



B J DUPLEX BOARDS LIMITED

Regd. Office: Wing A, 2nd Floor, Ghalib Institute Plot No.1, Aiwan-e-Ghalib Marg (Mata Sundari Lane), New Delhi,
India - 110002, Ph. 011-43603300 bjduplexboardlimited@gmail.com CIN: L21090DL1995PLC066281

Date: April 08, 2026

To,
The Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001, India

Scrip Code – 531647

Subject: Outcome of the meeting of the Board of Directors of B J Duplex Boards Limited in terms of the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

With reference to the captioned subject and in terms of the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“**SEBI Listing Regulations, 2015**”), we wish to inform you that the Board of Directors of B J Duplex Boards Limited (“**the Company**”), at their meeting held today i.e., Wednesday, April 08, 2026, has inter alia, considered and approved the following business:

I. Increase of Authorised Share Capital:

Increase and alteration of the Authorized Share Capital of the Company from ₹ 12,00,00,000/- (Rupees Twelve Crore Only) divided into 12,00,00,000 (Twelve Crore) equity shares of ₹ 1/- (Rupee One Only) each to ₹ 25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 25,00,00,000 (Twenty-Five Crore) equity shares of ₹ 1/- (Rupee One Only) each, by creation of additional 13,00,00,000 (Thirteen Crore) equity shares of ₹ 1/- (Rupee One Only) each and consequent alteration of the Capital Clause (Clause V) of the Memorandum of Association of the Company, subject to the approval of the members of the Company.

Details of amendments to Memorandum of Association as required under Regulation 30 read with Schedule III to the SEBI Listing Regulations, 2015 and SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 are annexed herewith as ‘Annexure A’.

II. Acquisition of 87.91% Equity Shares of M/s Prabhatam Infrastructure Limited (“Target Company” or “PIL”):

Subject to the approval of the shareholders of the Company and such other regulatory or statutory approvals as may be required, the Board of Directors of the Company has approved the acquisition of 87.91% of fully paid-up equity share capital of PIL, for a total Purchase Consideration of ₹ 14,40,10,350/- (Rupees Fourteen Crore Forty Lakh Ten Thousand Three

Hundred and Fifty Only) (“**Purchase Consideration**”), by acquiring up to 1,45,465 fully paid-up Equity Shares of face value ₹ 10/- each of PIL, at an acquisition price of ₹ 990/- each.

Further, the Purchase Consideration of Rs. 14,40,10,350/- (Rupees Fourteen Crore Forty Lakh Ten Thousand Three Hundred and Fifty Only) will be payable by way of a Share Swap through issuance of up to 14,40,10,350 Fully paid-up equity shares of B J Duplex Boards Limited, on preferential basis, in accordance with Chapter V of the SEBI ICDR Regulations, the Companies Act, 2013 and other applicable laws, and subject to approval of the shareholders of the Company, and such other regulatory/ statutory approvals as may be required, having face value of Re. 1/- (Rupee One Only) each, at an Issue price of Re. 1/- per equity share to the existing shareholders of the Target Company.

Details required under Regulation 30 of the SEBI Listing Regulations, 2015 read with SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, pertaining to the aforesaid acquisition is enclosed as ‘Annexure B’.

III. Preferential Issue by way of Share Swap

Preferential Issue of up to 14,40,10,350 Equity Shares of B J Duplex Boards Limited of Face Value of Re. 1/- each, for consideration other than cash i.e. Share Swap, at an issue price of Re. 1/- determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations to the following allottees belonging to “Promoter & Promoter Group” and “Non promoter” category:

Sr. No.	Name of the Proposed Allottee	Category	No. of Equity Shares (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.	Shakuntla Rani	Public	59,28,500
Total			14,40,10,350

Details required under Regulation 30 of the SEBI Listing Regulations, 2015 read with SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, pertaining to the aforesaid acquisition is enclosed as ‘Annexure C’.

