



**23<sup>rd</sup> Annual Report 2016-17**

**B J DUPLEX BOARDS LIMITED**

**L21090DL1995PLC066281**

# **B J DUPLEX BOARDS LIMITED**

## **23<sup>RD</sup> ANNUAL REPORT**

### **[2016-2017]**

**REGD. OFFICE: H. NO. 83, T/F CHAWRI BAZAR,  
DELHI- 110 006**

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**23<sup>rd</sup> Annual Report 2016-17****B J DUPLEX BOARDS LIMITED****L21090DL1995PLC066281****ACROSS THE PAGES**

CONTENTS	PAGE NO.
Notice	4-12
Directors Report along with Annexure (From I to X)	13-79
Auditor's Report	80-86
Balance Sheet	87-88
Statement of Profit & Loss Account	89-90
Cash Flow Statement	91-92
Notes to Financial Statement	93-99
Attendance Slip	100-100
Form MGT- 11 Proxy Form	101-102
Form MGT-13 Nomination Form	103-105
Form MGT-14 Cancellation & Variation of Nomination Form	106-106
Route Map	107

**23<sup>rd</sup> Annual Report 2016-17****B J DUPLEX BOARDS LIMITED****L21090DL1995PLC066281****CORPORATE INFORMATION**

<p><b><u>BOARD OF DIRECTORS</u></b></p> <p><b>MR. SATYA BHUSHAN JAIN</b> WHOLE TIME DIRECTOR</p> <p><b>MR. V B SALUJA</b> DIRECTOR (NON-EXECUTIVE DIRECTOR)</p> <p><b>MS. KAVITA VERMA</b> (NON-EXECUTIVE DIRECTOR)</p> <p><b>MR. ASHISH JAIN</b> (NON-EXECUTIVE DIRECTOR)</p>	<p><b><u>REGISTERED OFFICE</u></b></p> <p>H. NO. 83, T/F CHAWRI BAZAR, DELHI- 110 006</p> <hr/> <p><b><u>CORPORATE IDENTIFICATION NUMBER (CIN)</u></b></p> <p><u>L21090DL1995PLC066281</u></p>
<p><b><u>KEY MANAGERIAL PERSONNEL</u></b></p> <p><b>MR. SATYA BHUSHAN JAIN</b> WHOLE TIME DIRECTOR</p> <p><b>MR. V B SALUJA</b> CHIEF FINANCIAL OFFICER</p> <p><b>MS. PRIYANKA PATHAK</b> COMPANY SECRETARY &amp; COMPLIANCE OFFICER</p>	<p><b><u>STATUTORY AUDITORS</u></b></p> <p><b>M/S SSAR &amp; ASSOCIATES</b> 2nd Floor, 19A, Ansari Road Dariya Ganj, New Delhi- 110002</p> <hr/> <p><b><u>COMMITTEES</u></b></p> <p>Audit Committee</p> <p>Nomination and Remuneration Committee</p> <p>Stakeholders Relationship Committee</p>
<p><b><u>INTERNAL AUDITOR</u></b></p> <p><b>M/S. GM &amp; CO.</b> F-13/10, Krishna Nagar, Delhi- 110051</p>	<p><b><u>SECRETARIAL AUDITOR</u></b></p> <p><b>PARVEEN RASTOGI &amp; CO.</b> <b>Company Secretaries</b> Flat No. 3, Sood Building, Teil Mil Marg, Ram Nagar, Paharganj, New Delhi-110 055.</p>
<p><b><u>RTA</u></b></p> <p>Beetal Financial Computer Services Pvt. Ltd Beetal House, 3<sup>rd</sup> Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110 062</p>	<p><b><u>BANKERS</u></b></p> <p><b>KOTAK MAHINDRA BANK</b> Preet Vihar, New Delhi</p>
<p><b><u>STOCK EXCHANGE (S)</u></b></p> <p>BSE Limited Ahmadabad Stock Exchange Limited</p>	<p><b><u>WEBSITE</u></b></p> <p><a href="http://www.bjduplexboards.com">www.bjduplexboards.com</a></p>
	<p><b><u>E-MAIL</u></b></p> <p><a href="mailto:sbj@anandpulp.com">sbj@anandpulp.com</a></p>

**23<sup>rd</sup> Annual Report 2016-17****B J DUPLEX BOARDS LIMITED****L21090DL1995PLC066281****NOTICE**

NOTICE is hereby given with pursuant to Section 96 and 101 of the Companies Act, 2013 ("The Act") that the **23<sup>RD</sup> ANNUAL GENERAL MEETING ("The Meeting" - "AGM")** of the Members of the **B J DUPLEX BOARDS LIMITED ("The Company")** will be held on **Wednesday, 27<sup>TH</sup> DAY OF SEPTEMBER 2017**, at **04:00 P.M.** at **318, Industrial Area, Patparganj, Delhi-110 092** to transact the following business (es):

