



# Emami Paper Mills Limited

**Registered Office:** Acropolis, Unit No. 1, 15th Floor  
1858/1, Rajdanga Main Road, Kasba, Kolkata - 700 107

**Phone:** +91 33 6627 1301

**Email:** investor.relations@emamipaper.com

**Website:** www.emamipaper.in

**CIN:** L21019WB1981PLC034161

## Notice

**NOTICE** is hereby given that the **Thirty Ninth Annual General Meeting ("AGM")** of the Members of Emami Paper Mills Limited ("the Company") will be held on **Friday, 27th August, 2021 at 11.00 A.M.** through **Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")** to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2021 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend @ 8% p.a., i.e. ₹ 8/- per Preference Share of face value of ₹ 100/- each for the financial year 2019-20 and 2020-21, respectively.
3. To appoint a Director in place of Mr. P. S. Patwari (DIN: 00363356), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Aditya V. Agarwal (DIN: 00149717), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

5. To consider and ratify the remuneration payable to M/s V.K. Jain & Co., Cost Accountants as Cost Auditors for the financial year ending 31st March, 2022 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 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for payment of remuneration of ₹1,50,000/- (Rupees One Lac Fifty Thousand only) plus applicable taxes and out of pocket expenses, for conducting audit of the cost accounting records of the Company for the financial year 2021-22 as may be applicable to the Company, to

M/s. V.K. Jain & Co., Cost Accountants (Firm's Registration No: 00049) who were re-appointed as Cost Auditors of the Company by the Board of Directors of the Company at its meeting held on 1st June 2021".

6. To consider and approve the re-appointment and remuneration of Mr. Aditya V. Agarwal (DIN:00149717) as a Whole-time Director, designated as "Executive Chairman", liable to retire by rotation, 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 the Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, if any, read with relevant Rules and Schedule V made thereunder ("Act") (including any statutory modification(s) or re-enactment(s) thereof), the Articles of Association of the Company and applicable Regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Aditya V. Agarwal (DIN: 00149717) as Whole-time Director, designated as "Executive Chairman", liable to retire by rotation, for a period of 3 (three) years w.e.f. 1st November, 2021, on the terms and conditions including payment of remuneration as set out in the statement annexed to this Notice convening this meeting and as enumerated in the Agreement dated 1st June, 2021 which has been submitted to this meeting and is also hereby specifically approved.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby authorised to alter or vary the terms & conditions of his re-appointment and/or remuneration as it may deem fit and in such manners, as may be agreed to between the Board and Mr. Aditya V. Agarwal and in the event of absence or inadequacy of profit, the Company may pay remuneration to Mr. Aditya V. Agarwal by way of salary and perquisites

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as Minimum Remuneration notwithstanding that such remuneration is in excess of the limits specified in the Act or Listing Regulations (including any statutory modification(s) thereof from time to time).

**RESOLVED FURTHER THAT** re-appointment of Mr. Aditya V. Agarwal as a Director of the Company immediately on retirement by rotation shall not be deemed to constitute a break in his appointment/service as Whole-time Director of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable in this regard."

7. To consider and approve the appointment and payment of remuneration of Mr. Vivek Chawla (DIN: 02696336) as a Whole-time Director, liable to retire by rotation, designated as Whole-time Director & Chief Executive Officer (CEO) 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules made thereunder ("Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vivek Chawla (DIN: 02696336) who, pursuant to Section 161 of the Act and the Articles of Association of the Company was appointed as an Additional Director and designated as a Whole-time Director by the Board of Directors of the Company at their meeting held on 20th November 2020, based on the recommendation of the Nomination and Remuneration Committee of the Board and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose Mr. Vivek Chawla as a candidate for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Sections 196, 197, 203 and other applicable provisions

of the Companies Act, 2013, if any, read with relevant Rules and Schedule V made thereunder ("Act") (including any statutory modification(s) or re-enactment(s) thereof), the Articles of Association of the Company and applicable Regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Vivek Chawla (DIN: 02696336) as Whole-time Director, liable to retire by rotation, for a period of 3 (three) years w.e.f. 2nd December, 2020, on the terms and conditions including payment of remuneration as set out in the Statement annexed to this Notice convening this meeting and as enumerated in the Agreement dated 7th December, 2020, which has been submitted to this meeting and is also hereby specifically approved.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby authorised to alter or vary the terms & conditions of his appointment and/or remuneration as it may deem fit and in such manners, as may be agreed to between the Board and Mr. Vivek Chawla and in the event of absence or inadequacy of profit, the Company may pay remuneration to Mr. Vivek Chawla by way of salary and perquisites as Minimum Remuneration notwithstanding that such remuneration is in excess of the limits specified in the Act (including any statutory modification(s) thereof from time to time).

