



SUPERB PAPERS LIMITED

REGD. OFF: Block No 224-225 AT & Post Village Tarsadi, Tal. Mahuva, Surat, Gujarat 394356. (02622) 651594
CORP. OFF: 413, 4 Floor, Bosa Industrial Estate, Hanuman Lane, Lower Parel (W), Mumbai 400013. (022) 65656598.
Email: superbpaper@gmail.com, website: www.superbin.co.in CIN: L21019GJ1989PLC012410

NOTICE OF POSTAL BALLOT

(Pursuant to Sec.110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the "Companies Act") read with Companies (Management and Administration) Rules, 2014 (the "Rules") that Superb Papers Limited (the "Company") is seeking consent of its members for the Special Business to be transacted through Postal Ballot which includes voting by electronic means for the following purposes:

- 1) To shift the Registered Office of the Company from the city of Surat to Rajkot, within the State of Gujarat.

In terms of Sec.110 of the Companies Act read with the Rules, the items of business set out in this Notice can be passed by Postal Ballot. Accordingly, the Company is seeking approval of its members in respect of the above matters through Postal Ballot. The Resolutions and the relevant Explanatory Statement setting out the material facts and the reasons for the Resolution(s) are appended along with a Postal Ballot Form for your consideration.

Members may note that the Company is providing voting through Postal Ballot. Only shareholders entitled to vote are entitled to fill in the Postal Ballot form and send it to the Scrutinizer or vote through the e-voting facility offered by the Company. Any other recipient of the Notice who has no voting rights should treat this Notice as intimation only.

Bhwnesh Bansal & Associates, Practicing Company Secretary firm (Membership No. FCS-6526 & COP No. 9089) has been appointed by the Company as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

If you are voting through Postal Ballot Form, you are requested to carefully read the instructions in the accompanied Postal Ballot form and return the same along with Assent (FOR) OR Dissent (AGAINST) in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer before **6.00 P.M. on 17th November, 2015**. Please note that any Postal Ballot form(s) received after the said date will be treated as not having been received.

E-Voting:

The Company is pleased to offer e-voting facility, in terms of Sec.108 of the Companies Act and the Rules, as an alternate for its members, which would enable them to cast votes electronically, instead of dispatching Postal Ballots. E-voting is optional. The Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the members to cast their votes electronically. E-voting is optional. Please read and follow the instructions on e-voting enumerated in the notes to the Notice.

The voting through Postal Ballot/e-voting will commence on **Monday, the 19th October, 2015 at 9.00 A.M. and end on Tuesday the 17th November, 2015 at 6.00 P.M.**

The Scrutinizer will submit his report to the Chairman of the Company after completion of the Scrutiny. The results of Postal Ballot will be announced on Thursday, the 19th November, 2015 at 11.00 A.M. at the Corporate Office of the Company. The resolutions will become effective on and from the date of announcement of result of the Postal Ballot. The results of the Postal Ballot will also be posted on the Company's website viz., www.superbin.co.in.

SPECIAL BUSINESS:

1. Shifting of Registered Office of the Company from the city of Surat to Rajkot, within the State of Gujarat

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

"RESOLVED THAT pursuant to provisions of Sections 12,110 and other applicable provisions of the Companies Act, 2013 (**"the Act"**), read with relevant rules (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the members of the Company be and is hereby accorded to shift the Registered Office of the Company from Block No 224 – 225 AT & Post Village Tarsadi, Tal Mahuva, Surat- 394 356 to Office No.15, 1st Floor, Sadguru Sanidhya Apt., Satyasai Road, off Nana Mava Road, Rajkot – 360 005, within the State of Gujarat;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or Company Secretary be and are hereby severally authorised, on behalf of the Company , to do all acts, deeds and things as may be deem necessary, proper or desirable and to sign, execute all necessary documents , applications and returns for purpose of giving effect to the above resolution and to file necessary forms with Ministry of Corporate Affairs (MCA) and /or Registrar of Companies (ROC), Ahmedabad."

**For and on behalf of Board of Directors
SUPERB PAPERS LIMITED**

**Sd/-
DIRECTOR**

Place: Surat

Dated: 09.10.2015

Notes:

1. Explanatory Statement and reasons for the proposed Special Businesses pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.
2. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours.
3. The Notice is being sent to all the Members whose names would appear in the Register of Members / Record of Depositories as on Friday, the 9th October, 2015. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of members as on 09.10.2015.
4. The notice is being sent to all the members by post / courier (and electronically by email to those members who have registered their email IDs with the Company), whose names appear in the Register of Members / Record of Depositories as on 09.10.2015 and these will be considered for voting.

