

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the Shareholders of the Company will be held on Friday, 29th September, 2017 at Regd. Office of the company at 217, Agarwal Prestige Mall, Near M2K Cinema, Pitampura, Delhi-110034 at 10:00 a.m. to transact the following Businesses:

ORDINARY BUSINESS:

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.
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 Auditors**

To appoint M/s Rajeev Singal & Co., Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 38th Annual General Meeting and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary 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.”

SPECIAL BUSINESS:

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

“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.”

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

“**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.”

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

**Sd/-
SARIKA AGARWAL
COMPANY SECRETARY**

**DATED: 30th August, 2017
PLACE: DELHI**

Explanatory Statement in respect of the Special Business Pursuant to Section 102 of Companies Act, 2013

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item Nos. 4 & 5 of the accompanying Notice dated 30th August, 2017.

Item No. 4

Mr. Neeraj Goel is the Managing Director of the Company and holding the position of director since 2001 in the company. He is having extensive experience in area of Finance, Accounts, general management and operational aspects of the Company. Considering his contribution to the growth of the company, the Board of Directors in their meeting held on 30th August, 2017, re-appointed Mr. Neeraj Goel as Managing Director of the Company, for a period of further 3 (Three) with effect from 29th September 2017, on the terms and conditions including remuneration as set out in the resolution within the overall limits laid down under Schedule V of the Companies Act, 2013.

The Board commends the Special Resolution set out in item 4 of the Notice convening the meeting for the approval of the Shareholders.

As required under the Act, further particulars pertaining to the Company and the appointee are set out hereinafter.

I General Information

(a) Nature of Industry

At present the company is engaged in manufacturing of the different type of papers such as, Duplex Board, Kraft paper, Poster Paper & Tissue Paper.

(b) Date or expected date of commencement of commercial production

The company commenced business on 01.09.1984.

(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

Not applicable

(d) Financial performance based on the given indicators.

Past performance of last two years are given below:

	31.03.2017	31.03.2016
Net Sale/Income from Operations	9520.45	9379.16
Other Income	2.15	64.71
Total Income	9522.60	9443.86
Profit before Finance Charges, Depreciation & Tax	389.24	385.30
Finance Charges	128.66	127.85
Depreciation & Amortization	153.19	144.11
Profit Before Tax	107.39	113.34
Tax : 1. Current tax	36.65	30.75
2.Deferred tax	5.89	15.54
3.MAT Credit Entitlement/Utilization	-	6.01
Profit After Tax	64.85	61.04
Earlier Year Tax Paid (excess provision)	0.46	29.33
Paid-Up Share Capital	1350	1350
Reserve & Surplus	1063.21	996.51

(f) Foreign Investments or collaborators if any:

Not Applicable

II Information about the appointees

Mr. Neeraj Goel

(a) Background details

Mr. Neeraj Goel has good marketing as well as administrative skill. He is actively engaged in the running of existing business of the company since a long time. He has extensive experience in area of Finance, Accounts, general management and operational aspects.

(b) Past Remuneration

The remuneration drawn by Mr. Neeraj Goel as the Managing Director of the Company during the financial year ended 31st March, 2017, has been mentioned in the Board Report.

(c) Recognition or awards

None

(d) Job profile and his suitability:

Subject to the superintendence, control and direction of the Board, Mr. Neeraj Goel will manage and superintend the business affairs and properties of the Company and do all such lawful acts and things in relation to such management and superintendence as he shall think fit and reasonable.

(e) Remuneration proposed

As mentioned in Resolution.

(f) Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of Origin.)

The remuneration structure of Mr. Neeraj Goel is not higher than what is drawn by his peers in comparable Companies.

(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any;

Mr. Neeraj Goel does not have any pecuniary relationship with the company.

III. Other information:

(1) Reasons of loss or inadequate profits

Profit margins are low due to heavy competition in paper market.

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

Company is trying to expand the market to increase its sales & profitability.

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

It depends on quantum of sales and profit figures.

IV. Disclosures:

(a) The remuneration package of Mr. Neeraj Goel has already been mentioned in the resolution.

(b) The necessary disclosures as required under the Act have already been made in the Report of the Board of Directors.

The Board considers that having regard to the significant contribution of Mr. Neeraj Goel towards remarkable growth of operational activities of the Company during his current tenure, the appointment of Mr. Neeraj Goel as Managing Director of the Company for a further period of three years is fully justified. As such the Board commends the Special Resolution set out in item 4 of the Notice convening the meeting for the approval of the Shareholders.

Except the appointee, no other Director/Key Managerial personnel or any relative of Director or Key Managerial Personnel have any concern or interest in the said resolution.

