



B.J. DUPLEX BOARDS LIMITED

Regd. Office : H. No. 83, 3rd Floor, Chawri Bazar, Delhi-110006

Ph. : 011-42141100, 011-30251171, sbj@anandpulp.com

CIN: L21090DL1995PLC066281

NOTICE OF 1ST (2018-2019) EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 1ST (2018-2019) EXTRA ORDINARY GENERAL MEETING (EGM) OF MEMBERS OF B J DUPLEX BOARDS LIMITED WILL BE HELD AT D-33, SECTOR B - 1, TRONICA CITY, GHAZIABAD, UTTAR PRADESH – 201102 ON MONDAY, MARCH 25, 2019 AT 03:00 P.M. TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

ITEM NO. 1. APPOINTMENT OF M/S. V R BANSAL & ASSOCIATES, CHARTERED ACCOUNTANTS (FRN 016534N), DELHI AS STATUTORY AUDITORS TO FILL CASUAL VACANCY CASUED BY THE RESIGNATION OF M/S KAPUR & ASSOCIATES

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(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules, 2014 (the Rules), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) **M/S. V R Bansal & Associates ,Chartered Accountants (Firm Registration No. 016534N), Delhi** be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/s Kapur & Associates, Chartered Accountants (Firm Registration No. 028675N), Delhi.”**

“RESOLVED FURTHER THAT M/S.V R Bansal & Associates, Chartered Accountants (Firm Registration No. 016534N), Delhi be and is hereby appointed as Statutory Auditors of the Company from this Extra ordinary General Meeting and that they shall hold the office until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2019 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

Date: 22nd February, 2019

Place: New Delhi

FOR AND ON BEHALF OF
B J DUPLEX BOARDS LIMITED



DINESH KUMAR YADAV
(COMPANY SECRETARY)

NOTES:

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE THE MEMBER OF THE COMPANY.**
- b) The instrument appointing the Proxy, if any, shall be delivered at the Registered Office of the company not later than forty eight hours before the time of commencement of the meeting and in default, the instrument of Proxy shall be treated as invalid.
- c) Members are requested to notify immediately any change in their address to the Company at its registered office.
- d) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is annexed hereto.
- e) Members are requested to bring their copy of notice of the EGM. The Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.
- f) Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- g) Electronic Copy of Notice will be sent to the members whose email IDs are registered with the Company/Deposit Participant(s).
- h) Members may also note that Notice of the Extraordinary General Meeting will also be available on the Company's website www.bjduplexboard.com for being downloaded. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during the normal business hours on working days till the date of the meeting. Even after registering e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
- i) E-voting cutoff date is 18.03.2019, E-voting opens from 22.03.2019 at 10:00 a.m. and ends on 24.03.2019 at 5:00 p.m.

VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members facility to exercise their votes for all the resolutions detailed in an Extraordinary General Meeting scheduled to be held on 25th March, 2019 at 03: 00 P. M. The Company has engaged the services of CDSL as the authorized agency to provide the e-voting as per instruction below:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 22.03.2019 (10.00 a.m.) and ends on 24.03.2019 (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 18.03.2019, 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.

(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.

(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 and voted on at 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"> 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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) 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 serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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.

(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.

(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 B J DUPLEX BOARDS LIMITED 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian 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 evoting@cdslindia.com.
 - After receiving the login details they have to create compliance user, 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 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.

Mr. Parveen Rastogi (Membership No. FCS 4764) proprietor of M/s Parveen Rastogi & Company, Practising Company Secretaries has been appointed as Scrutinizer, who in the opinion on the Board can scrutinize the e-voting process in fair and transparent manner. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make Scrutinizer's

Report of the votes cast in favor or against, if any, on 27th March, 2019 an forthwith the same to the Chairman. The Result declared along with the Scrutinizer's Report shall be placed on the website of the Company viz www.bjduplexboard.com. And also on the website of CDSL viz www.cdslindia.com within two (2) days of passing of the resolutions at the EGM of the Company and communicated to the Stock Exchanges.

In case you have any queries or issue 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.

Date: 22nd February, 2019

Place: New Delhi

**FOR AND ON BEHALF OF
B J DUPLEX BOARD LIMITED**



**DINESH KUMAR YADAV
(COMPANY SECRETARY)**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
ITEM NO. 1**

M/s Kapur & Associates, Chartered Accountants (Firm Registration No. 028675N), Delhi have tendered their resignation from the position of Statutory Auditors due to some personal reasons to act as Statutory Auditor of B J DUPLEX BOARDS LIMITED, resulting into a casual vacancy in the office of Statutory Auditors of the Company.

As envisaged by Section 139 (8) of the Companies Act, 2013 casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

The Board of Directors of the Company recommended that **M/S. V R Bansal & Associates, Chartered Accountants (Firm Registration No.016534N), Delhi** be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/s Kapur & Associates, Chartered Accountants (Firm Registration No. 028675N), Delhi**.

M/S. V R Bansal & Associates, Chartered Accountants (Firm Registration No. 016534N), Delhi have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.


Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members,

None of the Directors, Key Managerial Persons of their relatives, in any way, concerned or interested in the said resolution.

Date: 22nd February, 2019

Place: New Delhi

FOR AND ON BEHALF OF
B J DUPLEX BOARDS LIMITED


DINESH KUMAR YADAV
(COMPANY SECRETARY)

ATTENDANCE SLIP
EXTRAORDINARY GENERALMEETING
MARCH 25, 2019 at 03:00 p.m.

Regd. Folio No. or Client ID No. : _____

DP ID No.: _____

No. of shareholder: _____

Name of the Member/Proxy: _____

I am member/proxy for the member of the Company. I hereby record my presence at an Extraordinary General Meeting of the members of the Company at D-33, Sector B-1, Tronica City, Ghaziabad, Uttar Pradesh – 201102.