**RESOLVED FURTHER THAT** re-appointment of Mr. Vivek Chawla as a Director of the Company immediately on retirement by rotation shall not be deemed to constitute a break in his appointment/service as Whole-time Director of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable in this regard."

By order of the Board

**G.Saraf**

*Vice President (Finance) & Company Secretary*

FCS: 2028

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## NOTES:

1. Considering the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its General Circular No. 02/2021 dated 13th January, 2021 read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 20/2020 dated 5th May, 2020 (collectively referred to as "MCA Circulars") and other applicable circulars issued by the Securities and Exchange Board of India ("SEBI Circulars"), has allowed the Companies to conduct Annual General Meeting ("AGM") through VC/OAVM during the calendar year 2021. The physical attendance of the Members at the AGM venue is not required. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Generally, a Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form, Attendance Slip and Route Map of AGM Venue are not annexed hereto. However, the Institutional/Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-Voting.
3. In this Notice, the term Member(s) or Shareholder(s) are used interchangeably.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a Member using remote e-Voting as well as the e-Voting system on the date of the AGM will be provided by CDSL.
5. The Shareholders can join the AGM in the VC/OAVM mode 15 minutes before the Scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility to join the meeting shall be kept open throughout the Proceedings of AGM for convenience of the Shareholders and proper conduct of AGM. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Shareholders on first come first served basis. This will not include large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. **Dispatch of Annual Report through Electronic Mode:**

In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail address is registered with the Depository Participants/RTA. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website [www.emamipaper.in](http://www.emamipaper.in), websites of the Stock Exchanges that is, BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-Voting system during the AGM) i.e. at [www.evotingindia.com](http://www.evotingindia.com).
8. The transcript of the forthcoming AGM on Friday, 27th August, 2021 shall be made available on the website of the Company at [www.emamipaper.in](http://www.emamipaper.in) as soon as possible after the meeting is over.
9. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice shall be made available for inspection electronically,

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from date of circulation of this Notice, till the date of AGM, on receipt of request by the Company at investor.relations@emamipaper.com.

10. The Register of Members and Share Transfer Book of the Company will remain closed from Saturday, 21st August, 2021 to Friday, 27th August, 2021 (both days inclusive) for the purpose of AGM.
11. Those shareholders who have registered/not registered their e-mail address or registered an incorrect e-mail address and mobile numbers including address and bank details may please contact and validate/update their details with the Depository Participants in case of shares held in electronic form and with M/s. Maheshwari Datamatics Private Limited, Registrar & Transfer Agent of the Company ("RTA") in case of shares are held in physical form.
12. Pursuant to the amendments in the Income Tax Act, dividend income is taxable in the hands of the shareholders from 1st April, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, Category as per IT Act with their Depository Participants or in cases shares are held in physical form, with the Company by sending an email to the Company's e-mail address at investor.relations@emamipaper.com or the RTA at mdpldc@yahoo.com.
13. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Shareholders holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining demat accounts. Shareholders holding shares in physical form can submit their PAN to the Registrar, M/s Maheshwari Datamatics Pvt. Ltd., 23 R.N. Mukherjee Road 5th Floor, Kolkata-700 001. Phone: 033 2243 5029/2248 2248, Fax: 033 2248 4787, Email: mdpldc@yahoo.com.
14. Shareholders holding shares in single name and physical form are advised to make a nomination in respect of their shareholding in the Company. Shareholders are also advised to dematerialise their shareholding to avail numerous benefits of dematerialisation, which include transferability, easy liquidity, trading and elimination of any possibility of loss of documents.
15. Non-Resident Indian Shareholders are requested to inform the RTA of the Company immediately regarding:
  - (a) Change in their residential status on return to India for permanent settlement.
  - (b) Particulars of their bank account, maintained in India with complete name, branch, account type, account number and address of the bank with a pin code number, if not furnished earlier.
16. **Voting through electronic means:**

