



NOTICE OF 62nd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 62nd Annual General Meeting of DUROPLY INDUSTRIES LIMITED will be held at the Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata – 700 017 on Wednesday, the 25th September 2019 at 11.00 A.M to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Sheela Chitlangia (DIN: 00174354) who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

3. Re-appointment of Mr. Ratan Lal Gaggar as an Independent Non-Executive 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, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ratan Lal Gaggar (DIN: 00066068), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation”.

4. Re-appointment of Mr. Probir Roy as an Independent Non-Executive 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, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Probir Roy (DIN: 00033045), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation”.

5. **Re-appointment of Mr. Sujit Chakravorti as an Independent Non-Executive 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, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sujit Chakravorti (DIN: 00066344), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation".

6. **Re-appointment of Mr. Kali Kumar Chaudhuri as an Independent Non-Executive 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, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kali Kumar Chaudhuri (DIN: 00206157), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation".

By order of the Board

RAVI KUMAR MURARKA
Chief Financial Officer
& Company Secretary
ACS-20659

Date: 30th May 2019
Place: Kolkata

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM MUST REACH TO THE COMPANY'S REGISTERED OFFICE AT LEAST 48 HOURS PRIOR TO THE TIME OF HOLDING THE MEETING.
2. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE PAID UP CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE PAID UP CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of the Board Resolution or Power of attorney authorizing their representative to attend and vote on their behalf at the meeting.
4. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company shall remain closed from 18th September 2019 to 25th September 2019 (both days inclusive).
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting of the Company.
6. The 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 of the Company.
7. Members are requested to intimate change in their addresses, if any, to the Registrar and Share Transfer Agent(s) in respect of equity shares held in physical mode and to their Depository Participant(s) in respect of shares held in dematerialised form.
8. SEBI and Ministry of Corporate Affairs encourages paperless communication as a contribution to Green Environment. Members holding shares in physical mode are requested to register their e-mail id to the RTA for receiving all communications including annual reports, notices, circulars etc. from the company electronically.
9. Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in prescribed form SH-13 with the RTA. In respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participant(s).
10. Copies of Annual Report 2018-19 are being sent by electronic mode only to the Members whose email address is registered with the Company/ Depository Participant(s) for communication purpose 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 2018-19 are being sent by the permitted mode.
11. Members may also note that the Notice of the Annual General Meeting and the Annual Report 2018-19 will be available on the Company's website, www.duroply.in. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
12. Additional information pursuant to SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (hereinafter referred as "SEBI Regulations") in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting is furnished and forms a part of the Notice. The Directors have furnished the requisite consents/ declarations for their appointment/re-appointment.
13. The Securities Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Registrar and Share Transfer Agent(s) of the Company.
14. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring with them their copy of the Annual Report at the Annual General Meeting of the Company.
15. Members/Proxies are requested to bring the Attendance Slips with them duly filled in and hand over the same at the entrance of the meeting hall. Members/Proxies are also requested to carry photo identity card and to produce the same on demand.

16. Members/Proxies are requested to reach the venue well in advance and to complete registration formalities before the time fixed for start of the meeting.
17. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended from time to time and SEBI Regulations, the Company is pleased to provide its Members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 62nd Annual General Meeting by electronic means and the business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL). The Board of Directors of the Company has appointed Mr. A. K. Labh, Practicing Company Secretary (FCS-4848) as the Scrutinizer for conducting remote e-voting at the Annual General Meeting in a fair and transparent manner.

