



# **B J DUPLEX BOARDS LIMITED**

Regd. Office: H. No.-54, G/F New Rajdhani Enclave,

Near MCD Park New Delhi – 110092

Ph.: 011-42141100, 011-30251171, cs@prabhatamgroup.com

CIN: L21090DL1995PLC066281

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Thirty First (31<sup>st</sup>) Annual General Meeting of the Members of **B J Duplex Boards Limited** will be held on Tuesday, the 30<sup>th</sup> day of September, 2025 at Ghalib Institute, Plot No.1, Aiwan-e-Ghalib Marg (Mata Sundari Lane), New Delhi – 110002.IST at 2:00 P.M. to transact the following businesses:

### **ORDINARY BUSINESS:**

- 1) **To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Board of Directors and Auditor's thereon and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** the audited standalone financial statements of the Company comprising of the balance sheet as at March 31, 2025, the statement of profit and loss, cash flow statement and statement of equity, for the financial year ended on March 31, 2025, together with notes thereto, and the Reports of Board of Directors and Auditors thereon, as circulated to the members and laid before the meeting, be and are hereby approved and adopted.”

### **SPECIAL BUSINESS:**

- 2) **Appointment of M/s. Mukesh Agarwal & Co., Practicing Company Secretaries as Secretarial Auditor of the Company, and in this regard, to consider and, if thought fit, to pass the following resolution as Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable laws/statutory provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and any other circulars issued by SEBI from time to time and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Mukesh Agarwal & Co., Practising Company Secretaries having M. No. 5991 & COP No. 3851 (Peer Review Certificate no. : 1875/ 2022) be and are hereby appointed as Secretarial Auditor of the Company for the first term of five consecutive year from the conclusion of 31<sup>st</sup> Annual General Meeting of the Company till the conclusion of 36<sup>th</sup> Annual General Meeting at such fees as detailed in the explanatory statement, plus applicable taxes and other out-of-pocket expenses as may be determined by Board of Directors of the Company (based on the recommendation(s) of the Audit Committee), from time to time, and, as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditor.

**RESOLVED FURTHER THAT**, the Board of Directors (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matter and things and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.”

- 3) **To consider and approve the appointment of Mr. Mukesh Puniani (DIN:10009156) as Independent Director of the Company, and in this regard, to consider and, if thought fit, to pass the following resolution as Ordinary Resolution:**



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**“RESOLVED THAT** pursuant to provision of Sections 149,150,152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 (“Act”)and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Mukesh Puniani (DIN:10009156) who was appointed as an Additional Director in the capacity of Independent Director on the Board of the Company with effect from August 30, 2025 and who holds office as such up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations, and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the Listing Regulations , be and hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for five (5) consecutive years till August 29,2030.

**Resolved further that** Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

- 4) **To consider and approve the appointment of Ms. Priyanka Pathak (DIN: 10601570) as Independent Director of the Company, and in this regard, to consider and, if thought fit, to pass the following resolution as Ordinary Resolution:**

**“RESOLVED THAT** pursuant to provision of Sections 149,150,152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 (“Act”)and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Ms. Priyanka Pathak (DIN: 10601570) who was appointed as an Additional Director in the capacity of Independent Director on the Board of the Company with effect from December 19, 2024 and who holds office as such up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations, and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the Listing Regulations , be and hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for five (5) consecutive years till December 18, 2029.

**Resolved further that** Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”



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- 5) **To consider and approve the appointment of Mr. Subhash Sahu (DIN: 08825039) as Non-Executive Non-Independent Director of the Company, and in this regard, to consider and, if thought fit, to pass the following resolution as Ordinary Resolution:**

**“RESOLVED THAT** pursuant to provision of Sections 152 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Subhash Sahu (DIN: 08825039) who was appointed as an Additional Director on the Board of the Company with effect from May 22, 2025 and who holds office as such up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the Listing Regulations, be and is hereby appointed as Non Executive Non Independent Director of the Company, liable to retire by rotation.

**Resolved further that** Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

- 6) **Appointment of Mr. Mayank Gupta (DIN: 03601839) as Whole Time Director of the Company, and in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to provisions of Sections 152, 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification(s) and re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Mayank Gupta, (DIN: 03601839), who was appointed by the Board of Directors as an Additional Director in the capacity of Whole Time Director of the Company, with effect from May 22, 2025, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the Listing Regulations, be and is hereby appointed as Whole Time Director of the Company, liable to retire by rotation, for a term of 5 years effective from May 22, 2025 to May 21, 2030 at nil remuneration and at such terms and conditions as mutually agreed between Mr. Mayank Gupta and the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (herein referred to as 'Board' which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution) be and are hereby authorized to alter, revise and vary the terms and conditions of aforesaid appointment from time to time as per the



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provisions of the Act, rules and listing regulations thereto, without requiring to obtain the approval of shareholders any further.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be authorized on behalf of the Company to take all such steps as may be necessary, proper or expedient to give effect to this resolution including to file necessary forms/return/documents with the Registrar of Companies.”

