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Emami paper mills limited

CIN : L21019WB1981PLC034161

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy on Corporate Governance refers to a Professional System of management leading to the efficient conduct of business. This comprises transparency and accountability with the objective of serving the best interest of all the stakeholders – shareholders, customers, lenders, employees, government and society.

2. BOARD OF DIRECTORS

• Composition

The composition of Board of Directors and other details are as under:

Name of the Director	Executive / Independent/ Non executive	No. of Board Meetings attended	Attendance at previous AGM on 11/08/2014	No. of outside Directorship held in other Public Limited Companies	No. of membership/ chairmanship in other Board/ Committee	
					Chairman	Member
Mr. A. V. Agarwal	Chairman, Executive	4	Yes	5	-	4
Mr. Manish Goenka	Executive	4	Yes	2	-	2
Mr. P. S. Patwari	Executive	4	Yes	1	-	-
Mr. U. G. Bhat	Non-Executive, Independent	2	Yes	2	-	-
Mr. J. Godbole	Non-Executive, Independent	4	Yes	9	3	7
Mr. H. M. Marda	Non-Executive, Independent	4	Yes	7	3	1
Mr.S.Balasubramanian	Non-Executive, Independent	4	Yes	7	1	7
Mr. J.K Khetawat	Non-Executive, Independent	3	Yes	5	-	-
Mr.M .B .S .Nair #	Executive	4	Yes	-	-	-
Mrs.Richa Agarwal *	Non-Executive	1	N.A.	-	-	-

Elevated to the Board w.e.f. 25th April, 2014.

* Appointed as Additional Director w.e.f. 27th January, 2015.

3. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR

During the year Four Board Meetings were held on 25th April, 2014, 11th August, 2014, 3rd November, 2014 and 27th January, 2015.

4. INFORMATION PLACED BEFORE THE BOARD OF DIRECTORS

As required under the clause 49 all the information's were placed before the Board.

5. CODE OF CONDUCT

The Board framed Code of Conduct for the Company. The Board designated the Executive Director as Chief Executive Officer (CEO) and President (Finance) as Chief Financial Officer (CFO) for the purpose of Corporate Governance.

A certificate is also annexed to this Report by C.E.O. & C.F.O. that all members of the Board, its Committee members and all employees working at level of Executive and above including Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company for the current year.

Code for prevention of Insider-Trading practices and Fair Disclosures

As per SEBI (Prohibition of Insider Trading) Regulations 1992, the Company Secretary is the Compliance Officer and is responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of price sensitive information, preclearance of trade, monitoring of trades and implementation of the Code of Conduct for trading in Company's securities under the overall supervision of the Board.

Further in terms of Amended Regulation, 2015 of SEBI vide its Notification No. LAD-NRO/GN/2014-15/21/85 dated 15.01.2015 the Company also adopted a Code of Conduct for Prevention of Insider Trading 2015 under SEBI (Prohibition of Insider Trading) Regulation, 2015 as well as a Code of Corporate Fair Disclosures Practices. All the Directors on the Board, Officers, designated employees at Senior Management and connected persons at all locations who could be privy to unpublished price sensitive information of the Company are governed by this Code. This amended code will be effective from 14th May, 2015.

The Code of Corporate Fair Disclosures Practices is also displayed on the Website of the Company

Website: www.emamipaper.in

6. AUDIT COMMITTEE

The terms of reference of the Committee cover the matters specified for Audit Committee under clause 49 of the Listing Agreement with the Stock Exchanges and Section 177 of the Companies Act, 2013. The Audit Committee presently consists of Mr. J. Godbole, as Chairman, Mr. H. M. Marda and Mr. J. K. Khetawat as other members. All of them are Non-Executive Independent Directors.

a) Brief Description of Terms of Reference of the Audit Committee was approved by the Board of Directors in its meeting held on 25th April, 2014 and subsequently modified by Board on 3rd November, 2014.

