



emami* paper mills limited

regd. office : 687 anandapur e.m. bypass kolkata 700 107 india
phone: 91 33 6613 6264 fax : 033 6613 6900 email : emamipaper@emamipaper.com website : www.emamipaper.in
CIN : L21019WB1981 PLC034161

EPML/BSE_NSE/2021-22
07th February 2022

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

To
The Secretary
BSE Limited
Floor 25, Phirozee Jeejeebhoy Towers
Dalal Street,
Mumbai-400001
Scrip Code: 533208

Dear Sir/Madam,

Sub: Postal Ballot Notice

In continuation to our intimation dated 31st January 2022, regarding obtaining of shareholders approval by way of Postal Ballot for appointment of Shri Amit Kiran Deb (DIN: 02107792) and Shri Sumit Banerjee (DIN: 00213826) as Independent Directors of the Company and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose a copy of the Postal Ballot Notice dated 31st January, 2022.

The remote e-voting period commences at 9:00 a.m. (IST) on Wednesday, 9th February 2022 and ends at 5:00 p.m. (IST) on Thursday, 10th March 2022. The remote e-voting module shall be disabled by CDSL thereafter.

The result of the voting by postal ballot will be announced by the Chairman or any person duly authorized by him, on or before Saturday, 12th March 2022.

The Notice of Postal Ballot is also displayed on the Company's website at www.emamipaper.in.

Kindly take the same on your record.

Thanking You,

Yours faithfully,
For Emami Paper Mills Limited,


Debendra Banthiya
Company Secretary
M.No. F-7790



Encl: As Above



Emami Paper Mills Limited

CIN: L21019WB1981PLC034161

Registered Office :

687, Anandapur, 1st Floor, EM Bypass Kolkata – 700107, West Bengal

Phone No - 91 33 6613-6264, Fax - 033 6613 6900

Website - www.emamipaper.in, E-mail - investor.relations@emamipaper.com

NOTICE OF POSTAL BALLOT

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

Dear Shareholder(s),

Notice is hereby given that pursuant to and in compliance with the provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the **“Act”**), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time (the **“Rules”**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India to the extent applicable read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020 and the General Circular No. 39/2020 dated December 31, 2020, General Circular No.10/2021 dated June 23, 2021 and General Circular No.20/2021 dated December 8, 2021 in relation to the extension of the framework provided in the aforementioned circulars up to June 30, 2022 issued by the Ministry of Corporate Affairs (**“MCA Circulars”**) and pursuant to other applicable provisions of the laws and regulations (including any statutory modification(s) or re-enactment thereof for the time being in force and as amended from time to time), that the Resolutions as set out in this Notice are proposed for approval of the Shareholders of the Company through Postal Ballot by way of voting through electronic means (**“remote e-voting”**).

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 Agent (**“RTA”**). The shareholders would have the option to vote only through remote e-voting and voting through physical ballot papers will not be provided. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes to this postal ballot notice (**“Postal Ballot Notice”**) to cast their vote electronically. Shareholders are requested to cast their vote through the remote e-voting process not later than 5.00 p.m. IST on Thursday, 10th March 2022, 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 Postal Ballot Notice.

The Board of Directors of the Company, at its meeting held on 31st January 2022, has appointed Shri Sandip Kumar Kejriwal(FCS-5152, CP No.- 3821) Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot only through the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

The Scrutinizer shall submit his report to the Chairman or any person authorized by him. The results of the Postal Ballot conducted through remote e-Voting process along with the Scrutinizer’s Report shall be announced on or before Saturday, 12th March 2022. The results along with the Scrutinizer’s Report shall also be intimated 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.in. as well as on the website of CDSL at www.evotingindia.com. The Company will also display the result of the Postal Ballot at its Registered Office.

SPECIAL BUSINESS :

ITEM NO.1

Appointment of Shri Amit Kiran Deb (DIN: 02107792) as an Independent Director of the Company.

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

“**RESOLVED THAT** that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Shri Amit Kiran Deb (DIN: 02107792), who was appointed as an Additional Director under the category of Non-Executive Independent Director of the Company by the Board of Directors pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a shareholder proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from 20th January, 2022 to 19th January, 2027.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO.2

Appointment of Shri Sumit Banerjee (DIN: 00213826) as an Independent Director of the Company.

