

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*****).

- 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as

	<p>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	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.
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).

NOTE:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

Cast your vote electronically

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.

4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail rastogifcs3@gmail.com to with a copy marked to evoting@nsdl.co.in.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
- In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.
- 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 cut-off date i.e. 23rd September, 2021.
- Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., 23rd September, 2021, may obtain the login ID and password by sending a request at <https://www.evoting.nsdl.com>.
- The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2(two) witnesses not in the employment of the company and make a Scrutinizer’s Report of the votes in favour or against, if any, forthwith to the Chairperson of the Company.
- The results shall be declared by 30th September, 2021 after the AGM of the Company. The results declared along with the Scrutinizer’s report shall be placed on the Company’s website and on the website of **National Securities Depository Limited (NSDL)** within Two (2) days of passing of the resolutions at the AGM of the Company and also communicated to the BSE Limited.

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

**Sd/-
DIVYA MITTAL
COMPANY SECRETARY**

**PLACE: DELHI
DATE:03.09.2021**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**Item No. 4:**

Mr. Sudhanshu Saluja (DIN: 03267887) was appointed as an Additional Director of the Company with effect from 27th May, 2021, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Mr. Sudhanshu Saluja is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sudhanshu Saluja as Director, for the approval by the shareholders of the Company.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the notice. The Directors recommend the resolution for approval by the members.

Item No. 5:

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 has provided a regulatory mechanism for re-classification of “Promoter and Promoter group category” subject to the fulfilment of conditions as provided therein.

In the year 2020-21, out of the total 93 individuals/entities shown in the promoter and promoter group of the Company, 52 individuals/entities who were merely the acquaintances of the Promoters and were mistakenly being shown as persons belonging to the Promoters/ Promoter Group in the Company, submitted their requests to the Company for reclassification from “Promoter and Promoter Group category” to “Public category”. These persons were not in any way involved in the decision making in the Company nor were they in direct or indirect control over the affairs of the Company. These persons were not even holding any KMP or directorial position in the Company. The following are the details regarding their respective shareholding in the Company:

S . N o .	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

It may please be noted that even presently, these persons hold the same number of shares.

Further, it is pertinent to note here that, at the time of receipt of requests from promoters, there were no legal provisions with regard to reclassification of promoters to public category, thus the Company received the requests and reclassified the aforementioned applicants in public category and the effect of the same was taken in the Shareholding Patterns.

It may please be noted that there has been no transfer of shares by any of these persons. It was merely filing of corrected Shareholding Patterns with the Stock Exchanges, with the categories of these 52 persons being reflected correctly, i.e. as Public Shareholders.

And they have also confirmed that at all times from the date of such reclassification, they shall continue to comply sub-clauses (i), (ii) and (iii) of aforesaid Clause (b) of Sub-regulations (3) of Regulation 31A and shall also comply with conditions mentioned at sub-clause (iv) and (v) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (LODR) (Sixth Amendment) Regulations, 2018 for period of not less than three years from the date of reclassification, failing

which they shall automatically be reclassified as promoter/persons belonging to Promoter Group as applicable.

Also, it may be noted that, the outgoing promoters do not possess any special rights with respect to the Company either through any formal or informal arrangements including through any shareholders agreements.

Accordingly, the Board recommends the Ordinary Resolution as set out at item no.[4] of this notice for approval of the members of the Company.

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

**PLACE: DELHI
DATE:03.09.2021**

**Sd/-
DIVYA MITTAL
COMPANY SECRETARY**

ANNEXURE 1**Details of Directors Seeking Re-Appointment at the Forthcoming Annual General Meeting as required under Regulation 36(3) Of SEBI (LODR) Regulations, 2015**

Name of the Director	Mr. Sudhanshu Saluja (Director)	Mr. Satya Bhushan Jain
DIN	03267887	00106272
Date of Birth	15/10/1985	19/07/1954
Date of Appointment on the Board of the Company	27.05.2021	13.03.1995
Brief Resume and Experience/ Expertise	Mr. Sudhanshu Saluja, Graduate and has experience in trading of paper business.	Mr. Satya Bhushan Jain Graduate and has experience in trading of paper business.
Disclosure of relationships between Directors inter-se	Not related to other Directors, Manager and other Key Managerial Personnel	Not related to other Directors, Manager and other Key Managerial Personnel
Directorship held in other Companies	Nil	Nil
Number of shares held in the Company	NIL	67,010

Form No. MGT-11

PROXY FORM

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

CIN:	L21090DL1995PLC066281
Name of the Company:	B J DUPLEX BOARDS LIMITED
Registered Office:	H. NO. 83, T/F CHAWRI BAZAR, Delhi 110006.
Name of the member(s):	
Registered Address:	
Email ID:	
Folio No./Client ID:*	
DP ID:*	

*Applicable for investors holding shares in Electronic form.

I/We __ of _____ Being the member/members of B J Duplex Boards Limited, hereby appoint the following as my/our Proxy to attend vote on a poll (for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Thursday, 30th September, 2021 at 02:00 P.M. at NEW BOX MAKERS, I-144, SECTOR-2, BAWANA INDUSTRIAL AREA, DELHI-110039 and at any adjournment thereof) in respect of such resolutions as are indicated below;

1. Name _____ Registered address _____
 Email id _____ Signature _____
 or failing him/her _____

2. Name _____ Registered address _____
 Email id _____ Signature _____
 or failing him/her _____

3. Name _____ Registered address _____
 Email id _____ Signature _____
 or failing him/her _____

** I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

S. No.	Resolution	Number of shares held	For	Against
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 Additional Director, Mr. Sudhanshu Saluja, by appointing him as Director of the Company			
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".			

This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the “For” or “Against” column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write “Abstain” across the boxes against the Resolution.

Signature (s) of Member(s)

1. _____ 2. _____

Signed this -----day of ----- 2021

Affix

Revenue

Stamp of

Rs. 1/-

Notes:

1. The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. It is optional to indicate your preference. If you leave the for or against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

**ANNUAL GENERAL MEETING,
THURSDAY, 30TH SEPTEMBER, 2021
ATTENDANCE SLIP**

I/we hereby confirm and record my/our presence at the Annual General Meeting of B J DUPLEX BOARDS LIMITED to be held on Thursday, September 30th 2021, at 02:00P.M. NEW BOX MAKERS, I-144, SECTOR-2, BAWANA INDUSTRIAL AREA, DELHI-110039

Folio No.:	DP ID*:	Client ID*:
Full name and address of the Shareholder/Proxy Holder (in block letters)		
Joint Holder 1		
Joint Holder 2		
No. of Shares Held		

*Applicable for investors holding shares in Electronic form.

I certify that I am the registered shareholders/proxy for the registered shareholder of the Company.

Signature of Shareholder/Proxy

Notes:

1. Electronic copy of the Annual Report for 2021 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.
2. Physical copy of the Annual Report for 2021 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email ids are not registered with the Company or have requested for a hardcopy.

ROUTE MAP

