



## Emami Paper Mills Limited

CIN: L21019WB1981PLC034161

**Registered Office:** 687, Anandapur, 1st Floor, EM Bypass, Kolkata – 700107, West Bengal

**Phone No** - 91 33 6613-6264, **Website** - www.emamipaper.com

**E-mail** - investor.relations@emamipaper.com

### NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

E-VOTING STARTS ON	E-VOTING ENDS ON
Friday, 12 <sup>th</sup> April, 2024 at 09:00 a.m.	Saturday, 11 <sup>th</sup> May, 2024 at 05:00 p.m.

Dear Shareholder(s),

Notice is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, ("**Act**"), read with the Companies (Management and Administration) Rules, 2014 ("**Rules**"), applicable General Circular Nos. 14/2020 dated April, 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**"), Regulation 44 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India to the extent applicable and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the Special Resolutions appended below are proposed to be passed by the Shareholders of the Company through Postal Ballot ("**Postal Ballot**") only by way of voting through electronic means ("**remote e-voting**").

The Statement pursuant to Section 102 and other applicable provisions of the Act, read with the Rules setting out all material facts and the reasons/ rationale thereof relating to the Special Resolutions mentioned in this Postal Ballot Notice ("**Notice**") is annexed hereto and forms part of this Notice. Further, additional information as required under the SEBI Listing Regulations and SS-2 are also attached as annexure to this Notice and also forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Shareholders whose email IDs are registered with the Company/Depositories/Registrar and Share Transfer Agents and the Shareholders would have the option to vote only through remote e-voting. Hence physical copy of the Notice along with Forms and prepaid business envelope will not be sent to the Shareholders for this Postal Ballot.

Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. In accordance with the provisions of the MCA Circulars, the Company has engaged the services of M/s. Central Depository Services (India) Limited ("**CDSL**") as the agency to provide remote e-voting facility. Shareholders are requested to carefully read the instructions given in the Notes forming part of this Notice to cast their votes electronically. The Shareholders are requested to cast their vote through the remote e-voting process not later than **05:00 p.m. IST on Saturday, 11th May, 2024** to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Notice.

The Board of Directors of the Company, has appointed Shri Raj Kumar Banthia (ACS- 17190/CP-18428), Partner of M/s MKB & Associates, Company Secretaries in Practice, Kolkata, as the Scrutinizer for conducting the postal ballot voting only through remote e-voting process in a fair and transparent manner.

The Scrutinizer shall submit his report to the Chairman or any person authorised by the Chairman after the completion of the Scrutiny and the result of the voting by postal ballot through remote e-voting process will be announced by the Chairman or such person as authorised, on or before **Tuesday, 14<sup>th</sup> May, 2024**. The results along with the Scrutinizer's Report shall also be communicated to the National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**") (hereinafter collectively referred to as "Stock Exchanges") where the Equity Shares of the Company are listed and will also be displayed on the Company's website at [www.emamipaper.com](http://www.emamipaper.com) as well as on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com). The Company will also display the result of the Postal Ballot on the Notice Board at its Registered Office.

## **SPECIAL BUSINESS**

### **1. Appointment of Shri Ranjit Kumar Pachnanda (DIN- 03358887) as an Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** Shri Ranjit Kumar Pachnanda (DIN – 03358887), who was appointed as an Additional Director (Non–Executive Independent) of the Company, with effect from 1<sup>st</sup> April,2024,by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act,2013("Act") read with Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Shareholder under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** that pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, approval of Shareholders of the Company be and is hereby accorded for appointment of Shri Ranjit Kumar Pachnanda (DIN- 03358887), who has been appointed as an Additional Director under the category of Non-Executive Independent Director and who meets the criteria for Independence under Section 149(6) of the Act and Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, as an Independent Director, not liable to retire by rotation and to hold office for a term of 5(five) years, with effect from 1<sup>st</sup> April,2024 to 31<sup>st</sup> March, 2029.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee of Directors thereof), on behalf of the Company, be and is hereby authorise to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to the foregoing Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