Item No. 5

Mr. Abhishek Agarwal is the Whole Time Director of the Company and holding the position of director since 2001 in the company. He is having extensive experience in area of Finance, Accounts, general management and operational aspects of the Company. Considering his contribution to the growth of the company, the Board of Directors in their meeting held on 30th August, 2017, re-appointed Mr. Abhishek Agarwal as Whole Time Director of the Company, for a period of further 3 (Three) with effect from 29th September 2017, on the terms and conditions including remuneration as set out in the resolution within the overall limits laid down under Schedule V of the Companies Act, 2013.

The Board commends the Special Resolution set out in item 5 of the Notice convening the meeting for the approval of the Shareholders.

As required under the Act, further particulars pertaining to the Company and the appointee are set out hereinafter.

I General Information

(a) Nature of Industry

At present the company is engaged in manufacturing of the different type of papers such as, Duplex Board, Kraft paper, Poster Paper & Tissue Paper.

(b) Date or expected date of commencement of commercial production

The company commenced business on 01.09.1984.

(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

Not applicable

(d) Financial performance based on the given indicators.

Past performance of last two years are given below:

	(INR in Lacs)	
	31.03.2017	31.03.2016
Net Sale/Income from Operations	9520.45	9379.16
Other Income	2.15	64.71
Total Income	9522.60	9443.86
Profit before Finance Charges, Depreciation & Tax	389.24	385.30
Finance Charges	128.66	127.85
Depreciation & Amortization	153.19	144.11
Profit Before Tax	107.39	113.34
Tax : 1. Current tax	36.65	30.75
2.Deffered tax	5.89	15.54
3.MAT Credit Entitlement/Utilization	-	6.01
Profit After Tax	64.85	61.04
Earlier Year Tax Paid (excess provision)	0.46	29.33
Paid-Up Share Capital	1350	1350
Reserve & Surplus	1063.21	996.51

(f) Foreign Investments or collaborators if any:

Not Applicable

II Information about the appointees

Mr. Abhishek Agarwal

(a) Background details

Mr. Abhishek Agarwal has good marketing as well as administrative skill. He is actively engaged in the running of existing business of the company since a long time. He has extensive experience in area of Finance, Accounts, general management and operational aspects.

(b) Past Remuneration

The remuneration drawn by Mr. Abhishek Agarwal as the Whole Time Director of the Company during the financial year ended 31st March, 2017, has been mentioned in the Board Report.

(c) Recognition or awards

None

(d) Job profile and his suitability:

Subject to the superintendence, control and direction of the Board, Mr. Abhishek Agarwal will manage and superintend the business affairs and properties of the Company and do all such lawful acts and things in relation to such management and superintendence as he shall think fit and reasonable.

(e) Remuneration proposed

As mentioned in Resolution.

(f) Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of Origin.)

The remuneration structure of Mr. Abhishek Agarwal is not higher than what is drawn by his peers in comparable Companies.

(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any;

Mr. Abhishek Agarwal does not have any pecuniary relationship with the company.

III. Other information:

(1) Reasons of loss or inadequate profits

Profit margins are low due to heavy competition in paper market.

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

Company is trying to expand the market to increase its sales & profitability.

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

It depends on quantum of sales and profit figures.

IV. Disclosures:

(a) The remuneration package of Mr. Abhishek Agarwal has already been mentioned in the resolution.

(b) The necessary disclosures as required under the Act have already been made in the Report of the Board of Directors.

The Board considers that having regard to the significant contribution of Mr. Abhishek Agarwal towards remarkable growth of operational activities of the Company during his current tenure, the appointment of Mr. Abhishek Agarwal as Whole Time Director of the Company for a further period of three years is fully justified. As such the Board commends the Special Resolution set out in item 5 of the Notice convening the meeting for the approval of the Shareholders.

Except the appointee, no other Director/Key Managerial personnel or any relative of Director or Key Managerial Personnel have any concern or interest in the said resolution.

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

Sd/-
**SARIKA AGARWAL
COMPANY SECRETARY**

**DATED: 30th August, 2017
PLACE: DELHI**

IMPORTANT NOTES:

1. 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.
2. **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.**
3. 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.
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
5. Details under Listing Regulations and Secretarial Standards - 2 on General Meetings, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re- appointment.
6. Electronic copy of the Annual Report for Financial Year 2016-17 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 Annual Report for Financial Year 2016-17 is being sent in the permitted mode.

7. Electronic copy of the Notice of the 33rd 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 the 33rd 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 in the permitted mode.
8. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for Financial Year 2016-17 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.
9. The Register of Members and Share Transfer Registers will remain closed from Saturday, 23.09.2017 to Friday, 29.09.2017 (Both days inclusive).
10. Beetal Financial and Computer Services Private 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 Pvt. Ltd.
Beetal House, 3rd Floor, 99, Madangir
Near Dada Harsukhdas Mandir
New Delhi-110 062
11. All documents referred to in the accompanying Notice and the Explanatory Statement is open for inspection at the registered office of the Company during business hours on all the working days between 11:00 A.M and 1:00 P.M up to the date of the Meeting.
12. 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.
13. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
14. **Voting through electronic means**

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 33rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Ltd.

