



Emami Paper Mills Limited

CIN: L21019WB1981PLC034161

Regd. Off: 687, Anandapur, 1st Floor, EM Bypass, Kolkata – 700107, West Bengal
Tel: (033) 66136264; E-mail: investor.relations@emamipaper.com; Website: www.emamipaper.in

NOTICE OF POSTAL BALLOT

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

Dear Shareholder(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions, if any of the Companies Act, 2013, ("Act"), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification (s), amendment(s) or re-enactment(s) thereof for the time being in force ("Rules"), 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, 03/2022 dated May 5, 2022, and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Regulation 44 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 and any other applicable law, rules, and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions as set out in this Notice are proposed to be passed by the shareholders of the Company through Postal Ballot by voting through electronic means ("e-voting") only.

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("RTA").In compliance with the MCA circulars the shareholders would have the option to vote only through remote e-voting and hence a physical copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid 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 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, 15th April, 2023, 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 13th February, 2023, has appointed Shri Sandip Kumar Kejriwal (FCS – 5152, CP No. - 3821), Practicing Company Secretary, 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 authorized by him. The results of the Postal Ballot conducted through the remote e-voting process along with the Scrutinizer's Report shall be announced on or before Monday, 17th April, 2023. 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

1. APPROVE THE APPOINTMENT OF SHRI PITAMBER SHARAN PATWARI (DIN: 00363356) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY W.E.F 1ST APRIL, 2023 AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN "ORDINARY RESOLUTION".

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 read with 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), Shri Pitamber Sharan Patwari (DIN: 00363356) who is appointed as an Additional Director (Non-Executive, Non-Independent) of the Company effective from 1st April, 2023, by the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013 ('Act') read with related Rules (including any modification, amendment or re-enactment thereof) and Articles of Association of the Company, and 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 Member 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 with effect from 1st April, 2023, liable to retire by rotation."

2. APPROVE THE PAYMENT OF REMUNERATION TO SHRI PITAMBER SHARAN PATWARI (DIN: 00363356) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY W.E.F 1ST APRIL, 2023 AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A "SPECIAL RESOLUTION".

"RESOLVED THAT pursuant to the provisions of sections 197, 198 read with Schedule V and all

other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, approval of the members of the Company be and is hereby accorded for payment of remuneration to Shri Pitamber Sharan Patwari (DIN: 00363356) as Non-Executive Non Independent Director of the Company w.e.f 1st April, 2023 for a period of 3(Three) years with effect from 1st April, 2023 as set out below and as recommended by the Nomination & Remuneration Committee ("Committee") and approved by the Board, with liberty to the Board of Directors (including any committees of the Board) to alter and vary the terms and conditions of the said remuneration in such manner as deemed fit and necessary:-

Remuneration: Rs. 1,00,00,000 (Rupees One crore only) per annum w.e.f. 1st April 2023, by way of monthly payment. He will not be entitled to sitting fees for attending the meeting of the Board and its Committees. Any revision in remuneration will be made after being approved by the Board of Directors on the recommendation of Nomination and Remuneration Committee which shall be subject to the monetary revision of 15% per annum of the last yearly remuneration received.

Reimbursements & Other Benefits: Reimbursement of expenses actually and properly incurred in the course of the Company's business including travel, use of the Company's car, and such other benefits as per the Company's policy.

RESOLVED FURTHER THAT wherein in any financial year the company has no profits or its

profits are inadequate, the Company shall pay the remuneration as mentioned herein as the minimum remuneration to Shri Pitamber Sharan Patwari, Non-Executive Non-Independent Director, for a period of 3 (Three) years w.e.f. 1st April, 2023.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and Board of Directors, be and is hereby authorised to alter, modify or revise from time to time, the said terms and conditions of appointment and remuneration of Shri Pitamber Sharan Patwari in such manner as may be considered appropriate and in the best interests of the Company and as may be permissible, from time to time.

RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of

the Company (including any Committee thereof) 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 this 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 of Directors
For **Emami Paper Mills Limited**

Debendra Banthiya
Company Secretary
FCS - 7790

Kolkata
13th February, 2023

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 10th March, 2023 ("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 Private Limited ("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 Companies (Management and Administration) Rules, 2014, 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.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. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023 and linking PAN with Aadhaar by March 31, 2022 vide its circular dated November 3, 2021 and December 14, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars Maheshwari Datamatics Pvt. Ltd. at mdpldc@yahoo.com. The forms for updating the same are also available at the website of the company at www.emamipaper.in
7. Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, RTA is obligated to freeze such folios. The securities in the

- frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
8. 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.
 9. 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.
 10. Only those members whose names will appear in the Register of Members or List of Beneficial Owners as on Friday, 10th March, 2023, being the cut-off date, will be entitled to cast their votes through postal ballot by remote e-voting on the 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.

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.
 11. 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.
 12. 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.
 13. The remote e-voting period commences at 09:00 a.m. (IST) on Friday, 17th March, 2023, and ends at 05:00 p.m. (IST) on Saturday, 15th April, 2023. 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.
 14. 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 Monday, 17th April, 2023 and will also be displayed on the website of the Company (www.emamipaper.in), besides being communicated to the Stock Exchanges, CDSL and will be displayed at the registered office of the company.
 15. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Saturday, 15th April, 2023, i.e., the last date specified for receipt of votes through the remote e-voting process.
 16. **GENERAL INFORMATION AND INSTRUCTIONS RELATING TO 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 09:00 a.m. (IST) on Friday, 17th March, 2023 and ends on 05:00 p.m. (IST) on Saturday, 15th April, 2023. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday 10th March, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast

their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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 abovesaid 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 CDSL Depository | <ol style="list-style-type: none"> 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 cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 & 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. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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. |
| Individual Shareholders holding securities in demat mode with NSDL Depository | <ol style="list-style-type: none"> 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” |

| Type of shareholders | Login Method |
|--|---|
| | <p>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.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.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.</p> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | 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 toll free no. 1800 22 55 33 |
| 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 |

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.
- 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 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"> 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 OR 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"> 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. |

- (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 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 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 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;(designated email address by company), 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/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”) IN RESPECT OF THE RESOLUTIONS AT ITEM NO. 1 AND 2.

Shri Pitamber Sharan Patwari (DIN: 00363356) was re-appointed as Executive Director for a term of 3(Three) years commencing from 1st April 2020 by the Shareholders of the Company at the 38th Annual General

Meeting held on 21st September, 2020 and accordingly, his tenure ends on 31st March, 2023.

Upon completion of his tenure as Executive Director, the Board of Directors in their meeting held on 13th February, 2023, based on the recommendation of the Nomination and Remuneration Committee(“NRC”) and Audit Committee, approved the appointment of Shri Pitamber Sharan Patwari as an Additional Director in the category of Non-Executive Non-independent Director w.e.f. 1st April, 2023, liable to retire by rotation, to hold office up to the date of commencement of ensuing Annual General Meeting of the Company.

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Shri Pitamber Sharan Patwari (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and he has not been debarred from holding the office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority

Shri Pitamber Sharan Patwari as a Non-Executive Non-Independent Director will be guiding the Senior Management, especially in the areas of Strategic Planning and Business Development. The Board of Directors of the Company pursuant to the recommendation of the Nomination and Remuneration Committee and Audit Committee, subject to the approval of the Shareholders, approved payment of remuneration to Shri Pitamber Sharan Patwari, Non-Executive Non-Independent Director of the Company for a period of 3 (Three) years with effect from 1st April 2023, as mentioned in the Resolution set out at Item No. 2. The said remuneration will be paid as minimum remuneration to Shri Pitamber Sharan Patwari even if it exceeds one percent of the net profits of the Company in accordance with sections 197, 198 of the Act, including any statutory modification(s) or re-enactment(s) thereof and notwithstanding the limits approved by the Shareholders of the Company for payment of remuneration to Non-Executive Directors of the Company from time to time. Notwithstanding the profits in any financial year, the Company shall pay the remuneration as the minimum remuneration to Shri Pitamber Sharan Patwari, Non-Executive Non-Independent Director, for a period of 3 (Three) years w.e.f. 1st April 2023.

