



# Emami Paper Mills Limited

Registered Office: 687, Anandapur, 1st Floor, E.M. Bypass, Kolkata - 700 107

Phone: +91 33 6613 6264

Email: investor.relations@emamipaper.com

Website: www.emamipaper.in

CIN: L21019WB1981PLC034161

## Notice

NOTICE is hereby given that the **Fortieth Annual General Meeting ("AGM/40th AGM")** of the Members of Emami Paper Mills Limited ("the Company") will be held on **Friday, 19th August, 2022 at 10.30 A.M.(IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") facility to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2022, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend @ 8% p.a., i.e. ₹ 8/- per Preference Share of the face value of ₹ 100/- each and @80% i.e. ₹ 1.60/- per Equity Share of the face value of ₹ 2/- each for the financial year 2021-22.
3. To appoint a Director in place of Mrs. Richa Agarwal (DIN:01505726), who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint M/s. S K Agrawal and Co Chartered Accountants LLP, Chartered Accountants, as Statutory Auditors of the Company.

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. S K Agrawal and Co Chartered Accountants LLP, Chartered Accountants, Firm Registration No. 306033E/E300272 be and are hereby appointed as Statutory Auditors of the Company (in place of M/s. Agrawal Subodh & Co., Chartered Accountants, the retiring Auditors) for a term of five(5) years commencing from the conclusion of the 40th Annual General Meeting of the Company till the conclusion of the 45th Annual General Meeting to be held in the year 2027 on such remuneration plus reimbursement of out of pocket expenses as may be incurred by them in connection with the audit of accounts of the Company, as

may be mutually agreed between the Board of Directors of the Company and the said Auditors (based on the recommendation of the Audit Committee), be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorize to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

### SPECIAL BUSINESS:

5. Ratification of Cost Auditor's Remuneration for the financial year 2022-23.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for payment of remuneration of ₹ 1,50,000/- (Rupees One Lac Fifty Thousand only) plus applicable taxes and out of pocket expenses, for conducting audit of the cost accounting records of the Company for the financial year 2022-23 as may be applicable to the Company, to M/s. V.K. Jain & Co., Cost Accountants (Firm's Registration No: 00049) who were re-appointed as Cost Auditors of the Company by the Board of Directors of the Company at its meeting held on 25th May, 2022".

By order of the Board  
For Emami Paper Mills Limited

Debendra Banthiya  
Company Secretary  
FCS No.: 7790

Kolkata  
25th May, 2022

**NOTES:**

1. In view of continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 2/2022 dated May 05, 2022 and other circulars and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (SEBI) has permitted the companies to conduct the Annual General Meeting through Video Conferencing facility/Other Audio Visual Means ("**VC/OAVM**") without the physical presence of the Members at a common venue. In compliance with the provision of the Companies Act, 2013 ("the Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA and SEBI Circulars, the 40th AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.

2. Generally, a Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form, Attendance Slip, and Route Map of AGM Venue are not annexed hereto.

Corporate Members intending to send their authorized representative(s) pursuant to Section 113 of the Act to attend the Meeting are requested to send a scanned copy of the Board Resolution/Authority letter authorizing its representative to attend the AGM through VC /OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through registered email address of the member to sandipkej@yahoo.co.in with a copy marked to investor.relations@emamipaper.com.

3. In this Notice, the terms Member(s) or Shareholder(s) are used interchangeably.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI"), the Company is providing the facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM.

For this purpose, the Company has appointed Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorized

e-voting agency. The facility of casting votes by a Member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

5. Members who have questions or seeking clarifications on the Annual Report or on the proposals as contained in this Notice are requested to send e-mail to the Company on investor.relations@emamipaper.com on or before 5.00 p.m. on Friday, 12th August, 2022. This would enable the Company to compile the information and provide the replies at the meeting. The Company will allot time for members to express their views or give comments during the meeting.

The members who wish to speak at the meeting need to register themselves as a speaker by sending an e-mail from their registered e-mail ID mentioning their name, DP ID and Client ID/Folio number and mobile number, on e-mail ID investor.relations@emamipaper.com on or before 5.00 p.m. on Friday, 12th August, 2022. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.

6. The Shareholders can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility to join the meeting shall be kept open throughout the Proceedings of AGM for the convenience of the Shareholders and for proper conduct of the AGM. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Shareholders on a first-come-first-served basis. This will not include large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first-come-first-served basis.
7. The attendance of the Shareholders attending the AGM through VC/OAVM will be counted to ascertain the quorum under Section 103 of the Companies Act, 2013.