The Company is pleased to provide members, facility to exercise their right to vote on resolutions proposed to be considered at the 39th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Shareholders using an electronic voting system from a place other than venue of the AGM ("remote E-Voting") will be provided by Central Depository Services (India) Limited (CDSL).
17. The Shareholders as on the cut-off date viz. Friday, 20th August 2021, shall only be eligible to vote on the resolutions mentioned in the Notice of the AGM.
18. The Shareholders shall have one vote per equity share held by them. The facility of voting would be provided once for every folio/client id, irrespective of a number of joint holders.
19. Any person, who acquires shares of the Company and becomes a member of the Company after dispatching of the Notice of the Annual General Meeting and holding shares as on the cut-off date i.e. Friday, 20th August 2021 may obtain the Login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if a person is already registered with CDSL for e-Voting then existing User ID and password can be used for casting vote.
20. Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting under **Item No. 5 to 7** forms part of this Notice and is annexed as "Annexure I" to the Notice.
21. Brief details of Directors retiring by rotation/seeking appointment/re-appointment at this meeting are provided in the "Annexure II" to the Notice.
22. The Company's Statutory Auditors, M/s Agrawal Subodh

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& Co., Chartered Accountants, (Firm Registration No. 319260E), were appointed as the Statutory Auditors of the Company for a period of 5 years at the Annual General Meeting held on August, 14, 2017 i.e. upto the conclusion of the Annual General Meeting to be held in the calendar year 2022 on the remuneration to be determined by the Board of Directors. Pursuant to the amendment made by the Companies (Amendment) Act, 2017, effective from May 7, 2018, it is no longer necessary to seek the ratification of the Shareholders for continuance of the above appointment. Hence, the Company is not seeking the ratification of the Shareholders for the re-appointment of the Statutory Auditors.

23. In order to provide protection against fraudulent encashment of dividend warrants, the Shareholders, holding shares in physical form are requested to provide, if not already provided, their bank account number, name and address of the Bank and Branch.
24. In case the shares are held in dematerialized form, the above intimation, along with any request for effecting changes in the details provided earlier, should only be forwarded to the respective depository participants.
25. Shareholders are requested to immediately notify the Company their change of Address, Mandate Bank Particulars, etc. to ensure prompt action. Shareholders are requested to clearly mention their Registered Folio Number in every correspondence with the Company. In case the shares are held in dematerialized form, the above-mentioned intimation is to be forwarded to the respective depository participants.
26. Those Shareholders who have not encashed their dividend warrants for the Financial years 2013-14 to 2018-19 may return the time-barred dividend warrants to the Company's Share Transfer Agents, M/s Maheshwari Datamatics Pvt. Ltd., 23 R. N. Mukherjee Road, 5th Floor, Kolkata-700 001 for the issue of duplicate dividend warrants.
27. In terms of Section 124(5) of the Act, dividend amount for the FY 2013-14 which remaining unclaimed for a period of 7 (seven) years shall become due for transfer in September 2021 to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, in terms of Section 124(6) of the Act, in case of Shareholders whose dividends are unpaid for a continuous period of 7 (seven) years, the corresponding

shares shall be transferred to the IEPF's demat account. Members who have not claimed dividends from FY 2014 onwards are requested to approach the Company/RTA for claiming the same at the earliest to avoid transfer of relevant shares to IEPF's demat account. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31st March 2021 on the website of the Company ([www.emamipaper.in](http://www.emamipaper.in)) and as also on the website of the Ministry of Corporate Affairs ([www.mca.gov.in](http://www.mca.gov.in)).

28. Unclaimed/Uncashed dividend upto the years ended 31st March, 2013 have already been transferred to the IEPF. The Statement containing the details of Name, Folio No. and Number of Shares transferred to IEPF Suspense Account is available on company's website.  
  
Shareholders can claim the transferred shares along with dividends from the IEPF Authority in Form IEPF 5 (available on [iepf.gov.in](http://iepf.gov.in)) as per the procedure prescribed in the IEPF Rules.
29. The Board vide its resolution passed on 1st June 2021 have appointed Shri Sandip Kumar Kejriwal (FCS-5152, CP No.-3821) Practicing Company Secretary #332, 3rd Floor, Martin Burn House, 1, R. N. Mukherjee Road, Kolkata-700001 as the Scrutinizer for conducting the e-Voting process in a fair and transparent manner.
30. The Scrutinizer will submit his final and consolidated report to the Chairman of the Company within 48 (forty-eight) hours after the conclusion of the Annual General Meeting. The Scrutinizer's decision on the validity of all kinds of voting will be final.
31. The results of the Annual General Meeting shall be declared by the Chairman or his authorized representative or any one Director of the Company after the Annual General Meeting within the prescribed time limits. The results along with the Scrutinizers Report shall be placed on the website of the Company i.e. [www.emamipaper.in](http://www.emamipaper.in) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) immediately after declaration of results. The Results will also be forwarded to the Stock Exchanges where the shares of the Company are listed.