**By order of the Board of Directors  
For B J Duplex Boards Limited**

**Sd/-  
Pooja  
Company Secretary and Compliance Officer  
Membership No.: A54271**

**Date: 30.08.2025**

**Place: Delhi**

**Registered Office: H. No. 54, G/F, New Rajdhani Enclave,  
Near MCD Park, Shahdara, Delhi-110092, India**

## **NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) read with the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the resolutions in respect of the special businesses set out above is annexed hereto.
2. **A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and, on a poll, to vote instead of himself and the Proxy need not be a Member of the Company.**
3. **Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the Company not less than forty-eight hours before the time fixed for the Meeting. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the 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 and such person shall not act as a proxy for any other person or shareholder.**
4. The relevant details as required under Regulation 36(3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and Secretarial Standard on General Meetings (‘SS-2’), issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/reappointment at this Annual General Meeting is also annexed as **Annexure-A**.
5. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to write



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their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.

6. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company.
7. Route-map to the venue of the Meeting is provided at the end of the Notice.
8. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), the Company is providing facility of remote e voting to its Members in respect of the businesses to be transacted at the Annual General Meeting (“AGM”). For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e voting. will be provided by NSDL.
9. The facility for voting through ballot paper will also be made available at AGM and members attending the AGM, who have 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 remote e-voting are provided in the notice.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
11. The Voting rights of Members shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on Cut-off Date of 23<sup>rd</sup> September, 2025.
12. Institutional/Corporate members (i.e., other than individuals/HUF, NRI etc.) are required to send a scanned copy (PDF/ JPEG format) of its Board or Governing Body resolution/authorization etc. authorizing its representative to attend the AGM on its behalf and to vote pursuant to Section 113 of the Act. The said resolution/authorization shall be sent to the Company before 26<sup>th</sup> September 2025 via email through its registered email address at [cs@prabhatamgroup.com](mailto:cs@prabhatamgroup.com) with a copy marked to [pramod@prabhatamgroup.com](mailto:pramod@prabhatamgroup.com).
13. The Notice of the AGM along with the Annual Report for the Financial Year 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/ Registrar and Share Transfer Agent (“RTA”). Any member seeking hard copy of the same may write to us at [cs@prabhatamgroup.com](mailto:cs@prabhatamgroup.com).
14. In line with the applicable provisions of the Act and Listing Regulations, the Notice calling the AGM along with the Annual Report for the Financial Year 2024-25 has been uploaded on the website of the Company at [www.bjduplexboard.com](http://www.bjduplexboard.com). The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., [www.evoting.nsd.com](http://www.evoting.nsd.com).
15. Additionally, as per Regulation 36(1)(b) of Listing Regulations, the Company is also sending a letter to shareholders whose e-mail addresses are not registered with Company/ RTA/ Depositories/ DPs



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providing the weblink, including the exact path of Company's website where the complete details of the Notice and Annual Report for Financial Year 2024-25 is available.

**16. For receiving all communication (including Annual Report) from the Company electronically:**

Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by sending signed request letter mentioning your name, email-id, folio number, number of shares held, certificate number, distinctive number and complete address along with self-attested copy of PAN card to the Company's RTA i.e. Beetal Financial & Computer Services Pvt. Ltd. on [Beetal@beetalfinancial.com](mailto:Beetal@beetalfinancial.com).

**17. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.**

**18. For temporary registration of email for the purpose of receiving of this notice along with Annual Report for Financial Year 2024-25 members may write to [Beetal@beetalfinancial.com](mailto:Beetal@beetalfinancial.com) along with requisite proof of his/her membership.**

**Contact details of Registrar and Share Transfer Agent of the Company is as under:**

**Name:** Beetal Financial & Computer Services Pvt. Ltd.

**Address:** Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Data Harsukdas Mandir, New Delhi – 110062, India

**Contact details:** 9810276579

**Email id:** [Beetal@beetalfinancial.com](mailto:Beetal@beetalfinancial.com)

**Website address:** [www.beetalfinancial.com](http://www.beetalfinancial.com)

**19. The Board of Directors of the Company has appointed Mr. Mukesh Kumar Agarwal (Membership No. F5991; COP No. 3851) Proprietor at Mukesh Agarwal & Co., Practicing Company Secretaries as Scrutinizer to scrutinize the remote e-voting process and voting during the AGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.**

**20. The voting results will be declared within 2 working days from the conclusion of the AGM and shall along with the report of the scrutinizer be placed on the Company's website at [www.bjduplexboard.com](http://www.bjduplexboard.com) and on the website of the voting agency, NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and communicated to the Stock exchange where the Company's Equity Shares are listed viz. The BSE Limited ('BSE') and Calcutta Stock Exchange ('CSE') immediately after the declaration of result by the Chairman or a person authorized by him in writing.**

**21. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA, Beetal Financial & Computer Services Pvt. Ltd. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.**

**22. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts and arrangements as maintained under Section 189 of the Act and the all documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the Company on all working days of**



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the Company between 11:00 a.m. and 1:00 p.m. upto the date of the AGM and at the venue of the Meeting for the duration of the Meeting.

23. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details/ NECS/mandates, nominations, power of attorney, change of address/name, e-mail address, Permanent Account Number ('PAN') details, etc. to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA to provide efficient and better service to the members.
24. Non-Resident Indian Members are requested to inform the Company's RTA immediately:
- a) The particulars of the Bank Account maintained in India with complete name, branch, account-type, account number and address of the Bank, if not furnished earlier.
  - b) Any change in their residential status on return to India for permanent settlement.
25. 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 mode are, therefore, requested to submit their PAN to their Depository Participant with whom they are maintaining their demat accounts. In all correspondence with the Company and/or the RTA, members are requested to quote their DP ID and Client ID number for easy reference and speedy disposal thereof.
26. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on September 27, 2025 at 09:00 A.M. and ends on September 29, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 23, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2025.

### **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:



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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="555 443 1398 824">1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li data-bbox="555 831 1398 1406">2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li data-bbox="555 1413 1398 1910">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li data-bbox="555 1917 1398 2020">4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>







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	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;"> </p> <p style="text-align: center;"> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>



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<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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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. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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 to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - 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'.
    - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- 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](http://www.evoting.nsdl.com).
  - Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - 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.



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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.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. 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 to [magarwalandco@gmail.com](mailto:magarwalandco@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. 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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)



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**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@prabhatamgroup.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@prabhatamgroup.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **27. VOTING THROUGH BALLOT PAPER:**

Members who have not exercised the option of Remote E-voting shall be entitled to participate and vote at the venue of the AGM on the date of AGM. The voting at the venue of the AGM shall be done through the Ballot Papers and Members attending the AGM shall be able to exercise their voting right at the meeting through Ballot Papers. After the agenda items have been discussed, the Chairman will instruct the scrutinizer to initiate the process of voting on all resolutions through Ballot Papers. The Ballot Papers will be issued to the Shareholders/Proxy holders/ Authorised Representatives present at the AGM. The shareholder may exercise their right of vote by tick marking as (√) against 'FOR' and 'AGAINST' as his/her choice may be, on the agenda item in the Ballot Paper and drop the same in the Ballot Box(es) kept at the meeting hall for this purpose.

In such an event, votes cast under Poll taken together with the votes cast through remote e-voting shall be counted for the purpose of passing of resolution(s).

Any Member, who has already exercised his votes through Remote e-voting, may attend the Meeting but is prohibited to vote at the Meeting and his vote, if any, cast at the Meeting shall be treated as invalid.

Only those Members/ shareholders, who will be present in the AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.



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## **28. PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS**

Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, registered email id, registered mobile number at [cs@prabhatamgroup.com](mailto:cs@prabhatamgroup.com). Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@prabhatamgroup.com](mailto:cs@prabhatamgroup.com). These queries will be replied to by the Company suitably by email.

## **29. ONLINE DISPUTE RESOLUTION MECHANISM**

SEBI vide circular nos. SEBI/HO/OIAE/OIAE\_IAD1/P/ CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/191 dated December 20, 2023 read with master circular no. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated December 28, 2023, as amended, has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to the said circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website [www.bjduplexboard.com](http://www.bjduplexboard.com).

## **30. KYC COMPLIANCE**

Securities and Exchange Board of India ('SEBI'), vide its circular bearing reference nos. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 (now rescinded by Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 for Registrars to an Issue and Share Transfer Agents dated May 07, 2024) read with Circular No. SEBI/HO/MIRSD/POD 1/P/CIR/2023/181 dated November 17, 2023 and SEBI/HO/MIRSD/POD 1/P/CIR/2024/81 dated June 10, 2024, mandated that the security holders (holding securities in physical form) are required to update following details for their corresponding folio numbers:

- a) PAN
- b) Contact Details: Postal Address with PIN and Mobile Number
- c) Bank Account Details (Bank and Branch name, bank account number, IFS code)
- d) Specimen signature

The security holder(s), whose folio(s) do not have all the above details updated, shall be eligible:



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1. to lodge grievance or avail any service request from the RTA only after furnishing PAN, Contact Details including Mobile Number, Bank Account Details and Specimen Signature.
2. for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024.

Updation of PAN and KYC shall be made through Form ISR-1 and in case of registration/updation of specimen signature additional, Form ISR-2 for Banker's attestation of the signature of the same bank account, along with the necessary attachments / documents as stated in the forms itself is required to be furnished. The said form can be downloaded from the website of our RTA viz [www.beetalfinancial.com](http://www.beetalfinancial.com) . While filling up the form, please strike out the portion(s), which are not applicable to you.

Further, PAN to be furnished should be linked with Aadhaar. In case the same is not so linked, it is requested to do the same immediately. In the event such linkage is not done then PAN will be deemed to be invalid and consequently folio of such physical security holders will be treated in the same manner as applicable in case of folios for which no PAN has been furnished.