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

“**RESOLVED THAT** that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Shri Sumit Banerjee (DIN: 00213826), who was appointed as an Additional Director under the category of Non-Executive Independent Director of the Company by the Board of Directors pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a shareholder proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from 20th January, 2022 to 19th January, 2027.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Debendra Banthiya
Company Secretary
(FCS - 7790)

Date: 31st January 2022
Place: Kolkata

NOTES :

1. The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act read with Regulation 36 of Listing Regulations and SS-2 stating all material facts and the reasons for the proposals set out in resolutions is annexed herewith and forms a part of the Notice.
2. The words, "Members" and "Shareholders" are used interchangeably.
3. In line with the MCA 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, 4th February 2022 ("**Cut-Off Date**") received from Depositories and whose e-mail addresses are registered with the Company/Depositories. 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.
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.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and shall also be available on the website of CDSL at www.evotingindia.com.
6. Members who have not registered their e-mail address/mobile number/PAN are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form may get their e-mail address/mobile number/PAN with Company's RTA by visiting the link <https://mdpl.in/form/email-update> or <https://mdpl.in/form/pan-update> or download FORM ISR1 and FORM ISR2, fill it up completely as per the instructions mentioned on the form and send the hard copy of all forms at Maheshwari Datamatics Pvt. Ltd, Registrar & Share Transfer Agent, 23 R.N.Mukherjee Road, 5th Floor Kolkata – 700001.
7. 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. mentioning their names, folio numbers, DP ID, and Client ID.
8. 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.in.
9. Members whose names will appear in the Register of Members or List of Beneficial Owners as on Friday, 4th February 2022, being the cut-off date, will be entitled to vote on the Resolutions set forth in this Notice and voting rights shall be reckoned on the paid-up value of shares registered in their name on that date. A person who is not a Member on the Cut-off Date should treat this Notice for information purposes.
10. Resolutions passed by the shareholders through the postal ballot are 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 under the section "General information and instructions relating to remote e-voting" in this Postal Ballot Notice.
12. The remote e-voting period commences at 9:00 a.m. (IST) on Wednesday, 9th February 2022, and ends at 5:00 p.m. (IST) on Thursday, 10th March 2022. 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 Scrutinizer will submit his report to the Chairman or any person authorised by him after the completion of scrutiny, and the result of the voting by postal ballot through the remote e-voting process will be announced by the Chairman or any person duly authorised by him, on or before Saturday, 12th March 2022, and will also be displayed on the website of the Company (www.emamipaper.in), besides being communicated to the Stock Exchanges, and CDSL.
14. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Thursday, 10th March 2022, i.e., the last date specified for receipt of votes through the remote e-voting process.

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO REMOTE E-VOTING

A. VOTING THROUGH ELECTRONIC MEANS

a) The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	End of remote e-voting
From 9:00 a.m (IST) on Wednesday, 9 th February 2022	Up to 5:00 p.m. (IST) on Thursday, 10 th March 2022

- b) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the relevant depository as on the cut-off date, i.e. Friday, 4th February 2022, only shall be entitled to avail the facility of remote e-voting. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
- c) The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled upon expiry of the aforesaid period.
- d) Demat account holders can now cast their votes electronically by way of a single login credential, through their Demat accounts/websites of Depositories / Depository Participants, without having to register again with the E-voting Service Provider (ESP), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in remote e-voting process.
- e) 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 remote e-voting facility.

Pursuant to above said SEBI Circular, Login method for remote e-voting for Individual shareholders holding securities in Demat mode with CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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: https://eservices.nsd.com 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. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(i) 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.
- 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.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

5) 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">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.
Dividend Bank Details	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.
OR Date of Birth (DOB)	<ul style="list-style-type: none">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.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) 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 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.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 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 at the email address: sandipkej2@gmail.com and to the Company at the email address: investor.relations@emamipaper.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Process for those shareholders whose email IDs are not registered with the depositories for procuring user ID and password and registration of email IDs for remote e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, Number of Equity Shares held, scanned copy of the share certificate (front and back) along with a self-attested scanned copy of PAN card, self-attested scanned copy of any document (such as AADHAAR card / latest Electricity Bill / latest Telephone/Mobile Bill / Driving License / Passport / Voter ID Card / Bank Passbook particulars) in support of the postal address of the Member as registered against their shareholding, by email to the Company at investor.relations@emamipaper.com or by visiting the email updation link of the Company's Registrar and Share Transfer Agent M/s. Maheshwari Datamatics Pvt. Ltd. at <https://mdpl.in/form/email-update>.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card to the Company at investor.relations@emamipaper.com or register/update the same through respective Depository Participants (DPs). Any such updation effected by the DPs will automatically reflect subsequently in the Company's records. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained in 'Login method for remote e-Voting for Individual shareholders holding securities in demat mode.'