### **PROCEDURES FOR THE SHAREHOLDERS FOR REMOTE E-Voting:**

- 1) The voting period begins on Monday, 23rd August, 2021 at 09.00 a.m. (IST) onwards and ends on Thursday, 26th August, 2021 at 05.00 p.m. (IST). During this period

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shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 20th August 2021, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

- 2) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 3) 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.

- 4) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting 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 the vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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## LOGIN METHOD FOR E-Voting AND JOINING VIRTUAL MEETINGS FOR PHYSICAL SHAREHOLDERS AND SHAREHOLDERS OTHER THAN INDIVIDUAL HOLDING IN DEMAT FORM.

- 1) The shareholders should log on to the e-Voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-Voting of any Company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For shareholders holding shares in Demat Form and Physical.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for, "**Emami Paper Mills Limited**" on which you choose to vote.
- 11) 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.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) 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.
- 17) **Facility for Non – Individual Shareholders and Custodians – For Remote Voting.**
  - i) Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.



# Notice

of Annual General Meeting

- ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
  - iii) 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.
  - iv) 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.
  - v) 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.
  - vi) 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 and to the Company at the email address viz; 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.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor.relations@emamipaper.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor.relations@emamipaper.com. Those queries will be replied to by the Company suitably by email.
  8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The time allotted by each speaker is 3 (Three) minutes. The Company reserves the right to restrict the number of questions and number of Speakers as appropriate for smooth conduct of the AGM.
  9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-Voting DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-Voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-Voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / Tablets for better experience.
5. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
10. If any Votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.
11. Since some browsers are not optimised, shareholders are requested to download Cisco webex meetings app for best results in viewing the webinar. it is available in google play store. shareholders who are using laptops or personal computers are requested to download the webex software from: <https://www.webex.com> to join in the meeting.

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**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 mdpldc@yahoo.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP). 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.
3. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.
4. 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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

# Annexure-I

to the notice of Annual General Meeting

## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") IN RESPECT OF RESOLUTIONS AT ITEM NO. 5, 6 AND 7

### ITEM NO. 5

Upon the recommendation of the Audit Committee, the Board of Directors in its meeting held on 1st June, 2021 has re-appointed M/s. V. K. Jain & Co., Cost Accountants (Firm's Registration number: 00049) as Cost Auditors for conducting audit of the cost records of the Company as applicable to the Company for the financial year 2021-22 at a remuneration of ₹ 1,50,000/- (Rupees One Lac Fifty Thousand Only) plus taxes as applicable and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 and Rules made thereunder, the remuneration to be paid to the Cost Auditors has to be ratified by the Shareholders of the Company.

Accordingly, ratification by the shareholders is sought for the remuneration to be paid to the Cost Auditors for the financial year ending 31st March 2022 by passing an Ordinary Resolution as set out at Item No. 5 of the Notice

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise in this Resolution.

The Board commends the **Ordinary Resolution** as set out at **Item No. 5** of the Notice for ratification by the Shareholders.

### ITEM NO. 6

Mr. Aditya V. Agarwal was re-appointed as the Executive Chairman of the Company for a period of 3 years (approx.) w.e.f. 8th November, 2018 to 31st October, 2021 with the approval of the Shareholders at the Annual General Meeting held on 10th August, 2018.

Further, the Board of Directors of the Company ("the Board") at its meeting held on 1st June, 2021, has re-appointed Mr. Aditya V. Agarwal, as Executive Chairman, subject to approval of the Shareholders of the Company, for a period of 3 years w.e.f. 1st November, 2021 to 31st October, 2024 at the remuneration recommended by the Nomination and Remuneration Committee ("the Committee") of the Board and approved by the Board.

It is proposed to seek the Shareholders' approval for the re-appointment of and remuneration payable to Mr. Aditya V. Agarwal, as Executive Chairman, in terms of the provisions of the Act. This approval is also taken as an approval under

Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as applicable.

