

**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 28<sup>th</sup> September, 2016

To,

**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

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

**Proceedings of 32<sup>nd</sup> AGM held on 28.09.2016**

Dear Sir/Madam,

With reference to above mentioned subject, please find herewith attached outcome of 32<sup>nd</sup> Annual General Meeting of the Company held on 28.09.2016 at 217, Agarwal Prestige Mall, Plot No. 2. Community Mall, Along Road No. 44, Pitampura, Delhi- 110034.

Copy of minutes of 32<sup>nd</sup> Annual General Meeting held on 28<sup>th</sup> September, 2016 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

**Outcome of the 32<sup>nd</sup> Annual General Meeting of the Company**

Item no.	Particulars of Business	Resolutions (Ordinary/ Special)	Result
1.	To consider and adopt the Audited Balance Sheet as on 31.03.2016 and the Profit & Loss Account for the year ended 31.03.2016 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.	To ratify the appointment of M/s. Goel Singhal & Associates, Chartered Accountants (Firm Registration No. 006496C) as Statutory Auditor approved in the 30 <sup>th</sup> Annual General Meeting until the conclusion of 33 <sup>rd</sup> Annual General Meeting is hereby ratified in this Annual General Meeting till conclusion of next Annual General Meeting at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.	Ordinary	Passed by requisite majority
4.	Approval for the appointment of Mr. Pramod Kumar Goel as Independent Director of the company.	Special	Passed by requisite majority



**MINUTES OF THE 32<sup>nd</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF AGARWAL DUPLEX BOARD MILLS LIMITED HELD ON WEDNESDAY, 28<sup>TH</sup> DAY OF SEPTEMBER, 2016 AT 11:00 A.M TILL 11:50 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. 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.

15 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 31/03/2016.
- 5) Audited Accounts and Auditor's Report for the Financial Year ended 31/03/2016.

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 25<sup>th</sup> September, 2016 (10.00 A.M) to 27<sup>th</sup> September, 2016 (5.00 P.M) in respect of the Resolutions as mentioned in the Notice of 32<sup>nd</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.

<b>ITEM NO. 1:      ADOPTION OF ANNUAL ACCOUNTS</b>
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With the consent of the members present, the audited annual accounts for the financial year ended 31<sup>st</sup> March, 2016 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. Sachin Agarwal

**RESOLUTION:**      **"RESOLVED THAT** the Financial Statement of the company for the year ended 31.3.2016 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.

<b>ITEM NO. 2:      RE-APPOINTMENT OF MR. ABHISHEK AGARWAL</b>
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Mr. Deepak Goel proposed and Mr. Amit Agarwal 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.”

<b>ITEM NO. 3:       RATIFICATION OF APPOINTMENT OF THE AUDITORS</b>
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Mr. Chirag Goel proposed and Mr. Deepak Goel seconded the following Resolution as an ORDINARY RESOLUTION:

**RESOLUTION:**   **“RESOLVED THAT** pursuant to the provisions of sections 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, the appointment of M/s. Goel Singhal & Associates, Chartered Accountants (Firm Registration No. 006496C) as Statutory Auditor approved in the 30<sup>th</sup> Annual General Meeting until the conclusion of 33<sup>rd</sup> Annual General Meeting is hereby ratified in this Annual General Meeting till conclusion of next Annual General Meeting at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

<b>ITEM NO.4:       APPOINTMENT OF MR. PRAMOD KUMAR GOEL AS INDEPENDENT DIRECTOR OF THE COMPANY.</b>
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Mr. Neeraj Goel proposed and Mr. Deepak Goel seconded the following Resolution as SPECIAL RESOLUTION:

**RESOLUTION:**   **“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable Provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr Pramod Kumar Goel (holding DIN- 07571092), Who was appointed as an additional Director of the Company by board of director w. e. f. 13.08.2016 and who holds office until the date of AGM, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for term of five consecutive years from 28.09.2016 up to the date of AGM held in the year 2021.”

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 28<sup>th</sup> September, 2016 at the registered office of the company.

The Chairman thanked all the members for their presence and support and the proceeding of 32<sup>nd</sup> Annual General Meeting stood closed.

Based on the consolidated Scrutinizer report, all the resolutions contained in the Notice of 32<sup>nd</sup> 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: 28<sup>th</sup> September, 2016**

**PLACE: New Delhi**



## FORMAT FOR VOTING RESULTS

<b>DATE OF THE AGM/EGM</b>	28/09/2016 (32 <sup>nd</sup> Annual General Meeting)
<b>TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE</b>	992 Shareholders
<b>NO. OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY:</b>  Promoters and Promoter Group: Public:	4 11
<b>NO. OF SHAREHOLDERS ATTENDED THE MEETING THROUGH VIDEO CONFERENCING</b>  Promoters and Promoter Group: Public:	NOT APPLICABLE

**AGENDA- WISE DISCLOSURE:**

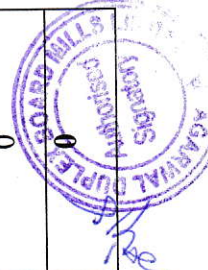


**Item No. 1:**

Adoption of Audited Balance Sheet as on 31.03.2016 and the Profit & Loss Account for the year ended 31.03.2016 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	2295250	2295250	100	2295250	0	100	0
	Poll	267050	267050	100	267050	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	2562300	2562300	100	2562300	0	100	0
Public- Institutions	E-Voting	10145700	10145700	100	10145700	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	10145700	10145700	100	10145700	0	100	0
Public- Non 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
Total		12708000	12708000	100	12708000	0	100	0

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





**Item No. 2:**

Appointment of a director in place of Mr. Abhishek Agarwal (DIN: 02140480), who retire 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?		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	2295250	2295250	100	2295250	0	100	0
	Poll	267050	267050	100	267050	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	2562300	2562300	100	2562300	0	100	0
Public-Institutions	E-Voting	10145700	10145700	100	10145700	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	10145700	10145700	100	10145700	0	100	0
Public- Non 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
Total		12708000	12708000	100	12708000	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:**

To ratify the appointment of M/s Goel Singhal & Associates, Chartered Accountants (Firm Registration No. 006496C) as Statutory Auditor.

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	2295250	2295250	100	2295250	0	100	0
	Poll	267050	267050	100	267050	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	2562300	2562300	100	2562300	0	100	0
Public-Institutions	E-Voting	10145700	10145700	100	10145700	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	10145700	10145700	100	10145700	0	100	0
Public- Non 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
Total		12708000	12708000	100	12708000	0	100	0



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



**Item No. 4:**

Approval for the appointment of Mr. Pramod Kumar Goel (DIN: 07571092) as 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 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	2295250	2295250	100	2295250	0	100	0
	Poll	267050	267050	100	267050	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	2562300	2562300	100	2562300	0	100	0
Public-Institutions	E-Voting	10145700	10145700	100	10145700	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	10145700	10145700	100	10145700	0	100	0
Public- Non 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
Total		12708000	12708000	100	12708000	0	100	0

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