The Audit Committee shall act in accordance with the terms of reference specified in writing by the Board of Directors as required under **Section 177 of the Companies Act, 2013** read with **clause 49 of the Listing Agreement** with the Stock Exchange, which shall inter alia include:

- Recommendation for **appointment**, remuneration and terms of appointment **of auditors** of the Company;
- Review and monitor the **auditor's independence and performance**, and effectiveness of audit process;
- Examination of the **financial statements and the auditors' report** thereon;
- Approval or any subsequent modification of **transactions of the Company with related parties**. The Audit Committee may grant omnibus approval for Related Party Transactions as permitted under clause 49 of the Listing Agreement with Stock Exchange;
- Scrutiny of **inter-corporate loans and investments**;
- **Valuation of undertakings or assets** of the Company, wherever it is necessary;
- Evaluation of **internal financial controls and risk management systems**;
- Monitoring the **end use of funds raised** through public offers and related matters;
- Call for the **comments of the auditors about internal control systems**, the scope of audit, **including the observations of the auditors and review of financial statement** before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the Company.
- **Obtain professional advice from external sources** and have full access to information contained in the records of the Company.
- **Establish a vigil mechanism for directors and employees** to report genuine concerns in such manner as may be prescribed and to provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.
- The **auditors** of the company and the **Key Managerial Personnel shall have a right to be heard** in the meetings of the Audit Committee when it considers the auditor's report but shall not have the right to vote.

b) *Composition, Name of Members and Chairman*

The Audit Committee presently consists with the following Non-Executive Independent Director as members:

Mr. J. Godbole	Chairman
Mr. H. M. Marda	Member
Mr. J. K. Khetawat	Member

The composition of the Audit Committee meets the requirement of section 177 of the Companies Act, 2013 and clause 49 of the Listing Agreement with the Stock Exchange. Shri G. Saraf, Company Secretary acts as the Secretary to the Committee.

The attendance of each member director at the Audit Committee Meeting held during the Financial Year 2014-15 is furnished below:

Sl. No.	Name of Director	Position	Audit Committee Meeting	
			Held	Attended
01.	Mr. J. Godbole	Chairman Non-Executive Independent Director	4	4
02.	Mr. H. M. Marda	Member Non-Executive Independent Director	4	4
03.	Mr. J. K. Khetawat	Member Non-Executive Independent Director	4	3

The above meetings were held on 25th April, 2014, 11th August, 2014, 3rd November, 2014 and 27th January, 2015.

Mr. J. Godbole, Chairman of the Audit Committee was present in the Annual General Meeting of the Company held on 11th August, 2014.

7. NOMINATION AND REMUNERATION COMMITTEE & POLICY

In compliance of section 178(3) of the Companies Act, 2013 a Nomination and Remuneration Committee for appointment and remuneration of Executive Director and other Key Managerial Personnel (KMPs) and Senior Managerial Personnel (SMPs) was constituted on 25th April, 2014.

a) Composition, Name of Members and Chairman

The Nomination and Remuneration Committee presently consists with the following Non-Executive Independent Directors:

Mr. J. Godbole	Chairman
Mr. H. M. Marda	Member
Mr. J. K. Khetawat	Member
Mr. S. Balasubramanian	Member

The attendance of each member director at the Remuneration Committee Meeting held during the Financial Year 2014-15 is furnished below:

Sl. No.	Name of Director	Position	Remuneration Committee Meeting	
			Held	Attended
01.	Mr. J. Godbole	Chairman Non-Executive Independent Director	2	2
02.	Mr. H.M Marda	Member Non-Executive Independent Director	2	2
03.	Mr.J. K. Khetawat	Member Non-Executive Independent Director	2	1
04.	Mr.S.Balasubramanian	Member Non-Executive Independent Director	2	1

During the year two meetings of the Remuneration Committee was held on 25th April, 2014 and 27th January, 2015.

b) Policy for Selection and Appointment of Directors and their Remuneration:

The Nomination and Remuneration Committee has adopted a Policy approved by the Board which inter alia, deals with the manner of selection of Board of Directors other KMPs and SMPs as under:

- i. The objective is to have a Board with diverse background and experience in business, government, academics, technology and in areas that are relevant for the Company's global operations.
- ii. In evaluating the suitability of individual Board members, the Committee takes into account many factors, including general understanding of the Company's business dynamics, global business and social perspective, educational and professional background and personal achievements.
- iii. Director should possess the highest personal and professional ethics, integrity and values. They should be able to balance the legitimate interest and concerns of all the Company's stakeholders in arriving at decisions.
- iv. In addition, Directors must be willing to devote sufficient time and energy in carrying out their duties and responsibilities effectively

Remuneration to Non-Executive Directors:

The Non-executive Directors of the Company are paid remuneration by way of sitting fees only for attending the meetings of the Board of Directors and its Committees. The said sitting fees paid to the Non-executive Directors are fixed by the Board and reviewed from time to time.

