the Board of Directors

As per our report of even date  
**For GOEL SINGHAL & ASSOCIATES**  
**Firm Regn. No.006496C**  
Chartered Accountants

SD/-  
**(NEERAJ GOEL)**  
MANAGING DIRECTOR  
DIN-00017498

SD/-  
**(ABHISHEK AGARWAL)**  
W.T. DIRECTOR & CFO  
DIN-02140480

SD/-  
**(SURESH CHAND)**  
DIRECTOR  
DIN-00453489

SD/-  
**(SARIKA AGGARWAL)**  
CO. SECRETARY  
PAN-ALIPA1435A

SD/-

**(CA SANJAY BANSAL)**  
PARTNER  
M. No. 078430

DATED: 30.05.2017  
PLACE: NEW DELHI

**AGARWAL DUPLEX BOARD MILLS LIMITED**  
**217, AGARWAL PRESTIGE MALL, PLOT NO- 2, COMMUNITY CENTER, PITAMPURA, DL 110034 IN**  
**CIN : L99999DL1984PLC019052**

PARTICULARS	As at 31.03.2017 Rs.	As at 31.03.2016 Rs.
<b>NOTE `13'</b>		
<b>NON-CURRENT INVESTMENTS</b>		
<i>(Non-Trade Investment)</i>		
<i>Investment in unquoted shares of :</i>		
(a) -Bindals Papers Mills Limited (At Cost) 16,57,000 Equity Shares as at 31.03.2017 and 31.03.2016	74,100,000.00	74,100,000.00
(b) -Tehri Pulp & Paper Limited (At Cost) 4,00,000 Equity Shares as at 31.03.2017 and 31.03.2016	20,000,000.00	20,000,000.00
<b>TOTAL</b>	<b><u>94,100,000.00</u></b>	<b><u>94,100,000.00</u></b>
PARTICULARS	As at 31.03.2017 Rs.	As at 31.03.2016 Rs.
<b>NOTE `14'</b>		
<b>LONG TERM LOANS, ADVANCES AND DEPOSITS</b>		
<i>Unsecured Considered Good:</i>		
Security with Govt. Departments	2,468,466.00	2,470,617.00
<b>TOTAL</b>	<b><u>2,468,466.00</u></b>	<b><u>2,470,617.00</u></b>
PARTICULARS	As at 31.03.2017 Rs.	As at 31.03.2016 Rs.
<b>NOTE `15'</b>		
<b>INVENTORIES</b>		
Raw Material	22,174,010.00	19,383,621.00
Finished Goods	6,646,756.00	22,006,573.00
Work In Process	5,266,767.00	4,164,143.00
Fuels	7,531,391.00	49,950,621.00
Chemicals	13,274,965.00	15,038,199.00
Stores & Spares & Packing Materials	6,979,073.00	10,722,772.00
Goods in Transit	3,363,714.00	1,338,773.00
<b>TOTAL</b>	<b><u>65,236,676.00</u></b>	<b><u>122,604,702.00</u></b>
PARTICULARS	As at 31.03.2017 Rs.	As at 31.03.2016 Rs.
<b>NOTE `16'</b>		
<b>TRADE RECEIVABLES</b>		
<i>(Unsecured and Considered Good)</i>		
Outstanding for more than Six Months	10,334,303.00	28,744,280.00
Others	203,496,237.00	238,617,396.00
<b>TOTAL</b>	<b><u>213,830,540.00</u></b>	<b><u>267,361,676.00</u></b>

**AGARWAL DUPLEX BOARD MILLS LIMITED**  
**217, AGARWAL PRESTIGE MALL, PLOT NO- 2, COMMUNITY CENTER, PITAMPURA, DL 110034 IN**  
**CIN : L99999DL1984PLC019052**

PARTICULARS	As at 31.03.2017 Rs.	As at 31.03.2016 Rs.
<b>NOTE `17'</b>		
<b>CASH AND CASH EQUIVALENTS</b>		
Cash in Hand	1,291,050.00	4,266,253.00
Balance with Banks		
-In Current Accounts	20,609,444.00	15,760,167.00
-In Fixed Deposit Accounts	2,296,511.00	2,145,020.00
<b>TOTAL</b>	<b><u>24,197,005.00</u></b>	<b><u>22,171,440.00</u></b>

PARTICULARS	As at 31.03.2017 Rs.	As at 31.03.2016 Rs.
<b>NOTE `18'</b>		
<b>SHORT TERM LOANS AND ADVANCES</b>		
Advance to Suppliers & Others	8,167,206.00	9,147,445.00
<b>TOTAL</b>	<b><u>8,167,206.00</u></b>	<b><u>9,147,445.00</u></b>

