

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
E-mail : agarwalduplex1984@gmail.com • Website : agarwalduplex.net

29th September, 2017

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 33rd AGM held on 29.09.2017

Dear Sir/Madam,

With reference to above mentioned subject, please find herewith attached outcome of 33rd Annual General Meeting of the Company held on 29/09/2017 at 10:00 a.m. at 217, Agarwal Prestige Mall, Plot No. 2, Community Mall, Along Road No. 44, Pitampura, Delhi- 110034.

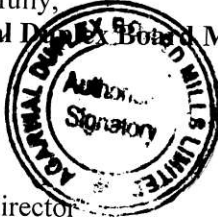
Copy of minutes of 33rd Annual General Meeting held on 29th September, 2017 is also attached herewith.

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

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Outcome of the 33rd Annual General Meeting of the Company

Following is the outcome of all the business transacted at the 33rd Annual General Meeting of Agarwal Duplex Board Mills Limited (the company) held today i.e., 29/09/2017 at 10:00 a.m. concluded at 10:50 p.m. at 217, Agarwal Prestige Mall, Plot No. 2, Community Mall, Along Road No. 44, Pitampura, Delhi-110034

Item no.	Particulars of Business	Resolutions (Ordinary/Special)	Result
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.	Ordinary	Passed by requisite majority
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.	Ordinary	Passed by requisite majority
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 th 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.	Ordinary	Passed by requisite majority
4.	Approval for the re- appointment of Mr. Neeraj Goel (DIN: 00017498) as Managing Director of the company.	Special	Passed by requisite majority
5.	Approval for the re- appointment of Mr. Abhishek Agarwal(02140480),as Whole Time Director of the company	Special	Passed by requisite majority



MINUTES OF THE 33rd ANNUAL GENERAL MEETING OF THE MEMBERS OF AGARWAL DUPLEX BOARD MILLS LIMITED HELD ON FRIDAY, 29TH DAY OF SEPTEMBER, 2017 AT 10:00 A.M TILL 10:50 A.M AT 217, AGARWAL PRESTIGE MALL, NEAR M2K CINEMA, NEW DELHI-110034.

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. Vinod Sharma, Representative of 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.

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

CHAIRMAN

Mr. Neeraj Goel, Chairman of the Board of Directors, 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 31/03/2017.
- 5) Audited Accounts and Auditor's Report for the Financial Year ended 31/03/2017.

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 26th September, 2017 (10.00 A.M) to 28th September, 2017 (5.00 P.M) in respect of the Resolutions as mentioned in the Notice of 33rd 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 31st March, 2017 and the Director's Report, having already been circulated among the members were taken as read.

The following resolution was proposed by Mrs. Nutan Goel as an ORDINARY RESOLUTION which was seconded by Mr. Vikas Agarwal

RESOLUTION: "RESOLVED THAT the Financial Statement of the company for the year ended 31.3.2017 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. SURESH CHAND

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

RESOLUTION: "RESOLVED THAT Mr. Suresh Chand, 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: APPOINTMENT OF THE AUDITORS

Mr. Chirag Goel proposed and Mr. Deepak Goel seconded the following Resolution as an ORDINARY RESOLUTION:

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 38th 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."

ITEM NO.4: RE-APPOINTMENT OF MR. NEERAJ GOEL AS MANAGING DIRECTOR OF THE COMPANY.

Mr. Neeraj Goel proposed and Mr. Pankaj Goel seconded the following Resolution as SPECIAL RESOLUTION:

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 29th 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."

ITEM NO.5: RE-APPOINTMENT OF MR. ABHISHEK AGARWAL AS WHOLE TIME DIRECTOR OF THE COMPANY.

Mr. Radhika Goel proposed and Mr. Chirag Goel seconded the following Resolution as SPECIAL RESOLUTION:

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 29th 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."

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 the scrutinizer.

The Chairman announced that the result of the voting (remote e-voting and Poll) shall be declared after getting the Scrutinizer Report on 29th September, 2017 at the registered office of the company.

The Chairman thanked all the members for their presence and support and the proceeding of 33rd Annual General Meeting stood closed.

Based on the consolidated Scrutinizer report, all the resolutions contained in the Notice of 33rd Annual General Meeting were approved with requisite majority of the Members. The Details of Results declaration are enclosed as Annexure -1 to the Minutes.



CHAIRMAN

DATE: 29th September, 2017
PLACE: New Delhi