The instructions for e-voting are as under:

E – Voting Instructions:-

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26th September, 2017 at 10.00 A.M and ends on 28th September, 2017 at 5.00 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 22nd September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 22nd September, 2017 may follow the same instructions as mentioned above for e-Voting.
- (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(iii) 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.

(xx) Mrs. Shailly Goel, Practicing Company secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(xxi) The Scrutinizer shall, immediately after the conclusion of the voting at the general meeting, first count the votes casted at the Meeting 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 make within a period not exceeding three (3) days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman, or an authorized person by him, of the Company.

(xxii) 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 <http://www.agarwalduplex.net/> and on the website of CDSL and communicated to the Stock Exchanges.

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

**Sd/-
SARIKA AGARWAL
COMPANY SECRETARY**

**DATED: 30th August, 2017
PLACE: DELHI**

Detail of directors seeking Appointment/Reappointment in Annual General Meeting held in 29/09/2017

Sr. No.	Name of Director	ABHISHEK AGARWAL	SURESH CHAND	NEERAJ GOEL
1.	Director Identification Number (DIN)	02140480	00453489	00017498
2.	Date of Birth	23/06/1978	22.06.1942	04.02.1959
3.	Permanent Account Number (PAN)	ABPPA7324P	AAUPC3465D	AEPPG5267E
4.	Date of Appointment on the Board	02/04/2007	02.08.2012	-19.08.2001
5.	Terms & Condition of appointment or Re-appointment	Terms and conditions of appointment are mentioned in Notice of AGM & explanatory statements.	Terms and conditions of appointment are mentioned in Notice of AGM & explanatory statements.	Terms and conditions of appointment are mentioned in Notice of AGM & explanatory statements.
6.	Experience	14 Yrs	49 Yrs	35 Yrs
7.	Expertise in specific Functional area	Shri Abhishek Agarwal is competent and capable to hold the current position and provide valuable services to the company and the work execution in a balanced manner.	Shri Suresh Chand, has good marketing & administrative skill. He is actively engaged in the marketing business.	Shri Abhishek Agarwal is competent and capable to hold the current position and provide valuable services to the company and the work execution in a balanced manner.
8.	No. of equity shares held in the Company (as on 31st March, 2016)	1,30,850 shares	2,17,500 shares	1,00,000 shares
9.	Qualification	MBA in Marketing	Graduate	Graduate
10.	Remuneration last drawn	150,000/- P.M (Details mentioned in the Corporate Governance Report)	No remuneration drawn	150,000/- P.M (Details mentioned in the Corporate Governance Report)
11.	Number of Meeting of Board Attended during the year	Four	Four	Four
12.	List of Directorship	NIL	1. Bindlas Duplux Limited 2. Bindal Rolling Mills Limited	1. Tehri Pulp And Paper Limited
13.	Membership/ Chairmanship of committees of the Company	Stakeholder Relationship Committee	1. Audit Committee 2. Stakeholder Relationship Committee	NIL
14.	Relationship with Directors, Manager & Key Managerial personnel	N.A.	N.A.	N.A.

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 33rd Annual General Meeting of the Company to be held on the Friday, 29th September, 2017 at 217, Agarwal Prestige Mall, Near M2K Cinema, Pitampura, Delhi-110034 at 10:00 am and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
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.
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.	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.”.
4.	Approval for the Re-appointment of Mr. Neeraj Goel (DIN: 00017498) as Managing Director of the company
5.	Approval for the Re-appointment of Mr. Abhishek Agarwal (02140480), as Whole Time Director of the company

Signed this..... day of..... 2017

Affix Revenue Stamp

Signature of Shareholder :

Signature of Proxy holder (s) :

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

AGARWAL DUPLEX BOARD MILLS LIMITED

(CIN: L99999DL1984PLC019052)

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

Website: www.agarwalduplex.net; Tel.: +91 11 47527700, Fax - +91 11 47527777

ATTENDANCE SLIP

Please fill Attendance Slip and hand it over at the entrance of the meeting hall

1.	Name(s) of Member(s) including joint holders, if any (in Block Letter(s))	
2.	Registered Address of the Sole/First named Member	
3.	Registered Folio No./*DP ID No. and Client ID No. (* Applicable to Members holding shares in dematerialized form)	
4.	Number of Shares held	

I/We hereby record my/our presence at the 33rd Annual General Meeting of the Company, to be held on the Friday, 29th September, 2017 at 10:00 A.M. at 217, Agarwal Prestige Mall, Near M2K Cinema, Pitampura, Delhi-110034.

Signature of Member / Proxy

