



B J DUPLEX BOARDS LIMITED

CIN: L21090DL1995PLC066281

Registered Office: Wing A, 2nd Floor, Ghalib Institute, Plot No.1, Aiwan-e-Ghalib Marg (Mata Sundari Lane),
New Delhi – 110002, India

Email: bjduplexboardlimited@gmail.com | **Website:** www.bjduplexboard.com

Notice of Extra-Ordinary General Meeting

Notice is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the members of B J Duplex Boards Limited (“the Company”) will be held on Friday, May 08, 2026 at 12:00 P.M. (IST) through video conferencing (“VC”)/ other audio-visual means (“OAVM”) to transact the following business:

Special Business:

Item No. 1: To consider and approve Increase in Authorized Share Capital and consequent amendment in the Capital Clause of the Memorandum of Association of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the rules made thereunder {including any statutory modification(s) thereto or re-enactment thereof, for the time being in force}, read with enabling provisions of Memorandum of Association and Articles of Association of the Company or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 12,00,00,000/- (Rupees Twelve Crore Only) divided into 12,00,00,000 (Twelve Crore) equity shares of Re. 1/- (Rupee One Only) each to Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 25,00,00,000 (Twenty-Five Crore) equity shares of Re. 1/- (Rupee One Only) each, by creation of additional 13,00,00,000 (Thirteen Crore) equity shares of Re. 1/- (Rupee One Only) each.

RESOLVED FURTHER THAT pursuant to provisions of Section 13, and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the consent of the Members of the Company be and is hereby accorded to substitute the existing Capital Clause (Clause V) of the Memorandum of Association of the Company with the following Capital Clause (Clause V):

Clause: V The Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 25,00,00,000 (Twenty-Five Crore) equity shares of Re. 1/- (Rupee One Only) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Subhash Sahu, Executive Director (DIN: 08825039) and Mayank Gupta Whole Time Director (DIN: 03601839) of the Company and Committee of the Board of Directors, be and are hereby severally authorized to take such steps as may be necessary and to do and perform all such acts, deeds, matters, and things and make, sign and file such applications/ forms with Registrar of Companies (ROC) and/ or any other statutory authorities as may be required and accept any alteration(s) or modification(s) as may be necessary for the purpose of giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto or to settle any question or difficulty that may arise in this regard, in such manner as they may deem fit.”

Item No. 2: Issuance of up to 14,40,10,350 Equity Shares of B J Duplex Boards Limited (“the Company”) on a preferential basis to the shareholders of M/s. Prabhatam Infrastructure Limited (“PIL”) through Share Swap.

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the **“Act”**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory amendment(s) or modification(s) thereto or re-enactment(s) thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered with BSE Limited, the **“Stock Exchange”**, where the shares of the Company are listed and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India, as amended (**“SEBI”**), including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 as amended (**“SEBI Takeover Regulations”**) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and/or any other competent authorities, and subject to the approvals, consents, permissions and/or sanctions, as may be required from the Government of India, SEBI, Stock Exchange and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereinafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, **up to 14,40,10,350** (Fourteen Crore Forty Lakh Ten Thousand Three Hundred and Fifty) Equity Shares of the Company having face value of Re. 1/- (Rupee One only) each, at an issue price of **Re. 1/-** (Rupee One Only) per Equity Share (**“Subscription Shares”**), which is not less than the price determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, for consideration other than cash towards the payment of the total purchase consideration of **up to Rs. 14,40,10,350/-** (Rupees Fourteen Crore Forty Lakh Ten Thousand Three Hundred and Fifty Only) payable by the Company to the shareholders of **M/s. Prabhatam Infrastructure Limited (“PIL”) (“Proposed Allottees”)**, for acquisition of up to **1,45,465** (One Lakh Forty-Five Thousand Four Hundred and Sixty-Five) Fully Paid-up Equity Shares of Face Value of Rs. 10/- each, held by Proposed Allottees (**“Purchase Shares”**), on such terms and conditions as agreed by the parties or as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws, to the below mentioned allottees belonging to the **“Promoter & Promoter Group”** and **“Public”** category (**“Proposed Allottees”**) in the manner as follows:

Sr. No.	Name of the Proposed Allottee	Category	No. of Shares to be Issued (up to)
1.	Mayank Gupta	Promoter & Promoter Group	1,48,50,000
2.	Prabhatam Investment Private Limited	Promoter & Promoter Group	11,92,60,350
3.	Kusum Gupta	Promoter & Promoter Group	49,50,000
4.	Shakuntala Rani	Public	49,50,000
Total			14,40,10,350

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations,

2018, the Relevant Date for determining the minimum issue price shall be **Wednesday, April 08, 2026**, which is 30 days prior to the date of the Extraordinary General Meeting (“EGM”) of the shareholders of the Company scheduled to be held on **Friday, May 08, 2026**.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- (i) The Subscription Shares so offered, to be issued and allotted to the Proposed Allottees, are being issued for consideration other than cash, towards discharge of total purchase consideration payable by the Company for acquisition of Purchase Shares held by the Proposed Allottees and will constitute full consideration for the Subscription Shares to be issued by the Company to the Proposed Allottees pursuant to this resolution.
- (ii) The Subscription Shares to be issued and allotted shall be fully paid-up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- (iii) The Subscription Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members’ approval, provided that, where the issue and allotment of the said Subscription Shares is pending on account of pendency of approval of any Regulatory Authority, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- (iv) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- (v) The Subscription Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.
- (vi) The Subscription Shares to be allotted to the Proposed Allottees shall be listed on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- (vii) The Subscription Shares shall be allotted to the Proposed Allottees subject to receipt of the Purchase Shares from the Proposed Allottees i.e., for consideration other than cash.
- (viii) No partly paid-up Subscription Shares shall be issued and allotted.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the Equity Shares and listing thereof with the Stock Exchange, Subhash Sahu, Executive Director (DIN: 08825039) & Mayank Gupta Whole Time Director (DIN: 03601839) of the Company and Committee of the Board of Directors, be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation circulation of the Private Placement Offer Letter in Form PAS-4 as prescribed under the Act, to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares utilization of issue

proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”