It is also requested to provide/update 'choice of nomination' for ensuring smooth transmission of securities, if required and as well as to prevent accumulation of unclaimed assets in securities market. While updating Email ID is optional, the security holders are requested to register email id also to avail online services.

For appointing a nominee, it is requested to furnish Form SH-13. A copy of the said form is available at our RTA's website viz [www.beetalfinancial.com](http://www.beetalfinancial.com) While filling up the form, please strike out the portion(s) which are not applicable to you.

In case a shareholder do not wish to nominate any person as nominee with respect to the physical shares held by you, then please furnish declaration for opting out of nomination in Form ISR -3, which can be downloaded from our RTA's website viz. [www.beetalfinancial.com](http://www.beetalfinancial.com)

For cancelling / change of nomination at a later date with respect to the physical shares held, please furnish Form SH-14. A copy of the said Form can also be downloaded from our RTA's website at [www.beetalfinancial.com](http://www.beetalfinancial.com).

A copy of the above mentioned forms can also be downloaded from the website of the Company at [www.bjduplexboard.com](http://www.bjduplexboard.com).

### **31. SEBI mandate on issuance of securities only in demat mode**

Regulation 40 of Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 May 07, 2024 as amended from time to time, has clarified that listed companies, with immediate effect, shall issue securities only in demat mode while processing any investor 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)



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Transposition.

Members 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.



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## **Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013**

The following Statement sets out all the material facts relating to the Special Businesses mentioned in the accompanying Notice:

### **Item No. 2**

Pursuant to the provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed entity is required to annex a Secretarial Audit Report from a Company Secretary in Practice as part of its annual report. Further, in terms of the Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended by SEBI vide its Notification dated December 12, 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, every listed entity and its material unlisted subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such form as specified, with the annual report of the listed entity.

Furthermore, the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, effective from April 1, 2025, a listed entity shall appoint or re-appoint:

- an individual as Secretarial Auditor for not more than one term of five consecutive years; or
- a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years.

with the approval of its shareholders in its Annual General Meeting.

Although Regulation 24A of the Listing Regulations is currently not applicable to the Company, considering the importance of secretarial audit for enhanced compliance and as a matter of abundant caution, the Board of Directors, on recommendation of the Audit Committee, at its meeting held on July 15, 2025, has approved the appointment of M/s. Mukesh Agarwal & Co., Peer reviewed Practising Company Secretary having M. No. 5991 & COP No. 3851 (Peer Reviewed No. : 1875/2022), as the Secretarial Auditors of the Company for a period of five (5) consecutive financial years commencing from financial year 2025–26 to financial year 2029–30, subject to approval of the Members.

M/s. Mukesh Agarwal & Co. is a well-known firm of Practising Company Secretaries founded in 1999 and based in Delhi. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. M/s. Mukesh Agarwal & Co. measuredly focusses on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and allied fields, delivering strategic solutions operational efficiency.

The proposed remuneration for the Secretarial Audit for the financial year 2025–26 is INR 2,40,000/- (Indian Rupees Two Lakh Forty Thousand only), plus applicable taxes and reimbursement of out-



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of-pocket expenses. The remuneration for subsequent years shall be as mutually agreed between the Board of Directors (on recommendation of the Audit Committee) and M/s. Mukesh Agarwal & Co., based on the scope of work and value-added services provided.

Secretarial audit fees paid to the Outgoing Secretarial Auditor, Parveen Rastogi & Co. (COP No. 26582 & M. No. 4764) having Peer Review Certificate No: 5486/2024, who was appointed for the financial year 2024-25, was INR 6,23,000 p.a. (Indian Rupees Six Lakh Twenty Three Thousand only). Further, M/s. Mukesh Agarwal & Co. has agreed to undertake the audit at a comparatively lower fee, while ensuring the scope of work remains in compliance with the requirements of the Companies Act, 2013.

In addition to Secretarial Audit, the firm may also be engaged, as approved by the Board, to provide other non prohibitory professional services such as certifications and legal opinions, which are compliant with ethical standards and regulatory provisions. The Audit Committee shall recommend such engagements from time to time in consultation with the auditors. The payment for services in the nature of certifications and other professional work will be in addition to the Secretarial audit fee and shall be recommended by the Audit Committee to the Board of Directors for its fixation in mutual agreement with the Secretarial Auditor.

M/s. Mukesh Agarwal & Co. has provided their consent to act as Secretarial Auditors of the Company and confirmation of eligibility and that they are not disqualified from being appointed as Secretarial Auditors under the provisions of the Companies Act, 2013 and the Listing Regulations and applicable Circulars issued thereunder. It has further confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the applicable Companies Act, 2013 & Rules made thereunder and Listing Regulations and other applicable laws and circulars issued thereunder.

The Board, after assessing the firm's expertise, independence, audit quality standards, and experience with listed entities, is of the opinion that their appointment will add value in maintaining high standards of corporate governance and regulatory compliance.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 2 of the accompanying Notice for approval by the Members.