The Instructions for Members for Remote E-voting are as under:

- I. The voting period begins on 22nd September, 2019 at 10.00 A.M. and ends on 24th September, 2019 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 18th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Members holding shares in physical or demat form as on 18th September, 2019 shall only be eligible for remote e-voting.
- III. Those who becomes Members of the Company after dispatch of AGM Notice but on or before 18th September 2019 (Cut-off date) may obtain the login ID and password by sending a request to the Registrar & Share Transfer Agent at mdpldc@yahoo.com or to the Company at investors@duroply.com. However, those already registered with CDSL for remote e-voting can use their existing user Id and password for Login.
- IV. The shareholders should log on to the e-voting website www.evotingindia.com.
- V. Click on "Shareholders"
- VI. 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.
- VII. Next enter the Image Verification as displayed and Click on Login.
- VIII. 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.
- IX. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format. OR
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <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 (VI)

- X. After entering these details appropriately, click on "SUBMIT" tab.
- XI. 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.
- XII. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XIII. Click on the EVSN for the Duroply Industries Limited.
- XIV. 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.
- XV. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XVI. 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.
- XVII. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- XVIII. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- XIX. 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.
- XX. Shareholders can also cast their vote using CDSL's mobile app 'm-Voting'. The m-Voting app is available for Android, Apple and windows phone users and can be downloaded from Google Play Store, App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- XXI. 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 as Corporate.
 - 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.
- XXII. 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3, 4, 5 & 6

Shri Ratan Lal Gaggar, was appointed as an Independent Director at the 57th Annual General Meeting of the Company held on 25th September, 2014 for a period of five years by way of ordinary resolution. He has attained the age of 75 years. Shri Rata Lal Gaggar has rich experience in lawsuits and arbitration and has over five decades of experience as a Solicitor and Advocate. He is a noted Practicing Lawyer from the High Court in Kolkata. Mr. Gaggar holds a B.A. (Hons) from Calcutta University and an LL.B.

Shri Sujit Chakravorti was appointed as an Independent Director at the 57th Annual General Meeting of the Company held on 25th September, 2014 for a period of five years by way of ordinary resolution. He has attained the age of 75 years. He has vast and considerable experience in Finance, Accounts, Administration and Corporate Management. He is a M. Com., Fellow member of the Institute of Chartered Accountants of India and the Institute of Cost & Works Accountants of India.

Shri Probir Roy, was appointed as an Independent Director at the 57th Annual General Meeting of the Company held on 25th September, 2014 for a period of five years by way of ordinary resolution, He has attained the age of 75 years. He holds M.Sc. in Chemistry from Jadavpur University; B.Sc. in Chemical Engineering from London University and M.B.A from Leeds University.

Dr. Kali Kumar Chaudhuri was appointed as an Independent Director of the Company at the 57th Annual General Meeting of the Company held on 25th September, 2014 for a period of five years by way of ordinary resolution. He has served as Dean of the MBA programme at the Indian Institute of Social Welfare and Business Management under Calcutta University for more than fifteen years. Dr. Chaudhuri served as Research Fellow and Research Assistant in Indian Institute of Management, Calcutta. He has attended professional trainings in the Tata Institute of Social Sciences, Mumbai and Council for Social Development, Delhi and Institute of Directors, Delhi. Dr. Chaudhuri has a Master degree in Science and a Doctorate in Anthropology from the Calcutta University.

The above mentioned Independent and Non-Executive Directors are experts in their respective fields and their experience and valuable guidance is beneficial to the Company.

The Directors propose re-appointment of all the above directors as an Independent Non-Executive Directors of the Company to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation, for your approval.

No Director is interested or concerned in the above resolutions.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING OF THE COMPANY

