

29TH ANNUAL REPORT

B J DUPLEX BOARDS LIMITED (2022-2023)

B J DUPLEX BOARDS LIMITED

CIN: - L21090DL1995PLC066281

H. No.-54, G/F New Rajdhani Enclave, Near MCD Park, New Delhi – 110092, India

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



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Satya Bhushan Jain (**Whole Time Director**)
 Mr. Ashish Jain (**Non-Executive and Independent Director**)
 Mr. Sudhanshu Saluja (**Executive Director and Chief Financial Officer**)
 Mr. Vasudha Jain (**Non-Executive and Independent Director**)

REGISTERED OFFICE

H. No.-54, G/F New Rajdhani Enclave, Near MCD Park
 New Delhi – 110092

CIN: L21090DL1995PLC066281

Stock Exchange – BSE Limited

STATUTORY AUDITORS

M/s VR Bansal & Associates, Chartered Accountant
 A-69, Vijay Block, Laxmi Nagar, Delhi 110092

INTERNAL AUDITOR

M/s. GM & CO.
 F-13/10, Krishna Nagar, Delhi- 110051

SECRETARIAL AUDITOR

Parveen Rastogi & Co.
 Flat No.3, Sood Building, Teil Mil Marg, Ram Nagar,
 Paharganj, New Delhi-110055

CHIEF FINANCIAL OFFICER

Mr. Sudhanshu Saluja

COMPANY SECRETARY

Ms. Divya Mittal

PRINCIPAL BANKERS

KOTAK MAHINDRA BANK
 Preet Vihar, New Delhi

REGISTRAR & TRANSFER AGENT

Beetal Financial & Computer Services Private Limited,

Registered Office:
 Beetal House, 3rd Floor, 99 Madangir, Behind Local
 Shopping Centre, Near Data Harsukdas Mandir, New
 Delhi, 110062

COMMITTEES OF BOARD

AUDIT COMMITTEE

| Sr. No. | Name of the Director | Designation |
|----------------|-----------------------------|--|
| 1. | Mr. Ashish Jain | Non-Executive Independent Director, Chairman |
| 2. | Ms. Vasudha Jain | Non-Executive Independent Director, Member |
| 3. | Mr. Sudhanshu Saluja | Non-Executive Director, Member |

NOMINATION & REMUNERATION COMMITTEE

| Sr. No. | Name of the Director | Designation |
|----------------|-----------------------------|--|
| 1. | Mr. Ashish Jain | Non-Executive Independent Director, Chairman |
| 2. | Ms. Vasudha Jain | Non-Executive Independent Director, Member |
| 3. | Mr. Sudhanshu Saluja | Non-Executive Director, Member |

STAKEHOLDERS RELATIONSHIP COMMITTEE

| Sr. No. | Name of the Director | Designation |
|----------------|-----------------------------|--|
| 1. | Mr. Ashish Jain | Non-Executive Independent Director, Chairman |
| 2. | Ms. Vasudha Jain | Non-Executive Independent Director, Member |
| 3. | Mr. Sudhanshu Saluja | Non-Executive Director, Member |

NOTICE OF TWENTY NINTH (29TH) ANNUAL GENERAL MEETING

To,
The Member(s)
B J Duplex Boards Limited

NOTICE is hereby given that 29th Annual General Meeting (AGM) of the members of **B J Duplex Boards Limited (“the Company”)** will be held on Saturday, the 30th day of September, 2023, at 2:00 PM (IST) at New Box Makers, I-144, Sector-2, Bawana Industrial Area, Delhi – 110039, India to transact the following business(es) as set out herein:

ORDINARY BUSINESS:

Item No. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 together with the reports of the Board of Directors and Auditors thereon.

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

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2023 together with the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby received, considered and adopted.”

Item No. 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.

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 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Satya Bhushan Jain (DIN: 00106272), who retires by rotation at this Annual General Meeting, and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

By Order of the Boards of Directors
For B. J. Duplex Boards Limited
Sd/-

Place: New Delhi
Date: September 05, 2023

Divya Mittal
Company Secretary & Compliance Officer

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.***

Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights. A member holding more than 10% (Ten Percent) of the 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 person or shareholder. The appointment of proxy shall be in the Form No. MGT-11, which is annexed herewith.

The proxy holder shall prove his / her identity at the time of attending the Meeting. When a member appoints a proxy and both the member and proxy attend the Meeting, the proxy stands automatically revoked.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days' notice in writing is given to the Company.

2. 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.
3. Corporate Members intending to send their authorised representatives to attend the AGM pursuant to section 113 of the Companies Act, 2013 are requested to submit a certified true copy of the relevant Board Resolution/Power of Attorney together with their respective specimen signatures authorizing their representative to attend and vote on their behalf at the AGM or through email at sbj@anandpulp.com.
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 are annexed as **Annexure I**.
5. **Norms for furnishing of PAN, KYC, Bank details and Nomination:**

SEBI vide circular no. SEBI/ HO/ MIRSD/ MIRSD-PoD-1/ P/ CIR /2023/ 37 dated 16.03.2023 in supersession of SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated 3rd November 2021 has instructed to mandatorily furnish PAN, KYC details and Nomination by holders of physical securities. In other words, it shall be mandatory for all holders of physical securities in listed companies to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers.