None of the Directors and Key Managerial Personnel (KMPs) of the Company or their relatives (to the extent of their shareholding in the Company, if any), are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

### **Item No. 3**

In accordance with the provisions of Sections 149, 150 and 161(1) of the Companies Act, 2013 and Schedule IV thereto read with the Articles of Association of the Company and other applicable provisions of the said Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and on recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company, the Board of Directors of the Company in its meeting held on August 30, 2025 had appointed Mr. Mukesh Puniani (DIN:10009156) as an



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Additional Director in the capacity of Independent Director on the Board of the Company with effect from August 30, 2025. In terms of Section 161 of the Companies Act, 2013 (“Act”), he is eligible to hold office only up to this Annual General Meeting.

The Board is of the view that the association of Mr. Mukesh Puniani as a Director of the Company would be of immense benefit to the Company and it is desirable to avail his services. Mr. Mukesh Puniani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has given consent to act as a Director and a declaration that he satisfies all the conditions as to independence as set out under Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations. He is not debarred from being appointed as a Director of the Company pursuant to any order of SEBI or any other authority. He possesses appropriate skills, experience and knowledge and the Board recommends his appointment as an Independent Director in this Annual General Meeting of the Company.

The Board of Directors is of the view that Mr. Mukesh Puniani is a person of integrity and possesses relevant expertise and experience to be appointed as an Independent Director of the Company. Further in their opinion he fulfils the conditions specified in the Act and the rules made there under and Listing Regulations and is independent of the management.

A notice under Section 160 of the Act received from a Member of the Company signifying his candidature as an Independent Director of the Company.

A copy of the Letter of Appointment for Independent Directors is available on the website of the Company and can be accessed at [www.bjduplexboard.com](http://www.bjduplexboard.com).

Mr. Mukesh Puniani is a Bachelor of Science (B.Sc.) and Bachelor of Laws (LL.B.) from Delhi University. His total experience is 40 Years and he is Retired as Chief Manager - Punjab National Bank (PNB), 2017. His unique combination of administrative experience and professional qualifications makes him well-suited to contribute meaningfully to the Company’s governance, audit, and compliance frameworks.

The Board of Directors, Pursuant to Section 149, 150, 152, 160 and Schedule IV (Code for Independent Directors) of the Act read with Rules framed thereunder, the applicable provisions Listing Regulations and the Articles of Association of the Company and after evaluating the skills, experience, expertise, knowledge and independence of Mr. Mukesh Puniani, recommended his appointment as an Independent Director of the Company, not liable to retire by rotation, for a period of five years from August 30, 2025 to August 29, 2030, for his first term.

Every Director has to be appointed by the Company in General Meeting in terms of the provisions of Section 152 of the Act and other applicable provisions thereunder as amended from time to time. Further, appointment of Independent Director shall be approved by the members of the Company by way of Ordinary Resolution pursuant to Section 149 of the Act read with applicable provisions thereunder as amended from time to time.

The Board recommends the resolution regarding appointment of Mr. Mukesh Puniani as an Independent Non-Executive Director for approval of members by way of Ordinary Resolution. The



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relevant disclosures as per the Act, Listing Regulations, and Secretarial Standard-2 are provided in **Annexure-A** to this Notice.

Except Mr. Mukesh Puniani, being appointee, None of the Directors / key managerial personnel of the company / their relatives (to the extent of their shareholding in the Company, if any), are in any way, concerned or interested, financially or otherwise in the said resolution.

## **Item No. 4**

In accordance with the provisions of Sections 149, 150 and 161(1) of the Companies Act, 2013 and Schedule IV thereto read with the Articles of Association of the Company and other applicable provisions of the said Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and on recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company, the Board of Directors of the Company in its meeting had appointed Ms. Priyanka Pathak (DIN: 10601570) as an Additional Director in the capacity of Independent Director on the Board of the Company with effect from December 19, 2024. In terms of Section 161 of the Companies Act, 2013 (“Act”), she is eligible to hold office only up to this Annual General Meeting.

The Board is of the view that the association of Ms. Priyanka Pathak as a Director of the Company would be of immense benefit to the Company and it is desirable to avail her services. Ms. Priyanka Pathak is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has given consent to act as a Director and a declaration that she satisfies all the conditions as to independence as set out under Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations. She is not debarred from being appointed as a Director of the Company pursuant to any order of SEBI or any other authority. She possesses appropriate skills, experience and knowledge and the Board recommends her appointment as an Independent Director in this Annual General Meeting of the Company.

The Board of Directors is of the view that Ms. Priyanka Pathak is a person of integrity and possesses relevant expertise and experience to be appointed as an Independent Director of the Company. Further in their opinion she fulfils the conditions specified in the Act and the rules made there under and Listing Regulations and is independent of the management.

A notice under Section 160 of the Act received from a Member of the Company signifying her candidature as an Independent Director of the Company.

