

**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, Fax - +91 11 47527777

## NOTICE

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**Notice is hereby given that the 38<sup>th</sup> Annual General Meeting of the Shareholders of the Company will be held on Wednesday, 28<sup>th</sup> September, 2022 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**

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### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Balance Sheet as on 31.03.2022 and the Profit & Loss Account for the year ended 31.03.2022 together with the Reports of Directors & Auditors thereon.
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.
3. **Appointment of Statutory Auditor of the Company**

**“RESOLVED THAT** pursuant to the provisions of Section 139, 141 and 142 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s Goel Singhal & Associates, Chartered Accountants, Muzaffarnagar, (Firm Registration number 006496C) be and is hereby appointed as the Statutory Auditors of the Company in place of M/s. Rajeev Singal & Co., Chartered Accountants (Firm Registration No. 008692C) to hold office from the conclusion of this Annual General Meeting till the conclusion of the thirty second 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.”

**RESOLVED FURTHER THAT** Mr. Neeraj Goel (DIN: 00017498), Whole Time Director of the company be and is hereby authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E Forms with Registrar of Companies.”

**SPECIAL BUSINESS:**

**4. Appointment of Mr. Ajay Bindal as Independent Director**

To consider and if thought fit, to pass, the following resolution as a **Special 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. Ajay Bindal (DIN: 09714682), 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 the appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years w.e.f. 28<sup>th</sup> September, 2022 to 27<sup>th</sup> September, 2027.”

**By the order of the Board  
FOR AGARWAL DUPLEX BOARD MILLS LTD**

**DATED: 29<sup>th</sup> August 2022**

**PLACE: DELHI**

**Sd/-  
SARIKA AGARWAL  
(COMPANY SECRETARY)**

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

**ITEM NO.3**

M/s. Rajeev Singal & Co., Chartered Accountants (Firm Registration No. 008692C) were appointed as statutory auditors of the Company at the 33<sup>rd</sup> AGM held on 29<sup>th</sup> September 2017 to hold office from the conclusion of the said meeting till the conclusion of the 38<sup>th</sup> AGM to be held in the year 2022 and they had expressed their inability to continue for the second term as Statutory Auditor of the Company. Based on the recommendations of the audit committee, the Board of Directors, at its meeting held on 29<sup>th</sup> August, 2022, approved the appointment of Goel Singhal & Associates, Chartered Accountants (ICAI Firm Registration Number 006496C) as the statutory auditors of the Company to hold office for a term of five consecutive years from the conclusion of the ensuing AGM until the conclusion of the 43<sup>rd</sup> AGM to be held in the year 2027. The appointment is subject to approval of the shareholders of the Company. The proposed remuneration to be paid for audit services for the financial year ending March 31, 2023, is Rs. 150,000 (Rupees One Lacs Fifty Thousand only) plus applicable taxes and out-of-pocket expenses. Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the audit committee.

The Board of Directors and the audit committee shall approve revisions to the remuneration of the statutory auditors for the remaining part of the tenure. The Remuneration to be paid to the Statutory Auditor for the remaining term i.e. for the F.Y. 2023-24 to F.Y. 2026-27 shall be mutually agreed between the Board of Directors and the Statutory Auditors, from time to time. The Board of Directors, in consultation with the audit committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the statutory auditors.

Considering the evaluation of the performance, experience and expertise of Goel Singhal & Associates and based on the recommendation of the audit committee, it is proposed to appoint them as statutory auditors of the Company for a term of five consecutive years till the conclusion of the 43<sup>rd</sup> AGM of the Company.

**Brief profile of Goel Singhal & Associates**

Goel Singhal & Associates was constituted and registered with the Institute of Chartered Accountants of India with Registration No. 006496C. The registered office of the Firm is in Muzaffarnagar, Uttar Pradesh. M/s Goel Singhal & Associates, Chartered Accountant firm is having experience of more than 30 years. The firm is catering to various clients in diverse sectors. They are giving service in the Area of Accountancy, Audit, Taxation, Financial consultancy etc. The Firm has been Peer reviewed.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution. The Board recommends the resolution set forth in item no. 3 for the approval of members.

**ITEM NO. 4**

Mr. Ankur Sangal who was appointed as Independent Directors of the Company for the term of five consecutive years with effect from 27<sup>th</sup> September 2019, resigned w.e.f 28<sup>th</sup> September 2022 and has expressed his inability to continue as Independent Director for the remaining term due to some personal commitments.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 29<sup>th</sup> August 2022 approve and recommend the appointment of Mr. Ajay Bindal (DIN: 09714682) as a Non-Executive Independent Director of the Company for a term of five consecutive years w.e.f 28<sup>th</sup> September, 2022 to 27<sup>th</sup> September, 2027."