Item No. 3: Issuance of up to 6,00,00,000 Equity Shares to the persons/entities belonging to the “Public” category on a Preferential Basis.

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the **“Act”**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory amendment(s) or modification(s) thereto or re-enactment(s) thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered with BSE Limited, the **“Stock Exchange”**, where the shares of the Company are listed and in accordance with the guidelines, rules and regulations of SEBI, as amended including the SEBI ICDR Regulations, the SEBI Listing Regulations, as amended, the SEBI Takeover Regulations as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI, RBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded, to create, issue, offer and allot, on a preferential basis **up to 6,00,00,000 (Six Crore)** Equity shares of face value of Re. 1/- each (**“Equity Shares”**) for cash, at an issue price of **Re. 1/- (Rupee One Only)** per equity share, determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, **for an aggregate amount of up to Rs. 6,00,00,000/- (Rupees Six Crore Only)** on such terms and conditions and in such manner as may be finalized by the Board of Directors, to the below mentioned persons/entities belonging to the **“Public”** category (**“Proposed Allottees”**) in the manner as follows:

Sr. No.	Name of the Proposed Allotees	Category	No. of Equity Shares to be issued (Up to)
1.	Yatharth Kansal	Public	48,00,000
2.	Farangi Lal Kansal	Public	48,00,000
3.	Ria Arya	Public	22,00,000
4.	Siddharth Arya	Public	22,00,000
5.	Pavni Singla	Public	2,00,000
6.	Pranav Singla	Public	2,00,000
7.	Minni Kansal	Public	2,00,000
8.	Chinmaya Kansal	Public	2,00,000
9.	Ripul Kansal	Public	2,00,000
10.	Tarun Aggarwal	Public	35,00,000
11.	Mukesh Mittal	Public	30,00,000
12.	Renu Aggarwal	Public	35,00,000
13.	Renu Aggarwal	Public	35,00,000

14.	Babita Mittal	Public	35,00,000
15.	Shyam Lal Mittal	Public	30,00,000
16.	RRKK Media Private Limited	Public	2,00,00,000
17.	Pramod Kumar Jain	Public	12,50,000
18.	Vinita Jain	Public	12,50,000
19.	Pranidhi Jain	Public	12,50,000
20.	Aryaman Jain	Public	12,50,000
Total			6,00,00,000

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the Relevant Date for determining the minimum issue price shall be **Wednesday, April 08, 2026**, which is 30 days prior to the date of the Extraordinary General Meeting (“EGM”) of the shareholders of the Company scheduled to be held on **Friday, May 08, 2026**.

RESOLVED FURTHER THAT the aforesaid issue of Equity shares shall be subject to the following terms and conditions:

- (a) The Equity shares to be issued and allotted shall be fully paid up and rank *pari-passu* with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- (b) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members’ approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to BSE Limited, and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- (c) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.
- (d) The entire pre-preferential equity shareholding of the Proposed Allottees, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI (ICDR) Regulations.
- (e) The Equity Shares to be allotted shall be subject to locked in for such period as specified in the provisions of Chapter V of SEBI ICDR Regulations and any other applicable law for the time being in force.
- (f) The Equity Shares to be issued & allotted to the Proposed Allottees pursuant to the Preferential Issue shall be listed and traded on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
- (g) The Equity shares to be offered/issued and allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder.

- (h) The Proposed Allottees shall, on or before the date of allotment of equity shares, pay an amount equivalent to 100% of the consideration for the Equity Shares to be allotted in line with the requirements of Regulation 169(1) of the SEBI (ICDR) Regulations.
- (i) The Equity Shares so offered/issued and allotted to the Proposed Allottee, shall be issued by the Company for cash consideration.
- (j) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottees.
- (k) The monies received by the Company from the Proposed Allottee for subscription to the Equity Shares pursuant to the Preferential Issue shall be kept by the Company in a separate bank account opened/ designated by the Company for this purpose and shall be utilized by the Company only in accordance with the provisions of the Companies Act.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Re. 1/- (Rupee One Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Subhash Sahu, Executive Director (DIN: 08825039) & Mayank Gupta Whole Time Director (DIN: 03601839) of the Company, be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation- circulation of the Private Placement Offer Letter in Form PAS-4 as prescribed under the Act, to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”

Item No. 4: Change of name of the company from “BJ Duplex Boards Limited” To “Prabhatam Infraventure Limited.

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

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, and Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), including any statutory modification(s) or re-enactment thereof for the time being in force, and subject to the approval of the Central Government (power delegated to the Registrar of Companies), BSE Limited and such other statutory and regulatory authorities as may be required, consent of the Members of the Company be and is hereby accorded for change of the name of the Company from **“B J Duplex Boards Limited”** to **“Prabhatam Infraventure Limited”**, “subject to approval of the Registrar of Companies.