Remuneration to Executive Directors, Key Managerial Personnel (KMPs) & Senior Managerial Personnel (SMPs):

The Company has a credible and transparent framework in determining and accounting for the remuneration of the Managing Director / Whole Time Directors (MD/WTDs), Executive Directors (EDs), Key Managerial Personnel(s) (KMPs) and Senior Managerial Personnel(s) (SMPs). Their remuneration are governed by the external competitive environment, track record, potential, individual performance and performance of the company as well as industry standards.

The remuneration determined for Executive Directors are approved by the Board of Directors and members at the next general meeting of the Company and by the Central Government in case such appointment is at variance to the conditions specified in Schedule V. As a policy, the Executive Directors are neither paid sitting fee nor any commission.

The remuneration for other KMPs, SMPs and Unit heads is determined by the Executive Director of the company.

The Nomination and Remuneration Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under section 164 of the Companies Act, 2013.

c) Remuneration paid to the Directors of the company for the year ended 31-03-2015:

(Amount in Rs.)

Name of Directors	Salary & Allowances (Fixed component) *	Other Perquisites **	Provident Fund	Total	Service Contract	Notice Period
Mr. A. V. Agarwal	40,80,000/-	3,86,483/-	4,89,600/-	49,56,083/-	3 Years (w.e.f.08.11.2012)	3 Months
Mr. Manish Goenka	40,80,000/-	22,168/-	4,89,600/-	45,91,768/-	3 Years (w.e.f.01.07.2014)	3 Months
Mr. P. S. Patwari	1,03,00,800/-	15,00,000/-	10,80,000/-	1,28,80,800/-	3 Years (w.e.f.01.04.2014)	3 Months
Mr. M. B. S. Nair	60,60,400/-	12,76,184/-	5,26,896/-	78,63,480/-	3 Years (w.e.f.25.04.2014)	3 Months
Total :	2,45,21,200/-	31,84,835/-	25,86,096/-	3,00,92,131/-		

*** Fixed component includes Basic Salary and Fixed allowances**

****Other Perquisites include Leave Travel Assistance, Reimbursement of Medical Expenses, Cost of Accommodation including Rent, Maintenance, Electricity etc.**

Note: i. None of the Directors were paid performance linked incentives.
ii. Severance Fees - There is no such fees paid to any of the Director.

Shares held by the Non-Executive Directors as on March, 31, 2015

Sl. No	Name of Directors	Category	No.of Shares
01	Mr.U. G. Bhat	Non-Executive, Independent	NIL
02	Mr.J. Godbole	Non-Executive, Independent	NIL
03	Mr.H. M. Marda	Non-Executive, Independent	2150
04	Mr. S. Balasubramanian	Non-Executive, Independent	NIL
05	Mr. J. K. Khetawat	Non-Executive, Independent	NIL
06	Mrs.Richa Agarwal	Non-Executive, Promoter	1500

Remuneration to Non-Executive Directors:

- They are paid only sitting fees for attending Board/Committee meetings.
- Directors who are in whole time employments of the Company, are not paid any sitting fees.

Sitting fees paid to each of them for attending Board / Committee Meetings are as follows:

Name of the Directors	Total Rupees
Mr. J. Godbole	2,35,000
Mr. H. M. Marda	2,45,000
Mr. U. G. Bhat	50,000
Mr.S.Balasubramanian	1,55,000
Mr. J. K. Khetawat	1,50,000
Total :	8,35,000

Note: The Non-Executive Director have been paid the above mentioned sitting fees and reimbursement of expenses only.

- i) During the year, the Company has paid Rs.3,34,25,568/- as professional fees to M/s SPB Projects & Consultancy Ltd; a Company in which Mr. U. G. Bhat is interested as Deputy Managing Director.
- ii) During the year, the Company has paid Rs.21,75,741/- for Purchase of Materials to M/s. Sree Sakthi Paper Mills Ltd., a Company in which Mr. U. G. Bhat is interested as Director.
- iii) Except these, there were no other pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company.

8. PERFORMANCE EVALUATION OF BOARD:

Pursuant to the provisions of the Companies Act, 2013 and clause 49 of the Listing Agreement, the Board has adopted the criteria for evaluation of its own performance, its committees and individual directors and carried out the required annual evaluation.

In respect of each of the evaluation factors, various aspects covering general parameters in respect of all the directors and its committees have been considered and set out in the Performance Evaluation Policy in accordance with their respective functions and duties.

Self-appraisal by the directors, based on their delegated specific responsibilities has also been carried out.