The brief profile and other details of Mr. Ajay Bindal required as per Regulation 36(2) of the Listing Regulations and Secretarial Standard - 2 are provided in Annexure to this Notice.

The Company has received declaration of independence from the proposed director confirming that he met the criteria of independence as specified in Section 149 (6) of the Act and Regulation 16 (1) (b) the Listing Regulations and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge duties with an objective independent judgment and without any external influence. The Board after assessing veracity of the same is of the opinion that he fulfills the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and Rules made thereunder and the Listing Regulations and he is independent of the management.

Further, Mr. Ajay Bindal is not disqualified to act as Director of the Company. He has also given a declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

The letter of appointment setting out the terms and conditions of the said appointment is available for inspection at the Registered Office of the Company on all days except Sundays or Public holidays between 2.00 p.m.to 4.00 p.m. upto the date of the AGM and also at the AGM.

Pursuant to the provisions of Section 149 of the Act read with Schedule IV of the Act, appointment of Independent Directors shall be approved by the members of the Company.

The Board recommends the Special Resolution set out in Item No. 4 of the Notice, for approval of the members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except the appointees and their relatives are concerned or interested, financially or otherwise, in the said resolution.

## IMPORTANT NOTES:

1. 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.
2. 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.
3. 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.
4. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023, and linking PAN with Aadhaar by March 31, 2022 vide its circular dated November 3, 2021 and December 15, 2021. 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](http://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 <a href="mailto:beetalfinancial.com">beetalfinancial.com</a> or by post to <b>BEETAL HOUSE, 3rd Floor, 99, Madangir, Behind LSC, New Delhi - 110062 Ph. 011-29961281-283 , 26051061, 26051064 Fax 011-29961284</b> |                            |
|                | 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                                                                                                                                                                                                                                            | <a href="#">Form ISR-1</a> |
|                | Update of signature of securities holder                                                                                                                                                                                                                                                                                                                                                                           | <a href="#">Form ISR-2</a> |
|                | For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014                                                                                                                                                                                                                                                                                                              | <a href="#">Form SH-13</a> |
|                | Declaration to opt out                                                                                                                                                                                                                                                                                                                                                                                             | <a href="#">Form ISR-3</a> |
|                | Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee                                                                                                                                                                                                                                                                                                                                 | <a href="#">Form SH-14</a> |
|                | Form for requesting issue of Duplicate Certificate and other service requests for shares /debentures/ bonds, etc., held in physical form                                                                                                                                                                                                                                                                           | <a href="#">ISR 4</a>      |

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|-------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|       | The forms for updating the above details are available at <a href="http://www.agarwalduplex.net">www.agarwalduplex.net</a> and <a href="http://www.beetalfinancial.com/downloadf.aspx">http://www.beetalfinancial.com/downloadf.aspx</a> |
| 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 22.09.2022 to 28.09.2022 (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, 3<sup>rd</sup> 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 <http://www.agarwalduplex.net/> 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 25<sup>th</sup> September 2022, 10:00 A.M. and ends on 27<sup>th</sup> September 2022, 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 21<sup>st</sup> September 2022 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 abovesaid 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"><li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting 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 &amp; voting during the meeting. Additionally, there is also links provided to access the</li></ol> |



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|---------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                               | <p>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> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Individual Shareholders holding securities in demat mode with <b>NSDL</b>                                     | <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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 &amp; voting during the meeting</p> |
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b> | <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 &amp; 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 <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43. |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://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:

|     | <b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>                                                                                                                                                       |
|-----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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"><li>• Shareholders who have not updated their PAN with the</li></ul> |

|                                                        |                                                                                                                                                                                                                                                                                                                                                                |
|--------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                        | Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.                                                                                                                                                                                                                                            |
| Dividend Bank Details<br><b>OR</b> 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.<br><ul style="list-style-type: none"> <li>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.</li> </ul> |

- (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](http://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](mailto: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](mailto: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](mailto: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](mailto: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, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto: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](http://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: 29<sup>th</sup> August 2022**  
**PLACE: DELHI**

