



B.J. DUPLEX BOARDS LIMITED

L21090DL1995PLC066281

**B J DUPLEX BOARDS
LIMITED
ANNUAL REPORT
[2019-2020]**

**REGD. OFFICE: H. NO. 83, T/F CHAWRIBAZAR,
DELHI- 110006**

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EMAIL:sbj@anandpulp.com

WEBSITE:www.bjduplexboard.com

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**B.J. DUPLEX BOARDS LIMITED****L21090DL1995PLC066281****CORPORATE INFORMATION**

<p><u>BOARD OF DIRECTORS</u></p> <p>MR. SATYA BHUSHANJAIN WHOLE TIME DIRECTOR</p> <p>MR. VISHWA BANDHU SALUJA (EXECUTIVE DIRECTOR)</p> <p>MS. VASUDHA JAIN (DIRECTOR)</p> <p>MR. ASHISH JAIN (NON-EXECUTIVE DIRECTOR)</p>	<p><u>REGISTERED OFFICE</u></p> <p>H. NO. 83, T/F CHAWRI BAZAR, DELHI- 110 006</p> <hr/> <p><u>CORPORATE IDENTIFICATION NUMBER (CIN)</u></p> <p><u>L21090DL1995PLC066281</u></p>
<p><u>KEY MANAGERIAL PERSONNEL</u></p> <p>MR. SATYA BHUSHAN JAIN WHOLE TIME DIRECTOR</p> <p>MR. VISHWA BANDHU SALUJA CHIEF FINANCIAL OFFICER</p> <p>MS.DIVYA MITTAL COMPANY SECRETARY & COMPLIANCE OFFICER</p>	<p><u>STATUTORY AUDITORS</u> M/S. V R BANSAL &ASSOCIATES</p> <p>A-69, Vijay Block, Laxmi Nagar, Delhi-110092</p> <hr/> <p><u>COMMITTEES</u> Audit Committee Nomination and Remuneration Committee Stakeholders Relationship Committee</p>
<p><u>INTERNAL AUDITOR</u></p> <p>M/S. GM & CO. F-13/10, Krishna Nagar, Delhi- 110051</p>	<p><u>SECRETARIAL AUDITOR</u></p> <p>PARVEEN RASTOGI & CO. Company Secretaries Flat No. 3, Sood Building, Teil Mil Marg, Ram Nagar, Paharganj, NewDelhi-110055.</p>
<p><u>RTA</u> Beetal Financial Computer Services Pvt. Ltd Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110 062</p>	<p><u>BANKERS</u></p> <p>KOTAK MAHINDRA BANK Preet Vihar, New Delhi</p>
<p><u>STOCK EXCHANGE (S)</u></p> <p>BSE Limited</p>	<p><u>WEBSITE</u> www.bjduplexboard.com</p> <hr/> <p><u>E-MAIL</u> sbj@anandpulp.com</p>



26TH Annual Report 2019-20

B J DUPLEX BOARDS LIMITED

CIN:- L21090DL1995PLC066281

H. NO. 83, T/F CHAWRI BAZAR, DELHI -110006

Tel No.- 41410139 Email Id- bj@anandpulp.com Website:- www.bjduplexboard.com

NOTICE

NOTICE is hereby given, pursuant to Section 96 and 101 of the Companies Act , 2013 (“The Act”), that the **26TH ANNUAL GENERAL MEETING** (“The Meeting” - “AGM”) of the Members of the **B J DUPLEX BOARDS LIMITED** (“The Company”) will be held on **SATURDAY, 26TH DAY OF DECEMBER 2020** at **02:00 P.M.** at **NEW BOX MAKERS, I-144, SECTOR-2, BAWANA INDUSTRIAL AREA, DELHI-110039** to transact the following business(es):

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Financial statements of the Company for the financial year ended 31st March, 2020, the Reports of the Board of Directors and the Auditors thereon.
- 2) To fix the remuneration of M/s V.R. Bansals & Associates, Chartered Accountants, Statutory Auditors of the Company.
- 3) To appoint a Director in place of Mr. Vishwa Bandhu Saluja (DIN:0010629), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- 1. Re-appointment of Mr. Satya Bhushan Jain (DIN: 00106272) as a Wholetime Director of the Company for a term of five consecutive years**

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to recommendations of the Nomination and Remuneration Committee and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) for the time being in force read with Schedule V of the Companies Act, 2013, the Articles of Association of the Company and the Board approval of the Company be and is hereby accorded for the re-appointment of Mr. Satya Bhushan Jain (DIN: 00106272), as Wholetime Director of the Company for a period of five years with effect from September 30, 2019 to 29th September, 2024 on such terms and conditions as detailed in the agreement, to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Satya Bhushan Jain.