Signature of the Member / Proxy

Note: Please complete and sign this attendance slip and hand it over at the entrance of the hall

Form -MGT-11
PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of Companies (Management and Administration) Rules, 2014]

1.	Name(s) of Shareholder(s) (including joint-holders If any).	
2.	Registered address of The sole first named Shareholder	
3.	Registered Folio No./ Client ID No.	
4.	No. of Shares Held	

I/We being the members) of _____ shares of the above named Company, hereby appoint

Name _____ E-Mail ID: _____

Address: _____ Signature _____ or failing

him Name _____ E-Mail ID: _____

Address: _____ Signature _____ or failing

him Name _____ E-Mail ID: _____

Address: _____ Signature _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on 25.03.2019 at 03:00 p.m. at D-33, Sector B -1, Tronica City, Ghaziabad, Uttar Pradesh – 201102 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution			
		For	Against	Abstain
1.	Appointment of M/s. V R Bansal & Associates, Chartered Accountants (FRN 016534N), Delhi as statutory auditors to fill casual vacancy caused by the resignation of M/s Kapur & Associates			

Signed this _____ day of _____ 2019

Signature of shareholder(s):

Signature of Proxy holder(s):

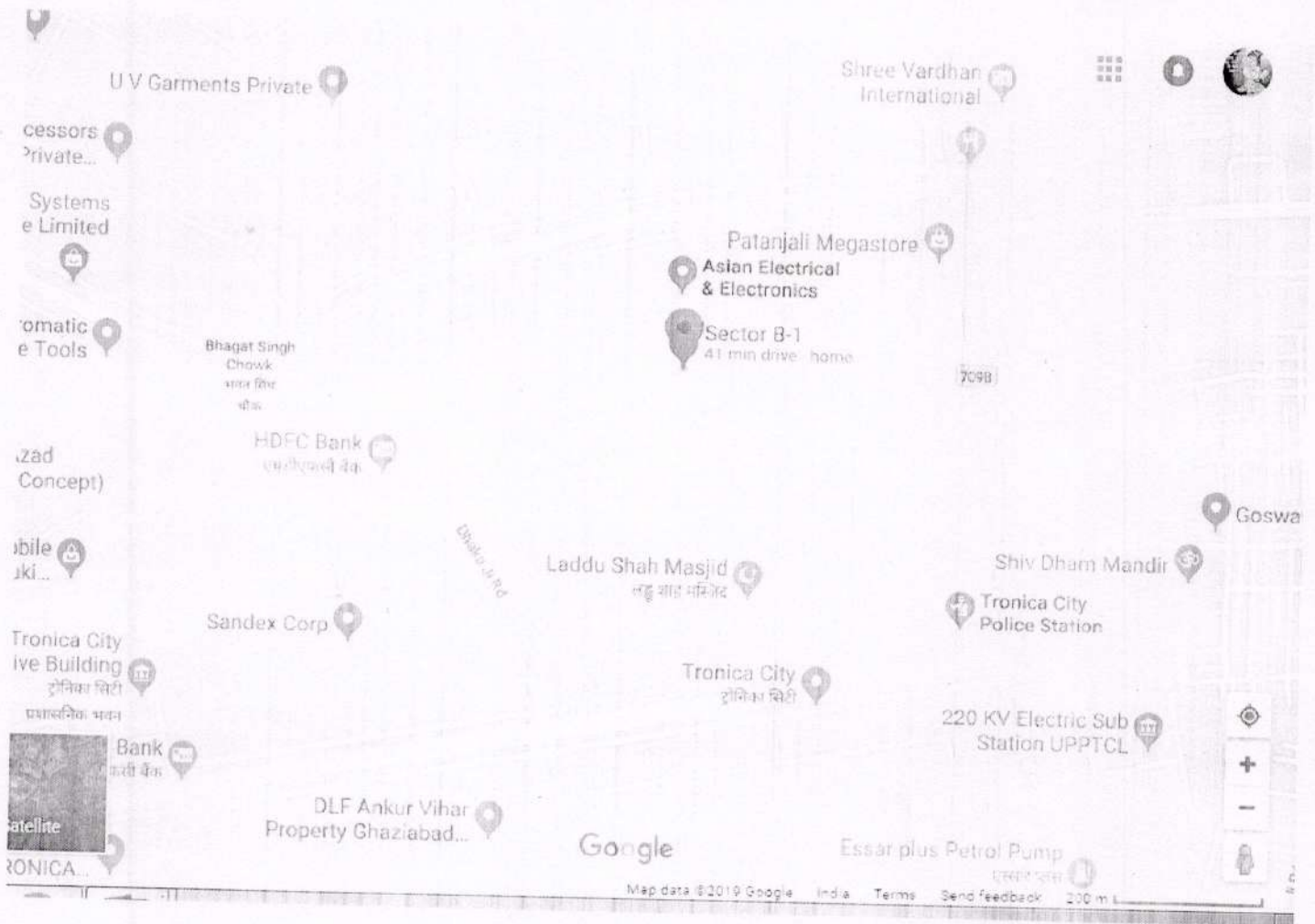
Note:

This Form of proxy in order to be effective should be duly completed and deposited at the Registered Office of

the Company, not less than 48 hours before the commencement of the Meeting.

It is optional to indicate your preference. If you leave the 'For, Against or Abstain' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he may deem appropriate.

Route Map of Venue:



REGISTERED POST

To,
The all Members of Company

If undelivered, please return to:
BJ Duplex Boards Limited
H. NO. 83, T/F Chawri Bazar,
Delhi - 110006