IV. Fund raising by way of Preferential Issue

- i. Issuance and allotment of up to 6,00,00,000 (Six Crore) Equity Shares of face value of ₹ 1/- (Rupee One Only) each (“**Equity Shares**”), for cash, to the persons/ entities belonging to the “**Public**” Category on a preferential basis, at an issue price of ₹ 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 ₹ 6,00,00,000/- (Rupees

Six Crore Only), subject to the approval of the members of the Company, to the proposed allottees, mentioned below:

Sr. No.	Name of the Proposed Allotees	Category	No. of Equity Shares (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

Details required under Regulation 30 of the SEBI Listing Regulations, 2015 read with SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, pertaining to the aforesaid Preferential Issue is enclosed as 'Annexure D'.

- ii. Constituted a Preferential Issue Committee of the Board of Directors of the Company to take all necessary actions, in connection with this Issue and to finalize/approve all the relevant documents, as may be deemed necessary.

- iii. Considered and approved the draft notice convening the Extra-Ordinary General Meeting (“EGM”) of the Members of the Company scheduled to be held on Friday, May 08, 2026, for the purpose of obtaining approval in respect of the proposed Preferential Issue.

The meeting of the Board of Directors commenced at 5:00 PM (IST) and concluded at 6:15 PM (IST).

You are requested to kindly take it on your record.

For B J Duplex Boards Limited

Mayank Gupta
Whole Time Director

Encl: As above

Details pertaining to SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 are as follows:

Proposed Amendment to Clause V in the Memorandum of Association of the Company, subject to the approval of the members in the ensuing Extra-Ordinary General Meeting of the Company:

Clause: V. The Authorized share capital of the Company is ₹ 25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 25,00,00,000 (Twenty-Five Crore) equity shares of ₹ 1/- (Rupee One Only) each.

Annexure B

Details pertaining to SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 are as follows:

Sr. No.	Particulars	Disclosures
1.	Name of the target entity, details in brief such as size, turnover etc.	<p>M/s Prabhatam Infrastructure Limited (CIN: U77303DL2005PLC138749) was incorporated on July 15, 2005 under the Companies Act, 2013. Its authorized share capital is ₹ 1,50,00,000/- and its paid-up capital is ₹ 16,54,650/- Its registered office is situated at Wing A, 2nd Floor, Ghalib Institute, Aiwan-e-Ghalib Marg (Mata Sundri Lane), Minto Road, Central, New Delhi – 110002, India.</p> <p>The main objects of Prabhatam Infrastructure Limited are to carry on the business of infrastructure development, engineering, procurement and construction (EPC), civil, mechanical and electrical works, project management consultancy, trading of engineering goods, and real estate development including acquisition, development and disposal of land and properties. To design, develop, execute, operate and maintain renewable energy projects including solar power systems, along with all allied construction, consultancy and infrastructure activities.</p> <p>The turnover of M/s Prabhatam Infrastructure Limited for the period ended on March 31, 2025 is ₹ 11,46,10,326/- approximately.</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length.	<p>The acquisition of 1,45,465 Equity Shares of M/s Prabhatam Infrastructure Limited pursuant to Swap of Shares will not fall within the purview of Related Party Transactions.</p>
3.	Industry to which the entity being acquired belongs	Real Estate Development