Alternatively, a member may send an e-mail request to helpdesk.evoting@cdslindia.com for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

If you have any queries or issues regarding remote e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

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 on 022-23058542/43.

Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

Item No.1

Appointment of Shri Amit Kiran Deb (DIN: 02107792) as an Independent Director of the Company.

The Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee, appointed Shri Amit Kiran Deb (DIN: 02107792) as an Additional Director under the category of Non-Executive Independent Director for a term of 5 (five) consecutive years from 20th January 2022 to 19th January 2027, not liable to retire by rotation, subject to the approval of shareholders. In the Board Meeting held on 31st January 2022, the Board decided to seek approval of the same from the shareholders through Postal Ballot under Section 110 of the Companies Act, 2013 (the "Act").

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Shri. Amit Kiran Deb 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 an Independent Director at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has also received from Shri Amit Kiran Deb (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 Listing Regulations.

The Company has received notice under Section 160 of the Act from a shareholder proposing the candidature of Shri Amit Kiran Deb for the office of Independent Director of the Company.

In the opinion of the Board of Directors, Shri Amit Kiran Deb fulfills the conditions specified in the Act, Rules, and 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 Amit Kiran Deb would be of immense benefit to the Company.

Shri Amit Kiran Deb during his tenure as Independent Director of the Company will be attaining the age of 75 years. This approval of shareholders by special resolution must also be taken as approval under Regulation 17(1A) of Listing Regulations for his continuance as independent director after attaining the age of 75 years.

Copy of the letter of appointment of Shri Amit Kiran Deb 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 Postal Ballot Notice.

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

Pursuant to Regulation 25(2A) of Listing Regulations the appointment of Shri Amit Kiran Deb is subject to the approval of shareholders by way of Special Resolution. The Board of Directors recommends the Special Resolution as set out at item no. 1 for approval of shareholders of the Company.

Except Shri Amit Kiran Deb, 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.

A brief profile of Shri Amit Kiran Deb is given below:

Shri Amit Kiran Deb, Retired I.A.S Officer, is the former Chief Secretary of Government of West Bengal and Former Chairman of Gujarat Ambuja Housing Development Limited. He also served as the Commissioner Cum Secretary (Education and Social Welfare Department, Government of Tripura), and Joint Secretary (Cabinet Secretariat), and Joint Secretary (Department Of Electronics, Government Of India).

Additional information in respect of Shri Amit Kiran Deb, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is annexed to this Notice.

Item No.2

Appointment of Shri Sumit Banerjee (DIN: 00213826) as an Independent Director of the Company.

The Board of Directors of the Company, based on the recommendation of the Nomination & Remuneration Committee appointed Shri Sumit Banerjee (DIN:00213826) as an Additional Director under the category of Non-Executive Independent Director for a term of 5 (five) consecutive years from 20th January 2022 to 19th January 2027 not liable to retire by rotation subject to the approval of shareholders. In the Board Meeting held on 31st January 2022, the Board decided to seek approval of the same from the shareholders through Postal Ballot under Section 110 of the Companies Act, 2013 (the "Act").

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Shri Sumit Banerjee 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 an Independent Director at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has also received from Shri Sumit Banerjee (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 Listing Regulations.

The Company has received notice under Section 160 of the Act from a shareholder proposing the candidature of Shri Sumit Banerjee for the office of Independent Director of the Company.

In the opinion of the Board of Directors, Shri Sumit Banerjee fulfills the conditions specified in the Act, Rules, and 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 Sumit Banerjee would be of immense benefit to the Company.

Copy of the letter of appointment of Shri Sumit Banerjee 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 Postal Ballot Notice.

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

Pursuant to Regulation 25 (2A) of Listing Regulations, the appointment of Shri Sumit Banerjee is subject to the approval of shareholders by way of Special Resolution and thus the Board of Directors recommends the Special Resolution as set out at item no. 2 for approval of shareholders of the Company.

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

A brief profile of Shri Sumit Banerjee is given below:

Shri Sumit Banerjee by education is B. Tech (H) from IIT Kharagpur and also completed Management Education Program (MEP) from IIM, Ahmedabad. He is former Managing Director and CEO of ACC Limited, former Vice Chairman at Reliance Cement, and CEO Of Infra Business at Reliance Infrastructure Limited.