### **2. Appointment of Shri Niraj Jalan (DIN- 00551970) as an Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** Shri Niraj Jalan (DIN – 00551970), who was appointed as an Additional Director (Non–Executive Independent) of the Company, with effect from 1<sup>st</sup> April,2024 , by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act,2013("Act") read with Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Shareholder under Section

160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** that pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Associations of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, approval of Shareholders of the Company be and is hereby accorded for appointment of Shri Niraj Jalan (DIN- 00551970), who has been appointed as an Additional Director under the category of Non-Executive Independent Director and who meets the criteria for Independence under Section 149(6) of the Act and Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations as an Independent Director, not liable to retire by rotation and to hold office for a term of 5(five) years, with effect from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee of Directors thereof), on behalf of the Company, be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to the foregoing Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

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

**Debendra Banthiya**  
Company Secretary  
FCS - 7790

Place: Kolkata

Date: 29<sup>th</sup> March, 2024

### NOTES AND OTHER INSTRUCTIONS RELATING TO REMOTE E-VOTING:

1. In line with the MCA & SEBI Circulars, the Postal Ballot Notice is being sent only by electronic mode to those shareholders whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, 29<sup>th</sup> March, 2024 ("Cut-Off Date")** received from Depositories i.e. National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") and Registrar and Share Transfer Agent of the Company i.e. M/s Maheshwari Datamatics Pvt. Ltd. ("RTA") and whose email addresses are registered with the company/RTA/Depository Participants or who will register their email address in accordance with the process outlined in this Notice. The physical copies of the Notice along with the Postal Ballot Forms and pre-paid business reply envelopes are not being sent to the Shareholders for this postal ballot.
2. The words, "Members" and "Shareholders" are used interchangeably.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") read with Rules made thereunder and information to shareholders as required under Regulation 36 of SEBI Listing Regulations and SS-2 stating all the material facts relating to the aforesaid resolutions and the reasons thereof is annexed herewith and forms a part of the Notice.
4. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency to provide remote e-voting facility to the Shareholders of the Company.

5. Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.emamipaper.com](http://www.emamipaper.com), 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, and shall also be available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
6. All the material documents referred to in this Notice will be available for inspection electronically until the last date of remote e-voting. Shareholders seeking to inspect such documents can send an email to [investor.relations@emamipaper.com](mailto:investor.relations@emamipaper.com) mentioning their names, folio numbers, DP ID, and Client ID.
7. Dispatch of the Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated in West Bengal (in vernacular language i.e. Bengali) and one English Newspaper circulated throughout India (in the English Language) and shall be hosted on the Company's website at [www.emamipaper.com](http://www.emamipaper.com).
8. Only those members whose names will appear in the Register of Members or List of Beneficial Owners as on **Friday, 29<sup>th</sup> March, 2024**, being the **cut-off date**, will be entitled to cast their votes through postal ballot by remote e-voting on the Special Resolutions set forth in this Notice and voting rights shall be in proportion of their shareholding to the paid up equity share capital of the company as on cut-off date. A person who is not a Member on the Cut-off Date should treat this Notice for information purposes.
9. It is however clarified that, all Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.
10. The Special Resolutions, if passed by the requisite majority of the shareholders through the postal ballot, shall be deemed to have been passed as if they have been passed at a General Meeting of the Shareholders.
11. Shareholders desiring to exercise their vote through the remote e-voting process are requested to read the instructions in the Notes at Sl. No. 17.
12. The remote e-voting period commences at **9:00 a.m. (IST) on Friday, 12<sup>th</sup> April, 2024 and ends at 5:00 p.m. (IST) on Saturday, 11<sup>th</sup> May, 2024**. Shareholders desiring to exercise their vote should cast their vote during this period, to be eligible for being considered failing which it will be strictly considered that no vote has been received from the shareholder.
13. The resolutions, if passed by the requisite majority of the shareholders, shall be deemed to have been passed on **Saturday, 11<sup>th</sup> May, 2024**, i.e., the last date specified for receipt of votes through the remote e-voting process.
14. **Registration of email Id's:**
  - (a) Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP).
  - (b) In case of shares held in physical form, Members are required to send the request letter together with form(s) ISR-1 to enable updation of the same and sending communication(s) to you over email.
  - (c) Members are requested to take note that registration of e-mail addresses and mobile number is mandatory for voting through electronic means.
  - (d) To prevent fraudulent transactions, shareholders are advised to exercise due diligence and notify the RTA for any change in address or demise of any shareholder as soon as possible.
  - (e) The Securities & Exchange Board of India (SEBI) has mandated furnishing of PAN, KYC details (i.e. Postal address with pin code, email address, mobile number, and bank account details) along with the nomination details by the shareholders. The standardized forms are available on the website of the company at [www.emamipaper.com](http://www.emamipaper.com) and that of the RTA at [www.mdpl.in](http://www.mdpl.in).