A copy of the Letter of Appointment for Independent Directors is available on the website of the Company and can be accessed at [www.bjduplexboard.com](http://www.bjduplexboard.com).

Ms. Priyanka Pathak is an accomplished professional with over seven years of experience in legal, secretarial, and corporate affairs within the domain of listed companies. She is an Associate Member of the Institute of Company Secretaries of India (ICSI) since May 2016. Her unique combination of administrative experience and professional qualifications makes her well-suited to contribute meaningfully to the Company’s governance, audit, and compliance frameworks.



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The Board of Directors, Pursuant to Section 149, 150, 152, 160 and Schedule IV (Code for Independent Directors) of the Act read with Rules framed thereunder, the applicable provisions Listing Regulations and the Articles of Association of the Company and after evaluating the skills, experience, expertise, knowledge and independence of Ms. Priyanka Pathak, recommended her appointment as an Independent Director of the Company, not liable to retire by rotation, for a period of five years from December 19, 2024 to December 18, 2029, for her first term.

Every Director has to be appointed by the Company in General Meeting in terms of the provisions of Section 152 of the Act and other applicable provisions thereunder as amended from time to time. Further, appointment of Independent Director shall be approved by the members of the Company by way of Ordinary Resolution pursuant to Section 149 of the Act read with applicable provisions thereunder as amended from time to time.

The Board recommends the resolution regarding appointment of Ms. Priyanka Pathak as an Independent Non-Executive Director for approval of members by way of Ordinary Resolution. The relevant disclosures as per the Act, Listing Regulations, and Secretarial Standard-2 are provided in Annexure-A to this Notice.

Except Ms. Priyanka Pathak, being appointee, None of the Directors / key managerial personnel of the company / their relatives (to the extent of their shareholding in the Company, if any), are in any way, concerned or interested, financially or otherwise in the said resolution.

## **Item No. 5**

In accordance with the provisions of Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company and other applicable provisions of the said Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and on recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company, the Board of Directors of the Company in its meeting held on May 22, 2025 had appointed Mr. Subhash Sahu (DIN: 08825039) as an Additional Director on the Board of the Company with effect from May 22, 2025. In terms of Section 161 of the Companies Act, 2013 (“Act”), he is eligible to hold office only up to this Annual General Meeting.

The Board is of the view that the association of Mr. Subhash Sahu as a Director of the Company would be of immense benefit to the Company and it is desirable to avail his services. Mr. Subhash Sahu is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has given consent to act as a Director. He is not debarred from being appointed as a Director of the Company pursuant to any order of SEBI or any other authority. He possesses appropriate skills, experience and knowledge and the Board recommends his appointment as Non Executive Non Independent Director in this Annual General Meeting of the Company.

The Board of Directors is of the view that Mr. Subhash Sahu is a person of integrity and possesses relevant expertise and experience to be appointed as Non Executive Non Independent Director of the Company.

A notice under Section 160 of the Act received from a Member of the Company signifying his candidature as Non Executive Non Independent Director of the Company.



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Mr. Subhash Sahu is a Bachelor of Commerce from Barkatullah University, Bhopal (M.P.). He possess over 15 years of experience in the field of Accounting, Scrutiny and Audit. His unique combination of experience and qualifications makes him well-suited to contribute meaningfully to the Company's governance, audit, and compliance frameworks.

The Board of Directors, Pursuant to Section 152 of the Act read with Rules framed thereunder, the applicable provisions of Listing Regulations and the Articles of Association of the Company and after evaluating the skills, experience, expertise, knowledge and independence of Mr. Subhash Sahu, recommended his appointment as Non Executive Non Independent Director of the Company, liable to retire by rotation.

Every Director has to be appointed by the Company in General Meeting in terms of the provisions of Section 152 of the Act and other applicable provisions thereunder as amended from time to time.

The Board recommends the resolution regarding appointment of Mr. Subhash Sahu as Non Executive Non Independent Director for approval of members by way of Ordinary Resolution. The relevant disclosures as per the Act, Listing Regulations, and Secretarial Standard-2 are provided in Annexure-A to this Notice.

Except Mr. Subhash Sahu, being appointee, None of the Directors / key managerial personnel of the company / their relatives (to the extent of their shareholding in the Company, if any), are in any way, concerned or interested, financially or otherwise in the said resolution.

## **Item No. 6**

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee (NRC) and pursuant to the provisions of Sections 161(1), 196, 197 and 198 of the Companies Act, 2013 ("the Act") read with Schedule V thereto and applicable Rules framed thereunder, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Articles of Association of the Company and after evaluating the skills, experience, expertise, knowledge of Mr. Mayank Gupta (DIN: 03601839), appointed him as an Additional Director of the Company in the capacity of Whole Time Director with effect from May 22, 2025. In terms of the provisions of Section 161(1) of the Act, Mr. Mayank Gupta holds office as such only up to the date of this Annual General Meeting of the Company.