Further, pursuant to Regulation 17(6)(ca) of the SEBI Listing Regulations, approval of the Shareholders of the Company will be sought separately for payment of remuneration to Shri Pitamber Sharan Patwari, as

Non-Executive Non-Independent Director of the Company in the eventuality of it exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors for the Financial Year 2023-24.

A brief resume of Shri Pitamber Sharan Patwari, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, name of listed entities and other companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, as stipulated under Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are stated herein.

Your Board is of the view that Shri Pitamber Sharan Patwari's knowledge and experience will continue to be of immense benefit and value to the Company and pursuant to the recommendation of the NRC,

recommends his remuneration as a Non-Executive Non-Independent Director of the Company for a period of 3 (Three) years with effect from 1st April 2023 to the Shareholders.

Your Board recommends the Resolutions set out at Items No. 1 & 2 of the Notice for approval of the Shareholders in compliance with the Companies Act, 2013 ("the Act") read with Rules made thereunder and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Save and except Shri Pitamber Sharan Patwari, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company, and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item No. 1 & 2 of the Notice. Shri Pitamber Sharan Patwari is not related to any other Director / KMP of the Company.

Additional information on Director recommended for appointment as required under Listing Regulations and applicable Secretarial Standards

| | |
|--|--|
| Name of the Director | Shri Pitamber Sharan Patwari |
| DIN | 00363356 |
| Date of Birth | 16th March, 1955 |
| Age | 68 years |
| Date of First appointment on the Board | 28th November, 1994 |
| Qualifications | B.Com; F.C.A. |
| Brief Resume, skills and capabilities required for the role and the manner in which the Director meets the requirements | <p>Shri Pitamber Sharan Patwari is a Chartered Accountant having extensive experience of 41 years in the areas of Finance, Accounting, Marketing, Corporate Planning, Business Development, Strategy formulation, and overall management.</p> <p>He joined the Company in the year 1984. He was elevated to the position of Executive Director on 1st December 1996 and played a lead role in the implementation of the Multi-Layer Coated Board Project at Balasore in a record time.</p> <p>The Company gained immense benefits because of his leadership qualities, and commercial and financial acumen.</p> <p>He is associated with various federations and social organizations and was awarded the "CA Business Achiever Award" in the SME category for excellent management for the year 2010 by The Institute of Chartered Accountants of India.</p> |
| Expertise in specific functional areas and experience | He is a Chartered Accountant, with extensive experience in the area of Finance, Accounting, Corporate Planning, Business Development, Strategy formulations, and overall management. |
| Terms and conditions of appointment | As per Explanatory Statement. |
| Shareholding including shareholding as a beneficial owner | Nil |
| Inter-se relationship with other Directors and Key Managerial Personnel of the Company | None |
| Directorships held in other companies (including Listed Companies) | <ol style="list-style-type: none"> 1. Barbrik Barter Private Limited 2. Biswanath Barter Private Limited 3. Bengal Emami Housing Limited 4. Prakash Mercantile Private Limited |
| Memberships/ Chairmanships of committees of other companies | None |
| Listed entities from which the person has resigned in the past three years | None |
| Remuneration | Rs. 1,90,21,200/- (for 9 months ended 31st December, 2022) Rs 3,25,97,268/- (for FY 2021-22) |
| Number of meetings of the Board attended during the year i.e. FY 2022-23 (upto the date of this notice) | 5 (Five) |

STATEMENT OF INFORMATION FOR SHRI PITAMBER SHARAN PATWARI (DIN: 00363356) PROVIDED IN TERMS OF THE SECTION II OF THE PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013.

