

AGARWAL DUPLEX BOARD MILLS LIMITED

(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

Notice is hereby given that the 36th Annual General Meeting of the Shareholders of the Company will be held on Wednesday, 30th September, 2020 at 11.30 A.M. through Video Conferencing /Other Audio Visual Means ("VC/OAVM") facility deemed to be conducted from Registered Office of Company at 217, Aggarwal Prestige Mall, Near M2K Cinema, Pitampura, Delhi-110034 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as on 31.03.2020 and the Profit & Loss Account for the year ended 31.03.2020 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.

SPECIAL BUSINESS:

3. Approval for Sub-Division of Company's equity shares

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act 2013 read with Rules thereunder (including statutory modifications or re-enactments thereof) as may be applicable for the time being in force, and Regulation 30 with other relevant regulations of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance to the provisions of Memorandum and Articles of Association of the Company and subject to the approval(s), consents(s), permission(s), sanction(s) if any, as may be necessary from the appropriate statutory authority(ies), the consent of shareholders of the Company be and is hereby accorded for sub-dividing the equity shares of the Company, in such a manner that each equity share having nominal value of Rs. 10/- (Rupees Ten only) each be sub-divided into 10 (Ten) Equity shares having nominal value of Rs. 1/- (Rupee One Only) each fully paid-up with effect from the Record Date as may be fixed by the Board for the purpose.

RESOLVED FURTHER THAT pursuant to the sub division of equity shares of the Company, 10 (Ten) equity shares of Face value of Rs. 1/- (Rupee One Only) each be allotted in lieu of existing 1 (One) Equity Shares of Rs. 10 (Rupees Ten only) from the record date and shall rank paripassu in all respects with and carry the same rights as the existing fully paid-up Equity shares of Rs. 10/- each of the Company.

RESOLVED FURTHER THAT upon sub division of equity shares as aforesaid, the existing share certificates of the equity shares of the face value of Rs. 10/- (Rupees Ten only) each both in the electronic and physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date of sub division and the Company

may without requiring the surrender of the old share certificates, directly issue and dispatch the new share certificates of the Company, in lieu of the existing share certificates with the prescribed time period and in the case of equity shares held in dematerialized form, give credit of sub divided equity shares to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the equity shares before sub-division.

RESOLVED FURTHER THAT the Board be and is hereby authorized to fix the Record Date and to take such steps as may be considered necessary or expedient and to delegate all or any other committee as may deem appropriate in this regard.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary including the delegation of all or any of its powers conferred herein to any Director(s) or any other officer of the company for obtaining necessary approvals, Statutory, Contractual or otherwise, in relation to the above and to do all such acts, deeds, matters and things as may be considered necessary and expedient to give effect to this resolution, execution of all necessary documents with the Stock Exchanges and the Depositories and/or any other relevant statutory authority, if any, or for any matters connected herewith or incidental thereto.”

4. Approval to amend the Capital Clause of Memorandum of Association of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the applicable provisions of the Section 13, 61, 64 and other applicable provisions of Companies Act, 2013 (including any amendment or re-enactment thereof) and the rules thereunder, the consent of the shareholders of the Company be and is hereby accorded to alter the Authorised Share Capital of the company from existing Rs. 13,50,00,000/- (Rs. Thirteen Crore Fifty Lacs Only) divided into 135,00,000 (One Crore Thirty Five Lacs) Equity shares of Rs 10/- each to Rs. 13,50,00,000/- (Rs. Thirteen Crore Fifty Lacs Only) divided into 13,50,00,000 (Thirteen Crore Fifty Lacs) Equity shares of Rs 1/- each by subdividing the Equity shares in such a manner that each equity share having nominal value of Rs. 10/- (Rupees Ten only) each be sub-divided into 10 (Ten) Equity shares having nominal value of Rs. 1/- (Rupee One Only) each fully paid.”

RESOLVED FURTHER THAT existing Clause (V) of Memorandum of Association of the company be substituted with the following new Clause:

(V). “The Authorised Share Capital of the Company is Rs. 13,50,00,000/- (Rs. Thirteen Crore Fifty Lacs Only) divided into 13,50,00,000 (Thirteen Crore Fifty Lacs) Equity shares of Rs 1/- each.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary including the delegation of all or any of its powers conferred herein to any Director(s) or any other officer of the company for obtaining necessary approvals, Statutory, Contractual or otherwise, in relation to the above and to do all such acts, deeds, matters and things as may be considered necessary and expedient to give effect to this resolution, or for any matters connected herewith or incidental thereto.”

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

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with

Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, approval of the members be and is hereby granted for the re-appointment of Mr. Neeraj Goel (DIN 00017498) as Managing Director of the Company, for a period of 3 (Three) years with effect from 28th September, 2020, 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. 5, 00,000/- (Rupees Five Lac Only) per month and maximum upto of Rs. 8,00,000/- (Rupees Eight Lac 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.”

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

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, approval of the Members be and is hereby granted for the re-appointment of Mr. Abhishek Agarwal (DIN 02140480) as Whole Time Director of the Company, for a period of 3 (Three) years with effect from 28th September, 2020, 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. 2,00,000/- (Rupees Two Lac Rupees Only) per month and maximum upto of Rs. 5,00,000/- (Rupees Five Lac 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/-

**DATED: 8th SEPTEMBER, 2020
PLACE: DELHI**

**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 &4

The Board of Directors of the Company in their meeting held on 8th September, 2020 Considered and approved the proposal of the Sub-division of equity shares of the Company in such a manner that each equity share having nominal value of Rs. 10/- (Rupees Ten only) each be sub-divided into 10 (Ten) Equity shares having nominal value of Rs. 1/- (Rupee One Only) each fully paid-up subject to the approval of the shareholders.

