

**AGARWAL**

ADB

## DUPLEX BOARD MILLS LIMITED

CIN : L99999DL1984PLC019052

Regd Office : 217, Agarwal Prestige Mall, Plot No. 2, Community Center, Along Road No. 44  
Pitampura, Delhi - 110034 (Near M2K Cinema) Ph. : (91-11) 47527700 Fax : 011-47527777  
Email : agarwalduplex1984@gmail.com Website : www.agarwalduplex.net

27<sup>th</sup> September 2019

To,

**Metropolitan Stock Exchange of India Limited,**  
Vibgyor Towers, 4th floor, Plot No C 62, G - Block,  
Opp. Trident Hotel, BandraKurla Complex, Bandra (E),  
Mumbai – 400 098, India

**Sub: Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015**

**Proceedings of 35<sup>th</sup> AGM held on 27.09.2019**

Dear Sir/Madam,

With reference to above mentioned subject, please find herewith attached proceedings of 35<sup>th</sup> Annual General Meeting of the Company held on 27/09/2019 at 11: 00 a.m. at 217, Agarwal Prestige Mall, Near M2K Cinema, Pitampura, New Delhi-110034.

Copy of minutes of 35<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September, 2019 is also attached herewith.

Kindly take note and acknowledge the receipt.

Thanking You,

Yours Faithfully,  
For Agarwal Duplex Board Mills Limited

  
Neeraj Goel  
Managing Director  
DIN: 00017498



Encl: as above

Copy to:

1. Calcutta Stock Exchange Limited

**DUPLEX BOARD MILLS LIMITED****CIN : L99999DL1984PLC019052****Regd Office :** 217, Agarwal Prestige Mall, Plot No. 2, Community Center, Along Road No. 44  
Pitampura, Delhi - 110034 (Near M2K Cinema) Ph. : (91-11) 47527700 Fax : 011-47527777  
Email : agarwalduplex1984@gmail.com Website : www.agarwalduplex.net**Outcome of 35<sup>th</sup> Annual General Meeting of Agarwal Duplex Board Mills Limited**

Following is the outcome of all the business transacted at the 35<sup>th</sup> Annual General Meeting of Agarwal Duplex Board Mills Limited (the company) held today i.e., 27/09/2019 at 11: 00 a.m. concluded at 11:45 A.M. at 217, Agarwal Prestige Mall, Near M2K Cinema, Pitampura, New Delhi-110034.

Item no.	Particulars of Business	Resolutions (Ordinary/ Special)	Result
1.	To consider and adopt the Audited Balance Sheet as on 31.03.2019 and the Profit & Loss Account for the year ended 31.03.2019 together with the Reports of Directors & Auditors thereon.	Ordinary	Passed by requisite majority
2.	To appoint a Director in place of Mr. Abhishek Agarwal (DIN 02140480), who retires by rotation at this meeting and being eligible, offer himself for reappointment.	Ordinary	Passed by requisite majority
3.	Re-appointment of Mr. Ankur Sangal as a Non-Executive Independent Director of the Company	Special	Passed by requisite majority
4.	Re-appointment of Ms. Pooja Bhardwaj as a Non-Executive Independent Director of the Company	Special	Passed by requisite majority
5.	Approval for continuation of directorship of Mr. Ankur Sangal as a Non-Executive Director of the Company	Special	Passed by requisite majority

*Beesajis*





**MINUTES OF THE 35<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF AGARWAL DUPLEX BOARD MILLS LIMITED HELD ON FRIDAY, 27<sup>TH</sup> DAY OF SEPTEMBER, 2019 AT 11:00 A.M TILL 11:45 A.M AT 217,AGARWAL PRESTIGE MALL, NEAR M2K CINEMA, NEW DELHI-110034**

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**PRESENT:**

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

Mr. Rajeev Kumar Singal, Statutory Auditor of the Company and Mrs. Shailly Goel, Secretarial Auditor were also present.

Mr. Ankur Sangal, Independent director who is the Chairman of Audit Committee and Mr. Pramod Kumar Goel who is the Chairman of Nomination and Remuneration Committee and Mr. Suresh Chand, Non- Executive Director is the Chairman of Stakeholder Relationship Committee, were present in the AGM.

21 Shareholders of the Company were present in person in the meeting.

**CHAIRMAN**

Mr. Neeraj Goel, Managing Director, took the chair, presided and the quorum being present declared the meeting in order and welcomed the Members attending the meeting.

The following documents and registers were placed on the table:

- 1) Register of Directors' and Key Managerial Personnel and their shareholding.
- 2) Register of Contracts and Arrangements in which directors are interested.
- 3) Notice convening the meeting.
- 4) Directors Report along with Annexures and Secretarial Auditor's report for the Financial Year ended 31/03/2019.
- 5) Audited Accounts and Auditor's Report for the Financial Year ended 31/03/2019.

Notice convening the meeting was taken as read with the consent of the Members.