RESOLVED FURTHER THAT any of the Director or Key Managerial Personnel of the company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”



B.J. DUPLEX BOARDS LIMITED

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**By Order of the Board
for BJ DUPLEX BOARDS LIMITED**

Sd/-

**DIVYA MITTAL
COMPANY SECRETARY**

**PLACE: DELHI
DATE: 30.11.2020**



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY /PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A 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.

2. A person can act as a proxy for only fifty members and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of total share capital of the company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other member. A proxy form is appended with attendance slip.

3. 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.

4. As required by Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant details of Mr. Satya Bhushan Jain (DIN: 00106272), Wholetime Director for further re-appointment as Wholetime Director under Item No. 4 of the Notice whose period of office is expiring on 29th September, 2019 as in accordance with applicable provisions of the Articles of Association of the Company are annexed as Annexure 1.

5. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of business under Item No. 4 of the Notice, is annexed hereto.

6. At the Twenty Fifth AGM held on September 30, 2019 the members approved the appointment of M/S V.R. Bansals & Associates, Chartered Accountants, (Firm Registration No. 016534N) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of Twenty Fifth AGM till the conclusion of the Thirtieth AGM. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the Twenty Sixth AGM.

7. 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.

8. 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.



9. Pursuant to Section 91 of the Companies Act, 2013 and regulation 42 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Sunday, December 20th, 2020 to Saturday, December 26th, 2020 (both days inclusive).
10. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Sunday, December 20, 2020 (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.
- Members holding shares in physical form are requested to immediately notify change in their address, if any 10 days before the date of AGM to the Registrar and Transfer Agent of the Company, viz., Beetal Financial Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Center, Near Dada Harsukhdas Mandir, New Delhi- 110062., quoting their Folio Number(s).
11. Members are requested to bring the Annual Report for their reference at the meeting. Admission Slip duly filled in shall be handed over at the entrance to the meeting hall, and duly signed in accordance with their specimen signature(s) registered with the Company/Registrar and Share Transfer Agent (RTA).
12. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so that the information is made available by the management at the day of the meeting.
13. Pursuant to the amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated 08th June, 2018 with respect to mandatory dematerialization for transfer of securities, members are being hereby informed that transfer of physical securities will not be effected w.e.f. 05.12.2018. So you are requested to dematerialize your shares.
14. 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 26th Annual General Meeting, notice of E-Voting Attendance Slip and proxy form etc. are being sent to the members who's Email Ids are registered with the Company/Depository Participants (DP)/ Registrar and Transfer Agent (RTA) for communication purposes.
15. 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.
16. In accordance with the “Green Initiative” the Company has been sending Annual Report/Notice of AGM in electronic mode to those Shareholders whose email ids are registered with the Company and/or the Depository Participants. Directors are thankful to the Shareholders for actively participating in the Green Initiative.
17. 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.
18. Members may also note that the Notice of the 26th AGM and the Annual Report for financial year 2019-20 will also be available on the Company’s website at [http:// www.bjduplexboard.com/](http://www.bjduplexboard.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: sbj@anandpulp.com. The Notice of AGM shall also be available on the website of NSDL viz. <https://www.evoting.nsdl.com>.

19. 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.

20. In terms of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, 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.

21. 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.

22. The complete particulars of the venue of the Meeting including route map and prominent land mark for easy location are enclosed herewith. The route map of the Venue of the Meeting is also hosted along with the Notice on the website of the Company i.e. www.sbj@anandpulp.com

23. **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 **National Securities Depository Limited (NSDL)**. The facility for voting through ballot paper will also be made available at AGM and members attending the AGM, who have not already cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the notice.
- 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. Mr. Parveen Rastogi, Practicing Company Secretary (COP No. 2883), has consented to act as Scrutinizer and appointed as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- V. E-voting period begins on Wednesday 23/12/2020 (9:00 A.M. IST) and ends on Friday 25/12/2020 (5:00 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 **National Securities Depository Limited (NSDL)** 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:

❖ **Log-in to e-Voting website of National Securities Depository Limited (NSDL)**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:
<https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.
 - c. How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii. If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.



6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a. Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. “[Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

	For Shareholders holding shares in Demat Form or 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 depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	<p>Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.</p>
Bank Account Number	<p>Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number.</p> <ul style="list-style-type: none"> Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).