5. The dispatch of the Postal Ballot Notices will be completed by 15.10.2015. The voting through Postal Ballot/e-voting will commence on **Monday, the 19th October, 2015 at 9.00 A.M. and end on Tuesday the 17th November, 2015 at 6.00 P.M.**
6. A member who has not received the Postal Ballot Form may request the Company for a duplicate form. The Postal Ballot Form/duplicate Postal Ballot Form duly completed in all respects, should reach the Scrutinizer before 6.00 P.M. on 17th November, 2015. The Postal Ballot received after the said date will be treated as not having been received.
7. Resolutions passed by the members through Postal Ballots are deemed to have been passed effectively at a General Meeting of the Members. The Special Resolution shall be declared as passed, if the number of votes cast in favour of the Resolution is not less than three times the number of votes cast against the Resolution.
8. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.
9. The Board of Directors of the Company has appointed Bhuvnesh Bansal & Associates, Practicing Company Secretary firm (Membership No. FCS-6526 & COP No. 9089) as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. After completion of his scrutiny, the Scrutinizer will submit his report to the Chairman of the Company.
10. The Resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman of the Company, if the result of the Postal Ballots indicates that the requisite majority of the Shareholders had assented to the Resolutions. The result of the Postal Ballot will be declared on Thursday, the 19th November, 2015 at 11.00 A.M., at the Corporate Office of the Company. After declaration, the result of the Postal Ballot will also be posted on the Company's website www.superbin.co.in besides communicating the same to the Bombay Stock Exchange Limited, Vadodra Stock Exchange Limited and Ahmedabad Stock Exchange Limited where the shares of the Company are listed.
11. The Postal Ballot form and the postage prepaid self-addressed business reply envelope are enclosed for use of members. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.
12. The Company is extending its offer of e-voting facility as an alternate, for its Members to enable them to cast their vote electronically instead of dispatching Postal Ballot. The members have option to vote either through e-voting or through the physical Postal Ballot form. If a member opts for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote, via physical Postal Ballot and e-voting, then voting through physical Postal Ballot shall prevail and voting done by e-voting shall be treated as invalid.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

The e-voting period begins on **19th October, 2015 at 9.00 a.m. and shall end on 17th November, 2015 at 6.00 p.m.** both days inclusive. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 09th October, 2015 being the cut-off date/entitlement date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

Instructions for Members for e-voting are as under:

1. Open the attached PDF file "SPL e-voting.pdf" giving your Client ID (in case you are holding shares in demat mode) OR Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com>
3. Click on "Shareholder - Login".
4. Put your User ID and password as initial password noted in step (1) and Click Login
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of "e-voting" opens. Click on e-voting: Active Voting Cycles.
7. Select "EVEN" of **(Superb Papers Limited)**. Members can cast their vote online from **Monday, 19th October, 2015 (9 a.m.) to Tuesday, 17th November, 2015 (6 p.m.)**.
Note: e-Voting shall not be allowed beyond said time.
8. Now you are ready for e-voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
10. Institutional Shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy(PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer M/s. Bhuvnesh Bansal & Associates, Practicing Company Secretary (Membership No. FCS 6526 & COP 9089) through e-mail at csbbansal@gmail.com with a copy marked to evoting@nsdl.co.in

Please note that:

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through "Forgot Password" option available on the site to reset the same.
 - Your login ID and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are a shareholder.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
 - Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-voting website of NSDL through their website viz. www.icicidirect.com for the purpose of casting your votes electronically by using your existing User ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI Direct website, you can also access the e-voting system of NSDL by using your existing User ID and password for the e-voting system of NSDL.
11. In case of Shareholders receiving Postal Ballot Form by post and desires to cast vote electronically, may user ID and initial password as provided in the Postal Ballot Form. Please follow the steps from Sl. No. (2) to (10) above, to cast vote.
 12. **If you are already registered with the NSDL for e-voting, then you can use your existing User ID and password for Login.**
 13. In case of queries, you may refer to the Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available under the Downloads Section of NSDL's e-voting website www.evoting.nsdl.com or call NSDL on 022-24994600 for any further clarifications. You can also send your queries relating to e-voting to the e-mail ID superbpaper@gmail.com.
 14. **The e-voting shall be open from Monday, 19th October, 2015 (10 a.m.) and ends on Tuesday, 17th November, 2015 (6 p.m.)**. E-voting shall be disabled by the NSDL at 6.00 p.m. on 17th November, 2015.