### **Brief Resume, Profile and experience:**

Mr. Mayank Gupta holds a degree in Business Management with Major in Marketing Finance from the eminent Manchester University, U.K. and has pursued MBA in Family Business from SP Jain, Mumbai. He possess over 10 years of experience in the field of Media, Outdoor advertising, Real Estate, and Agriculture.

His unique combination of experience and qualifications makes him well-suited to contribute meaningfully to the Company's governance, audit, and compliance frameworks.

The Company has received all statutory disclosures / declarations from Mr. Mayank Gupta, including (i) consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the



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Companies (Appointment & Qualifications of Directors) Rules, 2014 (“the Appointment Rules”), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164 of the Act and he satisfies all the conditions as set out in Part-I of Schedule V and Section 196(3) of the Act and is not debarred for being appointed as an Director of the Company by order of SEBI or any statutory authority.

As per Sections 152, 196 and 197 of the Act read with Rules framed thereunder and applicable provisions of the Listing Regulations, the appointment and remuneration of Whole Time Director shall be approved by the shareholders of the Company.

Accordingly, the Board of Directors based on the recommendation of the Nomination and Remuneration Committee of the Company and after evaluating the skills, experience, expertise of Mr. Mayank, have recommended the appointment of Mr. Mayank Gupta as Whole Time Director of the Company, liable to retire by rotation, and Key Managerial Personnel of the Company, for a period of five years effective from May 22, 2025, at nil remuneration and on terms and conditions as mutually agreed between Mr. Mayank Gupta and the Company.

The terms and conditions as set out in Resolution No. 6 in this Notice may be treated as a written memorandum setting out the terms of appointment pursuant to Section 190 of the Act.

The resolution seeks the approval of Members for the appointment of Mr. Mayank Gupta as a Whole Time Director of the Company for a term of five consecutive years effective from May 22, 2025.

Except Mr. Mayank Gupta, being appointee, None of the Directors / key managerial personnel of the company / their relatives (to the extent of their shareholding in the Company, if any), are in any way, concerned or interested, financially or otherwise in the said resolution.

The Board of Directors recommend the resolution set forth in the Notice as Item No. 6 for the approval of Members an Ordinary Resolution.

Other requisite details of Mr. Mayank Gupta pursuant to the provisions of the Regulation 36 of Listing Regulations read with the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are mentioned in this explanatory statement and/or annexed to this notice as Annexure A.



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## Annexure A

**Details of the Director seeking appointment pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, as applicable.**

Name	Mr. Mukesh Puniani	Ms. Priyanka Pathak	Mr. Subhash Sahu	Mr. Mayank Gupta
<b>DIN</b>	10009156	10601570	08825039	03601839
<b>Age</b>	67 Years	35 Years	48 years	34 years
<b>Qualifications, experience and Expertise in specific functional areas</b>	<p>Mr. Mukesh Kumar Puniani Bachelor of Science (B.Sc.) and Bachelor of Laws (LL.B.) from Delhi University</p> <p>His total experience is 40 Years and he is Retired as Chief Manager - Punjab National Bank (PNB), 2017.</p>	<p>Ms. Priyanka Pathak is an accomplished professional with over seven years of experience in legal, secretarial, and corporate affairs within the domain of listed companies. She is an Associate Member of the Institute of Company Secretaries of India (ICSI) since May 2016.</p>	<p>Mr. Subhash Sahu is a Bachelor of Commerce from Barkatullah University, Bhopal (M.P.). He possess over 15 years of experience in the field of Accounting, Scrutiny and Audit.</p>	<p>Mr. Mayank Gupta holds a degree in Business Management with Major in Marketing Finance from the eminent Manchester University, U.K. and has pursued MBA in Family Business from SP Jain, Mumbai. He possess over 10 years of experience in the field of Media, Outdoor advertising, Real Estate, and Agriculture.</p>
<b>Terms and conditions of appointment/re-appointment including remuneration proposed to be paid</b>	As mentioned in the explanatory statement to this Notice.	As mentioned in the explanatory statement to this Notice.	As mentioned in the explanatory statement to this Notice.	As mentioned in the explanatory statement to this Notice.
<b>Details of remuneration last drawn</b>	NA	NA	NA	NA



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Name	Mr. Mukesh Puniani	Ms. Priyanka Pathak	Mr. Subhash Sahu	Mr. Mayank Gupta
<b>Date of first appointment on the Board</b>	30.08.2025	19.12.2024	22.05.2025	22.05.2025
<b>No. of Board Meetings attended during FY 2024-25</b>	NA	2	NA	NA
<b>Directorships held in other companies including listed entities in India</b>	C L Products India Limited	Auto Pins (India) Limited Cranex Limited Mishka Exim Limited	Prabhatam Aviation Private Limited Prabhatam Infrastructures Limited Prabhatam Zeniaa House Limited Green Valley Ratanjyot Energy Private Limited Satya Sheel Engineers And Miners Private Limited Citurgia Biochemicals Limited Gem Info Solutions Private Limited Prabhatam Investments Private Limited Gmi Real Estate Private Limited Blue Rabbit Estates Limited	Green Leaf Infrastructure Limited Prabhatam Internet Limited Divine Business Network Limited Prabhatam Infrastructures Limited Prabhatam Agro Works Private Limited Chulkana Agritech Farmers Producer Company Limited Prabhatam Aviation Private Limited Prabhatam Zeniaa House Limited Prabhatam Investments Private Limited



