



MADHYA BHARAT PAPERS LIMITED

Regd. Office: Village Birgahni, Rly & Post Champa-495 671, Dist. Janjgir-Champa, Chhattisgarh

CIN: L21012CT1980PLC001682, Phone: 09203906288

E-mail: mbplcal@vsnl.net, Website: www.mbpl.in

NOTICE

NOTICE is hereby given that the 36th Annual General Meeting of the members of **MADHYA BHARAT PAPERS LIMITED** will be held at the Registered Office of the Company at Village Birgahni, Rly & Post Champa-495 671, Dist. Janjgir-Champa (Chhattisgarh) on **Friday, the 23rd September, 2016 at 11.00 A.M.** to transact the following business:

Ordinary Business

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Deepa Maheshwari, (DIN: 00550697) who retires by rotation and being eligible, offers herself for re-appointment.
3. To re-appoint the Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the fourth consecutive AGM and fix their remuneration and, to pass with or without modification the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, and upon recommendations of the Audit Committee, M/s. Sawarmal Agrawal & Co., Chartered Accountants (Firm Registration No.318164E), be and are hereby reappointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till conclusion of the fourth consecutive Annual General Meeting (subject to ratification of the appointment by the members at every AGM held after this AGM) and that the Board of Directors be and are hereby authorized to fix such remuneration, as may be determined by the Audit Committee in consultation with the Auditors.”

Special Business

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

“RESOLVED that pursuant to Sections 196, 197, 203 read with Schedule – V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder including any statutory modification or re-enactment thereof for the time being in force, Mr. Jaydeep Chitlangia be and is hereby re-appointed as Managing Director of the Company for the period 1st April, 2016 to 31st March, 2019, on the following terms and conditions:

- a) Salary: ₹ 2,80,000 per month.
- b) Perquisites:

PART – A

- i. Medical Benefits: Reimbursement of medical expenses (including medical insurance for himself and his family subject normally to a ceiling of one month's salary in a year or three months' salary over a period of three years, provided that any additional expenditure incurred for medical treatment over and above the above ceiling for himself and his family may be reimbursed on actual basis subject to approval by the Nomination and Remuneration Committee.
- ii. Leave Travel Concession: For self and family as per Company's Rules once in a year.
- iii. Personal Accident Insurance: As per rules of the Company, premium not to exceed ₹ 5,000/- per annum.
- iv. Club Fees: Fees of Clubs subject to a maximum of two Clubs excluding the admission fee.

PART – B

- v. Company's contribution towards Superannuation Fund: Such contribution shall not exceed 15% of the salary or such other rate as may be laid down in the Income Tax Rules, 1962 from time to time.
- vi. Gratuity: Not exceeding 15 days' salary for each completed year of service.
- vii. Encashment of leave at the end of the tenure.

PART – C

- viii. Car on Company's business: Provision of cars for use on Company's business will not be considered as perquisite.
- ix. Telephone/Fax at Residence: Provision of telephone/fax at residence will not be considered as perquisite.

RESOLVED FURTHER that the aforesaid remuneration be paid to Mr. Jaydeep Chitlangia, Managing Director, as minimum remuneration notwithstanding no profits or inadequate profits in any financial year.”

Madhya Bharat Papers Limited

5. To consider, and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 23 and other applicable provisions of the Sick Industrial Companies (Special Provisions) Act, 1985 (SICA) and such other Acts, Rules, Regulations as may be applicable, if any, and subject to the approval of Audited Annual Accounts for the financial year 2015-16 by the members of the Company in this Annual General Meeting, the Report of the Board of Directors explaining the reasons of erosion of more than 50% of the Peak Net Worth of the Company as per the Audited Financial Results of the Company for the year ended 31st March, 2016 be and is hereby considered and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to inform and report the Company as Potentially Sick Industrial Company to the Board for Industrial and Financial Reconstruction (BIFR) and such other State and Central Government Authorities as may be required under the laws, rules, regulations, guidelines and directives for the time being in force in India in the prescribed form and to intimate such other authorities, entities, financial institutions, stock exchanges, body corporate, associations and persons as may be necessary in terms of the agreements, security documents, undertakings, declarations and memorandum of understanding entered into by the Company.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director(s) or any Committee of Director(s) or to any Officer(s) of the Company to give effect to the above resolution.”