RESOLVED FURTHER THAT Clause I (Name Clause) of the Memorandum of Association of the Company be and is hereby altered by substituting the existing name **“B J Duplex Boards Limited”** with the new name **“Prabhatam Infraventure Limited”**.

RESOLVED FURTHER THAT the Company hereby confirms that it is in compliance with the provisions of Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to change of name and has fulfilled all the conditions prescribed thereunder.

RESOLVED FURTHER THAT the change of name of the Company is in line with and consequent to the alteration of the Main Objects Clause of the Memorandum of Association of the Company, and the same be and is hereby approved, subject to necessary statutory approvals.

RESOLVED FURTHER THAT upon issuance of a fresh Certificate of Incorporation by the Registrar of Companies consequent upon change of name, the new name shall be substituted in all the Memorandum and Articles of Association, statutory registers, records, share certificates, agreements, documents and all other records of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and making necessary applications and intimations to BSE Limited and other regulatory authorities.

RESOLVED FURTHER THAT Subhash Sahu, Executive Director (DIN: 08825039) and Mayank Gupta, Whole Time Director (DIN: 03601839), be and are hereby severally authorised to sign and submit all necessary e-forms, applications, documents and writings, and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

Item No.5: Adoption of New Memorandum of Association and Alteration of Object Clause.

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and subject to such approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded for adoption of a new set of Memorandum of Association (MOA) in substitution of the existing MOA of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 of the Companies Act, 2013, the Object Clause (Clause III) of the Memorandum of Association of the Company, comprising the Main Objects and Objects Incidental or Ancillary thereto, be and is hereby altered by substituting the existing objects with the new set of objects, as set out in **Annexure A**, which forms an integral part of this Notice.

RESOLVED FURTHER THAT the new Memorandum of Association, as placed before the meeting and initialled by the Chairman for the purpose of identification, be and is hereby approved and adopted as the Memorandum of Association of the Company in place of the existing MOA.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Subhash Sahu, Executive Director (DIN: 08825039) & Mayank Gupta Whole Time Director (DIN: 03601839) of the Company be & are hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of requisite forms with the Registrar of Companies, making necessary applications and intimations to BSE Limited and other regulatory authorities, and to settle any questions, difficulties or doubts that may arise in this regard

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

**Sd/-
Mayank Gupta
Whole Time Director**

**Date: April 08, 2026
Place: Delhi**

NOTES:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM /AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM /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 agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.bjduplexboard.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

8. Mr. Parveen Rastogi (Membership No. F4764), Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the EGM in a fair and transparent manner.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EXTRAORDINARY GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Tuesday, 05th May, 2026 at 9:00 A.M. and ends on Thursday, 07th May, 2026 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. Friday, May 01, 2026 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 1,90,28,500.

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 and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 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 or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<ol style="list-style-type: none"> 3. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 4. 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. 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 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 or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 or joining virtual meeting & voting during the meeting. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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	Your User ID is:
--	-------------------------

(NSDL or CDSL) or Physical	
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:
 - 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 to 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, 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:
 - 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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 rastogifcs3@gmail.com with a copy marked to 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 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 or call on.: 022 - 4886 7000 or send a request to Pallavi Mhatre, Senior Manager at evoting@nsdl.com

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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility 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 EGM /AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM /AGM. However, they will not be eligible to vote at the EGM /AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@prabhatamgroup.com The same will be replied by the company suitably.

6. Registration of Speaker Shareholders

Members who would like to express their views or ask questions during the Extra-Ordinary General Meeting (“EGM”) may register themselves as speakers by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio Number, PAN, mobile number, at the Company’s e-mail ID at cs@prabhatamgroup.com at least 7 (seven) days prior to the date of the EGM.

Only those Members who have registered themselves as speakers will be allowed to express their views / ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

Members who wish to speak at the EGM may register themselves as speakers by sending their request in advance, mentioning their name, DP ID and Client ID/Folio Number / Folio Number, PAN, mobile number, at cs@prabhatamgroup.com. Such queries will be replied to by the Company suitably.

Further, Members are requested to keep their questions concise and relevant to the business of the Company. The Company reserves the right to moderate the questions and may limit the number of questions per speaker to ensure smooth conduct of the EGM.

The Company shall endeavor to respond to the questions raised during the Meeting or within a reasonable time thereafter.

Explanatory Statement
(Pursuant to Section 102(1) of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (including any statutory modifications) thereto or re-enactments made thereunder, if any, for the time being in force (the “Act”), the following explanatory statement sets out all material facts relating to the business mentioned in the accompanying Notice:

Item No.: 1

Presently, the Authorized Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crore Only) divided into 12,00,00,000 (Twelve Crore) Equity Shares of Re. 1/- (Rupee One Only) each.

Considering the share capital expansion plans of the Company including issuance of requisite number of fresh Equity Shares pursuant to the Preferential Issue as proposed under Item No. 2 & 3, the Company needs to have enough unissued Authorized Share Capital. The Board of Directors of the Company at their meeting held on Wednesday, April 08, 2026, considered it desirable to increase the Authorized Share Capital of the Company from Rs. 12,00,00,000/- (Rupees Twelve Crore Only) divided into 12,00,00,000 (Twelve Crore) equity shares of Re. 1/- (Rupee One Only) each to Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 25,00,00,000 (Twenty-Five Crore) equity shares of Re. 1/- (Rupee One Only) each, by creation of additional 13,00,00,000 (Thirteen Crore) equity shares of Re. 1/- (Rupee One Only) each.