Thereafter, The Chairman read out the Auditor's Report and gave a brief account of performance highlights of the Company during the year under review to the Shareholders. He informed that there was no observation, qualifications or comments or remarks in the report of the Statutory Auditor and Secretarial Auditor of the Company, which may have any adverse effect on the functioning of the company.



The Chairman informed the Members that pursuant to the Provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the e-voting facility to the Members of the Company from 24<sup>th</sup> September, 2019 (10.00 A.M) to 26<sup>th</sup> September, 2019 (5.00 P.M) in respect of the Resolutions as mentioned in the Notice of 35<sup>th</sup> Annual General Meeting. Then the Chairman informed the Members that those members who had not cast their vote by e-voting process, to cast their vote through polling.

He further informed that Shailly Goel & Co., Practicing Company Secretaries were appointed as Scrutinizer for the voting process (both remote e-voting and Voting through Poll).

The Chairman invited the queries of the shareholders with regard to Financial Statement and operations of the company.

Few shareholders asked certain queries regarding the operations and future plans of the company. The Chairman suitably answered all the queries to the satisfaction of the members.

The chairman then took up the official business of the Meeting.

**ITEM NO. 1: ADOPTION OF ANNUAL ACCOUNTS**

With the consent of the members present, the audited annual accounts for the financial year ended 31<sup>st</sup> March, 2019 and the Director's Report, having already been circulated among the members were taken as read.

The following resolution was proposed by Mr. Deepak Goel as an ORDINARY RESOLUTION which was seconded by Mr. Pankaj Goel

**RESOLUTION:** "RESOLVED THAT the Financial Statement of the company for the year ended 31.3.2019 including the Auditors' Report, Audited Balance Sheet, Profit & Loss Account, Cash Flow Statement along with Directors' Report submitted to this meeting be and are hereby approved, adopted and confirmed.

**ITEM NO. 2: RE-APPOINTMENT OF MR. ABHISHEK AGARWAL**

Mr. Amit Agarwal proposed and Mr. Chirag Goel seconded the following resolution as an ORDINARY RESOLUTION:





**RESOLUTION:** **"RESOLVED THAT** Mr. Abhishek Agarwal, who retires by rotation pursuant to Section 152 of the Companies Act, 2013, be and is hereby re-appointed as Director of the Company."

**ITEM NO. 3: RE-APPOINTMENT OF MR. ANKUR SANGAL AS A NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

Ms. Anju Rani proposed and Mr. Vikas Agarwal seconded the following resolution as a SPECIAL RESOLUTION:

**RESOLUTION:** **"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ankur Sangal (DIN: 01095679), who was appointed as an Independent Director of the Company at the Extraordinary General Meeting held on 30<sup>th</sup> March, 2015 and who holds office as an Independent Director upto 29<sup>th</sup> March, 2020 and who meets the criteria for independence as specified in Section 149 (6) of the Act and Regulation 16 (1) (b) of Listing Regulations and has submitted a declaration to that effect and eligible for appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years w.e.f. 30<sup>th</sup> March, 2020 to 29<sup>th</sup> March, 2025."

**ITEM NO. 4: RE-APPOINTMENT OF MS. POOJA BHARDWAJ AS A NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

Mr. Suresh Chand proposed and Mr. Sachin Agarwal seconded the following resolution as a SPECIAL RESOLUTION:

**RESOLUTION:** **"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to



time and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Pooja Bhardwaj (DIN: 05158206), who was appointed as an Independent Director of the Company at the Extraordinary General Meeting held on 30<sup>th</sup> March, 2015 and who holds office as an Independent Director upto 29<sup>th</sup> March, 2020 and who meets the criteria for independence as specified in Section 149 (6) of the Act and Regulation 16 (1) (b) of Listing Regulations and has submitted a declaration to that effect and eligible for appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years w.e.f. 30<sup>th</sup> March, 2020 to 29<sup>th</sup> March, 2025."

**ITEM NO. 5: Approval for continuation of directorship of Mr. Suresh Chand as Non Executive Director of the Company**

Mr. Vikas Agarwal proposed and Mr. Pankaj Goel seconded the following resolution as a SPECIAL RESOLUTION:

RESOLUTION: **"RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), Mr. Suresh Chand (DIN 00453489), appointed as Non Executive Non Independent Director of the Company requires approval of members by way of special resolution, being more than 75 years of age, approval of members of the company be and is hereby accorded for the continuation of directorship of Mr. Suresh Chand as a Non-Executive Non Independent Director of the Company, whose term of office shall be liable to retire by rotation."

After moving all the Resolutions, all the above resolutions were put to vote at the AGM. The Chairman then handed over the ballot box to Ms. Shailly Goel, Scrutinizer appointed for the process.

The Chairman announced that the result of the voting (remote e-voting and Poll) shall be declared after getting the Scrutinizer Report at the registered office of the company.

The Chairman thanked all the members for their presence and support and the proceeding of 35<sup>th</sup> Annual General Meeting stood closed.





Based on the consolidated Scrutinizer report, all the resolutions contained in the Notice of 35<sup>th</sup> Annual General Meeting were approved with requisite majority of the Members. Details of voting results are enclosed herewith.