Mr. Aditya V. Agarwal, Executive Chairman, shall discharge specific duties and functions of Business Development, Corporate Strategic Planning and Finance under the superintendence, direction and control of the Board of Directors from time to time. For this purpose, an agreement has been entered into by the Company with Mr. Aditya V. Agarwal on 1st June, 2021. The main terms of his re-appointment as Executive Chairman are furnished below:

A. **PERIOD OF APPOINTMENT:** 1st November, 2021 to 31st October, 2024.

B. i) **SALARY:** Salary shall be in the range of ₹11,00,000/- (Rupees Eleven Lac Only) to ₹13,00,000/- (Rupees Thirteen Lac Only) per month, payable monthly. The Annual increment will be considered by the Board of Directors of the Company.

ii) **BONUS:** As per rules of the Company.

iii) **PERQUISITES:**

a. Unfurnished accommodation shall be provided by the Company.

b. Reimbursement of Medical Allowance for self and dependent family members (Limited to spouse, Children and dependent parents), subject to a monetary ceiling of one month's salary.

c. Reimbursement of Leave Travel Allowance for self and dependent family members (Limited to spouse, Children and dependent parents), subject to a monetary ceiling of one month's salary.

d. Provision of car & Telephone Expenses: Use of Company's chauffeur driven car for Official use and reimbursement of telephone expenses including mobile phone (for payment of local calls and long distance official calls).

C. Mr. Aditya V. Agarwal shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration.

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to the notice of Annual General Meeting

- i. Contribution to Provident Fund, Superannuation Fund and Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- iii. Encashment of un-availed earned leave at the end of the tenure.

The above Remuneration shall be subject to the ceiling prescribed under Section 196,197 read with Schedule V of the Act and the Nomination and Remuneration Committee is authorized to make such changes in remuneration, if so required as per the said Act. If in any financial year during currency of the term of his Office, the Company has no profits or its profits are inadequate, it may pay the aforesaid remuneration by way of salary and perquisites as Minimum remuneration subject to the limit provide under Schedule V of the Companies Act, 2013 or any modifications thereof from time to time.

Mr. Aditya V. Agarwal satisfies all the conditions set out in Part I of Schedule V to the Act read with Section 196 of the Act and he is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Brief resume of Mr. Aditya V. Agarwal and other disclosures relating to him are provided in "Annexure II" & "III" to the Notice pursuant to the provisions of the Companies Act, 2013 read with Schedule V, SEBI Listing Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India.

Mr. Aditya V. Agarwal himself and Mrs. Richa Agarwal, Director being spouse of Mr. Aditya V. Agarwal are interested in the resolution set out at Item No. 6 of the Notice with regard to his re-appointment and payment of remuneration. Relatives of Mr. Aditya V. Agarwal may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board believes that the Company will be benefited from his rich and varied experience. Accordingly, the Board commends the **Special Resolution** set out at **Item No. 6** of the Notice for approval by the Shareholders.

## ITEM NO. 7

The Board of Directors of the Company ("the Board") at its meeting held on 20th November, 2020 has appointed Mr. Vivek Chawla as an Additional Director and designated as a Whole-time Director of the Company subject to approval of the Shareholders of the Company, for a period of 3 (three) years with effect from 20th November 2020, at the remuneration recommended by the Nomination and Remuneration Committee ("the Committee") of the Board and approved by the Board of Directors.

Mr. Vivek Chawla is B.E (Hons) in Mining Engineering from National Institute of Technology, Raipur, MP and also holds Diploma in Business Management from IGNOU. He is an industry veteran with over 35 years of experience across commercial multi-facets of Organization's Performance ranging from Operations to Management, Sales and Marketing to Strategy and Governance and Logistics to Commercial Operations. His professional skillset includes results-driven leadership, commercial relationship building, market access, strategic revenue growth, commercial acumen, contract negotiations, team management, and performance optimization.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Vivek Chawla will hold said office up to the date of ensuing Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Vivek Chawla for the office of Director. Mr. Vivek Chawla is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent in writing to act as a Director of the Company.

Mr. Vivek Chawla, Whole-time Director shall discharge his duties and functions under the superintendence, direction and control of the Board of Directors and/or Chairman from time to time. For the purpose, an agreement has been entered into by the Company with Mr. Vivek Chawla on 7th December, 2020. The main terms of his appointment as Whole-time Director, as contained in the said agreement are furnished below:

- A. **PERIOD OF APPOINTMENT:** 2nd December 2020 to 1st December 2023.
- B. i) **SALARY :** Basic salary: ₹16,50,000/- (Rupees Sixteen Lac Fifty Thousand only) per month.

Based on the merit and performance of the

# Annexure-I

to the notice of Annual General Meeting

Company, Annual increment will be sanctioned by the Chairman, subject to a monetary ceiling of 15% per annum.