Consequent upon the increase in authorized share capital as proposed, the existing Clause V of the Memorandum of Association of the Company will also have to be replaced. The copy of altered Memorandum of Association of the Company will be available for inspection electronically. Any member/shareholder seeking inspection may write to us at cs@prabhatamgroup.com.

The provisions of the Companies Act, 2013 require the Company to seek approval of the members for increase in authorized share capital and consequent alteration of the Capital Clause of the Memorandum of Association and Article of Association; accordingly, the Board recommends the resolution set forth in Item No. 1 for the approval of the members of the Company by way of an **Ordinary Resolution**.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

Item No.: 2 & 3

The Special Resolution contained in Item No. 2 & 3 of this notice, has been proposed pursuant to the provisions of Section 23, Section 42 and Section 62 of the Companies Act, 2013 read with the applicable rules made thereunder, to issue and allot, the following securities on a preferential basis:

1. up to **14,40,10,350** (Fourteen Crore Forty Lakh Ten Thousand Three Hundred and Fifty) Equity Shares of the Company of face value of Re. 1/- each, for consideration other than cash i.e. Swap of Shares, at an issue price of Re. 1/- (Rupee One Only) per equity share, towards payment of the total purchase consideration of up to Rs. 14,40,10,350/- (Rupees Fourteen Crore Forty Lakh Ten Thousand Three Hundred and Fifty only) payable by the Company to the shareholders of M/s Prabhatam Infrastructure Limited (“PIL”), for acquisition of up to 1,45,465 (One Lakh Forty-Five Thousand Four Hundred Sixty-Five) Fully Paid-up equity shares of Rs. 10/- each of PIL, held by the proposed allottees of this Preferential Issue in PIL, belonging to the “**Promoter & Promoter Group**” and

“Public” category of the Company.

- up to **6,00,00,000** (Six Crore) Equity Shares of face value of Re. 1/- (Rupee One Only) each (“**Equity Shares**”), for cash, at an issue price of Re. 1/- (Rupee One Only), determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and applicable provisions of Companies Act, 2013 and rules made thereunder, aggregating up to Rs. 6,00,00,000/- (Rupees Six Crore Only), to certain persons/ entities belonging to the “**Public**” Category.

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI ICDR Regulations, 2018, and applicable provisions of the Companies Act, 2013. The said proposals have been considered and approved by the Board in their meeting held on **Wednesday, April 08, 2026**.

The approval of the members of the Company is accordingly being sought by way of a ‘**Special Resolution**’ under Sections 42 and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations, 2018.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations are set forth below:

a. Objects of the Preferential Issue:

For Item No. 2, the Board of B J Duplex Boards Limited (“**the Company**”) has decided to make strategic investment by way of acquisition of up to 1,45,465 (One Lakh Forty-Five Thousand Four Hundred and Sixty-Five) Fully Paid Equity Shares of face value of Rs. 10/- (Rupees Ten only) each, of M/s Prabhatam Infrastructure Limited (“**PIL**”), for an aggregate consideration not exceeding Rs. 14,40,10,350/- (Rupees Fourteen Crore Forty Lakh Ten Thousand Three Hundred and Fifty Only), at Rs. 990/- per equity share, payable by the Company, by way of a Share Swap through issuance of 14,40,10,350 Equity Shares of the Company on a Preferential basis.

The proposed preferential issue as stated in Item No. 2 is to issue and allot up to 14,40,10,350 (Fourteen Crore Forty Lakh Ten Thousand Three Hundred and Fifty) Equity Shares of the Company, for consideration other than cash to the shareholders of PIL to discharge the total consideration of up to Rs. 14,40,10,350/- (Rupees Fourteen Crore Forty Lakh Ten Thousand Three Hundred and Fifty Only) payable by the Company for acquisition of up to 1,45,465 (One Lakh Forty-Five Thousand Four Hundred and Sixty-Five) Fully Paid-up equity shares of Rs. 10/- each of PIL, as mentioned above.

For Item No. 3, the Company intends to utilize the proceeds raised through the issuance of Equity Shares (“**Issue Proceeds**”) towards following objects:

Sr. No.	Particulars	Estimated utilization of Net Proceeds (Rs. In Crore)	Tentative timelines for utilization of net proceeds from the date of receipt of funds
1.	Investment in its group company, namely Prabhatam Buildwell Limited for upgradation of Prabhatam Grand Mall located at Dhanbad.	4,80,00,000	By September 30, 2027
2.	General Corporate Purposes	1,20,00,000	By March 31, 2027
Total		6,00,00,000	-

Interim Use of Proceeds

Our Company, in accordance with the policies formulated in accordance with the applicable laws and guidelines and description as given in this Notice, will have flexibility to deploy the Issue Proceeds. Pending utilization of the Issue Proceeds for the Objects described above, our Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934.

b. Monitoring of Utilization of Funds:

Given that the issue size does not exceed Rs. 100 Crore (Rupees One Hundred Crore Only), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company is not required to appoint a SEBI registered credit rating agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue (“**Monitoring Agency**”).

c. Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:

