

AGARWAL

DUPLEX BOARD MILLS LTD.

(CIN: L99999DL1984PLC019052)

Regd. Office: 217, Aggarwal Prestige Mall, Plot No. 2, Community Center,
Along Road No. 44, Pitampura, New Delhi – 110034

Website: www.agarwalduplex.net; Tel.: +91 11 47527700, E-mail: agarwalduplex1984@gmail.com

30/08/2023

To,
The MSEI Ltd.
Vibgyor Towers, 4th floor,
Plot No C 62, Opp. Trident Hotel
Bandra Kurla Complex,
Bandra (E), Mumbai – 400098

Subject: Submission of Notice of 39th Annual General Meeting of Company
Ref: Regulation 30 of SEBI (Listing Obligation & Disclosure Requirement), Regulation, 2015

Dear Sir/Madam,

We are hereby submitting the Notice of 39th Annual General Meeting of the Company will be held on Wednesday, 27th September, 2022 at 11:30 A.M. at Registered Office of Company at 217, Aggarwal Prestige Mall, Near M2K Cinema, Pitampura, Delhi-110034 under regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and record.

Thanking You,

Yours faithfully,
For Agarwal Duplex Board Mills Limited

Neeraj Goel
Managing Director
DIN: 00017498

Copy to:
Calcutta Stock Exchange

Ecl. as above

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NOTICE

Notice is hereby given that the 39th Annual General Meeting of the Shareholders of the Company will be held on Wednesday, 27th September, 2023 at 11.30 A.M. at Registered Office of the Company at 217, Agarwal Prestige Mall, Near M2K Cinema, Pitampura, Delhi-110034 to transact the following businesses

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the year ended 31.03.2023 together with the Reports of Directors & Auditors thereon.
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.

“Resolved That pursuant to the provision of section 152 of the companies Act, 2013 and other applicable provision if any, Mr. Abhishek Agarwal (DIN 02140480), who retires by rotation at this meeting and being eligible, offer himself for reappointment, be and is hereby re-appointed as Director of the company, whose period of office is liable to determination by retirement of directors by rotation.”

SPECIAL BUSINESS:

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

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“**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 27th September, 2023, 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. 5, 00,000/- (Rupees Five Lac Only) per month and maximum upto of Rs. 8,00,000/- (Rupees Eight Lac 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.”

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

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**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 27th September, 2023, 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. 2,00,000/- (Rupees Two Lac Rupees Only) per month and maximum upto of Rs. 5,00,000/- (Rupees Five Lac 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**

DATED: 11th August 2023

PLACE: DELHI

**sd/-
SARIKA AGGARWAL
(COMPANY SECRETARY)**

IMPORTANT NOTES:

- 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.**
- 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.
- Details under Listing Regulations and Revised Secretarial Standards - 2 on General Meetings, in respect of the Directors seeking appointment/re-appointment at the General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
- SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by September 30, 2023, and linking PAN with Aadhaar by March 31, 2023 vide its Circular No.7 of 2022 and dated 30th March, 2022. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrar. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, **BEETAL Financial & Computer Services Pvt Ltd. at Beetalfinancial.com**. Members may follow the process detailed below for registration of email id and KYC details.

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Beetal Financial & Computer Services Private Limited either by email to beetalfinancial.com or by post to BEETAL HOUSE, 3rd Floor, 99, Madangir, Behind LSC, New Delhi - 110062 Ph. 011-29961281-283 , 26051061, 26051064 Fax 011-29961284	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares /debentures/ bonds, etc., held in physical form	ISR 4

	The forms for updating the above details are available at www.agarwalduplex.net and http://www.beetalfinancial.com/downloadf.aspx
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.

5. The Register of Members and Share Transfer Registers will remain closed from 21.09.2023 to 27.09.2023 (Both days inclusive).
6. Beetal Financial and Computer Services 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 Ltd.

Beetal House, 3rd Floor, 99, Madangir
Near Dada Harsukhdas Mandir
New Delhi-110 062

7. All documents referred to in the accompanying Notice and Explanatory Statement shall remain open for inspection at the registered office of the Company during business hours on all the working days between 02:00 P.M to 4:00 P.M up to the date of the Meeting.
8. 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.
9. Electronic copy of the Notice of the 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 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.
10. Members may also note that the Notice of the Annual General Meeting will also be available on the Company’s website <https://www.agarwalduplex.net/notices> 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.