In case of Member opts for voting using the Ballot Form

This Form should be completed and signed by the Member. In case of joint holdings, this Form should be completed and signed (as per the specimen signature registered with the Company/Depository Participant) by the first named Member and in his absence, by the next named Member.

In the case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority together with the attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to persons voting on the Postal Ballot form. Where the form has been signed by a representative of the President of India or the Governor of the State, a certified copy of the nomination should accompany the Postal Ballot Form. In case the Postal Ballot Form is signed by the Power of Attorney holder, it needs to be accompanied by a certified true copy of the Power of Attorney (POA). The registration number of the POA needs to be mentioned below the signature of the Power of Attorney holder.

- (a) The consent must be accorded by recording the assent in the Column FOR and dissent in the column AGAINST by placing a tick mark (✓) in the appropriate column.
- (b) The Member need not use all the votes nor needs to cast all the votes in the same way.
- (c) Members are requested not to send any other paper/document along with the Postal Ballot Form in the enclosed postage prepaid self-addressed envelope. If sent, the same paper/document would not be acted upon.
 1. In the following cases, the Postal Ballot Form would be rejected.
 - a. Ballot cast on a plain paper instead of the pre-printed Postal Ballot Form.
 - b. Unsigned Postal Ballot Form.
 - c. Not ticked against **FOR** or **AGAINST**.
 2. Duly completed Postal Ballot Form should reach the scrutinizer not later than the close of working hours **(18.00 hours) on 17th November, 2015**. All postal Ballot Forms received after this date would be treated as if reply from such Member had not been received.
 3. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than **6.00 P.M. on 17.11.2015**.
 4. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member as on 9th October, 2015.
 5. The Scrutinizer's decision on the validity of a Postal Ballot Form would be final.
 6. The results of the Postal Ballot would be declared at the Registered Office of the Company as specified in the Notice. The results will thereafter be published in newspaper(s), for the information of Members.
 7. The self-addressed envelope bears the name & address of the Scrutinizer appointed by the Board of Directors of the Company.
 8. The exercise of vote through Postal Ballot is not permitted through a proxy.
 9. There will be only one Postal Ballot Form for every folio/client ID irrespective of the number of joint Shareholder(s).

The item of business covered by this Postal Ballot will not be transacted at any Annual General Meeting even though members who have not exercised their franchise through Postal Ballot might be present in person or through proxy at the said meeting.

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Explanatory Statement

(Pursuant to Sec.102 of the Companies Act, 2013)

Item No.1:

Shifting of Registered Office of the Company from the city of Surat to Rajkot, within the State of Gujarat.

The Registered Office of the Company is presently situated at Block No 224 – 225 AT & Post Village Tarsadi, Tal Mahuva, Surat- 394 356. With a view to improve the operational efficiency, the Board of Directors considered and subject to approval of the Members, approved the proposal for shifting the Registered Office to Rajkot. The proposed location is outside the local limits of Surat and therefore requires approval of the Members by way of special resolution. If approved, the Registered Office will be moved to Office No.15, 1st Floor, Sadguru Sanidhya Apt., Satyasai Road, off Nana Mava Road, Rajkot – 360 005.

However, the Corporate Office of the Company will continue to operate from Mumbai to co-ordinate Banking operations and other operational purposes etc. The proposed shifting of Registered Office will enable the Company to explore benefits of synergy, proximity and to handle its business activities more efficiently and run its business more economically and conveniently.

The proposed shifting is not prejudicial to the interest of any party.

In terms of the provisions of Section 12 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules 2014, shifting of the Registered Office outside the local limits of any city, town or village where such office is situated requires the approval of Members by way of Special Resolution by Postal Ballot. The Board therefore recommends the Resolution as set out at Item No. 1 for approval of the members as Special Resolution.

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

**For and on behalf of Board of Directors
SUPERB PAPERS LIMITED**

**Sd/-
DIRECTOR**

Place: Surat
Dated: 09.10.2015