



SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014, as amended]

The Chairman
Madhya Bharat Papers Limited
Village: Birgahni, Rly & Post: Champa
Dist. Janjgir- Champa, Chhattisgarh
Champa- 495671

Dear Sir,

I, Atul Kumar Labh, Practising Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with 35th Annual General Meeting of the members of **Madhya Bharat Papers Limited** (“Company”) held on Thursday, 24th day of September, 2015 at 11:00 A.M. at the Registered Office of the Company at Village : Birgahni, Rly & Post: Champa- 495671, Dist. Janjgir - Champa (Chhattisgarh) for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through physical ballot process carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, *as amended*, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 13th August, 2015. My responsibility as a scrutinizer for the voting process through electronic means and physical ballots is restricted to make a Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots as provided by M/s Maheshwari Datamatics Pvt. Ltd., the agencies engaged by the Company to provide e-voting and physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 10:00 AM IST on Monday, the 21st September, 2015 up to 5:00 PM IST on Wednesday, the 23rd September, 2015.





2. The Shareholders holding shares as on the “cut off” date, i.e. 17th September, 2015 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the notice dated 13th day of August, 2015 of the Annual General Meeting of the Company.
3. The votes were unblocked on Thursday, the 24th day of September, 2015 around 5:00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711 102 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 who are not in employment of the Company.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted “For” and “Against”, were downloaded from the e-Voting website of CDSL (<https://www.evotingindia.com>)
5. The result of the remote e-voting [EVSN : 150630002] is as under:

<A> ORDINARY BUSINESS:**a) Resolution 1**

To receive, consider & adopt the Audited Financial Statements of the Company for the year ended 31.03.2015 together with the reports of the Directors and Auditors thereon.

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
1964737	1964737	0

b) Resolution 2**Type of Resolution : Ordinary Resolution**

To consider re-appointment of Statutory Auditors and to authorize the Board of Directors to fix their remuneration.

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
1964737	1964737	0



** SPECIAL BUSINESS:****c) Resolution 3****Type of Resolution : Ordinary Resolution****To appoint Smt. Deepa Maheshwari (DIN: 00550697) as Non-Executive Director of the Company.**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1964737	1964737	0

d) Resolution 4**Type of Resolution : Ordinary Resolution****To appoint Shri Raghuvansh Lal Kapur (DIN: 00002483) as an Independent Director of the Company.**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1964737	1964737	0

e) Resolution 5**Type of Resolution : Ordinary Resolution****To appoint Shri Vinod Kumar Khanna (DIN: 00123393) as a Wholetime Director of the Company.**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1964737	1964737	0



