

**B J DUPLEX BOARDS
LIMITED
ANNUAL REPORT
[2020-2021]**

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

PHONE:(91)-11-41410139

EMAIL:sbj@anandpulp.com

WEBSITE:www.bjduplexboard.com

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CORPORATE INFORMATION

<p align="center"><u>BOARD OF DIRECTORS</u></p> <p>MR. SATYA BHUSHAN JAIN WHOLE TIME DIRECTOR</p> <p>MR. VISHWA BANDHU SALUJA (EXECUTIVE DIRECTOR): Cessation w.e.f. 03rd May, 2021</p> <p>MS. VASUDHA JAIN (INDEPENDENT DIRECTOR)</p> <p>MR. ASHISH JAIN (INDEPENDENT & NON-EXECUTIVE DIRECTOR)</p> <p>MR. SUDHANSHU SALUJA (NON EXECUTIVE DIRECTOR & CHIEF FINANCIAL OFFICER): appointed w.e.f. 27TH MAY, 2021</p>	<p align="center"><u>REGISTERED OFFICE</u></p> <p>H. NO. 83, T/F CHAWRI BAZAR, DELHI- 110 006</p> <hr/> <p align="center"><u>CORPORATE IDENTIFICATION NUMBER (CIN)</u></p> <p align="center"><u>L21090DL1995PLC066281</u></p>
<p align="center"><u>KEY MANAGERIAL PERSONNEL</u></p> <p>MR. SATYA BHUSHAN JAIN WHOLE TIME DIRECTOR</p> <p>MR. VISHWA BANDHU SALUJA CHIEF FINANCIAL OFFICER: Cessation w.e.f. 03rd May, 2021</p> <p>MS.DIVYA MITTAL COMPANY SECRETARY & COMPLIANCE OFFICER</p>	<p align="center"><u>STATUTORY AUDITORS</u> M/S. V R BANSAL & ASSOCIATES</p> <p align="center">A-69, Vijay Block, Laxmi Nagar, Delhi-110092</p> <hr/> <p align="center"><u>COMMITTEES</u> Audit Committee Nomination and Remuneration Committee Stakeholders Relationship Committee</p>
<p align="center"><u>INTERNAL AUDITOR</u></p> <p align="center">M/S. GM & CO. F-13/10, Krishna Nagar, Delhi- 110051</p>	<p align="center"><u>SECRETARIAL AUDITOR</u></p> <p align="center">PARVEEN RASTOGI & CO. Company Secretaries Flat No. 3, Sood Building, Teil Mil Marg, Ram Nagar, Paharganj, NewDelhi- 110055.</p>
<p align="center">RTA 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 align="center"><u>BANKERS</u></p> <p align="center">KOTAK MAHINDRA BANK Preet Vihar, New Delhi</p>
<p align="center"><u>STOCK EXCHANGE</u></p> <p align="center">BSE Limited</p>	<p align="center"><u>WEBSITE</u> www.bjduplexboard.com</p> <hr/> <p align="center"><u>E-MAIL</u> sbj@anandpulp.com</p>

27TH Annual Report 2020-21

B J DUPLEX BOARDS LIMITED

CIN:- L21090DL1995PLC066281

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

Tel No.- 41410139 Email Id- sbj@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 **27TH ANNUAL GENERAL MEETING ("The Meeting" - "AGM")** of the Members of the **B J DUPLEX BOARDS LIMITED ("The Company")** will be held on **THURSDAY, 30TH DAY OF SEPTEMBER 2021** at **02:00 P.M.** at **NEW BOX MAKERS, I-144, SECTOR-2, BAWANA INDUSTRIAL AREA, DELHI-11110039** 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, 2021, 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 fix the remuneration of M/s V.R. Bansals & Associates, Chartered Accountants, Statutory Auditors of the Company.

SPECIAL BUSINESS:

4) Regularisation of Mr. Sudhanshu Saluja (DIN: 03267887) as Director of the Company

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

"RESOLVED THAT Mr. Sudhanshu Saluja (DIN: 03267887), who was appointed as an Additional Director of the Company by the Board of Directors ('Board') in their meeting held on 27th May, 2021 under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof) and applicable provisions of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution."

5) To ratify the reclassification of 52 individuals/entities earlier being shown as persons belonging to Promoter Group from "Promoter and Promoter Group category" to "Public category".

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

"RESOLVED THAT pursuant to Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions including any amendment(s) or

modification(s) made thereto from time to time and any other laws and regulations as may be applicable from time to time, and subject to the necessary approvals of the Stock Exchanges and other appropriate statutory authorities as may be necessary, the consent of the members of the Company be and is hereby accorded to ratify the reclassification of the following individuals/entities (hereinafter referred to as the **“Outgoing promoters”**) from “Promoter and Promoter Group” category to “Public” category as per the requests received from them in the year 2020-2021.

RESOLVED FURTHER THAT, the following persons are neither involved in the management of the Company nor exercise any control over the affairs of the Company directly or indirectly and do not hold any Shares in the Company and none of the following persons have any voting rights or special information rights or special rights as to voting or control of the Company.