By Order of the Board

V. K. Khanna

Company Secretary

(FCS-1855)

Dated: 25th May, 2016

Place: Kolkata

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed hereto.
2. **A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself / herself and the proxy need not be a Member of the Company.** A Person can act as Proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the paid up capital of the Company carrying voting rights. A member holding more than ten percent of the paid up capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
3. Pursuant to the provisions of Section 91 of the Companies Act, 2013, Register of Members and the Share Transfer Books of the Company will remain closed from 17th September, 2016 to 23rd September, 2016 (both days inclusive).
4. Members who have not registered their email addresses for receiving all communications including Annual Report, Notices, Circulars, etc, over email are requested to register their email address with their Depository Participants, if the shares are held in dematerialized form and with the Registrar and Transfer Agents, if the shares are held in physical form.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Registrar and Share Transfer Agents.
6. Copies of Annual Report 2015-16 and instruction for e-voting along with attendance slip and proxy form are being sent by electronic mode to all members whose email address is registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email address, physical copies are being sent by the permitted mode.
7. All the documents referred to in the Notice and Statement will be available for inspection at the Registered Office of the Company during normal business hours on all working days till the date of ensuing Annual General Meeting.
8. Members are requested to intimate change of addresses, if any, to the Registrar and Share Transfer Agents in respect of equity shares held in physical mode and to the Depository Participant(s) in respect of shares held in dematerialized form.
9. Complete particulars of the venue of the Meeting including route map and prominent land mark for easy location is enclosed for the convenience of the members. The same has also been hosted at the website of the Company at www.mbpl.in.



10. Members/Proxies are requested to bring the attendance slips with them duly filled in and hand over the same at the entrance of the meeting hall. Members/Proxies are also requested to carry photo identity card and to produce the same on demand.
11. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “SEBI Regulations”) the Company is pleased to provide its Members the facility of ‘remote e-voting’ (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 36th Annual General Meeting by the electronics means and the business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL). The Board of Directors of the Company has appointed Mr. A.K. Labh, Practising Company Secretary (FCS 4848 / CP-3238) as the Scrutinizer for conducting the remote e-voting and the voting through physical ballot process to be conducted at the Annual General Meeting in a fair and transparent manner.
12. **The instructions for shareholders voting electronically are as under:**
- I. The voting period begins on 20.09.2016 at 10.00 A.M. and ends on 22.09.2016 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16.09.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - III. Those person who become Members of the Company after dispatch of AGM Notice but on or before 16th September, 2016 (Cut Off Date) may obtain the login ID and password by sending a request to the Registrar & Share Transfer Agent at mdpldc@yahoo.com or to the Company at mbplcal@vsnl.net. However, those persons already registered with CDSL for remote e-voting can use their existing user ID & password for login.
 - IV. The shareholders should log on to the e-voting website www.evotingindia.com.
 - V. Click on Shareholders.
 - VI. Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - VII. Next enter the Image Verification as displayed and Click on Login.
 - VIII. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - IX. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Deptt. (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (VI).

- X. After entering these details appropriately, click on “SUBMIT” tab.
- XI. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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- XII. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XIII. Click on the EVSN for the relevant <Madhya Bharat Papers Ltd> on which you choose to vote.
- XIV. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XV. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XVI. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- XVII. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XVIII. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- XIX. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XX. **Shareholders can also cast their vote using CDSL’s mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store by Android users, from App store by iPhone users and from Windows Phone Store by Windows phone users. Thereafter please follow the instructions as prompted by the mobile app while voting on your mobile.**
- XXI. Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- XXII. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 4

The Board of Directors have re-appointed Mr. Jaydeep Chitlangia as Managing Director of the Company for the period from 1st April, 2016 to 31st March, 2019 on the remuneration and other terms and conditions as contained in the resolution. The payment of remuneration, as per details given in the resolution, to Mr. Jaydeep Chitlangia has also been approved by the Nomination & Remuneration Committee of the Company.

Mr. Jaydeep Chitlangia is working with the Company since last 26 years. Your Directors are of the opinion that his continued association with the Company and his rich experience will be beneficial to the Company.

The Resolution set out in Item No. 4 of the Notice convening the meeting has to be considered accordingly and the Board recommends the same.

The resolution seeks approval of the members in terms of Sections 196 and 197 read with Schedule – V and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder for the appointment of Mr. Jaydeep Chitlangia as Managing Director for a period of three years commencing from 1st April, 2016.

No Director, Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise, in the resolution, except Mr. Jaydeep Chitlangia, to whom the resolution relates.

Item No. 5

In terms of Section 23 of the Sick Industrial Companies (Special Provisions) Act, 1985 (“SICA”), if the accumulated losses of an industrial company, as at the end of any financial year have resulted in erosion of fifty percent or more of its peak net worth during the immediately preceding four financial years, that company falls under the category of potentially sick industrial company and therefore the fact is required to be reported to the Board for Industrial and Financial Reconstruction (BIFR) within 60 days from the date of finalization of the audited accounts which is the date of the Annual General Meeting



at which the audited accounts of the company are adopted.