11. Voting through electronic means

- a. 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 Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Ltd.
- b. The instructions for e-voting are as under:

- (i) The voting period begins on 24th September 2023, 10:00 A.M. and ends on 26th September 2023, 05:00 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 20TH September 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful log in the Ease / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR 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"> • 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.
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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; agarwalduplex1984@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

- (xvii) 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.
- (xviii) Mrs. Shailly Goel, Practicing Company secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting vote through the Poll during the meeting in a fair and transparent manner.
- (xix) The Scrutinizer shall, immediately after the conclusion of the voting at the general meeting, first count the votes cast at the AGM 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 shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of AGM, who shall then countersign and declare the result of the voting forthwith.
- (xx) 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 www.agarwalduplex.net and on the website of CDSL and communicated to the Stock Exchanges.

(xxi) 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.

By Order of the Board
For **AGARWAL DUPLEX BOARD MILLS LIMITED**

DATED: 11th August 2023
PLACE: DELHI

Sd/-
SARIKA AGGARWAL
(COMPANY SECRETARY)

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO THE SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.3

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, marketing, 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 **11th August 2023**, on the recommendation of Nomination and Remuneration Committee, recommended the re-appointment Mr. Neeraj Goel as Managing Director of the Company, for a period of 3 (Three) years with effect from 27th September 2023, 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 recommends the Special Resolution set out in item 3 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 Duplex Board 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:

(INR in Lacs)

	31.03.2023	31.03.2022
Net Sale/Income from Operations	21357.49	20433.04
Other Income	2.75	1.52
Total Income	21360.24	20434.56
Profit before Finance Charges, Depreciation & Tax	379.3	452.73
Finance Charges	101.53	102.04
Depreciation & Amortization	182.48	178.62
Profit Before Tax	95.29	172.07
Tax : 1. Current tax	58.24	79.92
2.Deffered tax	19.67	(15.38)
3.MAT Credit Entitlement/Utilization	-	-
Profit After Tax	56.71	107.53
Earlier Year Tax Paid (excess provision)		
Paid-Up Share Capital	1350	1350
Reserve & Surplus	1633.29	1539.15

(e) Foreign Investments or collaborators if any:

Not Applicable

II Information about the appointees

Mr. Neeraj Goel (DIN 00017498)

(a) Date of Birth (AGE)

04.02.1959 (64 Years)

(b) Permanent Account Number

AEPPG5267E

(c) Date of Initial Appointment on the Board

19.08.2001

(d) Terms and Conditions for Re appointment

Reappointment as Managing Director for a period of 3 years whose term is not liable for Retire by rotation. Details are provided in the proposed resolution in the notice.

(e) Experience in specific functional area

41 Years

(f) No. of equity shares held in the Company (as on 31st March, 2023)

10,00,000 shares

(g) Qualification

Graduate

(h) No. of Board meeting attended during the year

Six Board Meetings. Details are provided in Report of Board of Directors on Corporate Governance.

(i) 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.

(j) Past Remuneration

The remuneration drawn by Mr. Neeraj Goel as the Managing Director of the Company during the financial year ended 31st March, 2023 is Rs. 60 Lakh. Further details, has been mentioned in the Report of Board of Directors on Corporate Governance.

(k) Recognition or awards

None

(l) 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.

(m) Remuneration proposed

As mentioned in Resolution.

(n) 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. NeerajGoel is not higher than what is drawn by his peers in comparable Companies. Profile of Mr. Neeraj Goel is attached in annexure of the notice and job profile is mentioned above.

(o) Pecuniary relationship directly or indirectly with the Company, or relationship with other Directors, Manager and other Key Managerial Personnel of the company if any, inter se;

Mr. Neeraj Goel does not have any pecuniary relationship with the company except drawing remuneration from company as Managing Director. He is not related to any other director or Key Managerial Personnel in the company.

(p) Other Entities (Including Listed entities) in which he holds directorship.

He is holding other directorship in Tehri Pulp and Paper Limited .

(q) Listed Entity from which the director has resigned in past 3 years.

None

(r) Membership/Chairman of Committees of the other Companies

Chairman in Nomination and Remuneration Committee in Tehri Pulp and Paper Limited

III. Other information:

(1) Reasons of loss or inadequate profits

Since the company is engaged in manufacturing of paper & paper products and due to market variation the Profit of the company are not adequate to any the remuneration to the Directors as per standards.

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

The company is very confident to continue to achieve a sustained good performance and adequate profits in the years ahead and continuously trying to increase productivity by capturing new markets to increase its sales & profitability.

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

The Company has been able to achieve significant increase in Sales and productivity and profit figures in its Manufacturing business, as evidenced by significant growth in all its products manufacturing. Based upon the expected growth in the paper business, the Company is confident of reporting positive results going forward.