PARTICULARS	As at 31.03.2017 Rs.	As at 31.03.2016 Rs.
<b>NOTE `19'</b>		
<b>OTHER CURRENT ASSETS</b>		
Balances with Govt. Departments	16,832,479.00	24,118,573.00
Advance Income Tax	2,500,000.00	2,100,000.00
TDS/TCS Receivable	20,435.00	39,161.00
Prepaid Insurance	361,001.00	330,293.00
Interest for Next Years	1,990,010.00	230,056.00
Income Tax Under Dispute	1,625,000.00	1,625,000.00
<b>TOTAL</b>	<b><u>23,328,925.00</u></b>	<b><u>28,443,083.00</u></b>

PARTICULARS	As at 31.03.2017 Rs.	As at 31.03.2016 Rs.
<b>NOTE `20'</b>		
<b>REVENUE FROM OPERATION</b>		
Sale of Products	1,006,450,694.00	991,217,050.00
<b>TOTAL</b>	<b><u>1,006,450,694.00</u></b>	<b><u>991,217,050.00</u></b>

**DETAIL OF SALE**

Sales Export	51,413,786.00	43,384,756.00
Sales Ex UP	653,026,227.00	617,991,922.00
Sales UP	301,889,616.00	329,695,022.00
Sales Scrap	121,065.00	145,350.00
<b>TOTAL</b>	<b><u>1,006,450,694.00</u></b>	<b><u>991,217,050.00</u></b>

**AGARWAL DUPLEX BOARD MILLS LIMITED**  
**217, AGARWAL PRESTIGE MALL, PLOT NO- 2, COMMUNITY CENTER, PITAMPURA, DL 110034 IN**  
**CIN : L99999DL1984PLC019052**

PARTICULARS	As at 31.03.2017 Rs.	As at 31.03.2016 Rs.
<b>NOTE `21'</b>		
<b>OTHER INCOME</b>		
Duty Drawback	30,355.00	-
Balances Written off	-	5,904,607.00
Profit on Sale of Vehicles	22,585.00	174,375.00
Interest On FDR	161,671.00	391,607.00
<b>TOTAL</b>	<b><u>214,611.00</u></b>	<b><u>6,470,589.00</u></b>

PARTICULARS	As at 31.03.2017 Rs.	As at 31.03.2016 Rs.
<b>NOTE `22'</b>		
<b>RAW MATERIAL CONSUMED</b>		
Opening Stock	19,383,621.00	69,809,471.00
Add: Purchases	501,793,475.00	477,115,027.00
<b>TOTAL</b>	<b><u>521,177,096.00</u></b>	<b><u>546,924,498.00</u></b>
Less : Closing Stock	22,174,010.00	19,383,621.00
	<b><u>499,003,086.00</u></b>	<b><u>527,540,877.00</u></b>

**DETAIL OF CONSUMPTION**

Indian Waste Paper	412,214,184.00	380,248,439.00
Imported Waste Paper	86,788,902.00	147,292,438.00
	<b><u>499,003,086.00</u></b>	<b><u>527,540,877.00</u></b>

PARTICULARS	As at 31.03.2017 Rs.	As at 31.03.2016 Rs.
<b>NOTE `23'</b>		
<b>CHANGE IN INVENTORIES OF FINISHED GOODS</b>		
Opening Stock of Finished Goods	22,006,573.00	44,614,336.00
Closing Stock of Finished Goods	6,646,756.00	22,006,573.00
<b>Stock Decreased /( Increased ) by</b>	<b><u>15,359,817.00</u></b>	<b><u>22,607,763.00</u></b>

PARTICULARS	As at 31.03.2017 Rs.	As at 31.03.2016 Rs.
<b>NOTE `24'</b>		
<b>CHANGE IN INVENTORIES OF WIP</b>		
Opening Stock of WIP	4,164,143.00	4,885,193.00
Closing Stock of WIP	5,266,767.00	4,164,143.00
<b>Stock Decreased /( Increased ) by</b>	<b><u>(1,102,624.00)</u></b>	<b><u>721,050.00</u></b>



**AGARWAL DUPLEX BOARD MILLS LIMITED**  
**217, AGARWAL PRESTIGE MALL, PLOT NO- 2, COMMUNITY CENTER, PITAMPURA, DL 110034 IN**  
**CIN : L99999DL1984PLC019052**

