

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

To,

27/05/2019

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, India.

Subject: Annual Secretarial Compliance Report
Ref: SEBI Circular CIR/CFD/CMD1/27/2019 dated Feb 08, 2019

Dear Sirs,

Pursuant to the above SEBI Circular, we enclose herewith Annual Secretarial Compliance Report dated 27th May, 2019 of Agarwal Duplex Board Mills Limited duly issued by M/s. Shailly Goel & Co. for the financial year ended 31st March 2019.

This is for your information and record.

Yours faithfully,

For AGARWAL DUPLEX BOARD MILLS LIMITED



NEERAJ GOEL
MANAGING DIRECTOR
DIN: 00017498

Copy To:

- 1. Calcutta Stock Exchanges Limited**

Shailly Goel & Co.

Company Secretaries

SECRETARIAL COMPLIANCE REPORT OF AGARWAL DUPLEX BOARD MILLS LIMITED FOR THE YEAR ENDED 31/03/2019

We, Shailly Goel & Co., have examined:

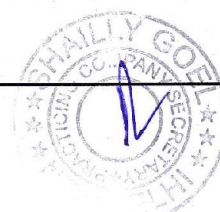
- (a) all the documents and records made available to us and explanation provided by Agarwal Duplex Board Mills Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended 31/03/2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - Not applicable during the review period;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not applicable during the review period;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - Not applicable during the review period;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable during the review period;



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Company Secretaries

- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - Not applicable during the review period;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) 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;
- (j) and circulars/ guidelines issued there under;

and based on the above examination, I/We hereby report that, during the Review Period:

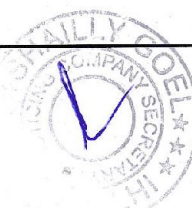
(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form.	Hundred percent of Shareholding of promoter and promoter group is not in dematerialized form	Hundred percent of shareholding of promoter(s) and promoter group is not in dematerialized form.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
NIL				



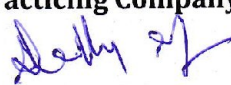
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

<i>Sr. No</i>	<i>Observations of the Practicing Company Secretary in the previous reports</i>	<i>Observations made in the secretarial compliance report for the year ended.....(the years are to be mentioned)</i>	<i>Actions taken by the listed entity, if any</i>	<i>Comments of the Practicing Company Secretary on the actions taken by the listed entity</i>
<i>Not applicable being the first year of Report</i>				

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


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



**Date: 27th May, 2019
Place: New Delhi**