

A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

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CONSOLIDATED SCRUTINIZER'S REPORT

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

**The Chairman
of the 38th Annual General Meeting of
Madhya Bharat Papers Limited
Village Birgahni
Rly & Post Champa – 495671
Dist. Janjgir-Champa
Chhattisgarh**

Dear Sir,

I, Atul Kumar Labh, Practicing 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 the 38th Annual General Meeting of the members of “**Madhya Bharat Papers Limited**” (“Company”) held on Friday, 28th September, 2018 at the Registered office of the Company at Village Birgahni, Rly & Post Champa- 495671, Dist. Janjgir- Champa, (Chhattisgarh) at 11:00 A.M. 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 for the said voting 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 remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 13th August, 2018. My responsibility as a scrutinizer for remote e-voting and voting through 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 Maheshwari Datamatics Private Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.



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I submit my report as under:

1. The remote e-voting period remained open from 10.00 A.M. IST on Tuesday, the 25th September, 2018 up to 5.00 P.M. IST on Thursday, the 27th September, 2018.
2. The Shareholders holding shares as on the "cut off" date, i.e. 21st September, 2018 were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the notice dated 13th August, 2018 of the Annual General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
4. The locked ballot boxes were subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Friday, the 28th September, 2018 around 02:40 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Priti Priya Singh, residing at 8/A Kailash Saha Lane Kolkata-700007, and Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [EVSN : 180817006] and votes casted through physical ballot papers distributed at the AGM venue are as under:



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<A> ORDINARY BUSINESS:

a) Resolution 1

Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and the Auditors thereon

(i) **Voted in favour of the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	1949243	
Voting by ballot	4	1450	
Total	16	1950693	100.00

(ii) **Voted against the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



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b) Resolution 2

Appointment of Shri Jaydeep Chitlangia (DIN: 00094002), Director who retires by rotation and being eligible, offers himself for re-appointment

(i) ***Voted in favour of the Resolution:***

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	12	1949243	
Voting by ballot	4	1450	
Total	16	1950693	100.00

(ii) ***Voted against the Resolution:***

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0

(iii) ***Invalid Votes:***

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



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<A> SPECIAL BUSINESS:

c) Resolution 3 : Special Resolution

To Re-appoint Shri Vinod Kumar Khanna (DIN:00123393) as a Whole time Director of the company for a term of 3 years with effect from 13th August, 2018

(i) Voted **in favour** of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	1949243	
Voting by ballot	4	1450	
Total	16	1950693	100.00

(ii) Voted **against** the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



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d) Resolution 4 : Special Resolution

To Approve the continuation of current term of Shri Abhas Sen (DIN: 01450642) as Independent Director

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	1949243	
Voting by ballot	4	1450	
Total	16	1950693	100.00

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



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e) Resolution 5 : Special Resolution

To Approve the continuation of current term of Shri Raghuvansh Lal (DIN: 00002483) as Independent Director.

(i) ***Voted in favour of the Resolution:***

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	12	1949243	
Voting by ballot	4	1450	
Total	16	1950693	100.00

(ii) ***Voted against the Resolution:***

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0

(iii) ***Invalid Votes:***

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



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8. All the resolutions proposed hereinabove have been passed unanimously.
9. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly
For A. K. LABH & Co.
Company Secretaries

(CS A. K. LABH)
Practicing Company Secretary
FCS – 4848 / CP No. - 3238



Place: Kolkata

Dated: 29.09.2018

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Witness:

1. *Amrita Sampat*

(Amrita Sampat)

59, Kalicharan Ghosh Road
Kolkata – 700 050

2. *Priti Priya Singh*

(Priti Priya Singh)

8/A, Kailash Saha Lane
Kolkata – 700 007



Received the Report of the Scrutinizer
For Madhya Bharat Papers Limited

V. K. Khanna
V. K. Khanna
(Company Secretary)