



MADHYA BHARAT PAPERS LIMITED

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

CIN: L21012CT1980PLC001682, Tel: 09203906288

E-mail: info@mbpl.in Website: www.mbpl.in

NOTICE

NOTICE is hereby given that the 40th 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 **Monday, the 28th December, 2020 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, 2020 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Jaydeep Chitlangia (DIN: 00094002) who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

3. **Re-appointment of Shri Raghuvansh Lal Kapur (DIN: 00002483) as a Non-Executive Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17(1A) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members of the Company be and is hereby accorded to the re-appointment of Shri Raghuvansh Lal Kapur (DIN: 00002483), as an Independent Director of the Company, not liable to retire by rotation, whose current period of office as an Independent Director ends at the conclusion of the forthcoming AGM of the Company, to hold office for 3 (three) consecutive years from the conclusion of the 40th AGM upto 43rd AGM of the Company to be held in the calendar year 2023 who has given his consent for re-appointment and has submitted a declaration confirming the criteria of Independence under Section 149 of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, as well as to continue to hold the position of Non-Executive Independent Director beyond 75 years of age.”

By Order of the Board

Komal Desai

Company Secretary

M No- A41850

Dated: 15th September, 2020

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 22nd December, 2020 to 28th December, 2020.
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 2019-20 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. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by members at the AGM.
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 40th Annual General Meeting by the electronic 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 25.12.2020 at 10.00 A.M. and ends on 27.12.2020 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 of 21.12.2020 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 21st December, 2020 (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 info@mbpl.in. 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) * Members who have not updated their PAN with the Company Depository Participant are requested to use 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).

Madhya Bharat Papers Limited

- 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.
- 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz info@mbpl.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting 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 or call 1800225533.

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

Item No. 3

Shri Raghuvansh Lal Kapur (DIN: 00002483), was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years at the AGM held on 24th September, 2015 upto the conclusion of 40th AGM to be held in calendar year 2020.

He has done his Post Graduation in HR & Labour Management and LLB. He is a valuable asset to the Company which adds diversity and enriched points of view in Board’s discussions.



Shri Raghuvansh Lal Kapur has attained the age of 87 years. Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 requires the Company to obtain approval of members by way of a Special Resolution for appointing/ continuing the directorship of a person as a Non- Executive Director who has attained seventy five years of age.

The Board of Directors is of the opinion that Shri Raghuvansh Lal Kapur possesses relevant expertise and vast experience and his association as Non-Executive Independent Director will be beneficial and in the best interest of the Company and it is desirable to re-appoint Shri Raghuvansh Lal Kapur as an Independent Director of the Company, for second term of three consecutive years starting from the conclusion of the 40th AGM and upto 43rd AGM of the Company to be held in the calendar year 2023.

The Board recommends the Special Resolution set forth in Item No. 3 for your approval.