Further, the Independent directors have evaluated the performance of non-independent directors at a separate meeting held on 27th January, 2015.

Nomination and Remuneration Committee had also evaluated performance of each of the Directors based on the aforesaid evaluation factors.

9. FAMILIARIZATION PROGRAMMES OF INDEPENDENT DIRECTORS:

The Company has adopted familiarization programs for the Independent Directors by way of Presentations at the quarterly Board Meeting which covers their roles, rights, responsibilities in the Company and also includes all the activities and operations in which the Company operates. Involvement of the experts is also made for better awareness and training of all the Directors. Factory Visits are also organized from time to time.

Such Familiarization Programs are disclosed at the Company's Website:

www.emamipaper.in

10. STAKEHOLDERS' RELATIONSHIP COMMITTEE :

The Stakeholders' Relationship Committee was constituted on 25th April, 2014, as per requirement of Section 178(5) of the Companies Act, 2013 and entrusted the responsibilities to deal with matters relating to transfers / transmissions of shares and monitor redressal of complaints from shareholders with respect to transfer of shares, non-receipt of Annual Report, non-receipt of Dividend etc.

The Committee presently consists with the following members:-

a.	Mr. S. Balasubramanian	Chairman
b.	Mr. P. S. Patwari	Member
c.	Mr. Manish Goenka	Member
d.	Mr. H. M. Marda	Member
e.	Mr. J. Godbole	Member

There were no Investors complaints during the year 2014-15.

Mr. G. Saraf, Vice President (Finance) & Secretary is the Compliance Officer of the Company.

During the year one meeting of the Stakeholders Relationship Committee was held on 25th April, 2014.

11. PREFERENCE SHARES COMMITTEE :

The Committee was constituted on 12.02.2013 to deal with the matters relating to Preference Shares i.e. to decide and finalize the terms and conditions for issuance of Preference Shares, including the rate of dividend, amount of premium, if any, on issue and redemption, manner of redemption and matters incidental thereto, to settle any question, difficulty or doubt that may arise in regard to the offer, issue, allotment and utilization of the proceeds of issue and to vary, modify or alter any of the terms and conditions.

The Committee presently consists with the following members:

a.	Mr. H. M. Marda	Chairman
b.	Mr. P. S. Patwari	Member
c.	Mr. Manish Goenka	Member

During the year Two meetings of the Preference Share Committee held on 1st August, 2014 and 17th September, 2014.

12. RISK MANAGEMENT COMMITTEE

As per the amendment to Clause 49 of the Equity Listing Agreement, vide SEBI Circular dated 17th April, 2014, the Committee was constituted on 11.08.2014 to evaluate the operations of the Risk Management Programme. The Committee is responsible for review of annual risk assessments prepared by the Executive Management and the experts engaged by the Company.

The Committee consist the following members:

a.	Mr. P.S. Patwari	Executive Director
b.	Mr. J. Godbole	Independent Director
c.	Mr. M. B. S. Nair	Whole time Director
d.	Mr. S. Balasubramanian	Independent Director

During the year one meeting of the Risk Management Committee held on 3rd November, 2014. However, progress and implementation status is being presented by the Executive Management to the Board from time to time.

13. CORPORATE SOCIAL RESPONSIBILITIES COMMITTEE:

As per Section 135 of the Companies Act, 2013 the Committee was constituted on 21st January, 2014 to monitor and review the CSR Policy of the company from time to time. Corporate Social Responsibility is strongly connected with the principles of sustainability; an organization should make decisions based not only on financial factors, but also on the social and environmental consequences. Therefore, it is the core corporate responsibility of EPML to practice its corporate values through its commitment to grow in a socially and environmentally responsible way, while meeting the interests of its stakeholders.

The Committee was further reconstituted on 27th January, 2015 when Smt. Richa Agarwal was included as member of the Committee.

The Committee presently consist the following members:

a.	Mr. A.V. Agarwal	Chairman
b.	Mr. J. Godbole	Member
c.	Mr. P. S. Patwari	Member
d.	Mr. Manish Goenka	Member
e.	Mr. H. M. Marda	Member
f.	Smt. Richa Agarwal	Member

During the year two meetings of the Corporate Social Responsibility Committee held on 25th April, 2014 and 3rd November, 2014.