As per the audited accounts of the Company for the financial year ended 31st March, 2016, finalized and approved by the Board of Directors which are subject to the approval of shareholders in this Annual General Meeting, the current year Net Worth of the Company is ₹ 90.80 lakhs while the Peak Net Worth during the immediately preceding four financial years is ₹ 1533.84 lakhs.

In terms of the provisions of Section 23 of SICA, a report on such erosion and its causes is required to be submitted before the shareholders for their consideration and approval. The said Report is annexed herewith and forms part of this Notice.

The Board recommends the resolution set out at Item No. 5 as an Ordinary Resolution to the shareholders for their approval.

None of the Directors or Key Managerial Personnel (KMP) or their relatives are in any way concerned or interested, financially or otherwise in the proposed Ordinary Resolution.

By Order of the Board

V. K. Khanna

Company Secretary

(FCS-1855)

Dated: 25th May, 2016

Place: Kolkata

Information pursuant to SEBI Regulations and Secretarial Standards in respect of Appointment/Re-appointment of Directors:

Name of Director	Mrs. Deepa Maheshwari	Mr. Jaydeep Chitlangia
Age	53 years	52 years
Date of appointment	7 th November, 2014	1 st January, 1990
Qualification	B. A, LLB	B.Com
Experience	Experience in the area of Human Resource Development	Extensive experience in the area of Marketing, Corporate Planning, Business Development, Strategy Formulation and Overall Management
Terms and Conditions of Appointment/Re-appointment	Appointed as a Director, liable to retire by rotation	Appointment as Managing Director for a period of three years
Number of Board Meetings Attended out of five Board Meetings held during the year	Three	Five
Remuneration details	No remuneration is paid except sitting fees for attending meetings of the Board/ Committee as a Non- Executive Director.	Last drawn remuneration is given in the Corporate Governance section of the Annual Report. The remuneration details for proposed appointment are given in the text of the resolution.
Other Directorships	Madhya Bharat Ventures Pvt. Ltd.	Chitlangia Timber Products Ltd. Chitperi Farm Pvt. Ltd. Pro Sports Management Ltd. P.S. Plywood Products Pvt. Ltd
Committee membership / chairmanship in other Companies	Nil	Nil
Relationship with other Directors/Manager/KMP	None	None
Number of shares held in the Company	500	430000

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REPORT OF BOARD OF DIRECTORS TO THE SHAREHOLDERS ON EROSION OF PEAK NET WORTH, CAUSES THEREOF AND ACTION TAKEN BY THE COMPANY IN TERMS OF SECTION 23 OF SICK INDUSTRIAL COMPANIES (SPECIAL PROVISIONS) ACT, 1985

In terms of requirement of Section 23 (1)(b) of the Sick Industrial Companies (Special Provisions), Act, 1985 (“the Act”), a report of the Board of Directors on erosion of more than 50% of its peak Net Worth during the immediately preceding four financial years along with its causes thereof and its revival plan is being submitted herewith to the Members of the Company.

As per the audited accounts of the Company for the financial year ended 31st March, 2016 finalized and approved by the Board of Directors which are subject to the approval of shareholders in this Annual General Meeting, the current year Net Worth of the Company is ₹ 90.80 lakhs while the Peak Net Worth during the immediately preceding four financial years is ₹ 1533.84 lakhs.

REASONS FOR LOSSES

Following are the reasons for losses leading to Net Worth erosion:

- Central Pollution Control Board (CPCB) and Chhattisgarh Environment Conservation Board (CECB) directed us as under w.e.f. 01.04.2015:

- a) Install Chemical Recovery Plant or,
- b) Replace the Raw Material from agro residues to recycled waste paper

The chemical recovery plant not being the viable proposition we had to close down the plant based on agro residues and convert the production from agro residues to recycled waste paper. This was time consuming and also required capital expenditure.