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

By Order of the Board

Dated : 15th September, 2020

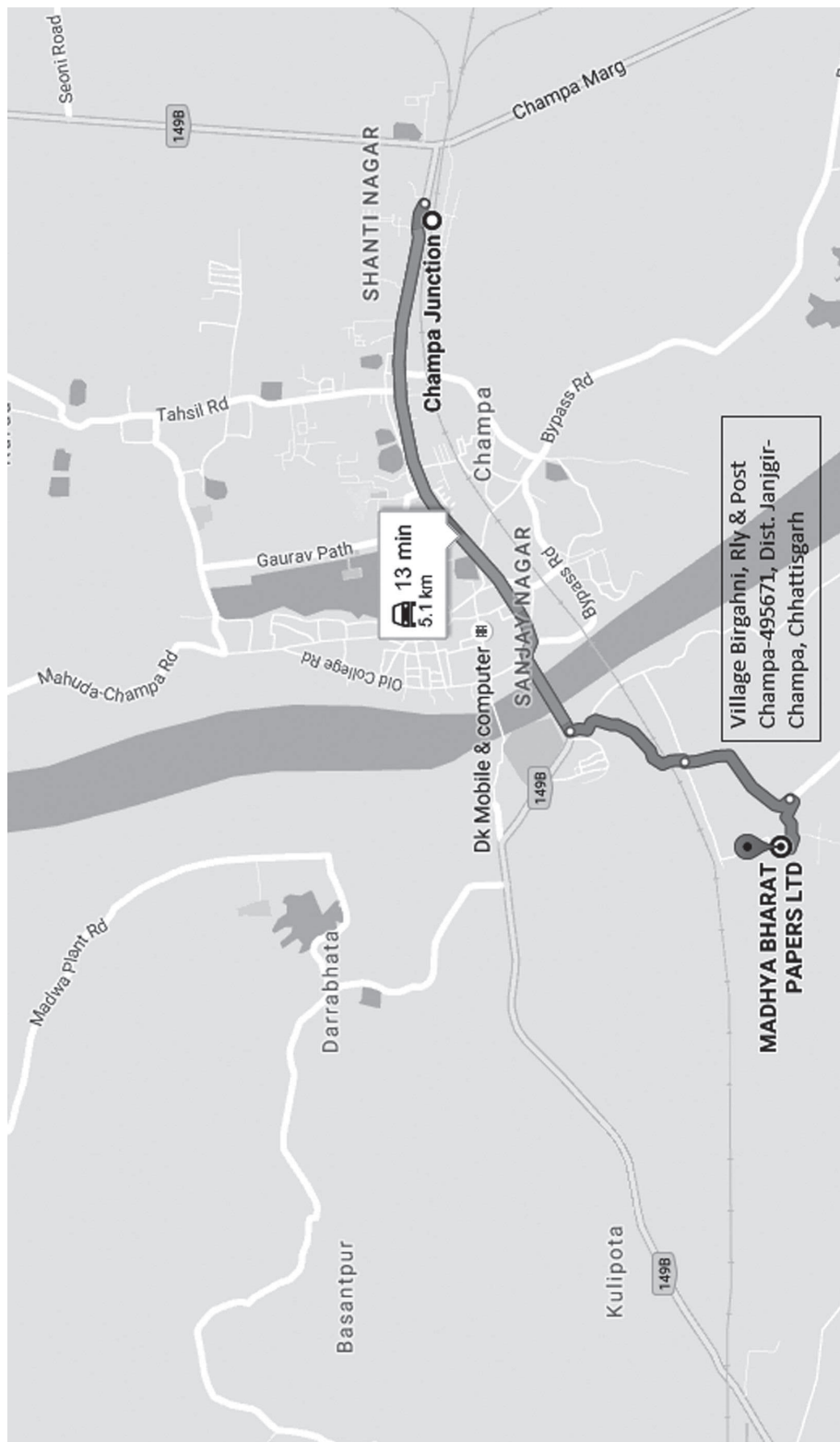
Place: Kolkata

Komal Desai
Company Secretary
M No- A41850

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

Name of Director	Shri Jaydeep Chitlangia	Shri Raghuvansh Lal Kapur
Age	57 years	87 years
Date of appointment	1st January, 1990	10th August, 2013
Qualification	B.Com	M.A., LLB, Post Graduation in HR & Labour Management,
Experience	Extensive experience in the areas of Corporate Planning, Business Development, Strategy Formulation, Finance, Administration and Overall Management	Corporate Management & specialization in HR & IR
Terms and Conditions of Appointment/ Re-appointment	Managing Director- liable to retire by rotation	Independent Director- not liable to retire by rotation
Number of Board Meetings attended out of four Board Meetings held during the year	Four	Four
Remuneration details	Last drawn remuneration is given in MGT 9	Nil
Other Directorships	Chitlangia Timber Products Ltd. Chitperi Farm Pvt Ltd.	Nil
Committee membership / Chairmanship in other Companies	Nil	Nil
Relationship with other Directors/ Manager/ KMP	None	None
Number of shares held in the Company	430000	Nil

Route Map





MADHYA BHARAT PAPERS LIMITED
Regd. Office: Village Birgahni, Rly & Post Champa-495 671, Dist. Janjgir-Champa, Chhattisgarh
CIN: L21012CT1980PLC001682, Tel: 09203906288
E-mail: info@mbpl.in, Website: www.mbpl.in

40TH ANNUAL GENERAL MEETING

ATTENDANCE SLIP

DATE & TIME

Monday, 28th December, 2020 at
11.00 A.M

VENUE

Village : Birgahni Rly &
Post Champa - 495671

Registered Folio No./ DP ID No. / Client ID No:	
Name and address of the Member(s):	
Joint Holder(s)	
No. of Shares held :	

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

Name of the Member/Proxy in BLOCK

Signature of Member/ Proxy

- NOTES: i) Member / Proxy attending the Annual General Meeting (AGM) must bring his/ her Attendance Slip which should be signed and deposited before entry to the meeting hall.
ii) Duplicate Attendance Slip will not be issued at the venue.

VOTING BY ELECTRONIC MEANS

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions proposed at the 40th Annual General Meeting (AGM) will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM).

Electronic Voting Sequence Number (EVSN)	User Id	PAN OR SEQUENCE NO (Password)

Note :

1. Please read the instructions for e-voting printed in the Notice of 40th Annual General Meeting dated 15th Sep, 2020.

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
CIN: L21012CT1980PLC001682, Tel: 09203906288
E-mail: info@mbpl.in, 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 40th Annual General Meeting of the Company, to be held on Monday, 28th December, 2020 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:

Sl No.	Resolution	For	Against
Ordinary Business			
1	Consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors.		
2	Appoint a Director in place of Shri Jaydeep Chitlangia who retires by rotation and being eligible offers himself for reappointment.		
Special Business			
3	To re-appoint Shri Raghuvansh Lal Kapur as an Independent Director of the Company		

*Applicable for investors holding shares in electronic form.

Affix Revenue
Stamp of
₹1/-

Signed this _____ day of _____ 2020

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 26th December, 2020.