**8. Dispatch of Annual Report through Electronic Mode:**

In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail address is registered with the Depository Participants/RTA. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website at [www.emamipaper.in](http://www.emamipaper.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing

the Remote e-Voting facility and e-Voting system during the AGM) i.e. at [www.evotingindia.com](http://www.evotingindia.com).

9. The transcript of the forthcoming AGM to be held on Friday, 19th August, 2022 shall be made available on the website of the Company at [www.emamipaper.in](http://www.emamipaper.in) as soon as possible after the meeting is over.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, would be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice shall be made available for inspection electronically, from the date of circulation of this Notice, until the date of AGM, on receipt of a request by the Company at [investor.relations@emamipaper.com](mailto:investor.relations@emamipaper.com).
11. The Register of Members and Share Transfer Book of the Company will remain closed from Saturday, 13th August, 2022 to Friday, 19th August 2022 (both days inclusive) for the purpose of AGM.
12. Those shareholders who have registered/not registered their e-mail address or registered an incorrect e-mail address and mobile numbers including address and bank details may please contact and validate/update their details with the Depository Participants in case of shares held in electronic form and with M/s. Maheshwari Datamatics Private Limited, Registrar & Transfer Agent of the Company ("RTA") in case of shares are held in physical form.
13. The holders of Physical shares are being intimated that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD/RTAMB/P/CIR/2021/655 dated 3rd November 2021, read with Circular No. dated 14th December 2021 has prescribed common and simplified norms for processing investor's service requests relating to updating of PAN, KYC details, Nomination, etc. and has prescribed Form ISR 1 for this purpose.

Furthermore, SEBI has made it mandatory to provide PAN of all the holders, contact details, viz., complete postal address with pin code, mobile number, and e-mail address, and Bank account details viz., bank name & branch, account number and IFSC Code. These would be validated by the RTA through the mobile and email address furnished. If the above information is not furnished, folios containing incomplete details as of 31st December, 2023 would be frozen.

No service requests would be processed in respect of such frozen folios unless and until the specified information has been furnished. Also, payment of dividends would be only through electronic mode for which intimation would be furnished.

Frozen folios would be reverted to normal status by RTA only upon the prescribed information has been furnished or the entire shares under the folio dematerialized.

In case PAN has not been linked to Aadhaar the related folios shall also be frozen.

The above changes are effective from 1st January 2022.

14. Payment of dividend as recommended by the Board of Directors, if approved at the meeting, will be made to those members whose names are on the Company's Register of Members on Friday, 12th August, 2022 and those whose names appear as Beneficial Owners as at the close of the business hours on Friday, 12th August, 2022 as per the details to be furnished by the Depositories, viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose and the same will be paid within the statutory limit of 30 days.
15. Pursuant to the amendments in the Income Tax Act, dividend income is taxable in the hands of the shareholders from 1st April 2020 and the Company is required to deduct tax at source ("TDS") from the dividend paid to the Members at the prescribed rates in the Income Tax Act, 1961("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, Category as per IT Act with their Depository Participants or in cases shares are held in physical form, with the Company by sending an email to the Company's e-mail address at [investor.relations@emamipaper.com](mailto:investor.relations@emamipaper.com) or the RTA at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com). The Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof for prescribed rates for various categories of Shareholders.
16. The Securities and Exchange Board of India ("SEBI") has mandated the submission of the Permanent Account Number ("PAN") by every participant in the securities market. Shareholders holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining demat accounts. Shareholders holding shares in physical form can submit their PAN to the Registrar, M/s Maheshwari Datamatics Pvt. Ltd., 23 R.N. Mukherjee Road 5th Floor, Kolkata-700 001. Email: [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com).
17. Members may avail the facility of nomination in terms of Section 72 of the Act, by nominating any person to whom their shares in the Company shall vest on occurrence of events stated in Form SH-13. Form SH-13 is to be submitted in duplicate to M/s. Maheshwari Datamatics Limited, RTA of the Company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
18. Physical Shareholders are advised to dematerialise their shareholding to avail numerous benefits of dematerialisation, which include transferability, easy

liquidity, trading, and elimination of any possibility of a loss of documents.