The Sub-division of shares has been considered to improve the market liquidity and also to make the shares more affordable for the existing and pursuing shareholders of the Company.

The equity share capital of the Company will be represented as below:

Equity share Capital	Pre Sub-division (No of Shares)	Post Sub-division (No of shares)
Authorized Capital	1,35,00,000 shares of Rs, 10/- each	13,50,00,000 equity shares of Rs. 1/- each
Paid up Capital	1,35,00,000 shares of Rs, 10/- each	13,50,00,000 equity shares of Rs. 1/- each

Record date for the sub-division of equity shares shall be fixed after obtaining the approval of Members.

Further the Sub-division of equity shares of the Company give effect to the amendment of Capital Clause of the Memorandum of Association of the Company which states the breakup of Equity Shares of the Company with the nominal value of each share. Therefore, it is required to alter the Memorandum of Association of the company.

Pursuant to the provisions of Section 13 and 61 of the Act read with the rules thereunder, Sub-division of Equity Shares of the Company and alteration of Memorandum of Association shall be approved by the members of the Company.

Copy of existing and amended Memorandum of Association of the company will be available for inspection through electronic mode on the request of the shareholder sent on agarwalduplex1984@gmail.com

The Board recommends the Special Resolution set out in Item No. 3 &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.

Item No 5

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 8th September, 2020, re-appointed Mr. Neeraj Goel as Managing Director of the Company, for a period of further 3 (Three) with effect from 28th September 2020, 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 recommends 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:

	31.03.2020	31.03.2019
Net Sale/Income from Operations	15347.64	15629.38

(INR in Lacs)

Other Income	4.21	5.65
Total Income	15351.85	15635.03
Profit before Finance Charges, Depreciation & Tax	449.49	434.84
Finance Charges	116.53	118.37
Depreciation & Amortization	172.07	156.65
Profit Before Tax	160.89	159.82
Tax : 1. Current tax	62.11	55.51
2.Deferred tax	-15.38	-31.85
3.MAT Credit Entitlement/Utilization		
Profit After Tax	114.16	128.68
Earlier Year Tax Paid (excess provision)	2.2369	-
Paid-Up Share Capital	1350	1350
Reserve & Surplus	1346.59	1235.58

(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, 2020, 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.

(h) Other Listed Entities in which he holds directorship and membership in Committees of Board

None

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

The company is very confident to continue to achieve a sustained good performance and adequate profits in the years ahead and continuously trying to increase productivity by capturing new markets 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 recommends 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.

Item No. 6

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 8th September, 2020, re-appointed Mr. Abhishek Agarwal as Whole Time Director of the Company, for a period of further 3 (Three) with effect from 28th September 2020, 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 6 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)	
	31.03.2020	31.03.2019
Net Sale/Income from Operations	15347.64	15629.38
Other Income	4.21	5.65
Total Income	15351.85	15635.03
Profit before Finance Charges, Depreciation & Tax	449.49	434.84
Finance Charges	116.53	118.37
Depreciation & Amortization	172.07	156.65

Profit Before Tax	160.89	159.82
Tax : 1. Current tax	62.11	55.51
2.Deffered tax	-15.38	-31.85
3.MAT Credit Entitlement/Utilization		
Profit After Tax	114.16	128.68
Earlier Year Tax Paid (excess provision)	2.2369	-
Paid-Up Share Capital	1350	1350
Reserve & Surplus	1346.59	1235.58

(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, 2020, 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.

(h) Other Listed Entiies in which he holds directorship and membership in Committees of Board

None

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 expend 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 recommends the Special Resolution set out in item 6 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.

IMPORTANT NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to all as the company has less than 1000 shareholders. There is no restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with and the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence, Attendance Slip and Proxy Form including Route Map are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.agarwalduplex.net/notice-file.htm> The Notice can also be accessed from the websites of the Stock Exchange i.e. MSE Limited at www.msei.in. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and

MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. 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.
9. Details under Listing Regulations and Revised 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.
10. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
11. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at agarwalduplex1984@gmail.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants.
12. The Register of Members and Share Transfer Registers will remain closed from 24.09.2020 to 30.09.2020 (Both days inclusive).
13. 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, 3rd Floor, 99, Madangir
Near Dada HarsukhdasMandir
New Delhi-110 062
14. All documents referred to in the accompanying Notice shall be available for inspection through electronic mode on the request of the shareholder sent on agarwalduplex1984@gmail.com.
15. 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 during the Annual General Meeting on login at CDSL e-voting system.

16. 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.

17. 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 36th 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 27th September, 2020 at 10.00 A.M and ends on 29th September, 2020 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 23rd September 2020 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) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on “Shareholders” module.
 - (v) 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.
- OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Shareholders 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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance between **20th September 2020 to 26th September 2020** mentioning their name, demat account number/folio number, email id, mobile number at agarwalduplex1984@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **upto 25th September 2020** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM

facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xx) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
- 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.
- Alternatively Non Individual shareholders (i.e. Company or HUF) 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 (Sarika Aggarwal, Company Secretary), 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 attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel

(East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

- (XX) Mrs. Shailly Goel, Practicing Company secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting vote through the e-voting system during the meeting in a fair and transparent manner.
- (XXI) The Scrutinizer shall, immediately after the conclusion of the voting at the general meeting, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting 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.
- (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 www.agarwalduplex.net and on the website of CDSL and communicated to the Stock Exchanges.

By Order of the Board
For AGARWAL DUPLEX BOARD MILLS LIMITED

DATED: 8th SEPTEMBER, 2020

PLACE: DELHI

Sd/-
SARIKA AGARWAL
(COMPANY SECRETARY)