- ii) **BONUS:** As per rules of the Company.
- iii) **PERQUISITES :**
  - a. House Rent Allowance of ₹ 8,25,000/- (Rupees Eight Lac Twenty Five Thousand Only) per month.
  - b. Special Allowance of ₹ 4,70,635/- (Rupees Four Lac Seventy Thousand Six Hundred Thirty Five Only) per month.
  - c. Performance Linked Allowance of ₹75,24,000/- (Rupees Seventy Five Lac Twenty Four Thousand only) per annum.
  - d. Reimbursement of Medical Allowance for self and dependent family members (Limited to spouse, children and dependent parents), subject to a monetary ceiling of one month's salary.
  - e. Leave Travel Allowance for self and dependent family members (Limited to spouse, children and dependent parents), subject to a monetary ceiling of one month's salary.
  - f. Use of Company's Car for official purposes and reimbursement of mobile and telephone expenses at residence (including payment for local calls and long-distance official calls.)
  - g. Mr. Vivek Chawla shall also be eligible to the following perquisites, which shall not be included in the computation to the ceiling on remuneration.
    - i. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
    - ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

- iii. Encashment of un-availed leave at the end of the tenure.

The above remuneration shall be subject to the ceiling prescribed under Section 196,197 read with Schedule V of the Act and the Nomination and Remuneration Committee is authorized to make such changes in remuneration, if so required as per the said Act. If in any financial year during currency of the term of his Office, the Company has no profits or its profits are inadequate, it may pay the aforesaid remuneration by way of salary and perquisites as Minimum Remuneration subject to the limit provided under Schedule-V of the Companies Act, 2013 or any modifications thereof from time to time.

Mr. Vivek Chawla satisfies all the conditions set out in Part I of Schedule V to the Act read with Section 196 of the Act.

Further, as per the recommendation of the Nomination and Remuneration Committee, the Board of the Directors at their meeting held on 19th March 2021, has elevated Mr. Vivek Chawla as Chief Executive Officer (CEO) of the Company with effect from 1st April, 2021 in terms of the provision of Section 2(18) and Section 203 of the Companies Act 2013. Presently, Mr. Vivek Chawla is designated as Whole-time Director & CEO of the Company.

Brief resume of Mr. Vivek Chawla and other disclosures relating to him are provided in "Annexure II" & "IV" to the Notice pursuant to the provisions of the Companies Act, 2013 read with Schedule V, SEBI Listing Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India.

Mr. Vivek Chawla is interested in the resolution set out at Item No. 7 of the Notice with regard to his appointment and payment of remuneration. Relatives of Mr. Vivek Chawla may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board believes that the Company will benefit from his professional expertise and rich experience. Accordingly the Board commends the **Special Resolution** set out at **Item No. 7** of the Notice for approval by the Shareholders.

# Annexure-II

to the notice of Annual General Meeting

## BRIEF RESUME OF DIRECTORS RETIRING BY ROTATION/SEEKING APPOINTMENT/RE-APPOINTMENT AT THIS ANNUAL GENERAL MEETING

[Disclosure required under Companies Act, 2013, Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by ICSI]

Name of the Director	Mr. Aditya V. Agarwal	Mr. P.S. Patwari	Mr. Vivek Chawla
Category	Executive Chairman	Executive Director	Whole-time Director & CEO
Director Identification Number	00149717	00363356	02696336
Date of Birth/Age	06.01.1975/ 46 Years	16.03.1955 / 66 Years	10.06.1960 / 61 years
Date of first Appointment on the Board	23.10.2000	28.11.1994	02.12.2020
Experience in Specific Functional Area	Well known Industrialist. Rich and varied experience in Finance, Corporate Planning, Business Development, Strategy formulation and overall management.	Extensive experience in the area of Finance, Accounting, Corporate Planning, Business Development, Strategy formulations, and overall management.	An Industry veteran with over 35 years of experience across multi-facets of Organization's Performance ranging from Operations to Management, Sales and Marketing to Strategy and Governance and Logistics to Commercial Operations.
Qualifications	B.Com	B.Com., FCA	B.E (Hons.) in Mining Engineering from National Institute of Technology, Raipur, Diploma in Business Management, IGNOU
Terms and Conditions of Appointment / Reappointment	As mentioned in Statement to item no. 6 of the Notice.	Re-appointment on retiring by Rotation.	As mentioned in Statement to item no. 7 of the Notice.
Details of remuneration sought to be paid	As mentioned in Statement to item no. 6 of the Notice.	Not Applicable	As mentioned in Statement to item no. 7 of the Notice.
Last drawn remuneration	₹1,13,76,053/-	₹ 2,54,33,994/-	First appointment in the Company and hence not applicable.
Relationship with other Directors and Key Managerial Personnel	Mrs. Richa Agarwal – Spouse (Non-xecutive Director)	None	None