- 15.** SEBI vide its Circular no. SEBI/HO/OIAE\_IAD-1/P/CIR/2023/131 dated 31<sup>st</sup> July, 2023 and also updated on 4<sup>th</sup> August, 2023 and 20<sup>th</sup> December, 2023 respectively has specified that a shareholder shall first take up grievance with the Company by lodging a complaint directly with the Company/RTA and if the grievance is not redressed successfully, the shareholder may in accordance with the SEBI SCORES guidelines, escalate the same through the SEBI SCORES Portal. If the shareholder is not satisfied with the outcome and after exhausting all available options then the shareholder can initiate the process of dispute resolution through the Online Dispute Resolution (ODR) Portal. The shareholders are requested to visit the website of the company at [www.emamipaper.com](http://www.emamipaper.com) for accessing the ODR Portal to lodge their complaints.
- 16.** SEBI, vide its circular dated 3 November 2021 (subsequently amended by circulars dated 14 December 2021, 16 March 2023 and 17 November 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from 1 April 2024, only upon furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

Further, relevant FAQs published by SEBI on its website can be viewed at the following link: [https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf)

### **17. INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING:**

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**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) The voting period begins on **9:00 a.m. (IST) on Friday, 12th April, 2024 and ends at 5:00 p.m. (IST) on Saturday, 11th May, 2024**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **Friday, 29<sup>th</sup> March, 2024** cut-off date (record date) of Emami Paper Mills Limited may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The last date of receipt of vote through remote e-voting i.e. **Saturday, 11th May, 2024** shall be the date on which the special resolutions would be deemed to have passed, if approved by the requisite majority.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iii) 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 **for Individual shareholders holding securities in Demat mode CDSL/NSDL** 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 users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</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, 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 cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</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. 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.nsd.com">https://eservices.nsd.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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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.</li> </ol>



Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.
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**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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.

(iv) Login method for Remote e-Voting 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:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
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>
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- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant **Emami Paper Mills Limited** on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **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 mandatory 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; raj@manojbanthia.com and investor.relations@emamipaper.com, respectively, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to 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 or call at toll free no. 1800 22 55 33

### Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

#### Item No.1

#### Appointment of Shri Ranjit Kumar Pachnanda (DIN- 03358887) as an Independent Director of the Company.

The Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee, appointed Shri Ranjit Kumar Pachnanda (DIN- 03358887) as an Additional Director under the category of Non- Executive Independent Director for a term of 5(five) years, with effect from 1<sup>st</sup> April,2024 to 31<sup>st</sup> March, 2029, not liable to retire by rotation, subject to the approval of shareholders.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Shri Ranjit Kumar Pachnanda will hold office up to the date of the ensuing Annual General Meeting. However, in terms of Regulation 17(1C) of the Listing Regulations, the Company is required to obtain approval of shareholders for the appointment of a new Director at the next general meeting or within a time period of 3 (Three) months from the date of appointment, whichever is earlier. Accordingly, the Board has decided to seek approval of the same from the Shareholders through Postal Ballot under Section 110 of the Companies Act, 2013 (the "Act").

The Company has also received from Shri Ranjit Kumar Pachnanda (i) consent to act as Director, if appointed, in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, (iii) declaration to the effect that he meets the criteria of independence as prescribed under Section 149 of the Act, Rules thereunder and under the SEBI Listing Regulations ; (iv) In terms of Regulation 25(8) of the SEBI Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence; (v) declaration to the effect that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. The directorships held by him are within the limits as prescribed under the Act and the SEBI Listing Regulations.