14. GENERAL BODY MEETING :

Location and time where the last three Annual General Meetings were held:

Financial Year	Venue	Date	Time
2011 – 12	687, Anandapur, E.M.Bypass, Kolkata – 700 107	13.08.2012	11.00 a.m.
2012 – 13	-do-	13.08.2013	10.00 a.m.
2013 – 14	-do-	11.08.2014	10.00 a.m.

Whether special Resolutions were passed in previous three AGMs: Yes

The following Special Resolutions were passed in previous three AGMs:

- YEAR 2013-14 :**

- 1) Approval for appointment of Mr. M. B. S. Nair as Whole-Time Director, designated as Director (Operations) for a period of 3 years including payment of remuneration for that period.

- 2) Approval for re-appointment of Shri P. S. Patwari as Executive Director for a further period of 3 years, including payment of remuneration for that period, subject to the approval of the Central Government.
- 3) Increase in the Share Capital of the Company and Alteration of Memorandum of Association of the Company.
- 4) Issue of 8% Cumulative Redeemable Non-Convertible Preference Shares of Rs.100/- each to the Promoters on Preferential basis.
- 5) Borrowing Powers of the Board of Directors pursuant to Section 180(1)(c) of the Companies Act, 2013.
- 6) Approval for Additional Mortgage and on Hypothecation of the Assets of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013.
- 7) Adoption of New Articles of Association of the Company containing regulation in conformity with Companies Act, 2013.

• **YEAR 2012-13 :**

- 1) Approval for re-appointment of Shri Aditya Vardhan Agarwal, a Whole-Time Director, designated as Executive Chairman for a period of 3 years including payment of remuneration for that period.
- 2) Approval to review the remuneration of Shri Shyam Patwari, a relative of Shri P. S. Patwari, Executive Director, deemed to hold office or place of profit, as per provision of Section 314 of the Companies Act, 1956.

• **YEAR 2011-12 :**

- 1) Approval for re-appointment of Shri Manish Goenka, as Whole-Time Director for a further period of 3 years, including payment of remuneration for that period.

Whether Special Resolutions passed last year through Postal Ballot –

NIL

15. GREEN INITIATIVES DRIVE BY THE MINISTRY OF CORPORATE AFFAIRS, GOVERNMENT OF INDIA

The Company, as a responsible corporate citizen welcomes and supports the green initiatives taken by the Ministry of Corporate Affairs, Government of India by circular, enabling electronic delivery of documents to the shareholders. The Company has sent the communication to the shareholders through electronic mode at their e-mail addresses registered with the Depository/Registrar & Share Transfer Agent and all such communications were immediately uploaded on Company's website.

16. SUBSIDIARY COMPANY

The Company does not have any subsidiary Company.

17. DISCLOSURES

Related party transactions:

The Company has not entered into any transaction of material nature with the promoters, directors or the management, the subsidiaries or relatives, etc. that may have potential conflict with the interest of the Company.

Compliances by the Company:

There have been no cases of non-compliance by the Company or penalties/ strictures imposed on the Company by the Stock Exchanges or SEBI or any other authority on any matter relating to capital markets during the last three years.

Accounting treatment in preparation of financial statement:

The Company has followed the applicable guidelines of Accounting Standards as specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.

18. MANAGEMENT DISCUSSION & ANALYSIS REPORT

This Annual Report contains a separate and detailed Management Discussion and Analysis section.

19. *DETAILS OF APPOINTMENT/REAPPOINTMENT OF NON-EXECUTIVE/INDEPENDENT DIRECTORS AND KEY MANAGERIAL PERSONNEL:*

Mr. Manish Goenka will retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment

Mrs. Richa Agarwal was appointed as woman director of the company in compliance with section 149(1) of the Companies Act, 2013 and as an additional director under section 161 of the Companies Act, 2013 with effect from 27th January, 2015 till the conclusion of 33rd Annual General Meeting of the Company to be held on 11th August, 2015.

Pursuant to the provisions of Section 203 of the Act, the appointment of Mr. S. K. Khetan, President & C.F.O. and Mr. G. Saraf, Vice President (Finance) & Secretary, were formalized as the Key Managerial Personnel of the Company.