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to the notice of Annual General Meeting

<b>Name of the Director</b>	<b>Mr. Aditya V. Agarwal</b>	<b>Mr. P.S. Patwari</b>	<b>Mr. Vivek Chawla</b>
Directorship in other Companies as on 31 <sup>st</sup> March, 2021	<ol style="list-style-type: none"> <li>1. Emami Limited</li> <li>2. Ajanta Suppliers Private Limited</li> <li>3. Emami Group of Companies Private Limited</li> <li>4. TMT Viniyogan Limited</li> <li>5. Sneha Enclave Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Barbrik Barter Private Limited</li> <li>2. Biswanath Barter Private Limited</li> <li>3. Bengal Emami Housing Limited</li> <li>4. Prakash Mercantile Private Limited</li> <li>5. Emami Centre for Creativity Private Limited</li> </ol>	Nu Vista Limited
Chairmanship/ Membership of the Committees of the Boards of other Companies	Nil	Nil	Nu Vista Limited Nomination and Remuneration Committee - Chairman Corporate Social Responsibility Committee - Chairman Audit Committee - Member
No. of Shares held in the Company as on 31 <sup>st</sup> March 2021	12,500	NIL	NIL
Number of Board Meetings attended during the financial year	Seven of Seven	Seven of Seven	Three of Three

# Annexure-III

to the notice of Annual General Meeting

## STATEMENT OF INFORMATION FOR MR. ADITYA V. AGARWAL PROVIDED IN TERMS OF THE SECTION II OF 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-**

(₹ in crores)

Sl. No.	Particulars	2020-21	2019-20
a)	Paid up Equity Share Capital	12.10	12.10
b)	Reserve & Surplus (other Equities as per Ind AS)	283.84	206.82
c)	Sale/Income from operation	1,216.27	1,515.32
d)	Total Income	1,236.58	1,519.14
e)	Profit before exceptional items and tax	30.16	22.48
f)	Profit before tax	102.62	(4.52)
g)	Profit after tax	51.06	(10.45)

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

- 3) **Recognition or Awards -**

He has been awarded by various Chamber of Commerce.

### II. Information about the appointee:

- 1) **Background details -**

Mr. Aditya V. Agarwal (DIN: 00149717), son of Mr. Radheshyam Agarwal aged about 46 years, joined the Company in the year 2000. He was elevated to the position of Executive Chairman on 08.11.2012. He has an extensive knowledge of Accounting, Marketing, Corporate Planning, Business Development, Strategy formulation and overall management. His brilliance, dedication during the critical phase of the unit 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 relation.

He is associated with various federations and social organizations.

- 2) **Past Remuneration -**

(₹ in Lacs)

2020-2021	2019-2020	2018-2019
113.76	124.59	68.00

- 4) **Job profile and his suitability -**

Mr. Aditya V. Agarwal shall discharge specific duties and functions of Business Development, Corporate Strategic Planning and Finance under the superintendence, direction and control of the Board of Directors.

Mr. Aditya V. Agarwal presently holds office as Executive Chairman of the Company and has made significant contribution for development of the Company.

With his rich and varied experience backed by family background Mr. Aditya V. Agarwal has contributed significantly to consolidating the paper business during the critical integration phase before and after merger of two units and commissioning of Paper Machine No. III and IV for Multi-Layer Coated Board Paper project including captive power plants at Balasore, Odisha.

He has successfully contributed in business



# Annexure-III

to the notice of Annual General Meeting

development, corporate strategic planning and finance planning for expansion plan and working capital requirements for Multi-Layer Coated Board Paper project with a vision to reach the Company to become the largest Paper and Paper Board Manufacturer in the Country.

Considering his extensive business experience, ability, commendable leadership, expertise in Marketing, Corporate Planning, business development, strategy formulation, overall management, dedicated service, Commitment and with a view to avail his service for sustaining the growth and progress of the Company, the Board considered it necessary to re-appoint Mr. Aditya V. Agarwal as Whole-time Director, designated as Executive Chairman of the Company for a period of 3 years w.e.f. 1st November, 2021 to 31st October, 2024. Accordingly, the Board of Director in its meeting held on 1st June 2021 re-appointed Mr. Aditya V. Agarwal as Whole-time Director, designated as Executive Chairman subject to approval of the Members in the General Meeting.