The Company has received notice under Section 160 of the Act from a shareholder proposing the candidature of Shri Ranjit Kumar Pachnanda for the office of Independent Director of the Company. The notice is available for inspection by the members in electronic mode as per the procedure mentioned in the Notes to this Notice.

In the opinion of the Board of Directors, Shri Ranjit Kumar Pachnanda fulfills the conditions specified in the Act, Rules, and SEBI Listing Regulations, for his appointment as an Independent Director of the Company. He is independent of management and possesses the appropriate skills, experience, and knowledge required for the discharge of his duties as an Independent Director. His vast knowledge and varied experience will be of immense value to the Company. Accordingly, the Board considers that the appointment of Shri Ranjit Kumar Pachnanda would be of immense benefit to the Company.

A draft copy of the letter of appointment of Shri Ranjit Kumar Pachnanda setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same are requested to follow the procedure mentioned in the Notes to this Notice.

Shri Ranjit Kumar Pachnanda shall be paid remuneration only by way of sitting fees for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in such meetings.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and Regulation 17 and 25 of SEBI Listing Regulations, 2015 the appointment of Shri Ranjit Kumar Pachnanda is being placed before the shareholders for their approval by way of Special Resolution. The Board of Directors recommends the Special Resolution as set out at **Item no. 1** of this Notice for approval of Shareholders of the Company.

Except Shri Ranjit Kumar Pachnanda, being the appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out.

## **Item No.2**

### **Appointment of Shri Niraj Jalan (DIN- 00551970) as an Independent Director of the Company.**

The Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee, appointed Shri Niraj Jalan (DIN- 00551970) as an Additional Director under the category of Non-Executive Independent Director for a term of 5(five) years, with effect from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029, not liable to retire by rotation, subject to the approval of shareholders.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Shri Niraj Jalan will hold office up to the date of the ensuing Annual General Meeting. However, in terms of Regulation 17(1C) of the Listing Regulations, the Company is required to obtain approval of shareholders for the appointment of a new Director at the next general meeting or within a time period of 3 (Three) months from the date of appointment, whichever is earlier. Accordingly, the Board has decided to seek approval of the same from the Shareholders through Postal Ballot under Section 110 of the Companies Act, 2013 (the "Act").

The Company has also received from Shri Niraj Jalan (i) consent to act as Director, if appointed, in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, (iii) declaration to the effect that he meets the criteria of independence as prescribed under Section 149 of the Act, Rules thereunder and under the SEBI Listing Regulations, (iv) In terms of Regulation 25(8) of the SEBI Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence; (v) declaration to the effect that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. The directorships held by him are within the limits as prescribed under the Act and SEBI Listing Regulations.

The Company has received notice under Section 160 of the Act from a shareholder proposing the candidature of Shri Niraj Jalan for the office of Independent Director of the Company. The notice is available for inspection by the members in electronic mode as per the procedure mentioned in the Notes to this Notice.

In the opinion of the Board of Directors, Shri Niraj Jalan fulfills the conditions specified in the Act, Rules, and SEBI Listing Regulations, for his appointment as an Independent Director of the Company. He is independent of management and possesses the appropriate skills, experience, and knowledge required for the discharge of his duties as an Independent Director. His vast knowledge and varied experience will be of immense value to the Company. Accordingly, the Board considers that the appointment of Shri Niraj Jalan would be of immense benefit to the Company.

A draft copy of the letter of appointment of Shri Niraj Jalan setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same are requested to follow the procedure mentioned in the Notes to this Notice.

Shri Niraj Jalan shall be paid remuneration only by way of sitting fees for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in such meetings.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and Regulation 17 and 25 of SEBI Listing Regulations, the appointment of Shri Niraj Jalan is being placed before the shareholders for their approval by way of Special Resolution. The Board of Directors recommends the Special Resolution as set out at **Item no. 2** of this Notice for approval of Shareholders of the Company.

Except Shri Niraj Jalan, being the appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out.