<b>PARTICULARS</b>	<b>As at 31.03.2017</b>	<b>As at 31.03.2016</b>
	<b>Rs.</b>	<b>Rs.</b>
<b>NOTE `25'</b>		
<b>EMPLOYEE BENEFITS EXPENSES</b>		
Salaries and Wages	23,958,651.00	20,626,416.00
Director Remuneration	3,600,000.00	3,600,000.00
Contribution to Provident Fund	1,203,391.00	1,104,114.00
Contribution to ESI	437,908.00	393,606.00
Bouns	780,741.00	733,571.00
Gratuity	1,553,488.00	2,234,075.00
Employee Compensation Expenses	508,500.00	-
<b>TOTAL</b>	<b><u>32,042,679.00</u></b>	<b><u>28,691,782.00</u></b>
<b>NOTE `26'</b>		
<b>FINANCE COSTS</b>		
Interest on Working Capital	11,362,469.00	11,601,597.00
Bank Charges	437,136.00	1,031,204.00
Interest to Others	1,066,882.00	152,170.00
<b>TOTAL</b>	<b><u>12,866,487.00</u></b>	<b><u>12,784,971.00</u></b>

**AGARWAL DUPLEX BOARD MILLS LIMITED**  
**217, AGARWAL PRESTIGE MALL, PLOT NO- 2, COMMUNITY CENTER, PITAMPURA, DL 110034 IN**  
**CIN : L99999DL1984PLC019052**

PARTICULARS	As at 31.03.2017		As at 31.03.2016	
	Rs.	Rs.	Rs.	Rs.
<b>NOTE `27'</b>				
<b>OTHER EXPENSES</b>				
<b>Manufacturing Expenses</b>				
Chemicals Consumed	119,460,171.00		125,045,461.00	
Fuels consumed	178,786,393.00		137,627,461.00	
Store and Spares Consumed	32,721,205.00		27,812,852.00	
Packing Material Consumed	21,636,681.00		23,831,808.00	
Change in Provision of Excise Duty on Closing Stock	(862,038.00)		(1,351,820.00)	
Water Cess Expenses	981,740.00		188,509.00	
Repair & Maintenance of Plant & Machinery	1,999,763.00	354,723,915.00	2,288,613.00	315,442,884.00
<b>Selling Distribution and Administrative Expenses</b>				
Auditor's Remuneration	105,000.00		80,000.00	
Advertisement Expenses	32,952.00		47,733.00	
Sales Tax/ Excise duty Expenses	396,720.00		-	
Printing & Stationery	66,384.00		36,535.00	
Postage & Telegram	38,349.00		53,425.00	
Miscellaneous Expenses	34,439.00		26,372.00	
Telephone & Internet Expenses	419,452.00		416,654.00	
Business Promotion Expenses	28,923.00		761,183.00	
Insurance Expenses	669,749.00		323,958.00	
Rates & Taxes	75,916.00		21,990.00	
Rent Expenses	232,000.00		89,250.00	
Legal and Professional Fee	1,064,500.00		1,537,500.00	
Expenses on Sales	8,487,583.00		5,943,478.00	
Vehical Running Expenses	608,009.00		143,604.00	
Rebate & Discounts	240,571.00		148,855.00	
Service Tax Expenses	349,539.00		69,600.00	
Membership & Subscription Fee	86,364.00		61,400.00	
Listing Fee	167,250.00		862,704.00	
Sitting Fee	200,000.00		200,000.00	
Filling Fee	5,408.00	13,309,108.00	27,508.00	10,851,749.00
<b>TOTAL</b>		<b>368,033,023.00</b>		<b>326,294,633.00</b>

PARTICULARS	As at 31.03.2017		As at 31.03.2016	
	Rs.	Rs.	Rs.	Rs.
<b>NOTE `28'</b>				
<b>EARNINGS PER SHARE</b>				
Net Profit for the year	6,438,154.00		3,170,409.00	
Weighted average number of equity shares (Nos)	13,500,000		13,500,000	
Nominal Value per Equity Share (Rs.)	10.00		10.00	
Basic earnings per share (Rs.)	0.48		0.23	
Diluted earnings per share (Rs.)	0.48		0.23	

**NOTE `29'**

**DISCLOSURE ON SPECIFIED BANK NOTES**

PARTICULARS	SBNs	Other Denomination Notes	TOTAL
<b>Closing Cash in Hand as on 08.11.2016</b>	3,901,500.00	3,414,121.00	7,315,621.00
Add: Permitted Receipts	-	805,343.00	805,343.00
Less: Permitted Payments	2,401,500.00	2,073,385.00	4,474,885.00
Less: Amount Deposited in Banks	1,500,000.00	-	1,500,000.00
<b>Closing Cash in Hand as on 30.12.2016</b>	-	2,146,079.00	2,146,079.00