He has been recognized for his work through several Awards and Laurels, like the Corporate Citizen of the Year by CNBC TV18, Best Bengali Business Person of the Year 2009, Award for Fair Business Practices, Best Performance in Sustainability, Cost Management, etc.

Additional information in respect of Shri Sumit Banerjee, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is annexed to this Notice.

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

Debendra Banthiya
Company Secretary
(FCS - 7790)

Date: 31st January 2022
Place: Kolkata

Details of Directors seeking appointment

[Pursuant to the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India]

Name of the Director	Shri Amit Kiran Deb	Shri Sumit Banerjee
Date of Birth / Age	26.12.1948, 73 years	21.07.1956, 65 years
DIN	02107792	00213826
Nationality	Indian	Indian
Date of the first appointment on the Board	20 th January 2022	20 th January 2022
Terms and Conditions of Appointment	Appointed as an Independent Director for a period of 5 (five) consecutive years, not liable to retire by rotation, from 20 th January 2022 to 19 th January 2027.	Appointed as an Independent Director for a period of 5 (five) consecutive years, not liable to retire by rotation, from 20 th January 2022 to 19 th January 2027
Remuneration last drawn (including sitting fees, if any) /Remuneration proposed to be paid	As per Explanatory Statement	As per Explanatory Statement
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None
Qualification(s)	M.A in Political Science from Allahabad University in 1969, Joined Indian Administrative Service (IAS) in 1971	B. Tech (H) from IIT Kharagpur and also completed Management Education Program (MEP) from IIM, Ahmedabad.
Experience and expertise in the specific functional area	40 years experience in Administration, strategy formulation, and Management.	He is a professional with top management level exposure to various core sector industries, such as Non-Ferrous Metals, Steel Processing, Cement, and Infrastructure.
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	Shri Amit Kiran Deb has sufficient breadth of skills in areas of Administration, strategy formulation, and Management. The Company believes that his skills, knowledge, and experience on the Board will complement the effective functioning of the Company.	Shri Sumit Banerjee is a professional having top management level exposures and has sufficient breadth of skills in areas of Administration, strategy formulation, and Management. The Company believes that his skills, knowledge, and experience on the Board will complement the effective functioning of the Company.
List of Directorship in other companies as on 20th January 2022	<ul style="list-style-type: none"> • Bengal Ambuja Housing Development Limited • Emami Limited, • Hiranmaye Energy Limited, • India Power Corporation Limited, • Skipper Limited • Century Plyboards (India) Ltd. • Star Cement Limited • Meghalaya Power Limited • B & A Limited 	<ul style="list-style-type: none"> • JSW Cement Limited • IDAA Infrastructure Limited • IRB Tumkur Chitradurga Tollway Limited • Clean Max Enviro Energy Solutions Private Limited

List of Membership/ Chairmanship of Committees of other companies as on 20th January 2022 (Includes only Audit & Stakeholders' Relationship Committee)	<ul style="list-style-type: none"> i. Bengal Ambuja Housing Development Limited – Member of Audit Committee ii. Emami Limited - Member of Audit Committee iii. Hiranmaye Energy Limited- Member of Audit Committee iv. India Power Corporation Limited - Chairman of Audit Committee Chairman of Stakeholders' Relationship Committee v. Star Cement Limited – Chairman of Audit Committee vi. Skipper Limited - Chairman of Audit Committee Chairman of Stakeholders' Relationship Committee 	<ul style="list-style-type: none"> i. JSW Cement Limited – Member of Audit Committee ii. IDAA Infrastructure Limited- Member of Audit Committee iii. IRB Tumkur Chitradurga Tollway Limited - Member of Audit Committee iv. Clean Max Enviro Energy Solutions Private Limited - Member of Audit Committee
Listed entities from which the Director has resigned in the past three years	<p style="text-align: center;">Nil</p>	<p>Brady And Morris Engineering Company Limited w.e.f. 18th August 2020.</p>
Number of shares held in the Company as of 20th January 2022	<p style="text-align: center;">Nil</p>	<p style="text-align: center;">Nil</p>
Number of meetings of the Board attended during the Financial year	<p>1 (one) out of 1(one) Board Meeting held since his appointment.</p>	<p>1 (one) out of 1(one) Board Meeting held since his appointment.</p>