S. No.	Name of Identified Member of Promoter /Promoter Group to be reclassified	No. of Shares/Securities held, at the time, they made the Reclassification requests	% of Shares/Securities
1.	Harish Chand Shastri	97,500	1.88
2.	Chander Mohan Sharma	97,500	1.88
3.	Atiq M Puthawala	50,000	0.97
4.	Assim S Puthawala	50,000	0.97
5.	Lal Chand Jain HUF	48,000	0.93
6.	Kapil Chaudhary	37,400	0.72
7.	Gautam Chaudhary	31,200	0.6
8.	Mukesh Jain	19,000	0.37
9.	R.B. Srivastava	15,800	0.3
10.	Pratibha Jain	11,600	0.22
11.	Madhu Jain	10,000	0.19
12.	Ashok Jain	9,600	0.19
13.	Lalit Gupta	9,300	0.18
14.	J K Kochar	9,000	0.17
15.	Subhash Sharma	5,500	0.11
16.	M/s S J Packaging Limited	4,700	0.09
17.	Rekha Bajoria	4,000	0.08
18.	Sumat Chand Jain	4,000	0.08
19.	Poonam Jain	3,000	0.06
20.	Subash Chand Jain	4,600	0.08
21.	Alka Jain	2,300	0.04
22.	Girdhar Gopal Gupta	2,300	0.04
23.	Madhu Gupta	1,200	0.02
24.	Balram Bhasin	1,200	0.02
25.	Bhushan Papers Limited	1,68,000	3.24
26.	S J Services Limited	1,200	0.02
27.	S K Jain	1,100	0.02
28.	Amit Gupta	3,300	0.06
29.	Sachin Gupta	3,300	0.06
30.	Rajender Pras Sharma	1,100	0.02
31.	Pradeep Kumar Jain	900	0.02
32.	Uma Jain	900	0.02
33.	Anil Kumar Jain	900	0.02

34.	Gopal Singh	900	0.02
35.	Mahavir Prasad Jain	900	0.02
36.	Sunil Jain	900	0.02
37.	Pankaj Singhal	900	0.02
38.	Mukesh Jain	900	0.02
39.	Basudeo Soni	900	0.02
40.	Mahesh Kumar Rathor	700	0.01
41.	Madan Mittal	700	0.01
42.	Veena Bansal	700	0.01
43.	Baldev Raj Taneja	600	0.01
44.	Swarn Taneja	600	0.01
45.	Reeta	600	0.01
46.	Dharmpal Tyagi	600	0.01
47.	Sameer Jain	600	0.01
48.	Deepak Mittal	500	0.01
49.	Gajanand Mittal	500	0.01
50.	Rama Prasad Modala	500	0.01
51.	Kailash Chand Jain	10	0
52.	Anju Saluja	13,700	0.26

RESOLVED FURTHER THAT, pursuant to Regulation 31A (3) sub clause (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018, it is hereby confirmed that, the aforesaid person(s) seeking reclassification:

- i. Do not hold more than ten percent of the total voting rights in the Company;
- ii. Do not exercise control over the affairs of the Company directly or indirectly;
- iii. Do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv. Have not been represented on the Board of Directors (including not having a nominee director) of the Company;
- v. Have never act as a key managerial person in the Company;
- vi. Are not a 'wilful defaulter' as per the Reserve Bank of India Guidelines
- vii. Are not a fugitive economic offender

RESOLVED FURTHER THAT, the aforesaid persons will not have any direct or indirect control over the affairs of the Company and such promoters, and their relatives shall not act as key managerial person for a period of more than three years from the date of shareholders' approval.

RESOLVED FURTHER THAT, on approval of the stock exchange upon application for re-classification of the aforesaid person, the Company shall effect such reclassification in the statement of Shareholding pattern from immediate succeeding quarter under regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and compliance to SEBI (Substantial Acquisition of Shares and takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and other applicable provisions.

RESOLVED FURTHER THAT the members of the Company be and hereby take note of corrected Shareholding Patterns being filed by the Company with the Stock Exchange, after reclassifying the aforementioned applicants into the public category.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/filings/ applications to stock exchange/ SEBI, and to execute all other documents

required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions”.

**By Order of the Board
For BJ DUPLEX BOARDS LIMITED
Sd/-**

**DIVYA MITTAL
COMPANY SECRETARY**

**PLACE: DELHI
DATE: 03.09.2021**

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 reappointment of Mr. Satya Bhushan Jain (DIN: 00106272) as Director under Item No. 2 of the Notice, who retires by rotation at this Annual General Meeting and Mr. Sudhanshu Saluja (DIN: 03267887), Additional Director for further appointment as Director under Item No. 4 of the Notice whose period of office is expiring on ensuing AGM 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 Seventh 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 Friday, 24th September, 2021 to Thursday, 30th September, 2021 (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 Thursday, September 23rd, 2021 (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 27th 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 27th AGM and the Annual Report for financial year 2020-21 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.bjduplexboard.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 Saturday 27th September, 2021 (9:00 A.M. IST) and ends on Wednesday 29th September, 2021 (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*****).