**CHAIRMAN**

**DATE: 27<sup>TH</sup> SEPTEMBER, 2019**  
**PLACE: NEW DELHI**

**FORMAT FOR VOTING RESULTS**

DATE OF THE AGM/EGM	27/09/2019 (35 <sup>th</sup> Annual General Meeting)
TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE	986 Shareholders
NO. OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY:  Promoters and Promoter Group: Public:	6 15
NO. OF SHAREHOLDERS ATTENDED THE MEETING THROUGH VIDEOCONFERENCING  Promoters and Promoter Group: Public:	NOT APPLICABLE

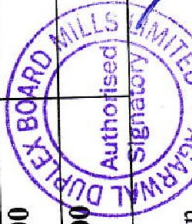
**AGENDA - WISE DISCLOSURE:**





**Item No. 1:**  
**Adoption of Audited Balance Sheet as on 31.03.2019 and the Profit & Loss Account for the year ended 31.03.2019 together with the Reports of Directors & Auditors thereon.**

Resolution required: (Ordinary/Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		416200	16.24	416200	0	100	0
	Poll	2562300	2146100	83.76	2146100	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total (A)	2562300	2562300	100	2562300	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total (B)	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting		9629700	88.04	9629700	0	100	0
	Poll	10937700	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total (C)	10937700	9629700	88.04	9629700	0	100	0
Total(A+B+C)		13500000	12192000	90.31	12192000	0	100	0


  
 Durlex Board Mills Limited  
 Authorised Signatory

... as an Ordinary Resolution.

**Item No. 2:**

Appointment of a director in place of Mr. Abhishek Agarwal (DIN: 02140480), who retire by rotation by rotation at this meeting and being eligible, offer himself for appointment.

Resolution required: (Ordinary/Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes, Mr. Abhishek Agarwal, appointee interested in the resolution						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favor (4)	No. of Votes- against (5)	% of Votes in favour polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		416200	16.24	416200	0	100	0
	Poll	2562300	2146100	83.76	2146100	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2562300	2562300	100	2562300	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting		9629700	88.04	9629700	0	100	0
	Poll	10937700	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10937700	9629700	88.04	9629700	0	100	0
Total		13500000	12192000	90.31	12192000	0	100	0



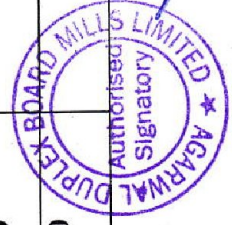
The above resolution was declared to have been duly passed by the members with unanimously as an Ordinary Resolution.



**Item No. 3:**

**Re-appointment of Mr. Ankur Sangal as a Non-Executive Independent Director of the Company**

Resolution required: (Ordinary/Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		416200	16.24	416200	0	100	0
	Poll	2562300	2146100	83.76	2146100	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>2562300</b>	<b>100</b>	<b>2562300</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Non Institutions	E-Voting		9629700	88.04	9629700	0	100	0
	Poll	10937700	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>10937700</b>	<b>88.04</b>	<b>9629700</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Total</b>		<b>13500000</b>	<b>12192000</b>	<b>90.31</b>	<b>12192000</b>	<b>0</b>	<b>100</b>	<b>0</b>

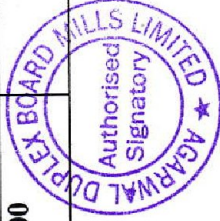


The above resolution was declared to have been duly passed by the members with unanimously as a Special Resolution.

**Item No. 4:**

**Re-appointment of Ms. Pooja Bhardwaj as a Non-Executive Independent Director of the Company**

Resolution required: (Ordinary/Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of favour polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		416200	16.24	416200	0	100	0
	Poll	2562300	2146100	83.76	2146100	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2562300	2562300	100	2562300	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting		9629700	88.04	9629700	0	100	0
	Poll	10937700	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10937700	9629700	88.04	9629700	0	100	0
Total		13500000	12192000	90.31	12192000	0	100	0



The above resolution was declared to have been duly passed by the members with unanimously as a Special Resolution.

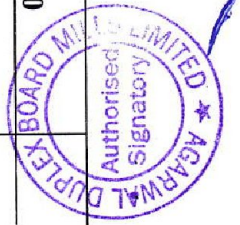


**Item No. 2:**

**Approval for continuation of directorship of Mr. Suresh Chand as Non Executive Director of the Company**

Resolution required: (Ordinary/Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes, Mr. Suresh Chand, appointee interested in resolution						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favor (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		416200	16.24	416200	0	100	0
	Poll	2562300	2146100	83.76	2146100	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2562300	2562300	100	2562300	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting		9629700	88.04	9629700	0	100	0
	Poll	10937700	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10937700	9629700	88.04	9629700	0	100	0
Total		13500000	12192000	90.31	12192000	0	100	0

The above resolution was declared to have been duly passed by the members with unanimously as a Special Resolution.



**FOR AGARWAL DUPLEX BOARD MILLS LIMITED**

*Neeraj Goel*

**NEERAJ GOEL  
CHAIRMAN**

*Geeta*