



**emami\* paper mills limited**

regd. office : Unit No. 1, 15th floor, ACROPOLIS, 1858/1, rajdanga main road, kasba, kolkata - 700 107  
phone : 91 33 6627 1301 fax : 91 33 6627 1338 e-mail : emamipaper@emamipaper.com website: www.emamipaper.in  
CIN : L21019WB1981PLC034161

EPML/BSE\_NSE/2020-21/  
27<sup>th</sup> March 2021

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

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

Dear Sir/Madam,

**Sub: Submission of Gist of proceedings of postal ballot as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

Please refer to our earlier intimation dated 24<sup>th</sup> February, 2021 of the Postal Ballot Notice dated 19<sup>th</sup> February, 2021 we hereby enclose the proceedings of the meeting of the Members of the Company conducted by way of Postal Ballot (through electronic voting) as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please note that as mentioned in the Postal Ballot Notice, the voting commenced on Wednesday, 24<sup>th</sup> February, 2021, 09.00 a.m. and concluded on Friday, 26<sup>th</sup> March, 2021 at 5.00 p.m.

The resolution intended to be passed have been agreed to by the majority holders required under the applicable laws.

This is for your information, records and necessary action.

Kindly acknowledge receipt.

**For Emami Paper Mills Limited,**



**G. Saraf**  
**Vice President (Finance) & Company Secretary**  
**Enclosed: As Above**

## **Gist of the Proceedings of Postal Ballot**

The Board of Directors in its meeting held on 19<sup>th</sup> February, 2021 proposed the variation in terms of Non-Convertible Cumulative Preference Shares (NCRPS) into Optionally Convertible Non-Cumulative Redeemable Preference Shares (OCNRPS) subject to the approval of NCRPS holders and equity shareholders of the company.

The Postal Notice dated 19.02.2021 along with the statement under Section 102 and 110 of the Act setting out all material facts in respect of resolution mentioned therein was sent to the members of the Company.

The members holding shares as on the cut-off date i.e. 19.02.2021 were entitled to vote on the proposed resolutions.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company at its meeting held on 19<sup>th</sup> February, 2021, had appointed Shri Sandip Kumar Kejriwal (FCS 5152, CP-3821) Practicing Company Secretary #332, 3rd Floor, Martin Burn House, 1, R. N. Mukherjee Road, Kolkata-700001 as the Scrutinizer to conduct the Postal Ballot through Remote e-voting process in a fair and transparent manner. The Company provided e-voting facilities offered by Central Depository Services (India) Limited (CDSL) to its shareholders (Preference and Equity).

Subsequently, the following resolution has been passed by the shareholders by way of postal ballot (through e-voting). The text of the resolutions passed is given below followed by the report submitted by the scrutinizer on the same.

The text of the Resolution passed in this behalf is as under:

### **Item No. 1-As a Special Resolution:**

#### **Approval for Variation in Terms of Preference Shareholders from Non-Convertible Cumulative Redeemable Preference Shares (NCRPS) To Optionally Convertible Noncumulative Redeemable Preference Shares (OCRPS) (Convertible at the Option of the Company).**

“RESOLVED THAT pursuant to the provisions of Sections 48 and other applicable provisions, if any, of the Companies Act 2013 (hereinafter referred to as “the Act”) read with the Rules made there under (including any statutory modifications and amendments, including any re-enactment for the time being in force), the rules, regulations, guidelines, circulars issued by Securities Exchange Board of India including SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018, the SEBI (Listing Obligations and







Disclosure Requirements) Regulations 2015, Ministry of Corporate Affairs and other regulatory authorities, subject to consent/approval of the holders of Non-Convertible Cumulative Redeemable Preference Shares (NCRPS) and such other approvals, permissions and sanctions as may be required under the provisions of the Act, 2013 or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded for the variation in the terms of 61,25,000 Non-Convertible Cumulative Redeemable Preference Shares (NCRPS) so as to result into 61,25,000 Optionally Convertible Non-Cumulative Preference Shares (OCRPS), convertible into equity shares at the option of the Company, subject to not happening of the specified knock-out event, at a pre- agreed conversion ratio in line with the Draft Term Sheet as annexed in the explanatory statement to this notice.

RESOLVED FURTHER THAT Shri P. S. Patwari, Executive Director, Shri Vivek Chawla, Whole Time Director, Shri Manish Goenka, Whole Time Director and Shri G. Saraf, Vice President (Finance) & Company Secretary of the Company be and are hereby severally authorized to do, or cause to be done all such acts, deeds and things, and execute, deliver and/or file all such documents, as may be necessary or desirable, including but not limited to filing of returns or forms with the Registrar of Companies, SEBI, stock exchanges or other concerned regulatory authorities sign and send the notice, to file all disclosures before SEBI as may be required to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT Shri P. S. Patwari, Executive Director, Shri Vivek Chawla, Whole Time Director, Shri Manish Goenka, Whole Time Director, and Shri G. Saraf, Vice President (Finance) & Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to resolve and settle all questions, difficulties or doubts that may arise in regard to the aforesaid transactions and to do all acts, deeds and things in connection therewith and incidental thereto."





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Summary of the voting as per Scrutinizers' Report dated 26<sup>th</sup> March, 2021 as follows:

Particulars	Number of Votes (Equity Shares) cast through e-voting (1)	Number of votes (Preference Shares) cast through e-voting (2)
1) Voted in favour of the Resolution	4,94,12,121	47,78,700
2) Voting against the resolution	21	0
<b>TOTAL</b>	<b>4,94,12,142</b>	<b>47,78,700</b>
3) Invalid Votes	0	0
<b>% of total number of valid votes cast</b>	<b>100%</b>	<b>100%</b>

Place: Kolkata

By Order of the Board

Date: 27<sup>th</sup> March, 2021

For **Emami Paper Mills Limited**



**G. Saraf**  
**Vice President (Finance)**  
**& Company Secretary**