The Board of Directors of the Company at their meeting held on Wednesday, April 08, 2026, had subject to approval of the members of the Company (“**Members**”) and such other approvals as may be required, approved the issue of:

- (i) up to 14,40,10,350 (Fourteen Crore Forty Lakh Ten Thousand Three Hundred and Fifty) Equity Shares of the Company of face value of Re. 1/- each, for consideration other than cash i.e. Swap of Shares, at an issue price of Re. 1/- (Rupee One Only) per equity share, towards payment of the total purchase consideration of up to Rs. 14,40,10,350/- (Rupees Fourteen Crore Forty Lakh Ten Thousand Three Hundred and Fifty only) payable by the Company to the shareholders of M/s Prabhatam Infrastructure Limited (“**PIL**”), for acquisition of up to 1,45,465 (One Lakh Forty-Five Thousand Four Hundred Sixty-Five) Fully Paid-up equity shares of Rs. 10/- each of PIL, held by the proposed allottees of this Preferential Issue in PIL, belonging to the “Promoter & Promoter Group” and “Public” category of the Company;
- (ii) up to 6,00,00,000 (Six Crore) Equity Shares of face value of Re. 1/- (Rupee One Only) each (“**Equity Shares**”), for cash, at an issue price of Re. 1/- (Rupee One Only), determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and applicable provisions of Companies Act, 2013 and rules made thereunder, aggregating up to Rs. 6,00,00,000/- (Rupees Six Crore Only), to certain persons/ entities belonging to the “Public” Category.

d. The intent of the promoters, directors, key management personnel, or senior management of the issuer to subscribe to the offer:

Except as follows, none of the Promoters, Directors, Key Management Personnel (“**KMP**”) or Senior Management of the Issuer intent to subscribe to the offer:

S. N.	Name*	Category	Type of Security	Number of Securities to be issued
1.	Mayank Gupta	Promoter & Promoter Group & Whole Time Director	Equity Shares	1,48,50,000
2.	Prabhatam Investment	Promoter & Promoter Group	Equity Shares	11,92,60,350

	Private Limited			
3.	Kusum Gupta	Promoter & Promoter Group	Equity Shares	49,50,000
Total				13,90,60,350

(*) The aforesaid three allottees intend to subscribe to the equity shares of the Company through a share swap arrangement, as detailed in Item No. 2 of this EGM Notice.

e. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue as per Item No. 2 and 3 to the 'Promoter& Promoter Group' and 'Public' Category is likely to be as follows:

Category	Pre-Issue Shareholding Structure ⁽¹⁾		Equity Shares to be allotted		Post issue Shareholding Structure ⁽²⁾	
	No. of Shares	% age	Pursuant to share swap	For Cash Consideration	No. of Shares	% age
(A) Promoter Shareholding						
(1) Indian						
(a) Individuals & HUF	25,00,000	13.14	1,98,00,000	0	2,23,00,000	10.00
(b) Bodies Corporate	1,06,00,000	55.71	11,92,60,350	0	12,98,60,350	58.22
Sub Total (A)(1)	1,31,00,000	68.84	13,90,60,350	0	15,21,60,350	68.22
(2) Foreign Promoters						
(a) Individuals	0	0.00	0	0	0	0.00
(b) Bodies Corporate	0	0.00	0	0	0	0.00
Sub Total (A)(2)	0	0.00	0	0	0	0.00
Total Promoter shareholding A=A1 +A2	1,31,00,000	68.84	13,90,60,350	0	15,21,60,350	68.22
(B) Public Shareholding						
B1) Institutional Investors						
a) Indian	0	0.00	0	0	0	0.00
b) Foreign	0	0.00	0	0	0	0.00
Sub Total (B1)	0	0.00	0	0	0	0.00
B2) Central Govt./Stat Govt./POI	0	0.00	0	0	0	0.00
B3) Non-Institutional Investors						
Individuals	36,47,429	19.17	49,50,000	4,00,00,000	4,85,97,429	21.79
Bodies Corporate	22,80,671	11.99	0	2,00,00,000	2,22,80,671	9.99
Others (Including NRI)	400	0.00	0	0	400	0.00
Sub Total (B3)	59,28,500	31.16	49,50,000	6,00,00,000	7,08,78,500	31.78
Total Public Shareholding B=B1+B2+B3	59,28,500	31.16	49,50,000	6,00,00,000	7,08,78,500	31.78
C) Non-Promoter - Non-Public	0	0.00	0	0	0	0.00

Category	Pre-Issue Shareholding Structure ⁽¹⁾		Equity Shares to be allotted		Post issue Shareholding Structure ⁽²⁾	
	No. of Shares	% age	Pursuant to share swap	For Cash Consideration	No. of Shares	% age
Grand Total (A+B+C)	1,90,28,500	100.00	14,40,10,350	6,00,00,000	22,30,38,850	100.00

Notes:

1. The pre-issue shareholding pattern is as on Tuesday, March 31, 2026.
2. Post-shareholding structure may change depending upon any other corporate action in between.

f. Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI ICDR Regulations, preferential allotment of the said equity shares shall be completed within a period of 15 (fifteen) days from the date of passing of special resolution at Item No. 2 & 3. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

g. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:

Not Applicable, since the Company has not made preferential issue of any security during the current financial year.

h. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

S. No.	Name of the Proposed Allotees	Category	Name of Ultimate Beneficial Owner
1.	Mayank Gupta	Promoter & Promoter Group	Refer Note below
2.	Prabhatam Investment Private Limited	Promoter & Promoter Group	Mayank Gupta Dinesh Gupta
3.	Kusum Gupta	Promoter & Promoter Group	Refer Note below
4.	Shakuntla Rani	Public	Refer Note below
5.	Yatharth Kansal	Public	Refer Note below
6.	Farangi Lal Kansal	Public	Refer Note below
7.	Ria Arya	Public	Refer Note below
8.	Siddharth Arya	Public	Refer Note below
9.	Pavni Singla	Public	Refer Note below
10.	Pranav Singla	Public	Refer Note below
11.	Minni Kansal	Public	Refer Note below
12.	Chinmaya Kansal	Public	Refer Note below
13.	Ripul Kansal	Public	Refer Note below

14.	Tarun Aggarwal	Public	Refer Note below
15.	Mukesh Mittal	Public	Refer Note below
16.	Renu Aggarwal	Public	Refer Note below
17.	Renu	Public	Refer Note below
18.	Babita Mittal	Public	Refer Note below
19.	Shyam Lal Mittal	Public	Refer Note below
20.	RRKK Media Private Limited	Public	Ashok Kumar Singhal Suman Lata
21.	Pramod Kumar Jain	Public	Refer Note below
22.	Vinita Jain	Public	Refer Note below
23.	Pranidhi Jain	Public	Refer Note below
24.	Aryaman Jain	Public	Refer Note below

Note: Ultimate Beneficial Owner is not applicable where the proposed allottee is a Natural Person.

i. The percentage of post-preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue:

S. No.	Name of the Proposed Allottee	Pre-Shareholding Structure ⁽¹⁾		Equity Shares to be allotted		Post Issue Shareholding Structure ⁽²⁾	
		No. of shares	%	Pursuant to share swap	For Cash Consideration)	No. of shares	%
1.	Mayank Gupta	25,00,000	13.14	1,48,50,000	0	1,73,50,000	7.78
2.	Prabhatam Investment Private Limited	1,06,00,000	55.71	11,92,60,350	0	12,98,60,350	58.22
3.	Kusum Gupta	0	0.00	49,50,000	0	49,50,000	2.22
4.	Shakuntla Rani	0	0.00	49,50,000	0	49,50,000	2.22
5.	Yatharth Kansal	0	0.00	0	48,00,000	48,00,000	2.15
6.	Farangi Lal Kansal	0	0.00	0	48,00,000	48,00,000	2.15
7.	Ria Arya	0	0.00	0	22,00,000	22,00,000	0.99
8.	Siddharth Arya	0	0.00	0	22,00,000	22,00,000	0.99
9.	Pavni Singla	0	0.00	0	2,00,000	2,00,000	0.09
10.	Pranav Singla	0	0.00	0	2,00,000	2,00,000	0.09
11.	Minni Kansal	0	0.00	0	2,00,000	2,00,000	0.09
12.	Chinmaya Kansal	0	0.00	0	2,00,000	2,00,000	0.09
13.	Ripul Kansal	0	0.00	0	2,00,000	2,00,000	0.09
14.	Tarun Aggarwal	0	0.00	0	35,00,000	35,00,000	1.57
15.	Mukesh Mittal	0	0.00	0	30,00,000	30,00,000	1.35
16.	Renu Aggarwal	0	0.00	0	35,00,000	35,00,000	1.57
17.	Renu Aggarwal	0	0.00	0	35,00,000	35,00,000	1.57
18.	Babita Mittal	0	0.00	0	35,00,000	35,00,000	1.57
19.	Shyam Lal Mittal	0	0.00	0	30,00,000	30,00,000	1.35
20.	RRKK Media Private Limited	0	0.00	0	2,00,00,000	2,00,00,000	8.97
21.	Pramod Kumar Jain	0	0.00	0	12,50,000	12,50,000	0.56

22.	Vinita Jain	0	0.00	0	12,50,000	12,50,000	0.56
23.	Pranidhi Jain	0	0.00	0	12,50,000	12,50,000	0.56
24.	Aryaman Jain	0	0.00	0	12,50,000	12,50,000	0.56

Notes:

1. The pre-issue shareholding pattern is as on Tuesday, March 31, 2026.
2. Post-shareholding structure may change depending upon any other corporate action in between.

j. Consequential changes in the Voting Rights, change in control, and change in the Management, if any, in the issuer consequent to the preferential issue:

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

k. Lock-in Period:

- (i) Equity Shares being allotted to the Proposed Allottee(s) shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- (ii) The entire pre-preferential shareholding, if any, of the Proposed Allottees, in the Company, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

l. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of the equity shares has been reckoned as **Wednesday, April 08, 2026**, which is 30 days prior to the date of the Extraordinary General Meeting of the shareholders of the Company scheduled to be held on **Friday, May 08, 2026**.

The Equity shares of the Company are listed on BSE Limited ("**BSE**" / "**Stock Exchange**"), and the equity shares are infrequently traded thereat as per the provisions of Regulation 164(5) of Chapter V of the SEBI ICDR Regulations, 2018.