**AGARWAL DUPLEX BOARD MILLS LIMITED**  
**217, AGARWAL PRESTIGE MALL, PLOT NO- 2, COMMUNITY CENTER, PITAMPURA, DL 110034 IN**  
**CIN : L99999DL1984PLC019052**

PARTICULARS	As at 31.03.2017 Rs.	As at 31.03.2016 Rs.	
<b>NOTE '30'</b>			
<b>CONTINGENT LIABILITIES</b>			
<b>Claims against the Company not acknowledged as debts</b>			
Excise/Service Tax	69,375.00	425,252.00	
Sales Tax/Vat	5,041,917.00	5,506,521.00	
Income Tax	Not Ascertained*	Not Ascertained*	
<p>*Note: Case is under process as on date due to search operation conducted during the year 2013-14 at the registered office of the company and residential premises of promoters of the company. In this matter Company has deposited Rs.16.25 Lac with the related authorities which is shown in other current assets. The matter is still pending with Income Tax Settlement Commission.</p>			
PARTICULARS	As at 31.03.2017 Rs.	As at 31.03.2016 Rs.	
<b>NOTE '31'</b>			
<b>DIRECTOR'S REMUNERATION</b>			
Director's Remuneration	3,600,000.00	3,600,000.00	
<b>NOTE '32'</b>			
<b>RELATED PARTY TRANSACTION</b>			
<b>(a) LIST OF RELATED PARTIES AND RELATIONSHIP</b>			
<b>Companies in which Director is a Member or Director</b>			
Bindals Papers Mills Limited			
Tehri Pulp & Paper Limited			
Bindal Rolling Mills Limited			
Bindlas Duplux Limited			
Vaishnav Steel Private Limited			
Deepak Ceramic & Allied Products P.Ltd			
<b>Director &amp; Their Relatives:</b>			
Shri Neeraj Goel	Managing Director		
Shri Suresh Chand	Director		
Shri Abhishek Agarwal	Director		
<b>(b) RELATED PARTY TRANSACTION</b>			
NAME OF THE RELATED PARTY	NATURE OF TRANSACTION	As at 31.03.2017	As at 31.03.2016
Bindals Papers Mills Limited	Purchases	-	13,581,255.00
	Sales	1,080,639.00	-
	Amounts Payable	-	8,206,255.00
Tehri Pulp & Paper Limited	Purchases	-	72,805.00
	Purchases	179,049.00	504,361.00
Vaishnav Steel Private Limited	Amounts Payable	-	388,187.00
	Purchases	142,100.00	144,808.00
Deepak Ceramic & Allied Products P.Ltd	Amounts Payable	-	37,900.00
	Sitting Fees	50,000.00	-
Shri Suresh Chand	Directors Remuneration	1,800,000.00	1,800,000.00
Shri Neeraj Goel	Amounts Receivable	-	387,016.00
	Amounts Payable	278,155.00	-
Shri Abhishek Agarwal	Directors Remuneration	1,800,000.00	1,800,000.00
	Amount Payable	-	118,500.00

**AGARWAL DUPLEX BOARD MILLS LIMITED**  
**217, AGARWAL PRESTIGE MALL, PLOT NO- 2, COMMUNITY CENTER, PITAMPURA, DL 110034 IN**  
**CIN : L99999DL1984PLC019052**

PARTICULARS	As at 31.03.2017 (Rs. in Lacs)	As at 31.03.2016 (Rs. in Lacs)
<b>NOTE '33'</b>		
<b>CIF VALUE OF IMPORTS</b>		
Raw materials	738.13	1,014.69
Stores, Spares & Consumables	23.50	66.04

PARTICULARS	As at 31.03.2017 (Rs. in Lacs)	As at 31.03.2016 (Rs. in Lacs)
<b>NOTE '34'</b>		
<b>EARNINGS IN FOREIGN CURRENCY</b>		
Sales	17.96	-
 <b>NOTE '35'</b>		
Additional Information Pursuant to Part II of General Instruction for preparation of Statement of Profit and Loss of the Companies Act, 2013 to the extent applicable to the company: Quantitative information in respect of Investment in shares is as follows:		

PARTICULARS	Bindals Papers Mills Limited		Tehri Pulp & Paper Limited	
	No of Shares	Amount	No of Shares	Amount
Opening Balance	1,657,000	74,100,000.00	400,000	20,000,000.00
Purchases	-	-	-	-
Sales	-	-	-	-
Closing Balance	1,657,000	74,100,000.00	400,000	20,000,000.00

**NOTE '36'**

Balances of Trade receivables, Trade payable and Advances as at 31st March, 2017 are subject to confirmation.