The information pertaining to these Directors are as follows:

Name of Director	Mr. Manish Goenka	Mrs. Richa Agarwal
Age	About 41 years	About 38 years
Date of Appointment	01.02.2000	27.01.2015
Expertise in Specific Functional areas	He is an Industrialist with extensive business experience, expertise in Marketing, Corporate Planning, Business Development, Strategy Formulation and Overall Management.	She has extensive experience in the area of Corporate Planning, Business Development, Marketing and Overall Business Management.
Qualification	M.B.A.	B.Com.
Chairman/Director of other Companies.	- Emami Cement Limited - Prestige Vyapaar Limited - Bhanu Vyapaar Private Limited - Emami Group of Companies Pvt .Ltd.	NIL
Membership/ Chairmanship in Other Board/Committee	NIL	NIL
Equity Shares held in the Company	87,000	1,500

CEO/CFO Certification

The CEO and CFO certification as required by Clause 49 is enclosed at the end of the Report.

20. COMPLIANCE REPORT

The details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause are given below:

Mandatory Requirements:

The Company has fully complied with the mandatory requirements of Clause 49.

NON Mandatory Requirements:

- **MAINTENANCE OF CHAIRMAN'S OFFICE:** The Company has an Executive Chairman.
- **TENURE OF INDEPENDENT DIRECTORS:** As specified in Section 149 of the Companies Act, 2013.
- **REMUNERATION COMMITTEE:** Separately covered under the Report.

Audit Qualification:

There is no Audit Qualification given in the Auditors' Report.

Training of Board Members:

All Board members are experienced and professionals, acquainted with business knowledge, obviating the need for formal training. However, with respect to Executive Directors, the Company arranged need-based training to help them discharge their responsibilities in the most effective way.

Mechanism for the Evaluation of Non-Executive Directors:

The role of Non-Executive Directors of the Company is important; the peer group comprising the entire Board, except the Director being evaluated, evaluates his/her performance. On the basis of such evaluation, it is decided as to whether his/her appointment should be extended or continued.

Whistle Blower Policy:

Any employee may report unethical attitude at the work place without fear and reach the Chairman of the Audit Committee or alternatively may report to the Head-HR.

Vigil Mechanism Policy:

The Vigil Mechanism Policy was approved by the Board of Directors on 21st January, 2014:

- To provide for adequate safeguards against victimization of Employees and Directors who avail of the mechanism and also provide for direct access to the chairperson of the Audit Committee or the Director nominated to play the role of Audit Committee, as the case may be, in exceptional cases.
- The existence of the mechanism will be appropriately communicated within the organization after its establishments.
- In case of repeated frivolous complaints being filed by a Directors or an employee, the Audit Committee or the Director nominated to play the role of Audit Committee may take suitable action against the concerned Director or Employee including reprimand.
- The Company encourages an open door policy where employees have access to the Head of the Business/Function. Any Employee may report unethical attitude at the workplace without fear and reach the Chairman of the Audit Committee.

Secretarial Audit:

In compliance with Section 204 of the Companies Act, 2013, the Company has undertaken a Secretarial Audit from an Independent Practicing Secretary M/s. M. K. B. & Associates, Company Secretary for the financial year ended 31st March, 2015.

Shareholder's Rights and Means of Communication

The quarterly, half-yearly and audited financial results are generally published in The Economic Times/Business Standard/The Times of India, Kolkata (English) and The Dainik Statesman/Ekdin/Ei-Samai(Bengali) and are also displayed on company's website **www.emamipaper.in**. Hence, these are not individually sent to the shareholders.

The Company make arrangements for display at its website all the matters required to be displayed under the Companies Act, 2013 and clause 49 of the Listing Agreement with the Stock Exchange which include Notices of the meeting of the Shareholders and the Board, Book closure, e-voting results, policies on dealing with related party transactions, C.S.R., whistle blower, evaluation criteria as laid down by the Nomination and Remuneration Committee, Code of Conduct for Directors and Senior Managerial Personnel, Code of Practices and procedure for fair disclosure of unpublished price sensitive information etc.

Management's Discussion and Analysis is a part of Directors' Report to the shareholders.

21. Shareholders Information

a) Issue of Preference Shares

During the year the Company has issued 18,75,000, 8% Cumulative Redeemable Non-Convertible Preference Shares of the face value of Rs.100/- each at a premium of Rs.300/- each to the Promoters on preferential basis, aggregating to Rs.75.00 Crores.

b) Unclaimed Dividend

Unclaimed dividend for the year prior to and including the financial year 2006-07 have been transferred to the General Revenue Account of the Central Government / the Investor Education and Protection Fund established by the Central Government / (IEPF), as applicable.