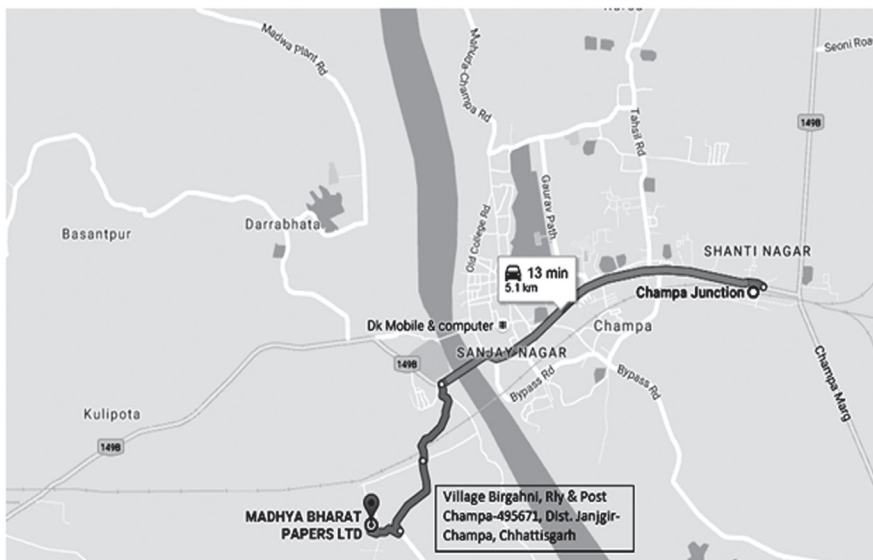
In view of the above, the Plant remained almost shut leading to decrease in production from 12667 tonnes during the previous year to 6459 tonnes in the current year.

- Fuel cost had gone up tremendously due to procurement of coal through e-auction/open market at higher price.
- Quality of paper produced due to change of raw material was not readily acceptable to market and has yielded lower realization as compared to its cost of production.

MEASURES TAKEN BY THE COMPANY MANAGEMENT

- As per the directives received from the CPCB and CECB, we have replaced the raw material agro residues by recycled waste paper.
- The requisite investments will be made to make the plant fully operational.
- The company has proposed a project for revival through reaugmentation of the existing unit by doubling the production capacity from an existing level of 45TPD to 90TPD. The proposal of the same is under consideration with State Bank of India, present banker of the Company.

ROUTE MAP



MADHYA BHARAT PAPERS LIMITED

Regd.Office: Village Birgahni, Rly & Post Champa-495 671, Dist. Janjgir-Champa(Chhattisgarh)
CIN: L21012CT1980PLC001682 Tel: 09203906288
Website: www.mbpl.in Email: mbplcal@vsnl.net

36TH ANNUAL GENERAL MEETING

ATTENDANCE SLIP

No. of Shares held :

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 36th Annual General Meeting of the Company at its Registered Office at Village Birgahni, Rly & Post Champa-495 671, Dist. Janjgir-Champa, Chhattisgarh on Friday, 23rd September, 2016 at 11.00 A.M

Name of the Member / Proxy

Signature of the Member/ Proxy

Notes: Member / Proxy attending the Annual General Meeting must bring his / her Attendance Slip which should be signed and deposited at the entrance of the meeting hall. Duplicate Attendance Slip will not be issued at the venue.

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ELECTRONIC VOTING

Electronic Voting (e-voting) facility is being provided in respect of the Resolutions proposed at the 36th Annual General Meeting (AGM) in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Your e-voting user ID and password are provided below:

EVSN (E-Voting Sequence Number)	User ID	PAN / Sequence No. PASSWORD

PROXY FORM

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



MADHYA BHARAT PAPERS LIMITED

Regd. Office: Village Birgahni, Rly & Post Champa-495 671, Dist. Janjgir-Champa, Chhattisgarh

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E-mail: mbplcal@vsnl.net, Website: www.mbpl.in

Name of the member(s)	E-mail Id:
Registered Address:	Folio No./*Client Id:
	*DP Id :

I/We, being the member(s) holding _____ shares of Madhya Bharat Papers Limited, hereby appoint:

- 1) _____ of _____
_____ having e-mail id _____ or failing him
- 2) _____ of _____
_____ having e-mail id _____ or failing him
- 3) _____ of _____
_____ having e-mail id _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company, to be held on Friday, 23rd September, 2016 at 11 a.m. at the registered office of the Company at Champa, Dist. Janjgir-Champa, Chhattisgarh and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	For	Against
1. Consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors		
2. Appoint a Director in place of Mrs. Deepa Maheshwari who retires by rotation and being eligible offers herself for reappointment.		
3. Appointment of Auditors and fixing their remuneration		
4. Re-appointment of Mr. Jaydeep Chitlangia as Managing Director		
5. Consider passing necessary resolution under Sick Industrial Companies (Special Provisions) Act, 1985		

*Applicable for investors holding shares in electronic form.

Affix
Revenue
Stamp
of ₹ 1/-

Signed this _____ day of _____ 2016

Signature of shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Note: This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before commencement of the AGM i.e. by 11 a.m. on 21st September, 2016.