



# **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 OF POSTAL BALLOT (ONLY THROUGH E-VOTING)**

**[PURSUANT TO SECTION 110 AND SECTION 108 OF THE COMPANIES ACT, 2013 READ WITH RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AS AMENDED BY THE COMPANIES (MANAGEMENT AND ADMINISTRATION) AMENDMENT RULES, 2016 AND GENERAL CIRCULAR NO. 20/2021 DATED DECEMBER 8, 2021 ALONGWITH GENERAL CIRCULAR NOS. 10/2021 DATED JUNE 23, 2021, 39/2020 DATED DECEMBER 31, 2020, NO. 33/2020 DATED SEPTEMBER 28, 2020, NO. 22/2020 DATED JUNE 15, 2020, NO. 17/2020 DATED APRIL 13, 2020 AND NO. 14/2020 DATED APRIL 8 2020, ISSUED BY MINISTRY OF CORPORATE AFFAIRS (“MCA CIRCULARS”)]**

Dear Members,

**NOTICE** is hereby given pursuant to Section 110 and Section 108 of the Companies Act, 2013(the “**Act**” ), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force (the “**Management Rules**” ), and other applicable provisions, if any, and the MCA Circulars that the resolution appended below is proposed to be passed by the members of the Company (the “**Members**” ) through postal ballot [only through electronic voting( “**e-voting**” )].

Explanatory statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the said resolution setting out the material facts and the reasons thereof, is appended. In compliance with the provisions of Sections 110 and 108 of the Act, read with Rules 20 and 22 of the Management Rules and MCA Circulars and further to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering facility of e-voting to all Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The Company has engaged the services of Central Depository Services (India) Ltd (“**CDSL**”) as its agency for providing e-voting facility to the Members of the Company.

Consent of the members is being sought for the resolution proposed as follows:

**SPECIAL BUSINESS:**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014 (“the Rules”), and subject to other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) and the rules related thereto, the provisions of the Memorandum and Articles of Association of the Company and subject to all other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary and subject to such terms and conditions as may be imposed by them, if any, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to sell, lease, transfer or in any other manner dispose-off any unused, scrapped, outdated, obsolete or others as decided otherwise, any plant and machinery, with / without its accessories or component, whether grounded or erected or lying otherwise on as an where basis, etc. situated at its factory located at Village Birgahni, Rly & P.O. Champa, Dist. Janjgir-Champa, Chhattisgarh-495671 to any individual, corporate or entity on such terms and conditions as the Board may consider fit and proper and beneficial for the Company as and when decided by them.

RESOLVED FURTHER THAT the Board be and is hereby authorised with an authority to authorize any other officer of the Company, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing and varying the terms and conditions to such transaction including the method of sell, lease or transfer or disposal of such Plant & Machineries, its consideration amount and other terms in respect thereof, and also to sign and execute necessary documents, papers, applications, contracts, agreements and take all necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any questions, difficulties or doubts that may arise in this regard and incidental thereto and also to do all the acts, deeds, matters and things as necessary thereto.

By Order of the Board

Dated: 22<sup>nd</sup> December, 2021  
Place: Kolkata

**Komal Dhruv**  
*Company Secretary*  
M No- A41850

**Notes:**

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send Postal Ballot Notice in electronic form only i.e. email to those shareholders of the Company whose email ids are registered with the Company or RTA and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.
3. Members may also note that the Notice of Postal Ballot (only through e-voting) will also be available on the Company's website [www.mbpl.in](http://www.mbpl.in) and on the website of the agency – [www.evotingindia.com](http://www.evotingindia.com) for download.
4. The Board of Directors of the Company has appointed Mr. Atul Kumar Labh, Practising Company Secretary (FCS 4848 / CP-3238) as the Scrutinizer for conducting the postal ballot (only through e-voting) process in a fair and transparent manner.
5. The Postal Ballot Notice (only through e-voting) is being sent to all the Members, whose names appear in the Register of Members/Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of working hours on Friday, 24<sup>th</sup> December, 2021 ("Cut-off date").
6. Members may note that pursuant to the provisions of Sections 108 and 110 of the Act read with Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations and SS-2, the Company is pleased to provide the members with the facility to exercise their right to vote on the matter included in the postal ballot by electronic means only i.e. through remote e-voting services provided by Central Depository Services (India) Limited ("CDSL").
7. In compliance of the aforementioned MCA circulars, all the documents referred to in the Postal Ballot notice (only through e-voting) and the Explanatory Statement shall be made available for inspection by the members of the Company through electronic mode only.
8. Resolution passed by the Members through Postal Ballot shall be deemed to have been passed effectively at a General Meeting of the Members.
9. The Scrutinizer will submit his report to the Chairman/ Company Secretary of the Company. The result of the Postal Ballot will be announced by the Company Secretary of the Company and will be displayed on the Company's website [www.mbpl.in](http://www.mbpl.in) on website of CDSL [www.evotingindia.com](http://www.evotingindia.com) and intimated to the Stock Exchanges where the securities of the Company are listed.

**The instructions for shareholders voting electronically are as under:**

I. The voting period begins on 01.01.2022 at 10.00 A.M. and ends on 30.01.2022 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 24.12.2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

II. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

III. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 e-Voting for Individual shareholders holding securities in Demat mode CDSL/ NSDL is given below:**

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

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting</p>

**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. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**V. Login method for e-Voting for physical shareholders and shareholders other than individual shareholders holding in Demat form:**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical Shareholders other than individual shareholders holding shares in Demat</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>

Dividend Bank Details <b>OR</b> 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. <ul style="list-style-type: none"> <li>• 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.</li> </ul>
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- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant <MADHYA BHARAT PAPERS LIMITED> on which you choose to vote.
- 11) 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.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.



16) 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.

**Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting:**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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](mailto:info@mbpl.in) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**Process for those shareholders whose email/ mobile no. are not registered with the Company/ Depositories**

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Company has suffered huge losses in past several years and the networth of the Company has completely eroded. Manufacturing facility of the Company at Champa, Chhattisgarh is not operational since July, 2019. Post outbreak of Covid 19 all efforts for revival have gone in vain.

A summary of the key financials of the Company for last three financial years are as follows:

Particulars	FY 2020-2021 (Rs in lakhs)	FY 2019-2020 (Rs in lakhs)	FY 2018-2019 (Rs in lakhs)
Revenue from operations	Nil	6203.25	4788.85
PBT	(348.43)	(202.80)	(1990.55)
PAT	(348.43)	(202.80)	(2439.79)
EPS (in Rs)	(10.22)	(5.95)	(71.55)
Production(in tonnes)	Nil	1897.72	8395.56

The Board has analysed various means for revival of plant. It has also been felt that in order to re-commence the activities, Plant needs to be revamped in a new way with new plant and machineries as it is not possible to run the plant with old plant and machineries which are mostly obsolete and outdated due to wear and tear and not in use since last two years. Considering all this, it was decided by the Board in its meeting held on 22<sup>nd</sup> December, 2021 to sell unused, scrapped, outdated and obsolete or any plant and machinery of the Company located at its factory at Village Birgahni, Rly & P.O. Champa, Dist. Janjgir-Champa, Chhattisgarh- 495671 subject to approval of Members.

The proceeds of the proposed sale will be utilized as the Board may deem fit and in the best interest of the Company.

The Directors recommend the Special Resolution as set out at the accompanying Notice, for members' approval through Postal Ballot.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

By Order of the Board

Dated: 22<sup>nd</sup> December, 2021  
Place: Kolkata

**Komal Dhruv**  
Company Secretary  
M No- A41850