Productivity and profits of the Company are expected to increase by 10% in the coming years.

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 under Corporate Governance Report.

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 recommends the Special Resolution set out in item 3 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. 4

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 **11th August 2023**, on the recommendation of Nomination and Remuneration Committee, recommended the re-appointment of Mr. Abhishek Agarwal as Whole Time Director of the Company, for a period of 3 (Three) years with effect from 27th September 2023, 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 Duplex Board papers.

(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:

	31.03.2023	31.03.2022
Net Sale/Income from Operations	21357.49	20433.04
Other Income	2.75	1.52
Total Income	21360.24	20434.56
Profit before Finance Charges, Depreciation & Tax	379.3	452.73
Finance Charges	101.53	102.04
Depreciation & Amortization	182.48	178.62
Profit Before Tax	95.29	172.07

(INR in Lacs)

Tax : 1. Current tax	58.24	79.92
2.Deffered tax	19.67	(15.38)
3.MAT Credit	-	
Entitlement/Utilization		-
Profit After Tax	56.71	107.53
Earlier Year Tax Paid (excess provision)		
Paid-Up Share Capital	1350	1350
Reserve & Surplus	1633.29	1539.15

(e) Foreign Investments or collaborators if any:

Not Applicable

II Information about the appointees

Mr. Abhishek Agarwal (DIN 02140480)

(a) Date of Birth (AGE)

23.06.1978 (45 Years)

(b) Permanent Account Number

ABPPA7324P

(c) Date of Initial Appointment on the Board

01.11.2001

(d) Terms and Conditions for Re appointment

Reappointment as Whole Time Director for a period of 3 years whose term is liable for Retire by rotation. However, rotation as director shall not effect his tenure as Whole Time Director, if reappointed. Details are provided in the proposed resolution in the notice.

(e) Experience in specific functional area

19 Yrs

(f) No. of equity shares held in the Company (as on 31st March, 2023)

13,08,500 shares

(g) Qualification

MBA in Marketing

(h) No. of Board meeting attended during the year

Six Board Meetings, Details are provided in Report of Board of Directors on Corporate Governance.

(i) Background details

Mr. Abhishek Agarwal has good marketing, finance 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.

(j) Past Remuneration

The remuneration drawn by Mr. Abhishek Agarwal as the Whole Time Director of the Company during the financial year ended 31st March, 2023 is Rs. 24 Lakh. Further details, has been mentioned in the Board Report.

(k) Recognition or awards

None

(l) 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.

(m) Remuneration proposed

As mentioned in Resolution.

(n) 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. Profile of Mr. Abhishek Agarwal is attached in annexure of the notice and job profile is mentioned above.

(o) Pecuniary relationship directly or indirectly with the Company, or relationship with other Directors, Manager and other Key Managerial Personnel of the company if any, inter se;

Mr. Abhishek Agarwal is a promoter of the company. He is also CFO in the company. Other than this, he does not have any other pecuniary relationship with the company except drawing remuneration from company as Whole Time Director.. He is not related to any other director or Key Managerial Personnel in the Company.

(p) Other Entities (Including Listed entities) in which he holds directorship.

None

(q) Listed Entity from which the director has resigned in past 3 years.

None

(r) Membership/Chairman of Committees of the other Companies

None

III. Other information:

(1) Reasons of loss or inadequate profits

Since the company is engaged in manufacturing of paper & paper products and due to market variation the Profit of the company are not adequate to any the remuneration to the Directors as per standards.

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

The company is very confident to continue to achieve a sustained good performance and adequate profits in the years ahead and continuously trying to increase productivity by capturing new markets to increase its sales & profitability.

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

The Company has been able to achieve significant increase in Sales and productivity and profit figures in its Manufacturing business, as evidenced by significant growth in all its products manufacturing. Based upon the expected growth in the paper business, the Company is confident of reporting positive results going forward.

Productivity and profits of the Company are expected to increase by 10% in the coming years.

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 under Corporate Governance Report.

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 recommends 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.

