



SUPERB PAPERS LIMITED

CIN No.: L21019GJ1989PLC012410

Registered Office - Block No 224-225 AT & Post Village Tarsadi, Tal Mahuva, Surat, Gujarat - 394356

Mob. No.: 09819911914, E-mail: superbpaper@gmail.com

Website: www.superbin.co.in

NOTICE

NOTICE is hereby given that an **EXTRA ORDINARY GENERAL MEETING** of the shareholders of the Superb Papers Limited will be held on Saturday, December 27, 2014 at 11.00 a.m. at the Registered Office of the Company at Block No 224-225 AT & Post Village Tarsadi, Tal Mahuva, Surat, Gujarat - 394356 to transact the following business:

SPECIAL BUSINESS

RESOLUTION NO.1

Sub-division of 1 (One) Equity Share of face value of Rs. 10/- each into 2 (Two) Equity Shares of Rs. 5/- each.

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

"RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under and consent of the shareholders of the Company be and is hereby accorded for Sub-dividing of Equity Shares of the Company, including the paid-up shares, such that each existing Equity Share of the Company of the face value of Rs. 10/- (Rupees Ten) each be sub-divided into Two Equity Shares of face value of Rs. 5/- (Rupee Five) each.

RESOLVED FURTHER THAT pursuant to the Sub-division of the equity shares of the Company, the Authorised, Issued, Subscribed and Paid-up Equity Shares of face value Rs. 10/- (Rupees Ten) each, shall stand sub-divided into Two Equity Shares of face value of Rs. 5/-(Rupee Five) each, fully paid-up.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do, perform and execute all such acts, deeds, matters and things as it may considered necessary, expedient, usual or proper to give effect to this resolution including but not limited to fixing the Record Date as per requirement of the Listing Agreement, execution of all necessary documents with Stock Exchanges and the Depositories, Reserve Bank of India and /or any other relevant statutory authorities, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and settle any question or difficulty that may arise with regard to sub-division of the Equity Shares as aforesaid or for any matters connected herewith or incidental hereto."

RESOLUTION NO.2

Alteration of Capital Clause in the Memorandum of Association of the Company.

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

"RESOLVE THAT pursuant to the provisions of Section 13 sub Section (1) 61, 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and

the rules framed thereunder the consent of the Shareholders be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause:-

V "The Authorised Share Capital of the Company is Rs. 6,00,00,000/- (Rupees Six Crores only) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs. 5/- each. with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being with power from time to time to increase or reduce its capital and to divide the shares in the original or increased capital for the time into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Associations of the Company for the time being.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do perform and execute all such acts, matters, deeds and things as it may consider necessary, expedient, usual or proper to give effect to this resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard and for any matters connected herewith or incidental hereto."

Registered Office:

Block No. 224-225 AT
& Post Village Tarsadi,
Tal. Mahuva, Surat,
Gujarat 394356712

By Order of the Board of Directors

**Sd/-
Rajesh Dedhia
Director**

Date: 22nd November, 2014

Place: Mahuva, Surat

Notes:

1. The related Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the resolution set out in the Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND, AND ON A POLL, TO VOTE INSTEAD OF HIM/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The Proxy form as per the format enclosed to this Notice should be duly filled, stamped, signed and received by the Company at its Registered Office not later than forty-eight hours before the time for holding the meeting.
4. Members/proxies should bring dully filled Attendance Slip sent enclosed herewith to attend the meeting.
5. As per the provisions of the Companies Act, 2013, facility for making nominations is available for Members in respect of shares held by them. Nomination Forms can be obtained from the Company's Registrar and Transfer Agent.
6. Members may please note the contact details of the Company's Registrar and Transfer Agent,
7. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, mandates, nominations, change of address, change of name, change in email id etc., to their Depository Participants. Changes intimated to the Depository Participants will be then automatically reflected in the Company's records which will help the Company's Registrar and Transfer Agent to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Transfer Agent.
8. The Company has dematerialized its Equity Shares to CDSL & NSDL and Company's ISIN number is INE311N01016. Members, who hold shares in physical form, are requested to dematerialize their shares.

9. In accordance with sub-section (1) of Section 101, of the Companies Act, 2013, a company may give notice through electronic mode. The Company is concerned about the environment and utilizes natural resources in a sustainable way. Members are requested to register their email address, through written application, with Company's Registrar and Transfer Agents to enable the Company to send notices, annual reports and other communication via email.

10. Voting through electronic means:

- I. According to Section 108 of Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 e-voting is mandatory for all listed Companies or Companies having Shareholders not less than one thousand.
- II. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Extra Ordinary General Meeting by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
- III. A member may exercise his vote at any general meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.
- IV. During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on a fixed date, may cast their vote electronically.
- V. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (I) Open email and open PDF file. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Superb Papers Limited
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.

- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail csbbansal@gmail.com with a copy marked to evoting@nsdl.co.in.
 - (xiii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
 - (xiv) If you are already registered with NSDL for e-voting then you can use your existing user-Id and password for casting your vote.
- VI. The e-voting period commences on Monday 22nd December, 2014 (10:00 a.m.) and ends on Wednesday 24th December, 2014 (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 i.e. 28th November, 2014, may cast their vote electronically. The e-Voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder will not be allowed to change it subsequently.
- VII. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, 28th November, 2014.
- VIII. Since the Company is required to provide facility to the members to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 28th November, 2014 and not casting their vote electronically, may cast their vote at the Extra Ordinary General Meeting.
- IX. M/s. Bhuvnesh Bansal & Associates, Practicing Company Secretaries firm has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- X. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- XI. The Results shall be declared on or after the EGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.superbin.co.in and on the website of NSDL within two (2) days of passing of the resolutions at the EGM of the Company.

ANNEXURE TO THE NOTICE:

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out the material facts relating to the business under Item No.1 and 2 of the accompanying Notice:

Item 1 and 2:

The Equity Shares of Company are listed on the Bombay Stock Exchange Limited (BSE), Ahmedabad Stock Exchange Limited and Vadodara Stock Exchange Limited. The Equity Shares of the Company are traded BSE. With a view to encourage the participation of small investors by making Equity Shares of the Company affordable, the Board of Directors at its Meeting held on November 22, 2014 considered and approved the sub-division of one Equity Share of the Company having a face value of Rs. 10/- each into Two Equity Shares of face value of Rs. 5/- each, subject to approval of the Shareholders and any other statutory and regulatory approvals, as applicable. The Record Date for the aforesaid sub-division of the Equity Shares will be fixed after approval of the Members is obtained.

The sub-division as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association of the Company as set out in Item No. 2 of the Notice respectively to reflect the change in face value of each Equity Share from Rs. 10/- each to Rs. 5/- each.

The Directors recommend passing of the Resolutions at Item No. 1 and 2 of the Notice.

None of the Directors Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/ indirectly interested in the above resolution except to the extent of their respective interest as shareholders of the Company. The Board of Directors recommends the resolutions for your approval.

A copy of the Memorandum of Association reflecting the proposed amendments is available for inspection by the Members of the Company at its Registered Office between 11.00 AM and 1.00 PM on any working day (except Sunday & Bank Holidays) of the Company.

Registered Office:

Block No. 224-225 AT
& Post Village Tarsadi,
Tal. Mahuva, Surat,
Gujarat 394356712

By Order of the Board of Directors

**Sd/-
Rajesh Dedhia
Director**

Date: 22nd November, 2014

Place: Mahuva, Surat

THIS PAGE HAS BEEN INTENTIONALLY KEPT BLANK

SUPERB PAPERS LIMITED

CIN: L21019GJ1989PLC012410

Regd. office: Block No 224-225 at & Post Village Tarsadi, Tal Mahuva, Surat, Gujarat - 394356

PROXY FORM

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

Name of the Shareholder: _____

Address: _____

Email ID: _____

Folio /No/DPID/ & Client ID: _____

I/We, being the member (s) of Shares of the above named company, 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-----or failing him
and whose and whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on the Saturday, 27th of December 2014 At 11.00 a.m. at Block No 224-225 at & Post Village Tarsadi, Tal Mahuva, Surat, Gujarat - 394356 (registered office) and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Description	For	Against
Special Business			
1.	Sub-division of 1 (One) Equity Share of face value of Rs. 10/- each into 2 (Two) Equity Shares of Rs. 5/- each.	<input type="checkbox"/>	<input type="checkbox"/>
2.	Alteration of Capital Clause in the Memorandum of Association Of the Company.	<input type="checkbox"/>	<input type="checkbox"/>

Signed this..... day of..... 2014

Signature of the shareholder _____

[Signature of Proxy] _____

Affix
Revenue
Stamp

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 the commencement of the Meeting.

SUPERB PAPERS LIMITED

CIN: L21019GJ1989PLC012410

Regd. office: Block No 224-225 at & Post Village Tarsadi, Tal Mahuva, Surat, Gujarat - 394356

ATTENDANCE SLIP

Reg. Folio No.:	_____	Name of Shareholder	_____
D.P.I.D*	_____	Client ID*	_____
Email ID:	_____		

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the company being held on Saturday, 27th December, 2014 at. Block No 224-225 at & Post Village Tarsadi, Tal Mahuva, Surat, Gujarat - 394356 (Registered office) At 11.00 A.M (Time)

Signature of the shareholder(s), / Proxy/

Representative _____

Note:

1) Member / proxy holder wishing to attend the meeting must bring the attendance slip to the meeting and hand over the same duly signed at the Venue.