**ORDINARY BUSINESS:**

- 1) To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March 2017 and the Statement of Profit & Loss Account & Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
- 2) To appoint a Director in place of Mr. Satya Bhushan Jain (DIN: 00106272), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
- 3) To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:-**

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s Prakash Jain & Co., Chartered Accountants (FRN: 07405N), be and are hereby appointed as the Statutory Auditor of the Company in place of the retiring Auditor M/s SSAR & Associates, Chartered Accountants (FRN: 004739N), to hold office for a term of five consecutive financial years, from the conclusion of this (Twenty Third) Annual General Meeting of the Company till the conclusion of the Twenty Eighth Annual General Meeting, subject to ratification of the appointment at every Annual General Meeting, on such remuneration as may be mutually agreed upon by the Board of Directors, Audit Committee and the Auditors."."

**By Order of the Board  
For B J DUPLEX BOARDS LIMITED**

**PLACE: DELHI  
DATE: 01.09.2017**

**Sd/-  
SATYA BHUSHAN JAIN  
WHOLE TIME DIRECTOR  
DIN: 00106272  
54, NEW RAJDHANI ENCLAVE, DELHI – 110 092**

**23<sup>rd</sup> Annual Report 2016-17****B J DUPLEX BOARDS LIMITED****L21090DL1995PLC066281****NOTES:**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.**

**PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT , 2013 AND RULES MADE THEREUNDER, A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANYCARRYING VOTING RIGHTS. MEMBER HOLDING MORETHAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OFTHE COMPANY CARRYING VOTING RIGHTS MAY APPOINTA SINGLE PERSON AS PROXY AND SUCH PERSON SHALLNOT ACT AS PROXY FOR ANY OTHER MEMBER.**

**THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED (IF APPLICABLE) AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**

A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, during the period beginning 24 hours before the time fixed for the Commencement of the AGM and ending with the conclusion of the AGM, provided that not less than 3 days of notice in writing is to be given to the Company.

In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

**2. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the relevant Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.**

**3. Members having any question on Financial Statements or on any Agenda item proposed in the notice of AGM are requested to send their queries at least seven days prior at the date of AGM of the company at its registered office address to enable the company to collect the relevant information.**

**4. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 21, 2017 to Wednesday, September 27, 2017 (both days inclusive), in accordance with the provisions of the Companies Act, 2013 and SEBI (LODR) 2015.**

**5. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Wednesday, September 20, 2017 (the "cut off date") only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the company as on the Cut off date.**

**23<sup>rd</sup> Annual Report 2016-17****B J DUPLEX BOARDS LIMITED****L21090DL1995PLC066281**

**6.** Members holding shares in physical form and are desirous of making nomination in terms of Section 72 of the Companies Act, 2013, may write to the RTA for the prescribed form.

**7.** Members/Proxies are requested to bring the Attendance Slip(s) duly filled in.

**8.** Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of the Companies (Management and Administration) Rules, 2014, the copy of Annual Report, Notice of the 23<sup>rd</sup> Annual General Meeting, notice of E-Voting Attendance Slip and proxy form etc. are being sent to the members whose Email Ids are registered with the Company/Depository Participants (DP)/Registrar and Transfer Agent (RTA) for communication purposes.

Members who have not registered their email addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.

**9.** Members are requested to furnish or update their e-mail Ids with the Registrar for sending the soft copies of the Annual Report of the Company as required vide circular no. 17/2011 dated April 21, 2011 and circular no. 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs and to avail remote e-voting facility in respect of the resolutions which would be passed at the General Meetings of the Company.

**10.** Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting. Members may also note that the Notice of the 23<sup>rd</sup> AGM and the Annual Report for financial year 2016-17 will also be available on the Company's website at <http://www.bjduplexboards.com/> for their download. 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. For any communications, the shareholders may also send requests to the company's designated email id: [admin@anandpulp.com](mailto:admin@anandpulp.com). The Notice of AGM shall also be available on the website of CDSL viz. [www.evotingindia.com](http://www.evotingindia.com).

**11.** Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Share Transfer Agents, for consolidation into single folio.

**12.** In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended up to date, 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 respective Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agents.