By Order of the Board
For AGARWAL DUPLEX BOARD MILLS LIMITED

DATED: 11th August 2023
PLACE: DELHI

Sd/-
SARIKA AGGARWAL
(COMPANY SECRETARY)

Annexure- Details of Directors

Sr. No.	Name of Directors	Abhishek Agarwal	Neeraj Goel
1	Director Identification Number (DIN)	02140480	00017498
2	Date of Birth (AGE)	23.06.1978 (45 Years)	04.02.1959 (64 Years)
3	Permanent Account Number (PAN)	ABPPA7324P	AEPPG5267E
4	Date of Initial Appointment on the Board	01.11.2001	19.08.2001
5	Proposed Remuneration	As provided in the Resolution	As provided in the Resolution
6	Terms and Conditions for Reappointment	Reappointment as Whole Time Director for a period of 3 years whose term is liable for Retire by rotation. However, rotation as director shall not effect his tenure as Whole Time Director, if reappointed. Details are provided in the proposed resolution in the notice.	Reappointment as Managing Director for a period of 3 years whose term is not liable for Retire by rotation. Details are provided in the proposed resolution in the notice.
7	Experience in specific functional area	19 Yrs	41 Yrs
8	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. He has good marketing, finance as well as administrative skill. He is actively engaged in the running of existing business of the company since a long time.	Shri Neeraj Goel is competent and capable to hold the current position and provide valuable services to the company and the work execution in a balanced manner. He has good marketing as well as administrative skill. He is actively engaged in the running of existing

		He has extensive experience in area of Finance, Accounts, general management and operational aspects.	business of the company since a long time. He has extensive experience in area of Finance, Accounts, marketing, general management and operational aspects.
9	No. of equity shares held in the Company (as on 31st March, 2023)	13,08,500 shares	10,00,000 shares
10	Qualification	MBA in Marketing	Graduate
11	No. of Board meeting attended during the year	6 Board Meetings (Details of Board meetings are provided in CGR)	6 Board Meetings (Details of Board meetings are provided in CGR)
12	Last Drawn Remuneration	Rs. 2,00,000 Per Month	Rs. 5,00,000 Per Month
13	List of other Directorships	Nil	Tehri Pulp and Paper Limited
14	Listed Entity from which the director has resigned in past 3 years	Nil	Nil
15	Membership/Chairman of Committees of the other Companies*	NIL	Chairman in Nomination and Remuneration Committee in Tehri Pulp and Paper Limited
16	Relationships with other Directors, Manager and other Key Managerial Personnel of the company if any, inter se	NA	N.A.

*** Membership/ Chairman of Committees of other companies does not include Committee membership / Chairmanship of Agarwal Duplex Board Mills Limited**

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 1147527777

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 Annual General Meeting of the Company to be held on the Wednesday, 27th September, 2023 at 217, Agarwal Prestige Mall, Near M2K Cinema, Pitampura, Delhi-110034 at 11:30 am and at any adjournment thereof in respect of such resolutions as are indicated below:

Res No.	Resolution	FOR*	AGAINST*
1.	To consider and adopt the Audited Financial Statements of the Company for the year ended 31.03.2023 together with the Reports of Directors & Auditors thereon.		
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.		
3.	Re--appointment of Mr. Neeraj Goel as Managing Director of the Company.		
4.	Re--appointment of Mr. Abhishek Agarwal as Whole Time Director of the Company.		

Signed this..... day of..... 2023

Affix Revenue Stamp

Signature of Shareholder :

Signature of Proxy holder (s) :

Note:

- 1. Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.**
- 2. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. Members holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as Proxy for any other Member.**
- 3. This form of Proxy, to be effective, should be deposited at the Registered Office of the Company at 217, Aggarwal Prestige Mall, Plot No. 2, Community Center, Along Road No. 44, Pitampura, New Delhi - 110034 not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.**

AGARWAL DUPLEX BOARD MILLS LIMITED**Form No.MGT-12****Polling Paper**

[Pursuant to section 109 (5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies
(Management and Administration) Rules, 2014]

Name of the Company: **AGARWAL DUPLEX BOARD MILLS LIMITED**

Registered Office: 217, Agarwal Prestige Mall, Rani Bagh, Pitampura, Delhi- 110034

CIN: L99999DL1984PLC019052

BALLOT PAPER

S. No	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No. / *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

S. No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	To consider and adopt the Audited Financial Statements of the Company for the year ended 31.03.2023 together with the Reports of Directors & Auditors thereon.			
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.			
3.	Re--appointment of Mr. Neeraj Goel as Managing Director of the Company.			
4.	Re--appointment of Mr. Abhishek Agarwal as Whole Time Director of the Company.			

Place:

Date:

(Signature of Shareholder)

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 Annual General Meeting of the Company, to be held on the Wednesday, 27th September, 2023 at 11:30 A.M. at 217, Agarwal Prestige Mall, Near M2K Cinema, Pitampura, Delhi-110034.

Signature of Member / Proxy

ROUTE MAP FOR VENUE