Particulars	Shri Ratan Lal Gaggar	Shri Sujit Chakravorti	Shri Probir Roy	Shri Kali Kumar Chaudhuri
Date of Birth	01.12.1932	13.09.1943	19.04.1944	18.09.1945
Date of Appointment on the Board	28.06.1976	27.09.2002	09.05.2011	24.01.2006
Qualification	B.A. (Hon's), LLB	M.Com., F.C.A., F.I.C.W.A., F.I.C.A.	M.Sc., B.S., MBA	M.Sc. Phd.
Expertise in Specific functional area	Solicitor & Advocate	Finance, Accounts, Administration & Corporate Management	Arbitration	
Terms and Conditions of Appointment	Independent Director, non liable to retire by rotation	Independent Director, non liable to retire by rotation	Independent Director, non liable to retire by rotation	Independent Director, non liable to retire by rotation
Number of Board meetings attended out of four Board meetings held during the year	5	5	5	5
Last drawn remuneration details	Nil	Nil	Nil	Nil
Directorship held in other Public Companies	1. TIL Ltd. 2. Paharpur Cooling Towers Ltd. 3. Sumedha Fiscal Services Ltd. 4. Machino Polymer Ltd. 5. Subhash Kabini Power Corporation Ltd. 6. International Combustion	1. Deepak Industries Ltd. 2. Durgapur Chemicals Ltd. 3. Infusion (India) Ltd. 4. WEBFIL Ltd.	1. Metro Diary Ltd. 2. East India Pharmaceutical Works Ltd. 3. Keventor Agro Limited 4. Industrial and Prudential	1. Manaksia Limited 2. Manaksia Coated Metals & Industries Limited 3. Manaksia Steels Limited 4. Manaksia Aluminium Co. Ltd. 5. Mark Steels Limited

	(India) Ltd. 7. Machino Plastics Ltd. 8. Shree Cement Ltd. 9. Mayfair Hotels & Resorts Ltd.		Investment Co. Ltd. 5. Vikram Solar Ltd	6. BKM Industries Limited
Committee membership/Chairmanship held in other Companies	Chairman 1. TIL Ltd.- Remuneration Committee 2. Paharpur Cooling Towers Ltd. – Selection Committee & Remuneration Committee 3. Shree Cement Ltd. – Nomination cum Remuneration Committee & Stakeholder’s Relationship Committee Member 1. TIL Ltd.- Audit Committee & Share transfer Committee 2. Shree Cement Ltd. – Audit Committee 3. International Combustion (India) Ltd. – Audit Committee & Remuneration Committee 4. Paharpur Cooling Towers Ltd. – Audit Committee & Management Committee 5. Subhash Kabini Power Corporation Ltd. – Audit Committee & Nomination and Remuneration Committee	Chairman 1.WEBFIL Ltd. – Corporate Social Responsibility Committee, Stakeholders Relationship Committee & Nomination and Remuneration Committee Member 2.Deepak Industries Ltd. – Stakeholders Relationship, Nomination and Remuneration Committee & Corporate Social Responsibility Committee	Chairman 1.East India Pharmaceutical Works Limited - Audit Committee Member 1.Metro Diary Limited - Audit Committee 2.Keventor Agro Limited - Audit Committee 3.Industrial and Prudential Investment Co. Ltd. - Audit Committee	Chairman 1.Manaksia Coated Metals & Industries Limited – Nomination and Remuneration Committee & Stakeholders Relationship Committee 2.BKM Industries Limited – Audit Committee & Nomination and Remuneration Committee 3.Manaksia Aluminium Company Limited - Nomination and Remuneration Committee & Stakeholders Relationship Committee 4.Mark Steels Limited - Nomination and Remuneration Committee Member 5. Manaksia Limited – Audit Committee & Nomination and remuneration Committee 6. Manaksia Coated Metals & industries Limited – Audit Committee 7. Manaksia Steels Limited – Audit Committee, Nomination and Remuneration Committee & Corporate Social Responsibility 8. Manaksia Aluminium Company Limited – Audit Committee 9. Mark Steels Limited – Audit Committee
Relationship with other Directors/KMP in other Companies	N.A.	N.A.	N.A.	N.A.
Number of shares held in the Company	Nil	Nil	Nil	Nil

By Order of the Board

RAVI KUMAR MURARKA
Chief Financial Officer
& Company Secretary

Date: 30th May 2019
Place: Kolkata

ROUTE MAP OF BHARATIYA BHASHA PARISHAD