**23<sup>rd</sup> Annual Report 2016-17****B J DUPLEX BOARDS LIMITED****L21090DL1995PLC066281**

**13.** i) Members holding shares in physical form are requested to immediately intimate any change in their residential address to Beetal Financial Computer Services Pvt. Ltd, at Beetal House, 3<sup>rd</sup> Floor, 99 Madangir, Behind Local Shopping Centre , Near Dada Harsukhdas Mandir, New Delhi-110 062, Registrars and Transfer Agent of the Company, so that change could be effected in the Register of Members before closure.

ii) Members who are holding shares in Demat mode are requested to notify any change in their residential address, Bank A/c details and/ or e-mail address immediately to their respective Depository Participants.

**14.** In terms of Section 72 of the Companies Act, 2013 and related rules there under, a Member of the Company may nominate a person on whom the Shares held by him/her vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH-13 to the Company/RTA in case shares are held in Physical Form, and to their respective depository participant, if held in electronic form. The Form SH-13 & Form-14 are annexed with this Notice.

**15.** The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and related rules there under will be available for inspection by the members of the Company at the Registered Office of the company on all working days (Monday to Saturday) between 11 A.M. and 2 P.M. up to the date of AGM and will also be available for inspection at the venue of the AGM.

**16.** To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.

**17.** In support of the Green Initiative announced by the Government of India and in terms of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, electronic copy of the Annual Report for the financial year 2016-17, along with the Notice of 23<sup>rd</sup> AGM, inter-alia, indicating the process and manner of e-voting, along with the attendance slip and proxy form are being sent to all the Members of the Company, whose E- Mail-id is registered with Registrar and Share Transfer Agent Depository Participant, unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail-id, physical copies of Annual Report for the financial year 2016-17, along with the Notice of 23<sup>rd</sup> AGM, inter-alia, indicating the process and manner of e-voting, along with the attendance slip and proxy form are being sent by other permissible mode.

**18. DEMATERIALIZATION**

Pursuant to the provisions of the SEBI, trading in the shares of your Company is in compulsory dematerialized form. Members, who have not yet got their share de-materialized, are requested to opt

**23<sup>rd</sup> Annual Report 2016-17****B J DUPLEX BOARDS LIMITED****L21090DL1995PLC066281**

for the same in their own interest and send their share certificates through Depository Participants with whom they have opened the de-materialization account to the Company's RTA.

**19. PURSUANT TO THE REQUIREMENTS OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ON CORPORATE GOVERNANCE, THE INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED AT THE ANNUAL GENERAL MEETING**

**Details of Directors seeking appointment and / or re-appointment at the ensuing Annual General Meeting (As per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015) is given below:**

<b>Name of the Directors</b>	Mr. Satya Bhushan Jain
<b>Date of Birth</b>	19/07/1954
<b>Date of Appointment on the Board of the Company</b>	13/03/1995
<b>Qualification</b>	Graduate
<b>Experience</b>	63 years
<b>Expertise in Functional Area</b>	Trading of Paper Business
<b>Directorship held in other Companies</b>	None
<b>Number of shares held in the Company</b>	67010
<b>Number of Board Meeting attended during the year</b>	8
<b>Relationship with other Directors, Manager and other Key Managerial Personnel</b>	Not related to other Directors, Manager and other Key Managerial Personnel

**20. E-VOTING PROCESS**

I. In Compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide Members a facility to exercise their right electronically through electronic voting service facility arranged by Central Depository Services [India] Limited (CDSL). The facility for voting through ballot paper will also be made available at AGM and members attending the AGM, who have not already caste their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to caste their votes again. The instructions for e-voting are annexed to the notice.



**23<sup>rd</sup> Annual Report 2016-17****B J DUPLEX BOARDS LIMITED****L21090DL1995PLC066281**

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend and participate in the AGM but shall not be entitled to cast their vote.

IV. The Board vide its Resolution passed on 01<sup>st</sup> September, 2017 have been appointed Mr. Parveen Rastogi, Practising Company Secretary (Membership No. 4764, COP No. 2883), as the Scrutinizer to scrutinize the physical voting and remote e-voting process in accordance with the law in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 3 (Three) days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.

The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company <http://www.bjduplexboards.com/> command on the website of CDSL immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the stock exchanges where the shares of Company are listed.

V. E-voting period begins on Sunday 24/09/2017 (10:00 A.M. IST) and ends on Tuesday 26/09/2017 (05:00 P.M. IST). During this period, Shareholders' of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

VI. The manner and process of remote e-Voting are as under:

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 24.09.2017 from 10 a.m. and ends on 26.09.2017 to 05 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 20.09.2017 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](http://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.

**23<sup>rd</sup> Annual Report 2016-17****B J DUPLEX BOARDS LIMITED****L21090DL1995PLC066281**

- (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](http://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"> <li>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.</li> <li>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.</li> </ul>
Dividend Bank Details  <b>OR</b> 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"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (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.