I. GENERAL INFORMATION

- 1) **Nature of Industry** - Manufacturing and selling of 'PAPER AND PAPER BOARD' including 'Newsprint'
- 2) **Date or expected date of commencement of commercial production** - Not applicable
- 3) **In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus** - Not applicable.
- 4) **Financial Performance based on given indicators-**

(Rs in cores)

| Sl. | Particulars | 2022-23 (9 months) (Un-audited) | 2021-22 (Audited) | 2020-21 (Audited) |
|-----|--|---------------------------------------|----------------------|----------------------|
| a) | Paid up Equity Share Capital | 12.10 | 12.10 | 12.10 |
| b) | Reserve & Surplus (other Equities as per Ind AS) (as on balance sheet date) | - | 397.40 | 283.84 |
| c) | Sale/Income from operation | 1,775.41 | 1,957.71 | 1,216.27 |
| d) | Total Income | 1,776.74 | 1,959.41 | 1,236.58 |
| e) | Profit before exceptional items and tax | 108.61 | 159.33 | 30.16 |
| f) | Profit before tax | 108.61 | 153.39 | 102.62 |
| g) | Profit after tax | 80.45 | 114.80 | 51.06 |

- 5) **Foreign investments or collaborations, if any** – Not applicable

II. Information about the appointee:

- 1) **Background details** - Shri Pitamber Sharan Patwari, B. Com, FCA aged about 68 years, joined the Company in the year 1984. He was elevated to the position of Executive Director on 01.12.1996. He has extensive knowledge of Finance, Accounting, Marketing, Corporate Planning, Business Development, Strategy formulation, and overall management. His brilliance, dedication, and outstanding ability coupled with keen insight, tenacity, and fair-sightedness, soon made him the Senior Executive of the Company. He has always an excellent flavor of Public relations. He has played a lead role in the implementation of the Multi-Layer Coated Board Project at Balasore in a record time. He is associated with various federations and social organizations.
- 2) **Past Remuneration as an Executive Director** –

(in Rs.)

| FY 2022-23 (for 9 months i.e. till 31 st December 2022) | FY 2021-22 | FY 2020-21 |
|---|---------------|---------------|
| 1,90,21,200/- | 3,25,97,268/- | 2,54,33,994/- |

- 3) **Recognition or Awards** - He has been awarded the "CA Business Achiever Award" in the SME category for excellent management for the year 2010 by the Institute of Chartered Accountants of India.

4) Job profile and his suitability –

Shri Pitamber Sharan Patwari, as a Non-Executive Non-Independent Director will be guiding the Senior Management, especially in the areas of Strategic Planning and Business Development

He will continue to play an important role in strengthening the Company. He will provide counsel to Senior Management on key issues facing the Company.

The Board of Directors of the Company pursuant to the recommendation of the Nomination and Remuneration Committee and Audit Committee, and subject to the approval of the Shareholders, approved payment of remuneration to Shri Pitamber Sharan Patwari, Non-Executive Non-Independent Director of the Company for a period of 3 (Three) years with effect from 1st April 2023.

5) **Remuneration Proposed –**

As detailed in the statement of this notice. The proposed remuneration is commensurate with the responsibilities of the appointee and is in line with the industry practices.

6) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person –**

Taking into consideration the size of the Company, the profile of Shri Pitamber Sharan Patwari, the responsibilities to be shouldered by him and the industry benchmarks, the remuneration proposed to be paid to the Non-Executive Non-Independent Director is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

7) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director, if any –**

Besides the remuneration proposed, Shri Pitamber Sharan Patwari has no other pecuniary relationship with the Company or any relationship with the managerial personnel of the Company.

III. Other Information:

- 1) **Reasons of loss or inadequate profits -** The Company has a profitable operations but the remuneration proposed does not fall under the limits as specified under Section 197 of the Act, and hence, resulted in inadequacy of profits.

2) **Steps taken or proposed to be taken for improvement -** The Company has taken significant steps to reduce costs in line with the projected sales given the COVID impact.

Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins.

3) **Expected increase in productivity and profit in measureable terms -** The Company is very conscious about improvement in productivity and undertakes continuous measures to improve it. However, it is extremely difficult in the present scenario to predict the profits in measurable terms.

IV. Disclosures:

The details of remuneration to Shri Pitamber Sharan Patwari, are given in the statement annexed herewith of this Notice.

The information and Disclosures of the remuneration package of all Directors will be mentioned in the Annual Report in the Corporate Governance Report Section. The conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section 3 of section 196 of the Act are not applicable to a Non-Executive Director.

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

Debendra Banthiya
Company Secretary
FCS - 7790

Kolkata
13th February, 2023