4.	Objects and impact of acquisition (including but not limited of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity):	<p>Post this acquisition, the Company's holding in Prabhatam Infrastructure Limited would be 87.91%.</p> <p>The aforesaid acquisition will enable the Company to exercise greater control and facilitate consolidation of financial statements.</p> <p>Further, the acquisition is aligned with the Company's objective to acquire and expand the infrastructure business and to undertake similar allied activities already being carried out by Prabhatam Infrastructure Limited.</p>
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	<p>Apart from approval required pursuant to provisions of Companies Act, 2013 read with the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, no other government or regulatory approval is required for the acquisition.</p>
6.	Indicative time period for completion of the acquisition	<p>Acquisition will be completed within a period of 15 (fifteen) days from the later of: (i) date of the approval of special resolution for preferential issue of equity shares; or (ii) receipt of last of the approval/permission required for allotment under the preferential issue from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the stock exchange) for issuance of the equity shares to the proposed allottees.</p>
7.	Consideration – whether cash Consideration or share swap or any other form and details of the same	<p>The consideration will be discharged by the Company through other than cash i.e. Swap of Shares.</p>
8.	Cost of acquisition and/or the price at which the shares are acquired	<p>Aggregate cost of acquisition is ₹ 14,40,10,350/-</p>
9.	Percentage of shareholding/control acquired and/or number of shares acquired	<p>The Company proposes to acquire 1,45,465 equity shares of M/s Prabhatam Infrastructure Limited, pursuant to which it will hold 87.91% of the shareholding in Prabhatam Infrastructure Limited.</p>
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any	<p>Product/Line of Business: Prabhatam Infrastructure Limited is into the business of infrastructure development, engineering, procurement and construction (EPC), and related consultancy services. Incorporated in India, the entity has been operational for the past few years with a steady growth trajectory in its turnover over the last three financial years. The company primarily operates within India and has</p>

	<p>other significant information (in brief);</p>	<p>established experience in executing civil, mechanical and electrical projects. The acquisition is expected to strengthen the acquirer's presence in the infrastructure and EPC segment and create synergies in operations and project execution.</p> <p>Date of Incorporation: July 15, 2005</p> <p>Last 3 Years Turnover (Standalone):</p> <table border="1" data-bbox="756 528 1388 689"> <thead> <tr> <th data-bbox="756 528 1037 568">Financial Year</th> <th data-bbox="1037 528 1388 568">Turnover in Cr.</th> </tr> </thead> <tbody> <tr> <td data-bbox="756 568 1037 609">2024-25</td> <td data-bbox="1037 568 1388 609">11.46</td> </tr> <tr> <td data-bbox="756 609 1037 649">2023-24</td> <td data-bbox="1037 609 1388 649">18.26</td> </tr> <tr> <td data-bbox="756 649 1037 689">2022-23</td> <td data-bbox="1037 649 1388 689">26.13</td> </tr> </tbody> </table> <p>Country in which Prabhatam Infrastructure Limited has presence: India</p>	Financial Year	Turnover in Cr.	2024-25	11.46	2023-24	18.26	2022-23	26.13
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2024-25	11.46									
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Annexure C

Details pertaining to SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 are as follows:

S. No.	Particulars	Disclosures										
1.	Type of securities proposed to be issued	Equity Shares of face value of ₹ 1/- each										
2.	Type of issuance	Preferential Issue										
3.	Total Number of Securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Preferential Issue of up to 14,40,10,350 Equity Shares of Face Value of Re. 1/- each, for consideration other than cash i.e. Share Swap, at an issue price of Re. 1/- determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations.										
4.	Issue Price	₹ 1/- per equity share										
5.	Number and Names of the Investor	<table border="1"><thead><tr><th>Sr. No.</th><th>Name of the Proposed Allotees</th></tr></thead><tbody><tr><td>1.</td><td>Mayank Gupta</td></tr><tr><td>2.</td><td>Prabhatam Investment Private Limited</td></tr><tr><td>3.</td><td>Kusum Gupta</td></tr><tr><td>4.</td><td>Shakuntla Rani</td></tr></tbody></table>	Sr. No.	Name of the Proposed Allotees	1.	Mayank Gupta	2.	Prabhatam Investment Private Limited	3.	Kusum Gupta	4.	Shakuntla Rani
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6.	In case of convertibles, Intimation on conversion of securities or on lapse of the tenure of the instrument.	Not Applicable										
7.	Nature of Consideration (Whether cash or consideration other than cash)	Other than Cash (up to 14,40,10,350 Equity Shares to be allotted for consideration other than cash i.e, Share Swap.)										

Annexure D

Details pertaining to SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 are as follows:

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7.	Nature of Consideration (Whether cash or consideration other than cash)	Cash Consideration	

For B J Duplex Boards Limited

**Mayank Gupta
Whole Time Director**

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