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

**Debendra Banthiya**  
Company Secretary  
FCS - 7790

Place: Kolkata

Date: 29<sup>th</sup> March, 2024

### Details of Directors seeking appointment

[Pursuant to regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India]

Name of the Director	Shri Ranjit Kumar Pachnanda	Shri Niraj Jalan
Father's Name	Shri Kapil Dev Pachnanda	Shri Bhagwati Prasad Jalan
DIN	03358887	00551970
Date of Birth	23.10.1958	14.04.1973
Age	65 years	51 years
Nationality	Indian	Indian
Date of First appointment on the Board	NA	NA
Qualifications	Bachelor of Arts (Economics Honours) from St. Stephen's College, Delhi, with a First Division. LL.B from Panjab University, Chandigarh, securing the Gold Medal for standing First in Law.	Commerce Graduate from Calcutta University
Brief Profile and expertise in specific functional areas and experience	Shri Ranjit Kumar Pachnanda, an Ex- IPS Officer and served in the senior most posts in Government, be it as Chairman of Constitutional and Statutory Commissions or as Director General/ Commissioner of Police heading several police forces in the country and have, invaluable experience in management, administration and law. <b>Positions Held:</b> 1. Chairman, Haryana Electricity Regulatory Commission (Minister of State Rank) 2. Chairman, Haryana Public Service Commission 3. Security Adviser to the Chief Minister, Govt. of Assam (Minister of State Rank) 4. Director General, ITBP (Indo Tibetan Border Police) 5. Director General, NDRF (National Disaster Response Force) 6. Director General of Police, State Crime Record Bureau, West Bengal 7. Commissioner of Police, Kolkata 8. Superintendent of Police, CBI, Chandigarh 9. Assistant Director, Special Protection Group 10. Advocate, Punjab and Haryana High Court	Shri Niraj Jalan, aged about 51 years is a commerce graduate. He has a rich and varied experience over 29 years in the industry across functions such as management, operations, manufacturing, strategy sales & marketing, projects and commercial. As the promoter of Jekay Group, he brings a wealth of expertise in the Manufacturing sector and exports business.
Terms and conditions of appointment/re-appointment including Remuneration to be paid	Appointment as Independent Director for a term of 5 (five) years, not liable to retire by rotation. He will be entitled for sitting fees for attending the Board/Committee meetings as approved by the Board.	Appointment as Independent Director for a term of 5 (five) years, not liable to retire by rotation. He will be entitled for sitting fees for attending the Board/Committee meetings as approved by the Board.
Shareholding including shareholding as a beneficial owner	NIL	NIL

Number of meetings of the Board attended during the year i.e. FY 2023-24 (upto the date of this notice)	NA	NA
Disclosure of relationships between directors inter-se	None	None
Directorships held in other companies (including Listed Companies)	NIL	<ol style="list-style-type: none"> <li>1. Jekay Properties Private Limited</li> <li>2. Om Besco Railproducts Limited</li> <li>3. Nilachal Thermal Solutions Private Limited</li> <li>4. Sea Sons Trading &amp; Investments Pvt Ltd</li> <li>5. NRL Clayburn Private Limited</li> <li>6. P P Suppliers &amp; Agencies Pvt Ltd</li> <li>7. Uranus Vinimay Private Limited</li> <li>8. Wondersoft Realcon Private Limited</li> <li>9. Acyumen Enclave Private Limited</li> <li>10. Intend Nirman Private Limited</li> <li>11. Intend Infracon Private Limited</li> <li>12. Intend Real Estate Private Limited</li> <li>13. Intend Real Con Private Limited</li> <li>14. Spiga Projects Private Limited</li> <li>15. Ganpati Industrial Pvt Ltd</li> <li>16. Jekay International Track Pvt. Ltd.</li> <li>17. R. V. Rail Roducts Pvt.Ltd.</li> <li>18. Nilachal Refractories Limited</li> <li>19. Alfran Nrl Private Limited</li> </ol>
Memberships/Chairmanships of committees of other companies*	NIL	NIL
Listed entities from which the person has resigned in the past three years	NIL	NIL

\*Pursuant to Regulation 26 of SEBI Listing Regulations, only two Committees viz, Audit Committee and Stakeholders Relationship Committee has been considered.

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

**Debendra Banthiya**  
Company Secretary  
FCS - 7790

Place: Kolkata  
Date: 29<sup>th</sup> March, 2024