



**emami\* paper mills limited**

regd. office : 687 anandapur e.m. bypass kolkata 700 107 india  
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CIN : L21019WB1981PLC034161

EPML/BSE\_NSE/2022-23/  
27<sup>th</sup> May 2022

**To**  
**The Secretary**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
Mumbai- 400001  
**Scrp Code: 533208**

**To**  
**The Secretary**  
**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400 051  
**NSE Symbol-EMAMIPAP**

Dear Sir/Madam,

**Sub: Secretarial Compliance Report for the year ended 31<sup>st</sup> March,2022**

In compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith Secretarial Compliance Report of the Company for the year ended 31<sup>st</sup> March,2022, issued by M/s MKB & Associates, Practicing Company Secretaries.

This is for your information and record.

Thanking you,

Yours faithfully,  
**For Emami Paper Mills Limited,**

Debendra Banthiya  
**Company Secretary**  
**Membership No. F-7790**



**Enclosed: As Above**



**SECRETARIAL COMPLIANCE REPORT OF EMAMI PAPER MILLS LIMITED  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022**

I, Manoj Kumar Banthia, Partner of M/s MKB & Associates, Company Secretaries in Practice, have examined:

- (a) all the documents and records made available to us and explanation provided by **EMAMI PAPER MILLS LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2022 ("Review Period") in respect of compliance with the provisions of :

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations to the extent applicable, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;





- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued there under;

and based on the above examination and considering the relaxations granted by Ministry of Corporate Affairs and Securities and Exchange Board of India due to COVID-19 pandemic, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under., except in respect of matters specified below:-

<i>Sr. No.</i>	<i>Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)</i>	<i>Deviations</i>	<i>Observations/ Remarks of the Practicing Company Secretary</i>
1	Composition of Board of Directors pursuant to proviso to Regulation 17(1)(b) of the Securities and Exchange Board of India (Listing Obligations and	Pursuant to resignation of Mr. Shyamalendu Chatterjee, Independent Director, the Board of Directors consisted of 5 Independent Directors during the period from 22.10.2021 to 03.01.2022.	The company appointed Mr. Amit Kiran Deb and Mr. Sumit Banerjee as independent directors of the company with effect from 20.01.2022,





Disclosure Requirements) Regulations, 2015	Further, due to demise of Mr. Jayant Narayan Godbole, Independent Director, the Independent Directors on the Board of the Company were further reduced to 4 during the period from 04.01.2022 to 19.01.2022	thus complying with Regulation 17(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

<i>Sr. No.</i>	<i>Action Taken by</i>	<i>Details of violation</i>	<i>Details of action taken e.g., fines, warning letter, debarment, etc.</i>	<i>Observations/ Remarks of the Practicing Company Secretary</i>
None during the review period				

- (d) The listed entity has taken the following actions to comply with the observations made in the previous reports:

(e)

<i>Sr. No.</i>	<i>Observations of the Practicing Company Secretary in the previous reports</i>	<i>Observations made in the secretarial compliance report for the year ended 31<sup>st</sup> March, 2021</i>	<i>Actions taken by the listed entity, if any</i>	<i>Comments of the Practicing Company Secretary on the actions taken by the listed entity</i>
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1.	--	Appointment of Independent Woman Director pursuant to proviso to Regulation 17(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The company appointed independent woman director on its Board from 13.08.2020. Fine was levied on the company by BSE and NSE. BSE waived the fine levied by it. Requisite fine was paid to NSE under protest and the company has applied for review which is under consideration with NSE.	The non-compliance has been made good by the Company
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(e) During the year under review no appointment/ re-appointment/ resignation of statutory auditor of the Company had occurred. The Company has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

Date: 25.05.2022  
Place: Kolkata  
UDIN: A011470D000383523

For MKB & Associates  
Company Secretaries  
Firm Reg No: 2019/042700

  
Manoj Kumar Banthia  
Partner  
Membership no. 11470  
COP no. 7596