Shareholders who have not encashed their dividend warrants to financial year(s) up to and including 2006-07 may claim such dividend (transferred to the General Revenue Account) from the Registrar of Companies, West Bengal, Government of India, Nizam Palace, II MSO Building, 2nd Floor, 234/4 A. J. C. Bose Road, Kolkata-700 020 by applying in the prescribed form.

The dividend for the undernoted years, if remaining unclaimed for 7 years, will be statutorily transferred by the Company to IEPF in accordance with the schedule given below. Communication has been sent by the Company to the concerned Shareholders advising them to write to the Company with respect to their unclaimed dividend. (Attention is drawn that the unclaimed dividend for the financial year 2007-08 is due for transfer to IEPF on 12/10/2015).

Once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof.

(Rs.in lac)

Financial year	Dividend ID No.	Date of Payment of dividend	Total Amount of Dividend	Unclaimed Dividend as on 31.03.2015	Due date for transfer to I.E.P.F. on
2007-08	26 th	13/10/2008	604.99	0.83	12/10/2015
2008-09	27 th	29/07/2009	363.00	0.57	28/07/2016
2009-10	28 th	11/08/2010	363.00	0.66	10/08/2017
2010-11	29 th	24/08/2011	363.00	0.73	23/08/2018
2011-12	30 th	21/08/2012	363.00	0.68	20/08/2019
2012-13	31 st	23/08/2013	363.00	1.08	22/08/2020
2013-14	32 nd	21/08/2014	363.00	0.89	20/08/2021
Total :			2782.99	5.44	

Details of Un-claimed Dividend is available in the Company's website: www.emamipaper.in

c) 33rd Annual General Meeting:

Date : 11th, August, 2015.

Time : 11.00 a.m.

Venue : 687, Anandapur, E.M.Bypass, Kolkata-700107

d) Date of Book Closure:

4th August, 2015 to 11th August, 2015 (both days inclusive) for the shareholders holding shares in physical form. The Shareholders holding shares in demat form are eligible for dividend for their holding as on 4th August, 2015.

f) Date of Payment of Dividend:

Within 30 days of approval by the shareholders.

g) Financial Calendar of the Company:

- i. April to March
- ii. First Quarter Results – 2nd week of August
- iii. Half –yearly Results – 2nd week of November
- iv. Third Quarter Results – 2nd week of February
- v. Results for the year ending 31st March – by May.

h) Listing of Equity Shares on Stock Exchange:

The Company's shares are listed at Bombay Stock Exchange only.
The relevant Listing Fees for the year was paid.

i) Stock Code:

The Bombay Stock Exchange Ltd. - 533208

The ISIN Number of Company's Equity Shares (of face value Rs.2/- per share) for NSDL& CDSL: INE 830CO1026.

j) Stock Price Data:

Market Price Data on the Bombay Stock Exchange Ltd.(BSE), Mumbai is given hereunder:

Market Price Data: High/Low in each month in the Financial Year 2014-15:

BSE		
Month	High Price (Rs.)	Low Price (Rs.)
April, 2014	29.80	25.05
May, 2014	31.50	24.60
June,2014	36.80	27.10
July,2014	43.00	35.75
August,2014	42.00	35.10
September,2014	60.00	37.60
October, 2014	53.00	40.00
November,2014	54.50	42.30
December, 2014	48.00	37.10
January, 2015	50.00	43.50
February,2015	52.50	41.75
March, 2015	44.70	38.00

k) Registrars & Transfer Agents (Physical & Demat):

Maheshwari Datamatics Pvt. Ltd.
 6, Mangoe Lane (Surender Mohan Ghosh Sarani)
 2nd Floor, Kolkata-700 001
 Phone : 033-2243-5029/5809 Fax : 033-2248-4787
 Email : mdpldc@yahoo.com; mdpl@vsnl.net.in

l) Share Transfer System:

The shares of the Company are eligible for trading in the demat mode also. The shares received for transfers in physical form are first registered normally within three weeks (if in order and complete in all respects) and a demat option form is sent to the shareholders for exercising the option to receive the shares in demat form within 30 days of receipt unless the shareholders desires to get back the physical share certificate. Thereafter shares are confirmed to the respective accounts.

m) Distribution of Shareholding and Shareholding Pattern as on 31.03.2015 (Equity):