Accordingly, it is once again reiterated that it is mandatory for all holders and claimants of physical securities to furnish PAN details to RTA.

Pursuant to above SEBI circular, the shareholders are requested to furnish valid PAN, email address, mobile number, Bank account details and nomination details immediately in the below mentioned forms to the RTA:

| Sr. No. | Form | Purpose |
|---------|------------|---|
| (i) | Form ISR-1 | To register/update PAN, KYC details |
| (ii) | Form ISR-2 | To Confirm Signature of securities holder by the Bank |
| (iii) | Form ISR-3 | Declaration Form for opting-out of Nomination |
| (iv) | Form SH-13 | Nomination Form |
| (v) | Form SH-14 | Cancellation or Variation of Nomination (if any) |

All above Forms ISR-1, ISR-2, ISR-3, SH-13 and SH-14 are available on our website www.bjduplexboard.com. Folios wherein any one of the cited details/documents (i.e. PAN, KYC, Bank Details and Nomination) are not available with us, on or after October 1, 2023, shall be frozen as per the aforesaid SEBI circular.

In view of the above, we request the shareholders to submit the duly filled-in Investor Service Request forms along with the supporting documents to Bank's RTA at below address at the earliest.

Freezing of Folios without PAN, KYC details and Nomination

- (i) The folios wherein any one of the cited document/details as in para above are not available on or after October 1, 2023, shall be frozen by the RTA.
- (ii) The security holder(s) whose folio(s) have been frozen shall be eligible:
 - (a) to lodge grievance or avail any service request from the RTA only after furnishing the complete documents/details as mentioned in para above.
 - (b) for any payment including dividend, interest or redemption payment in respect of such frozen folios, only through electronic mode with effect from April 1, 2024. An intimation shall be sent by the Company to the security holder that such payment is due and shall be made electronically only upon complying with the requirements stated in para 4 of this Circular.
- (iii) Frozen folios shall be referred by the RTA / listed company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/ or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.
- (iv) The RTA shall revert the frozen folios to normal status upon receipt of all the Documents/details as in para above.

In case of any query / assistance, members are requested to contact our RTA, Beetal Financial & Computer Services Private Limited, at Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Data Harsukdas Mandir, New Delhi – 110062, India (Phone No.: 011 - 29961284; Email: beetalrta@gmail.com)

Holding of shares in Electronic Form

In respect of shareholders who hold shares in the dematerialized form and wish to update their PAN, KYC, Bank Details and Nomination are requested to contact their respective Depository Participants.

6. Members may please note that the SEBI vide its Circular dated January 25, 2022, has mandated for listed companies to issue securities in dematerialized form only while processing the service requests for (a) issue of duplicate securities certificate; (b) claim from Unclaimed Suspense Account; (c) Renewal / Exchange of securities certificate; (d) Endorsement; (e) Sub-division / Splitting of securities certificate; (f) Consolidation of securities certificates/folios; (h) Transmission, and (i) Transposition.

Member are requested to make service requests by submitting a duly filled and signed Form(s) as applicable to them, in the format available on the website of the Company as well as our RTA. The RTA after verification of such request shall issue a 'Letter of Confirmation' in lieu of physical securities certificate(s), and the concerned shareholders would be required to dematerialise their shares within 120 days from the date of issuance of 'Letter of Confirmation'.

Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialization and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

7. 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 or through email at sbj@anandpulp.com to enable the company to collect the relevant information.
8. In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form SH-13 (available on the website of the Company i.e. www.bjduplexboard.com) to the Company/RTA in case shares are held in physical form and to their respective depository participant, if held in electronic form.
9. This Notice is being sent to all the members whose name appears as on Friday, September 01, 2023 in the Register of Members or beneficial owner as received from Beetal Financial and Computer Services Private Limited, the Registrar and Transfer Agent of the Company or the Depositories, respectively.
10. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the closing time of Saturday, September 23, 2023, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date. A person who is not a member as on the cut-off date shall treat this notice for information purpose only. All the members as on the cut-off date as well as date of AGM shall have right to attend the AGM.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

12. All relevant documents referred to in the accompanying Notice, as well as Annual Reports are open for inspection at the Registered Office of the Company, during the office hours, on all working days between 10:00 A.M. to 1:00 P.M. upto the date of AGM as well as at the venue of AGM.
13. Electronic copy of the notice and the annual report for the Financial Year 2022-23 is being sent to members whose email addresses are registered with the Company/ depository participants for communication purpose unless any member has requested for a hard copy of the same. The members who have not registered their email addresses, physical copies of the same are being sent in the permitted mode.
14. Member(s) may also note that the Notice of the 29th AGM and the Annual Report for Financial Year 2022-23 are also available on the website of the Company at www.bjduplexboard.com., on the website of Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com/>.
15. Attendance slip and the route map showing directions to reach the venue of the twenty ninth (29th) AGM is enclosed as per the requirements of Secretarial Standard-2 of “General Meetings.”
16. 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).
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 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.
19. 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 to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

20. 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.

21. 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. 26582**), 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, September 27, 2023 (9:00 A.M. IST) and ends on Friday, September 29, 2023 (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.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . |