



emami* paper mills limited

regd. office : Unit No. 1, 15th floor, ACROPOLIS, 1858/1, rajdanga main road, kasba, Kolkata - 700 107
phone : 91 33 6627 1301 fax : 91 33 6627 1338 e-mail : emamipaper@emamipaper.com website : www.emamipaper.in
CIN : L21019WB1981PLC034161

EPML/BSE_NSE/2020-21/
21st September, 2020

To
The Secretary,
Bombay Stock Exchange Limited,
Floor 25, Phirozee Jeejeebhoy Towers,
Dalal street,
Mumbai - 400001
Scrlp Code : 533208

to
The Secretary,
National Stock Exchange of India Limited,
Bandra Kurla Complex
Bandra (East)
Mumbai - 400061
NSE Symbol: EMAMIPAP

Dear Sirs,

Sub: Proceedings and Scrutinizers Report of the 38th Annual General meeting of the Company held on 21st September 2020 – Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are enclosing herewith a summary of the proceedings of the 38th Annual General Meeting (AGM) of the Company held on Monday, the 21st of September, 2020 at 11.00 a.m. held through Video Conferencing (“VC”).

We are enclosing the following information by way of Annexures in connection with the proceedings and voting results of the aforesaid AGM, pursuant to Regulation 30 and Rule 20 of The Companies (Management and Administration) Rules, 2014;

1. Proceedings of the AGM of the Company pursuant to Regulation 30, Part A of Schedule- III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure A)
2. Report dated 21st September, 2020, from the Scrutinizer (Annexure B)

Kindly take the same on record.

Thanking You,

For Emami Paper Mills Limited,

G. SARAF
Vice President (Finance) & Secretary



Enclosed: As Above



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Summary of proceedings of the 38th Annual General Meeting of Emami Paper Mills Limited

The 38th Annual General Meeting ("38th AGM" or "the meeting") of the Members of Emami Paper Mills Limited ("the Company") was held on Monday 21st September, 2020 at 11.00 a.m., through Video Conferencing ("VC") in accordance with the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

At the outset, Shri G. Saraf, Vice President (Finance) & Secretary provided the general instructions to the Members present regarding participation and voting at the Meeting. He requested the Members to join the meeting through electronic devices and also informed that the meeting will be convened as per the MCA circulars issued due to COVID 19 and hence the facility to appoint proxy by the members is not applicable in the meeting. He informed that the documents referred in the Notice and Explanatory statement and the Register of Directors & KMPs and Register of contacts or Arrangements also have been made available for inspection electronically at the Company's website. He further informed that the Members who have registered themselves as Speakers will be allowed to speak, through VC to express their views and to raise queries. He then handed over the proceedings to the Chairman.

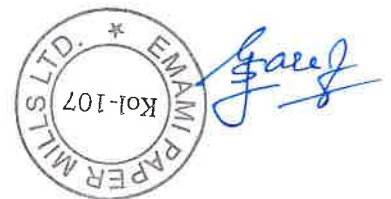
Shri A. V. Agarwal, Executive Chairman of the Company, presided over the Meeting. The Chairman confirmed that the requisite quorum was present and declared the meeting in order and open for business at 11.00 a.m.

The Meeting was attended by all the Directors, Key Managerial Personnel, representatives of M/s. Agrawal Subodh & Co., Statutory Auditors. M/s. MKB & Associates, Secretarial Auditors.

The Notice convening the 38th AGM was taken as read. The Chairman stated that the reports from the Statutory Auditors and Secretarial Auditors did not contain any qualification, reservation or adverse remark and were therefore not required to be read.

Shri A. V. Agarwal, the Chairman of the Company then addressed the Meeting and also briefed the Members on the operational and financial performance of the Company for the financial year ended 31st March, 2020 and Industry Outlook for the next financial year including the CSR activities carried out by the Company during the year.

The Chairman informed the members that the facility of remote e-voting for the Members was made available from 18.09.2020(Friday) at 10.00 a.m. (IST) and ended on 20.09.2020(Sunday) at 05.00 p.m. (IST) and the facility for E-voting had also been provided during the course of the AGM. The Chairman requested the Members who were present at the AGM through VC and had not cast their votes by remote E-voting to cast their votes by E-voting during the course of the meeting.





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The Chairman then placed the following items of the business as set out in the Notice of the 38th AGM for the Members approval by way of e-voting.

Sr. No.	Particulars
Type of Business : Ordinary	
1.	Adoption of Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the reports of the Board of Directors and Auditors thereon.
2.	Appointment of Shri Manish Goenka, (DIN – 00363093), who retires by rotation and being eligible, offers himself for reappointment.
Type of Business: Special	
3.	Ratification of the payment of remuneration to M/s. V. K. Jain & Co., Cost Auditors for the financial year 2020-21.
4.	Approval for re-appointment of Shri P. S. Patwari, (DIN 00363356) as Executive Director of the Company for a period of 3 years with effect from 01.04.2020 with remuneration.
5.	Approval for the appointment of Shri S K Khetan, (DIN. 00358577) as a Director and also as a Whole Time Director designated as Director (Operations) with remuneration.
6.	Approval for appointment of Shri Manish Goenka, (DIN. 00363093) as a Whole Time Director of the Company for a period from 1st August, 2020 to 14th July, 2023 with remuneration.
7.	Appointment of Ms. Mamta Binani, (DIN: 00462925) as an Independent Director (Non-Executive) to hold office for a period of 5 years commencing from 13 th August, 2020 and whose Office shall not be liable to retirement by rotation.

Thereafter Shri G. Saraf, Vice President (Finance) & Secretary, requested the Members who had registered themselves as speakers to ask questions and/or express their views.

The Chairman than informed that the E-voting facility on the CDSL platform will be available for 30 minutes after closure of the Meeting, who have not cast their vote yet and requested the Members to vote.

Members were informed that the results of the Remote E-voting and E-voting during the course of the 38th AGM of the Company would be disseminated and declared within 48 hours from the date of this AGM and will be made available on the website of the Company, i.e. www.emamipaper.in, and also on the website of CDSL and on the websites of the Stock Exchanges i.e. www.bseindia.com and www.nseindia.com respectively where the shares of the Company are listed.





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The Chairman thanked the Members for attending and actively participating in the Meeting and for the confidence and faith reposed by them in the Board. He also thanked all the bankers, agencies, suppliers, vendors for their continued support and also his colleagues on the Board and team EMAMI PAPER for responding positively to an unprecedented challenge. Thereafter the Chairman stated that there were no businesses left to be transacted and declared the Meeting as concluded.

This document does not constitute minutes of the proceedings of the Annual General Meeting of the Company.

For Emami Paper Mills Limited,

G. SARAF
Vice President (Finance) & Secretary

Consolidated Report of Scrutinizer(s)

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

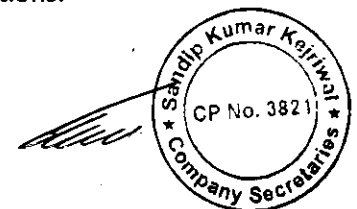
To,

The Chairman of **38th Annual General Meeting (AGM)** of Members of **Emami Paper Mills Limited** (CIN: L21019WB1981PLC034161) held on Monday, 21st September, 2020 at 11.00 A.M. through video conferencing / other Audio Visual Means.

Dear Sir,

I, **Sandip Kumar Kejriwal**, Practicing Company Secretary, appointed by Board of Directors of **Emami Paper Mills Limited (the Company)** for the purpose of scrutinizing the process of voting through remote e-voting and electronic voting at the Annual General Meeting pursuant to provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended, Regulation 44 of SEBI (LODR) Regulations, 2015 read with General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 08.04.2020, 13.04.2020 and 05.05.2020 respectively issued by the Ministry of Corporate Affairs (collectively referred as the "MCA Circulars") and SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020 and Secretarial Standards on General Meetings, in respect of the below-mentioned resolutions at the 38th Annual General Meeting ("AGM") of the Company held on Monday, 21st September, 2020 at 11.00 A.M. through Video Conferencing ("VC") /other Audio Visual Means ("OAVM"), do hereby submit my report as follows:

- a) The Notice dated 13th August, 2020 convening the 38th Annual General Meeting of the Company along with the Statement under Section 102 of the Act setting out all material facts in respect of Resolutions mentioned therein, was sent to the Members of the Company electronically whose email address were registered with the Company/Depository/RTA.
- b) Since this Annual General Meeting ("AGM") was held pursuant to the aforesaid MCA circulars through VC or OAVM, physical attendance of the members has been dispensed with. Accordingly in terms of above mentioned MCA and SEBI Circulars, the facility for appointment of proxies were also dispensed with.
- c) The Company provided remote e-voting facility offered by Central Depository Services (India) Limited ("CDSL") to its shareholders. The Company has also provided electronic voting facility (offered by CDSL) to its shareholders at the Annual General Meeting to the shareholders who did not cast their votes through remote e-voting.
- d) The Members holding shares either in physical or dematerialised form, as on the cut off date i.e., 14th September, 2020 were entitled to vote on the proposed resolutions.

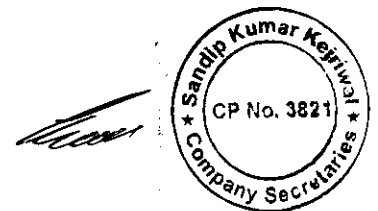




- e) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014, as amended, the voting period for remote e-voting commenced on 18th September, 2020 at 10.00 a.m. (IST) and ended on Sunday, 20th September, 2020 at 5.00 p.m. (IST).
- f) The Members present at the meeting exercised their voting rights electronically at the Annual General Meeting as stated above.
- g) After conclusion of the voting at the 38th Annual General Meeting, the votes cast electronically at the meeting were counted first, and thereafter the votes cast through remote e-voting were unblocked in the presence of Mr Prabir Kayal and Ms Divya who acted as witness in accordance with Rule 20 of the Companies (Management and Administration) Rules 2014.
- h) Thereafter, the details containing inter alia, list of the Members, who voted "For" or "Against" on each of the resolutions that were put to vote through remote e-voting and electronic voting during AGM were derived from the report generated from the e-voting website of CDSL in respect of e-voting.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder in relation to remote e-voting and electronic voting by the shareholders on the resolutions proposed in the Notice of 38th Annual General Meeting of the Company is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic voting are conducted in a fair and transparent manner and render Consolidated Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman on the resolutions.

I now submit my consolidated report as under on the result of the remote e-voting and electronic voting conducted at the meeting.





Item No. 1-As an Ordinary Resolution:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 and the reports of the Board of Directors and auditors thereon.

Particulars	Number of Votes (Shares) cast through remote e-voting (1)	Number of Votes (Shares) cast through e-voting during AGM (2)	Total (1)+ (2) = (3)	% of Total number of valid votes casted
1) Voted in favour of the Resolution	5,24,03,949	106	52404055	100%
2) Voting against the resolution	2	-	2	negligible
TOTAL	5,24,03,951	106	52404057	100
3) Invalid Votes	-	-	-	-




Item No. 2-As an Ordinary Resolution:

Appointment of a Director in place of Sri Manish Goenka (DIN-00363093), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Number of Votes (Shares) cast through remote e-voting (1)	Number of Votes (Shares) cast through e-voting during AGM (2)	Total (1)+ (2) = (3)	% of Total number of valid votes casted
1) Voted in favour of the Resolution	5,10,53,699	106	5,10,53,805	100%
2) Voting against the resolution	2	-	2	negligible
TOTAL	5,10,53,701	106	5,10,53,807	100
3) Invalid Votes	13,50,250	-	13,50,250	-
TOTAL	5,24,03,951	106	5,24,04,057	






Item No. 3-As an Ordinary Resolution:

Consider and ratify the remuneration of M/s. V.K Jain & Co., Cost Auditors for the financial year ending 31st March, 2020.

Particulars	Number of Votes (Shares) cast through remote e-voting (1)	Number of Votes (Shares) cast through e-voting during AGM (2)	Total (1)+ (2) = (3)	% of Total number of valid votes casted
1) Voted in favour of the Resolution	5,24,03,949	106	52404055	100%
2) Voting against the resolution	2	-	2	negligible
TOTAL	5,24,03,951	106	52404057	100
3) Invalid Votes	-	-	-	-





Item No. 4-As a Special Resolution:

Re-appointment of Shri P S Patwari (DIN-00363356) as Executive Director with remuneration.

Particulars	Number of Votes (Shares) cast through remote e-voting (1)	Number of Votes (Shares) cast through e-voting during AGM (2)	Total (1)+ (2) = (3)	% of Total number of valid votes casted
1) Voted in favour of the Resolution	5,24,03,949	106	52404055	100%
2) Voting against the resolution	2	-	2	negligible
TOTAL	5,24,03,951	106	52404057	100
3) Invalid Votes	-	-	-	-



Item No. 5-As Special Resolution:

Appointment of Shri S K Khetan (DIN-00358577), as a director liable to retire by rotation and also as a Whole Time Director, designated as Director (Operations) with remuneration.

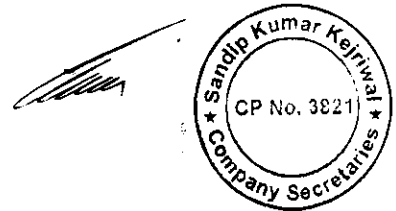
Particulars	Number of Votes (Shares) cast through remote e-voting (1)	Number of Votes (Shares) cast through e-voting during AGM (2)	Total (1)+ (2) = (3)	% of Total number of valid votes casted
1) Voted in favour of the Resolution	5,24,03,949	106	52404055	100%
2) Voting against the resolution	2	-	2	negligible
TOTAL	5,24,03,951	106	52404057	100
3) Invalid Votes	-	-	-	-




Item No. 6-As Special Resolution:

Appointment of Shri Manish Goenka (DIN-00363093), as a Whole Time Director with remuneration .

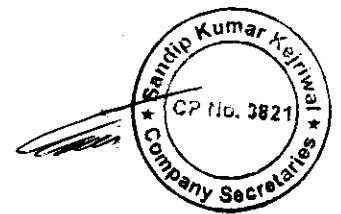
Particulars	Number of Votes (Shares) cast through remote e-voting (1)	Number of Votes (Shares) cast through e-voting during AGM (2)	Total (1)+ (2) = (3)	% of Total number of valid votes casted
1) Voted in favour of the Resolution	5,10,53,699	106	5,10,53,805	100%
2) Voting against the resolution	2	-	2	negligible
TOTAL	5,10,53,701	106	5,10,53,807	100
3) Invalid Votes	13,50,250	-	13,50,250	-
TOTAL	5,24,03,951	106	5,24,04,057	



Item No. 7-As Ordinary Resolution Resolution:

Appointment of Ms Mamta Binani (DIN-00462925), as an Independent Director (Non Executive) not liable to retire by Rotation.

Particulars	Number of Votes (Shares) cast through remote e-voting (1)	Number of Votes (Shares) cast through e-voting during AGM (2)	Total (1)+ (2) = (3)	% of Total number of valid votes casted
1) Voted in favour of the Resolution	5,24,03,949	106	52404055	100%
2) Voting against the resolution	2	-	2	negligible
TOTAL	5,24,03,951	106	52404057	100
3) Invalid Votes	-	-	-	-





Based on the aforesaid results, the resolution number(s) 1 to 7, as contained in the Notice have been passed with requisite majority.

All relevant records of electronic voting will remain in our safe custody, until the Chairman considers, approves and signs the minutes of the 38th Annual General Meeting of the Company and the same shall be handed over thereafter to the Chairman/ Company secretary for safe keeping.

Thanking You.

Yours Sincerely,

FCS Sandip Kumar Kejriwal

[C.P No.-3821] [M.No. - FCS 5152]

Scrutinizer for E-voting

Place: Kolkata, Date: 21.09.2020

UDIN:F005152B000740040