Category	Number of shares held	% of Shareholding
A. Promoters' holding		
Promoters		
- Indian promoters		
Individuals	56,56,976	9.35
Corporate	3,95,76,160	65.42
- Foreign Promoters	1,25,000	0.20
Sub-total	4,53,58,136	74.97
B. Non-promoters' holding		
1. Institutional investors		
a. Mutual Funds and UTI	--	--
b. Banks, financial institutions and Insurance companies	--	--
c. Central Govt./State Govt.	--	--
d. Foreign Institutional Investors	--	--
Sub-total	--	--
2. Others		
a. Private corporate bodies	1,16,18,681	19.20
b. Indian public	35,06,768	5.80
c. NRI / OCBs	12,140	0.02
d. Others	3,325	0.01
Sub-total	1,51,40,914	25.03
Grand-total	6,04,99,050	100.00

Analysis of Shareholding:

Category	No. of Shareholders	Number of Shares held	% of Shareholding
1 – 50	450	6,850	0.01
51 – 100	225	21,619	0.04
101 – 250	364	78,913	0.13
251 – 500	222	96,315	0.16
501 – 1000	192	1,64,313	0.27
1001 – 5000	252	6,04,045	1.00
5001 and above	131	5,95,26,995	98.39
Total :	1841	6,04,99,050	100.00

n) Dematerialisation of Shares

99.37 percent of the Company's Paid up Equity Share Capital are held in dematerialized form, out of which 82.96 percent are held with National Securities Depository Limited (NSDL) and 16.41 percent are held with Central Depository Services Limited(CDSL) as on 31st March, 2015.

o) Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity.

The Company has not issued any of the aforesaid instruments.

p) Plant Locations:

1. Vill – Balgopalpur
Balasore – 756 020, Odisha
Phone : (91) (6782) 275723/26/79
Fax : (91) (6782) 275778
Email :balasore@emamipaper.in
2. R. N. Tagore Road, Alambazar
Kolkata –700 035, West Bengal
Phone: (91)(33) 6622-3100, 6540-9610
Fax:(91)(033) 2564-6926
Email: gulmohar@emamipaper.in

q) Address for correspondence:

EMAMI PAPER MILLS LIMITED
687, Anandapur, E.M. Bysass, Kolkata – 700 107
Phone No.(91)(033) 6613 6264 Fax No.(91)(033) 6613 6400
Email :emamipaper@emamipaper.in; gсарaf@emamipaper.in
Website : www.emamipaper.in

r) Electronic Clearing Service (ECS):

The Company is availing of the ECS facilities to distribute dividend in main cities to those members who have opted for it.

For and on behalf of the Board

Place : Kolkata
Date : 6th May, 2015

A. V. AGARWAL
Executive Chairman

Emami paper mills limited

687, Anandapur, E.M.Bypass
Kolkata – 700 107

CIN : L21019WB1981PLC034161

CERTIFICATION BY EXECUTIVE DIRECTOR (C.E.O.) AND PRESIDENT (C.F.O.) OF THE COMPANY

We P. S. Patwari, Executive Director, C.E.O. and S. K. Khetan, President, C.F.O. to the best of our knowledge and belief certify that:

1. We have reviewed the Balance Sheet and Profit and Loss Accounts of the Company for the year ended 31st March, 2015 and all its schedule and notes on accounts, as well as the Cash Flow Statement.
2. To the best of our knowledge and information :
 - a. These statements do not contain any materially untrue statement or omit to state a material fact or contains statement that might be misleading;
 - b. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
3. We also certify that based on our knowledge and information provided to us, there are no transactions entered into by the Company, which are fraudulent, illegal or violate the Company's code of conduct.
4. The Company's other certifying officers and we are responsible for establishing and maintaining internal controls and procedures for the Company, and we have evaluated the effectiveness of the Company's internal controls and procedures.
5. The Company's other certifying officers and we have disclosed, based on our most recent evaluation, whichever applicable, to the Company's auditors and through them to the audit committee of the Company, the following :
 - a. All significant deficiencies in the design or operation of internal controls, which we are aware and have taken steps to rectify these deficiencies;
 - b. Significant changes in internal control during the year;
 - c. Any fraud, which we have become aware of and that involves Management or other employees who have significant role in the Company's internal control systems;
 - d. Significant changes in accounting policies during the accounting year;

We further declare that all members of Board its Committees and all employees working at level of Executive and above including Senior Managerial Personnel have affirmed compliance with the Code of Conduct of the Company of the current year.

For **Emami Paper Mills Limited** For **Emami Paper Mills Limited**

Date : 6th May, 2015
Place : Kolkata

S. K. KHETAN
PRESIDENT (CFO)

P. S. PATWARI
EXECUTIVE DIRECTOR (CEO)