**NOTE '37'**

In the opinion of the Board of Directors, Current Assets, Loans and Advances have value on realisation in the ordinary course of the business at least equal to the amount at which they have been stated in the Balance Sheet as at 31st March, 2017

**NOTE '38'**

Amount of previous year have been regrouped or rearranged wherever required to confirm to the current year presentation. All amounts stated in the financial statement are in Rupees except otherwise stated.

**For and on behalf of the Board of Directors**

SD/-  
**(NEERAJ GOEL)**  
MANAGING DIRECTOR  
DIN-00017498

SD/-  
**(ABHISHEK AGARWAL)**  
W.T. DIRECTOR & CFO  
DIN-02140480

SD/-  
**(SURESH CHAND)**  
DIRECTOR  
DIN-00453489

SD/-  
**(SARIKA AGGARWAL)**  
CO. SECRETARY  
PAN-ALIPA1435A

As per our report of even date  
**For GOEL SINGHAL & ASSOCIATES**  
**Firm Regn. No.006496C**  
Chartered Accountants

SD/-  
**(CA SANJAY BANSAL)**  
PARTNER  
M. No. 078430

DATED: 30.05.2017  
PLACE: NEW DELHI

**Form No. MGT-11**

**Proxy form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

CIN	L99999DL1984PLC019052
Name of the company	AGARWAL DUPLEX BOARD MILLS LIMITED
Registered office	217, Agarwal Prestige Mall, Near M2K Cinema, Pitampura, Delhi- 110034

Name of the member/s	
Registered address	
E-mail Id	
Folio No/ Client Id	
DP ID	

I / We, being the member/s of \_\_\_\_\_ No. of Equity Shares of the above named Company, hereby

Name	
Address	
E-mail Id	
Signature	

Or failing  
him

Name	
Address	
E-mail Id	
Signature	

Or failing  
him

Name	
Address	
E-mail Id	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33<sup>rd</sup> Annual General Meeting of the Company to be held on the Friday, 29<sup>th</sup> September, 2017 at 217, Agarwal Prestige Mall, Near M2K Cinema, Pitampura, Delhi-110034 at 10:00 am and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
1.	To consider and adopt the Audited Balance Sheet as on 31.03.2017 and the Profit & Loss Account for the year ended 31.03.2017 together with the Reports of Directors & Auditors thereon.
2.	To appoint a Director in place of Mr. Suresh Chand (DIN 00453489), who retires by rotation at this meeting and being eligible, offer himself for reappointment.
3.	To appoint M/s. Rajeev Singal & Co., Chartered Accountants, Muzaffarnagar, with Firm Registration Number 008692C as the Statutory Auditors of the Company in place of M/s. Goel Singal & Associates, Chartered Accountants (Firm Registration No. 006496C) to hold Office from the conclusion of the ensuing Annual General Meeting till the conclusion of the 38 <sup>th</sup> Annual General Meeting and subject to ratification of appointment at every Annual General Meeting, at a remuneration as may be mutually agreed to, between the Board of Directors and Statutory Auditor plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them.”.
4.	Approval for the Re-appointment of Mr. Neeraj Goel (DIN: 00017498) as Managing Director of the company
5.	Approval for the Re-appointment of Mr. Abhishek Agarwal (02140480), as Whole Time Director of the company

Signed this..... day of..... 2017

Affix Revenue Stamp
---------------------------

Signature of Shareholder :

Signature of Proxy holder (s) :

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**AGARWAL DUPLEX BOARD MILLS LIMITED**

**(CIN: L99999DL1984PLC019052)**

**Regd. Office: 217, Agarwal Prestige Mall, Near M2K Cinema, Pitampura, Delhi-110034**

**Website: www.agarwalduplex.net; Tel.: +91 11 47527700, Fax - +91 11 47527777**

**ATTENDANCE SLIP**

**Please fill Attendance Slip and hand it over at the entrance of the meeting hall**

1.	Name(s) of Member(s) including joint holders, if any (in Block Letter(s))	
2.	Registered Address of the Sole/First named Member	
3.	Registered Folio No./*DP ID No. and Client ID No. (* Applicable to Members holding shares in dematerialized form)	
4.	Number of Shares held	

I/We hereby record my/our presence at the 33<sup>rd</sup> Annual General Meeting of the Company, to be held on the Friday, 29<sup>th</sup> September, 2017 at 10:00 A.M. at 217, Agarwal Prestige Mall, Near M2K Cinema, Pitampura, Delhi-110034.

\_\_\_\_\_  
Signature of Member / Proxy