Further, as this preferential issue includes issuance of more than five per cent of the post issue fully diluted share capital of the Company to some allottees, therefore in accordance with Regulation 166A read with Regulation 165 of the ICDR Regulations, the minimum issue price per Equity Shares shall be the higher of the price determined through following methods:

- i. In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, 2018 - ***Not Applicable, since the shares of the Company are infrequently traded at BSE in terms of provisions of Regulation 164(5) of Chapter V of the SEBI ICDR Regulations, 2018.***
- ii. The price determined through Valuation report obtained from CMA Subodh Kumar Sharma, Registered Valuer (IBBI Registration No.: IBBI/RV/05/2019/11705). i.e., Re. (0.38)/- per Equity Share. The said report is available on the website of the Company at http://www.bjduplexboard.com/wp-content/uploads/2026/04/Valuatio-Report_BJ-V2.pdf.

- iii. Price as determined in accordance with the methodology prescribed in the Articles of Association of the Company – *Articles of Association of the Company also prescribes for obtaining a valuation report from an Independent Registered Valuer, accordingly, Valuation report has been obtained from CMA Subodh Kumar Sharma, Registered Valuer (IBBI Registration No.: IBBI/RV/05/2019/11705) which has determined the price at Re. (0.38)/- per Equity Share. The said report is available on the website of the Company at http://www.bjduplexboard.com/wp-content/uploads/2026/04/Valuatio-Report_BJ-V2.pdf.*

Accordingly, the minimum issue price of Equity Share to be issued on a Preferential basis shall be Re. (0.38) each and the Board of Directors of the Company has decided to issue Equity Shares at the face value of Re. 1/- each, which is higher than the above-mentioned prices.

Further, as per Regulation 163(3) of SEBI ICDR Regulations, 2018, the Company has procured a Valuation report dated April 08, 2026, determining the value of the subscription shares, from Independent Registered Valuer viz. CMA Subodh Kumar Sharma (IBBI Registration No.: IBBI/RV/05/2019/11705). The said Report is available at the website of the Company at http://www.bjduplexboard.com/wp-content/uploads/2026/04/Valuatio-Report_BJ-V2.pdf.

m. Undertakings:

- None of the Company, its Directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

n. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower:

Not Applicable, since none of the Directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

o. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Sr. No.	Name of the Proposed Allotees	Current Status	Post Status
1.	Mayank Gupta	Promoter & Promoter Group	Promoter & Promoter Group
2.	Prabhatam Investment Private	Promoter &	Promoter &

	Limited	Promoter Group	Promoter Group
3.	Kusum Gupta	Promoter & Promoter Group	Promoter & Promoter Group
4.	Shakuntla Rani	Public	Public
5.	Yatharth Kansal	Public	Public
6.	Farangi Lal Kansal	Public	Public
7.	Ria Arya	Public	Public
8.	Siddharth Arya	Public	Public
9.	Pavni Singla	Public	Public
10.	Pranav Singla	Public	Public
11.	Minni Kansal	Public	Public
12.	Chinmaya Kansal	Public	Public
13.	Ripul Kansal	Public	Public
14.	Tarun Aggarwal	Public	Public
15.	Mukesh Mittal	Public	Public
16.	Renu Aggarwal	Public	Public
17.	Renu Aggarwal	Public	Public
18.	Babita Mittal	Public	Public
19.	Shyam Lal Mittal	Public	Public
20.	RRKK Media Private Limited	Public	Public
21.	Pramod Kumar Jain	Public	Public
22.	Vinita Jain	Public	Public
23.	Pranidhi Jain	Public	Public
24.	Aryaman Jain	Public	Public

p. Practicing Company Secretary's Certificate:

The certificate from Parveen Rastogi & Co., Practicing Company Secretaries, certifying that the proposed preferential issue of Equity Shares is being made in accordance with the requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link <http://www.bjduplexboard.com/wp-content/uploads/2026/04/PCS-Compliance-Certificate-3.pdf>.

q. Details of the Directors, Key Managerial Persons, or their relatives, in any way, concerned or interested in the said resolution:

Except as given below and to the extent of their shareholding interest, if any, in the Company, no Director, Key Managerial Personnel or their relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item no. 2 of this Notice:

Sr. No.	Name	Category	Number of Equity Shares to be issued
1.	Mayank Gupta	Whole Time Director	1,48,50,000
2.	Kusum Gupta	Mother of Mayank Gupta	49,50,000

The Board of Directors of the Company believes that the proposed issue is in the interest of the Company and hence, recommends the resolution as set out in Item No. 2 & 3 of this notice for the issue of Equity Shares, on a preferential basis, to the proposed allottees by way of a **Special Resolution**.

Item No.: 4

Change of Name of the Company

The Board of Directors of the Company at its meeting held on April 08, 2026, has approved, subject to the approval of the Members and other regulatory authorities, the proposal for change of name of the Company from **“B J Duplex Boards Limited” to “Prabhatam Infraventure Limited”**.

The proposed change of name is to align the name of the Company with its proposed new line of business activities and to reflect the future growth and diversification plans of the Company.

The Company is also proposing to alter its Object Clause of the Memorandum of Association to include new business activities, which are more suitably reflected in the proposed new name.

The Registrar of Companies has approved the availability of the proposed new name **“Prabhatam Infraventure Limited”**, subject to the approval of the Members of the Company and other applicable statutory and regulatory approvals.

SEBI Regulation 45 Disclosure (Important for Listed Company)

The Company confirms that the proposed change of name is in compliance with the provisions of Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company further confirms that:

- it has complied with the requirement of having at least 50% of its total revenue from the activity suggested by the new name or
- it has invested at least 50% of its assets in the new activity or
- it shall comply with the above requirements within the prescribed time period as stipulated under Regulation 45 of SEBI LODR Regulations.