**Sd/-**  
**SARIKAAGARWAL**  
**(COMPANY SECRETARY)**

**Annexure- Details of Proposed Directors**

| Sr. No. | Name of Directors                                                                                                            | Suresh Chand                                                                                                   | Ajay Bindal                                                                                                                                                                                   |
|---------|------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1       | <b>Director Identification Number (DIN)</b>                                                                                  | 453489                                                                                                         | 09714682                                                                                                                                                                                      |
| 2       | <b>Date of Birth</b>                                                                                                         | 22-06-1942                                                                                                     | 04.10.1970                                                                                                                                                                                    |
| 3       | <b>Permanent Account Number (PAN)</b>                                                                                        | AAUPC3465D                                                                                                     | AFGPB1373J                                                                                                                                                                                    |
| 4       | <b>Date of First Appointment on the Board</b>                                                                                | 02/08/2012                                                                                                     | 24/08/2022<br>(Proposed by BOD,subject to approval of members)                                                                                                                                |
| 5       | <b>Terms and Conditions for Re appointment</b>                                                                               | He is Non- Executive director whose term is liable to retire by rotation.                                      | He is an Independent director whose term is not liable to retire by rotation.                                                                                                                 |
| 6       | <b>Experience in specific functional area</b>                                                                                | 53 Yrs                                                                                                         | 15 Yrs                                                                                                                                                                                        |
| 7       | <b>Expertise in specific functional area</b>                                                                                 | Shri Suresh Chand has good marketing & administrative skill. He is actively engaged in the marketing business. | Shri Ajay Bindal is competent and has broader experinece in general management and operational aspects.                                                                                       |
| 8       | <b>No. of equity shares held in the Company (as on 31st March, 2022)</b>                                                     | 2,17,500 shares                                                                                                | Nil                                                                                                                                                                                           |
| 9       | <b>Qualification</b>                                                                                                         | Graduate                                                                                                       | Graduate                                                                                                                                                                                      |
| 10      | <b>List of other Directorships</b>                                                                                           | 1. Bindlas Duplux Limited                                                                                      | Nil                                                                                                                                                                                           |
|         |                                                                                                                              | 2. Bindal Rolling Mills Limited                                                                                |                                                                                                                                                                                               |
| 11      | <b>Membership/Chairman of Committees of the other Companies</b>                                                              | Nil                                                                                                            | Nil                                                                                                                                                                                           |
| 12      | <b>Relationships, if any, between Directors inter se</b>                                                                     | NA                                                                                                             | N.A.                                                                                                                                                                                          |
| 13      | <b>The skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b> |                                                                                                                | The role requires the basic skills and understanding of financial statements of the Company so the proposed director is fulfilling the criteria and meeting such requirements of the Company. |

**AGARWAL DUPLEX BOARD MILLS LIMITED**

**(CIN: L99999DL1984PLC019052)**

**Regd. Office: 217, Agarwal Prestige Mall, Near M2K Cinema, Pitampura, Delhi-110034**

**Website: [www.agarwalduplex.net](http://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, 28<sup>th</sup> September, 2022 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.      | Appointment of ..... as Independent Director |      |          |

Signed this..... day of..... 2022

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<br>(In Block Letters)                                                    |               |
| 2.    | Postal address                                                                                               |               |
| 3.    | Registered Folio No. / *Client ID No.<br>(*applicable to investors holding shares in<br>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.<br>No. | Item No.                                                                                                                                                                                       | No. of<br>Shares held<br>by me | I assent to<br>the resolution | I dissent from<br>the resolution |
|-----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|-------------------------------|----------------------------------|
| 1.        | To consider and adopt the Audited Balance Sheet as on 31.03.2022 and<br>the Profit & Loss Account for the year ended 31.03.2022 together with<br>the Report of Directors and Auditors thereon. |                                |                               |                                  |
| 2.        | To appoint a Director in place of Mr. Suresh Chand (DIN 00453489),<br>who retires by rotation at this meeting and being eligible, offer himself<br>for reappointment.                          |                                |                               |                                  |
| 3.        | Appointment of Statutory Auditor of the Company.                                                                                                                                               |                                |                               |                                  |
| 4.        | Appointment of as a Non-Executive Independent Director of the<br>Company.                                                                                                                      |                                |                               |                                  |

Place:

Date: 28/09/2022

(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.<br>(* 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, 28<sup>th</sup> September, 2022 at 11:30 A.M. at 217, Agarwal Prestige Mall, Near M2K Cinema, Pitampura, Delhi-110034.

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Signature of Member / Proxy

## ROUTE MAP FOR VENUE