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Name	Mr. Mukesh Puniani	Ms. Priyanka Pathak	Mr. Subhash Sahu	Mr. Mayank Gupta
			H L Buildwell Private Limited Prabhatam Buildtech Limited Naman Infradevelopers Private Limited Dev Versha Ratan Jyoti Diesel Plant Private Limited Prabhatam Media House Private Limited Green Leaf Infrastructure Limited Green Valley Bio-Energy Private Limited Divine Business Network Limited Chahat Properties Private Limited	Dreamworld Projects Private Limited Prabhatam Buildtech Limited Blue Rabbit Estates Limited Dev Versha Clean Diesel Private Limited Green Valley Ratanjyot Energy Private Limited
<b>Name of listed entities from which the person has resigned in the past three years as Director</b>	NA	NA	NA	NA



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Name	Mr. Mukesh Puniani	Ms. Priyanka Pathak	Mr. Subhash Sahu	Mr. Mayank Gupta
<b>Memberships/ Chairmanships of Committees of Board in other companies including listed entities in India</b>	None	<p><b><u>Cranex Limited</u></b>            1) member of Audit Committee            2) member of Stakeholders Relationship Committee            3) Member of Nomination and Remuneration Committee</p> <p><b><u>Auto Pins (India) Limited</u></b>            1) Chairperson in Audit Committee and Stakeholders Relationship Committee            2) Member of Nomination and Remuneration Committee</p>	None	None
<b>Shareholding in the Company (including shareholding as a beneficial owner)</b>	None	None	None	25,00,000
<b>Relationship with any other Director/Key Managerial Personnel of the Company</b>	None	None	None	None
<b>In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	As mentioned in the explanatory statement to this Notice.	As mentioned in the explanatory statement to this Notice.	N.A.	N.A.



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## **ATTENDANCE SLIP**

Thirty First (31<sup>st</sup>) Annual General Meeting to be held on Tuesday, the 30<sup>th</sup> day of September, 2025 at  
Ghalib Institute, Plot No.1, Aiwan-e-Ghalib Marg (Mata Sundari Lane), New Delhi – 110002 at  
2:00 P.M. (IST)

<b>Folio No. / DP ID Client ID No.</b>	
<b>Name of First named Member/Proxy/ Authorised Representative</b>	
<b>Name of Joint Member(s), if any</b>	
<b>No. of Shares held</b>	

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/we hereby record my/our presence at the Thirty First Annual General Meeting of the Company being held on Tuesday, the 30<sup>th</sup> day of September, 2025 at Ghalib Institute, Plot No.1, Aiwan-e-Ghalib Marg (Mata Sundari Lane), New Delhi – 110002 at 2:00 P.M. (IST)

.....  
**Signature of First holder/Proxy/Authorised Representative**

**Signature of 1st Joint holder**

**Signature of 2nd Joint holder**

**Note(s) : 1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.**

**2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.**



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## PROXY FORM

[Pursuant to section 105(6) of the 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. 54, G/F, New Rajdhani Enclave, Near MCD Park, Shahdara, Delhi-110092, India**

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: .....  
Address:  
E-mail Id:  
Signature:....., or failing him
2. Name: .....  
Address:  
E-mail Id:  
Signature:....., or failing him
3. Name: .....  
Address:  
E-mail Id:  
Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31<sup>st</sup> Annual General Meeting of the Company, to be held on the Tuesday, the 30<sup>th</sup> day of September, 2025 at Ghalib Institute, Plot No.1, Aiwan-e-Ghalib Marg (Mata Sundari Lane), New Delhi – 110002 at 2:00 P.M. (IST) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Businesses	Vote for	Vote against
<b>Ordinary Business</b>			
1.	To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Board of Directors and Auditor's thereon		



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<b>Special Businesses</b>			
2.	Appointment of M/s. Mukesh Agarwal & Co., Practicing Company Secretaries as Secretarial Auditor of the Company		
3.	To consider and approve the appointment of Mr. Mukesh Puniani (DIN:10009156) as Independent Director of the Company		
4.	To consider and approve the appointment of Ms. Priyanka Pathak (DIN: 10601570) as Independent Director of the Company		
5.	To consider and approve the appointment of Mr. Subhash Sahu (DIN: 08825039) as Non Executive Non Independent Director of the Company		
6.	Appointment of Mr. Mayank Gupta (DIN: 03601839) as Whole Time Director of the Company		

Signed this..... day of..... 2025

Affix Revenue  
Stamp

Signature of shareholder

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.



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## ROUTE MAP OF THE VENUE OF 31<sup>ST</sup> ANNUAL GENERAL MEETING