Upon approval of the Members and receipt of necessary approvals, the name of the Company will be changed and a fresh Certificate of Incorporation will be issued by the Registrar of Companies. The new name will be reflected in all records, documents, agreements and statutory registrations of the Company.

The change of name of the Company does not affect any of the rights of the shareholders or creditors of the Company.

The Board of Directors recommends the resolution set out in Item No. 4 of the Notice for approval of the Members by way of a Special Resolution.

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

Item No.: 5

Adoption of New Memorandum of Association and Alteration of Object Clause.

(Pursuant to Section 102(1) of the Companies Act, 2013 read with applicable provisions of SEBI (LODR) Regulations, 2015)

The Company is presently engaged in the business of manufacturing and trading of duplex boards and related products. In order to achieve long-term growth, diversification, and enhance overall shareholder value, the Company proposes to expand its business activities into infrastructure development and allied sectors.

The Board of Directors of the Company, at its meeting held on **April 08, 2026**, subject to the approval of the Members and other necessary statutory and regulatory approvals, approved the proposal for alteration of the Object Clause (Clause III) of the Memorandum of Association (“MOA”) of the Company.

The proposed alteration in the Object Clause is aimed at enabling the Company to undertake, inter alia, infrastructure development, real estate development, project execution, consultancy services, and other allied activities, as more specifically set out in Annexure A to this Notice. The revised objects will provide the Company with greater flexibility to explore new business opportunities and align its operations with its proposed future business model.

Further, in view of the extensive changes in the Object Clause and to align the existing MOA with the provisions of the Companies Act, 2013, it is proposed to adopt a new set of Memorandum of Association in substitution of the existing MOA of the Company.

The proposed alteration of the Object Clause is also in line with the proposed change in the name of the Company from “**B J Duplex Boards Limited**” to “**Prabhatam Infraventure Limited**” as set out in Item No. 4 of this Notice, to reflect the true nature and scope of the business activities proposed to be undertaken by the Company.

The Company confirms that the proposed alteration of the MOA is in compliance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder. Further, the Company shall comply with all applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including necessary disclosures and approvals from the Stock Exchange.

In terms of Regulation 45 of SEBI (LODR) Regulations, 2015, the Company confirms that:

the proposed change in objects is in line with the proposed change in name of the Company.
the Company shall ensure compliance with conditions prescribed under the said regulation, as applicable.

As per the provisions of Section 13 of the Companies Act, 2013, alteration of the Object Clause and adoption of a new Memorandum of Association requires approval of the Members by way of a Special Resolution.

A copy of the existing MOA and the proposed revised MOA, along with Annexure A, shall be available for inspection by the Members in electronic mode. Members seeking to inspect the same may send a request at cs@prabhatamgroup.com

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

The Board of Directors is of the opinion that the proposed resolution is in the best interest of the Company and its shareholders and accordingly recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

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

**Sd/-
Mayank Gupta
Whole Time Director**

**Date: April 08, 2026
Place: Delhi**

A. MAIN OBJECTS TO BE PURSUED BY THE COMPANY

1. To carry on the business of infrastructure development and real estate development including acting as developers, builders, contractors, subcontractors, promoters, planners, engineers, consultants and project managers in relation to roads, highways, bridges, urban infrastructure, industrial infrastructure, utilities, residential and commercial buildings, townships, industrial parks, SEZs and other infrastructure projects.
2. To acquire, purchase, take on lease, exchange, hire or otherwise obtain, and to develop, construct, reconstruct, alter, improve, maintain, manage, sell, lease, sub-lease, license or otherwise deal in lands, buildings, structures and other immovable properties of any nature or tenure.
3. To undertake and execute real estate and infrastructure projects on its own or in joint venture, partnership, consortium or collaboration with any person, company, government authority or body corporate.
4. To carry on the business of leasing, renting, licensing or otherwise commercially exploiting owned, leased or managed properties including commercial spaces, business centres, co-working spaces, warehouses and other establishments.
5. To act as consultants, advisors and service providers in the field of infrastructure and real estate, including project planning, feasibility studies, design, execution, marketing and management services.

B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS

1. To carry on the business of traders, importers, exporters, distributors, buyers and sellers of all kinds of goods, commodities, materials, equipment and products, whether related to infrastructure, construction or otherwise.
2. To invest, acquire, subscribe, purchase, hold, sell or otherwise deal in shares, stocks, debentures, bonds, mutual funds, securities and other financial instruments, subject to applicable laws and regulations.
3. To carry on the business of outdoor media, advertising and publicity, including hoardings, billboards, digital media, transit media, branding and signage.
4. To carry on the business of leasing, hiring, sub-leasing or renting of land, buildings, plant and machinery, equipment and other movable or immovable assets.
5. To enter into joint ventures, partnerships, collaborations, strategic alliances or arrangements with any person or entity for carrying out the business of the Company.
6. To borrow, raise or secure money in such manner as the Company may deem fit and to secure the repayment of any borrowings by mortgage, charge or lien upon the Company's assets.
7. To apply for, obtain and maintain licenses, approvals, registrations and permissions necessary for carrying on the business of the Company.
8. To do all such acts, deeds and things as are incidental or conducive to the attainment of the above objects