As Executive Chairman of the organization, he is always been in front for the improved performance and all round progress of the Company. Keeping in view his expertise, dedication and experience the Board recommends for re-appointment of Mr. Aditya V. Agarwal for a period of 3 years w.e.f. 1st November, 2021 to 31st October, 2024.

## 5) **Remuneration Proposed -**

As detailed in the statement of **Item No. 6** of this notice. The proposed remuneration is commensurate with the responsibilities of the appointee and is in line with the remuneration practices in the Paper & Paper Board industry.

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

Considering the size, complexity and nature of business the remuneration and other pecuniary benefits proposed to be paid to the Executive

Director are commensurate with the increased job requirements, responsibilities and is in the line with other similar 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, Mr Aditya V. Agarwal has no other pecuniary relationship with the Company or any relationship with the managerial personnel of the Company. Mr. Aditya V. Agarwal and Mrs. Richa Agarwal, Non-Executive Director, related to each other being spouse.

## 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:**

- a) The details of remuneration to Mr. Aditya V. Agarwal are given in the statement annexed herewith at **Item No. 6** of this Notice
- b) The Remuneration Package and other terms applicable to the Directors is also disclosed in the Corporate Governance Report forming part of the Annual Report of the Company.

# Annexure-IV

to the notice of Annual General Meeting

## STATEMENT OF INFORMATION FOR MR. VIVEK CHAWLA PROVIDED IN TERMS OF THE SECTION II OF 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-**

(₹ in crores)

Sl. No.	Particulars	2020-21	2019-20
a)	Paid up Equity Share Capital	12.10	12.10
b)	Reserve & Surplus (other Equities as per Ind AS)	283.84	206.82
c)	Sale/Income from operation	1,216.27	1,515.32
d)	Total Income	1,236.58	1,519.14
e)	Profit before exceptional items and tax	30.16	22.48
f)	Profit before tax	102.62	(4.52)
g)	Profit after tax	51.06	(10.45)

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

### II. Information about the appointee:

#### 1) Background Details -

As detailed in the statement at Item No. 7 of this Notice.

#### 2) Past Remuneration -

First Appointment in the Company and hence not applicable.

#### 3) Recognition or Awards -

Not Applicable

#### 4) Job profile and his suitability -

Mr. Vivek Chawla shall manage and control all affairs including Operations of the Company. He shall discharge his duties and functions under the superintendence, direction and control of the Board of Directors and/or Chairman. Prior to joining the Company, Mr. Vivek Chawla was Whole-time Director and CEO of Emami Cement Ltd for last 5 years and has contributed significantly towards improvement of the Company and keeping in view his overall

performance, contribution, expertise, dedication and experience towards significant improvement and all round progress of the Company during his tenure in Emami Cement Limited, the Board of Directors of the Company in their meeting held on 20th November, 2020, appointed him as Whole-time Director(WTD) of the Company for a period of 3 years with effect from 2nd December, 2020 subject to approval of the Shareholders at the ensuing Annual General Meeting of the Company. Based on the recommendation of the Nomination and Remuneration Committee he was elevated to the position of Chief Executive Officer (CEO) of the Company with effect from 1st April, 2021. Presently he is designated as WTD & CEO.

#### 5) Remuneration Proposed -

As detailed in the statement at **Item No. 7** of this Notice. The proposed remuneration is commensurate with the responsibilities of the appointee and is in line with the remuneration practices in the Paper & Paper Board industry.

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

# Annexure-IV

to the notice of Annual General Meeting

Considering the size, complexity and nature of business the remuneration and other pecuniary benefits proposed to be paid to the Whole-time Director are commensurate with the increased job requirements, responsibilities and is in the line with other similar 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, Mr. Vivek Chawla has no other pecuniary relationship with the Company or any relationship with the managerial personnel or other Director of the Company.

### III. Other Information:

- 1) **Reasons of loss or inadequate profits** - The Company has a profitable operations by 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 measurable 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:

- a) The details of remuneration to Mr. Vivek Chawla are given in the statement annexed herewith at **Item No. 7** of this Notice.
- b) The Remuneration Package and other terms applicable to the Directors is also disclosed in the Corporate Governance Report forming part of the Annual Report of the Company.