19. Members holding shares in the same name or in the same order of names but in several folios are requested to consolidate them into one folio.
20. Non-Resident Indian Shareholders are requested to inform the RTA of the Company immediately regarding:
  - (a) Change in their residential status on return to India for permanent settlement.
  - (b) Particulars of their bank account, maintained in India with complete name, branch, account type, account number and address of the bank with a pin code number, if not furnished earlier.
21. **Voting through electronic means:**  
 The Company is pleased to provide the members, facility to exercise their right to vote on resolutions proposed to be considered at the 40th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the Shareholders using an electronic voting system from a place other than venue of the AGM ("remote E-Voting") and e-voting at the date of the AGM will be provided by Central Depository Services (India) Limited (CDSL).
22. The Shareholders as on the cut-off date viz. Friday, 12th August 2022, shall only be eligible to vote on the resolutions mentioned in the Notice of the AGM.
23. The Shareholders shall have one vote per equity share held by them. The facility of voting would be provided once for every folio/client id, irrespective of a number of joint holders.
24. Any person, who acquires shares of the Company and becomes a member of the Company after dispatching of the Notice of the 40th Annual General Meeting and holding shares as on the cut-off date i.e. Friday, 12th August 2022 may obtain the Login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if a person is already registered with CDSL for e-Voting then existing User ID and password can be used for casting vote.
25. Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") relating to the Business to be transacted at the meeting under **Item No. 4 & 5** of the accompanying Notice is annexed as Annexure I to this Notice. The explanatory statement for Item No.4 is provided though strictly not required as per Section 102 of the Act and the relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) in respect of Director seeking appointment/re-appointment at the AGM forms part of this Notice and are also annexed as Annexure II.
26. The Company's Statutory Auditors, M/s Agrawal Subodh & Co., Chartered Accountants, (Firm Registration No. 319260E), were appointed as the Statutory Auditors of the Company for a period of 5 years at the Annual General Meeting held on August, 14, 2017 i.e. upto the conclusion of the 40th Annual General Meeting to be held in the calendar year 2022 on the remuneration to be determined by the Board of Directors.
27. In order to provide protection against fraudulent encashment of dividend warrants, the Shareholders, holding shares in physical form are requested to provide, if not already provided, their bank account number, name and address of the Bank and Branch.
28. In case the shares are held in dematerialized form, the above intimation, along with any request for effecting changes in the details provided earlier, should only be forwarded to the respective depository participants.
29. Shareholders are requested to immediately notify the Company their change of Address, Mandate Bank Particulars, etc. to ensure prompt action. Shareholders are requested to clearly mention their Registered Folio Number in every correspondence with the Company. In case the shares are held in dematerialized form, the above-mentioned intimation is to be forwarded to the respective depository participants.
30. Those Shareholders who have not encashed their dividend warrants for the Financial years 2014-15 and onwards may return the time-barred dividend warrants to the Company's Share Transfer Agents, M/s Maheshwari Datamatics Pvt. Ltd., 23 R. N. Mukherjee Road, 5th Floor, Kolkata-700 001 for the issue of duplicate dividend warrants.
31. In terms of Section 124(5) of the Act, dividend amount for the FY 2014-15 which remaining unclaimed for a period of 7 (seven) years shall become due for transfer in 17th September 2022 to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, in terms of Section 124(6) of the Act, in case of Shareholders whose dividends are unpaid for a continuous period of 7 (seven) years, the corresponding shares shall be transferred to the IEPF's demat account. Members who have not claimed dividends from FY 2014 onwards are requested to approach the Company/RTA for claiming the same at the earliest to avoid transfer of relevant shares to IEPF's demat account. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31st March 2022 on the website of the Company ([www.emamipaper.in](http://www.emamipaper.in)) and as also on the website of the Ministry of Corporate Affairs ([www.mca.gov.in](http://www.mca.gov.in)).
32. Unclaimed/Uncashed dividend upto the years ended 31st March, 2014 have already been transferred to the IEPF. The Statement containing the details of Name, Folio No. and

Number of Shares transferred to IEPF Suspense Account is available on company's website. Shareholders can claim the transferred shares along with dividends from the IEPF Authority in Form IEPF 5 (available on [iepf.gov.in](http://iepf.gov.in)) as per the procedure prescribed in the IEPF Rules.

33. The Board vide its resolution passed on 25th May, 2022 have appointed Shri Sandip Kumar Kejriwal (FCS-5152, CP No.- 3821) Practicing Company Secretary #332, 3rd Floor, Martin Burn House, 1, R. N. Mukherjee Road, Kolkata-700001 as the Scrutinizer for conducting the e-Voting process in a fair and transparent manner.
34. The Scrutinizer will submit his final and consolidated report to the Chairman of the Company within 48 (forty-eight) hours after the conclusion of the Annual General Meeting. The Scrutinizer's decision on the validity of all kinds of voting will be final.
35. The results of the Annual General Meeting shall be declared by the Chairman or his authorized representative or any one Director of the Company after the Annual General Meeting within the prescribed time limits. The results along with the Scrutinizers Report shall be placed on the website of the Company i.e. [www.emamipapaer.in](http://www.emamipapaer.in) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) immediately after declaration of results. The Results will also be forwarded to the Stock Exchanges where the shares of the Company are listed.

#### PROCEDURES FOR THE SHAREHOLDERS FOR REMOTE E-Voting:

- 1) The remote e-voting period begins on Tuesday, 16th August, 2022 at 09.00 a.m. (IST) onwards and ends on Thursday, 18th August, 2022 at 05.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 12th August 2022, may cast their vote

electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

- 2) Shareholders who have already voted prior to the AGM date would not be entitled to vote at the date of the AGM.
- 3) 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.

- 4) 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.



Pursuant to above said SEBI Circular, Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is 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 or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> 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>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<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.nsdl.com">https://eservices.nsdl.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 or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.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.nsdl.com/">https://www.evoting.nsdl.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 or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<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 period or joining virtual meeting &amp; voting during the meeting.</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**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	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 toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	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

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual 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 and 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>

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
  - (iii) 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.
  - (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (v) Click on the EVSN for the relevant Emami Paper Mills Limited on which you choose to vote.
  - (vi) 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.
  - (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (viii) 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.
  - (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
  - (xi) 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.
  - (xii) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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 mandatorily 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; [investor.relations@emamipaper.com](mailto:investor.relations@emamipaper.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**
1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
  2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
  3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
  4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
  5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.



7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
9. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

### **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 [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com).

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 & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & 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 toll free no. 1800 22 55 33

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 toll free no. 1800 22 55 33.

**By order of the Board  
For Emami Paper Mills Limited**

**Debendra Banthiya**  
Company Secretary  
FCS No.: 7790

Kolkata  
25th May, 2022

## ANNEXURE-I TO THE NOTICE OF ANNUAL GENERAL MEETING

### STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") IN RESPECT OF RESOLUTIONS AT ITEM NO. 4 & 5

#### ITEM NO. 4

The Members of the Company at the 35th Annual General Meeting ('AGM') held on 14th August, 2017, approved the appointment of M/s. Agrawal Subodh & Co Chartered Accountants, as the Statutory Auditors of the Company for a period of five years from the conclusion of the said AGM. M/s. Agrawal Subodh & Co will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company at their meeting held on 25th May, 2022 ('the Board'), based on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/s. S K Agrawal and Co Chartered Accountants LLP, Chartered Accountants, (in place of M/s. Agrawal Subodh & Co, Chartered Accountants, the retiring statutory auditors) as the Statutory Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 45th AGM to be held in the year 2027. The recommendation is based on the fulfillment of the eligibility criteria prescribed in the Companies Act, 2013.

The present statutory audit fees is ₹ 18 lakhs plus out of pocket expenses, if any. The Statutory audit fees to be paid to M/s S K Agrawal and Co. Chartered Accountants LLP, Chartered Accountants would be in line with the existing remuneration of the retiring auditors and shall be commensurate with the services to be rendered by them during the said tenure. The Board of Directors in consultation with the Audit Committee may alter or vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The fees for services in the nature limited review, statutory certifications and other professional work will be in addition to the Statutory Audit fee and will be determined by the Board in consultation with the Auditors as per the recommendation of the Audit Committee.

M/s. S K Agrawal and Co Chartered Accountants LLP have given their consent to act as the Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the read with Rules made thereunder.

M/s. S K Agrawal and Co Chartered Accountants LLP, Chartered Accountants is 50 years old and established Chartered Accountant firm with more than 10 Partners and 175 Qualified and Semi Qualified Staffs servicing across India from Kolkata and Mumbai. The Firm is managed by experienced professionals with experiences spanning various industries including listed and unlisted entities.

The above disclosure is in compliance with provisions of Companies Act, 2013 read with rules made thereunder and SEBI Listing Regulations.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise in this Resolution.

The Board recommends the **Ordinary Resolution** as set out at **Item No. 4** of the Notice for approval of the Shareholders.

#### ITEM NO. 5

Upon the recommendation of the Audit Committee, the Board of Directors in its meeting held on 25th May, 2022 has appointed M/s. V. K. Jain & Co., Cost Accountants (Firm's Registration number: 00049) as Cost Auditors for conducting audit of the cost records of the Company as applicable to the Company for the financial year 2022-23 at a remuneration of ₹ 1,50,000/- (Rupees One Lac Fifty Thousand Only) plus taxes as applicable and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 and Rules made thereunder, the remuneration to be paid to the Cost Auditors has to be ratified by the Shareholders of the Company.

Accordingly, ratification by the shareholders is sought for the remuneration to be paid to the Cost Auditors for the financial year ending 31st March 2023 by passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise in this Resolution.

The Board recommends the **Ordinary Resolution** as set out at **Item No. 5** of the Notice for ratification by the Shareholders.