



**emami\***

## **Emami Paper Mills Limited**

CIN : L21019WB1981PLC034161

### **REGISTERED OFFICE:**

ACROPOLIS Unit No. 1, 15th Floor, 1858/1, Rajdanga Main Road, Kolkata -700107,  
(Landmark- Near Gitanjali Stadium), Phone: 91-033-66271301, Fax: 91-033-6627-1338,  
Email : emamipaper@emamipaper.in, Website: www.emamipaper.in

## **NOTICE**

Notice is hereby given that the Thirty Sixth Annual General Meeting of the members of EMAMI PAPER MILLS LIMITED will be held on Friday, the 10th August, 2018 at 11.00 A.M. at OZORA, 20th Floor, ACROPOLIS, 1858/1, Rajdanga Main Road, Kolkata -700107 (Landmark- Near Gitanjali Stadium) to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity and Preference Shares for the year ended 31st March, 2018.
3. To appoint a Director in place of Shri Manish Goenka having Director's Identification Number - 00363093, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri P. S. Patwari having Director's Identification Number-00363356, who retires by rotation and being eligible, offers himself for re-appointment.
5. To ratify the appointment of the Auditors of the Company and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution** thereof:

"RESOLVED THAT pursuant to the provisions of Sections 139,142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modifications or re-enactments thereof for the time being in force), pursuant to the recommendation of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the members at the Annual General Meeting held on August, 14, 2017 the appointment of M/s. Agrawal Subodh & Co., Chartered Accountants, (Firm

Registration No.319260E) as Statutory Auditors of the Company to hold office till conclusion of the Annual General Meeting to be held in the calendar year 2020 be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix remuneration payable to them for the financial year ending 31st March, 2018, as may be determined by the Audit Committee in consultation with the Auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors."

### **SPECIAL BUSINESS:**

#### **6. Appointment of Shri H. M. Marda, as an Independent Director of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**.

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and upon the recommendation of the Nomination and Remuneration Committee, Shri H. M. Marda (DIN 00855466), be and is hereby reappointed as an Independent Director of the Company to hold office for another term of consecutive 5(five) years commencing from 1st April, 2019 and whose office shall not be liable

to determination by retirement of Directors by rotation.”

**7. Appointment of Shri U. G. Bhat, as an Independent Director of the Company.**

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and upon the recommendation of the Nomination and Remuneration Committee, Shri U. G. Bhat (DIN 00353361), be and is hereby reappointed as an Independent Director of the Company to hold office for another term of consecutive 5(five) years commencing from 1st April, 2019 and whose office shall not be liable to determination by retirement of Directors by rotation.”

**8. Appointment of Shri J. K. Khetawat, as an Independent Director of the Company.**

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and upon the recommendation of the Nomination and Remuneration Committee, Shri J. K. Khetawat(DIN 00920819), be and is hereby reappointed as an Independent Director of the Company to hold office for another term of consecutive 5(five) years commencing from 1st April, 2019 and whose office shall not be liable to determination by retirement of Directors by rotation.”

**9. Appointment of Shri J. Godbole, as an Independent Director of the Company.**

To consider and, if thought fit, to pass with or

without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and upon the recommendation of the Nomination and Remuneration Committee, Shri J Godbole (DIN 00056830), be and is hereby reappointed as an Independent Director of the Company to hold office for another term of consecutive 5(five) years commencing from 1st April, 2019 and whose office shall not be liable to determination by retirement of Directors by rotation.”

**10. Appointment of Shri S. Balasubramanian, as an Independent Director of the Company.**

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and upon the recommendation of the Nomination and Remuneration Committee, Shri S. Balasubramanian (DIN 02849971), be and is hereby reappointed as an Independent Director of the Company to hold office for another term of consecutive 5(five) years commencing from 1st April, 2019 and whose office shall not be liable to determination by retirement of Directors by rotation.”

**11. To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2019 and in this regards to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory

modification(s) or re-enactment(s) thereof for the time being in force) M/s.V. K. Jain & Co., Cost Auditors reappointed by the Board of Directors of the Company to conduct the Audit of the Cost Records of the Company for the financial year ending 31st March, 2019, be paid remuneration of ₹1,50,000/- (Rupees One lac Fifty Thousand only) plus Taxes as may be applicable as approved by the Board of Directors be and is hereby ratified.”

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

12. To re-appoint Shri Aditya Vardhan Agarwal, (DIN.00149717) as Whole-Time Director designated as Executive Chairman and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**.

“RESOLVED THAT, in accordance with the provisions of Sections 196,197 & 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Company’s (Appointment & Remuneration of Managerial Personnel) Rules , 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to such sanction as may be necessary, approval and sanction of the Company be and is hereby accorded to the re-appointment of and payment of remuneration to Shri Aditya Vardhan Agarwal (DIN.00149717), Whole-Time Director, designated as Executive Chairman for a period of 3 (three) years (approx.) with effect from 8th November, 2018 to 31st October, 2021 on the terms and conditions including remuneration and other perquisites and benefits as set out in the Explanatory Statement annexed to this Notice convening this meeting, with liberty to 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) to alter and vary the terms and conditions of the said reappointment and/or remuneration as it may deem fit and as may acceptable to within the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“RESOLVED FURTHER THAT subject to the provision of Section 152 of the Companies Act,

2013, Shri Agarwal shall be liable to retire by rotation during his tenure as a Whole-Time Director of the Company.”

“RESOLVED FURTHER THAT Shri Manish Goenka, Shri P. S. Patwari, Directors and Shri G. Saraf, Vice President(Finance) & Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper including filing of e-forms as may be required to give full effect to this resolution.”

13. To appoint Shri Ashish De, (DIN.08109683) as Additional Director, liable to retire by rotation and in this respect to consider and though fit , to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 149 of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Shri Ashish De (holding DIN.08109683) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13th April, 2018 and who holds office until the date of the Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri Ashish De as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

14. To appoint Shri Ashish De, (holding DIN. 08109683) as a Whole Time Director and in this regard to consider and if thought fit, to pass with or without modification(s)the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 196,197 and 203 read with schedule V and all other applicable provisions, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of managerial personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the appointment of Shri Ashish De (Holding DIN. 08109683) as a Whole-Time Director of the Company for a period of three years (approx.), with effect from 13th

April, 2018 to 31st March, 2021 on the terms and conditions including remuneration as set out in the statement annexed to the Notice convening this meeting with liberty to 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”) to alter and vary the terms and conditions of the said reappointment and/or remuneration as it may deem fit and as may be acceptable to Shri Ashish De subject to the same not exceeding the limit specified under schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“RESOLVED FURTHER THAT subject to the provisions of Section 152 of the Companies Act, 2013, Shri Ashish De shall be liable to retire by rotation during his tenure as a Whole-Time Director of the Company.”

“RESOLVED FURTHER THAT Shri P. S. Patwari, Executive Director and Shri G. Saraf, Vice

President(Finance) & Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give full effect to this resolution.”

**By order of the Board**

G. SARAF  
Vice President  
(Finance) & Secretary

**Registered Office:**

“Acropolis”

Unit No.1, 15th Floor  
1858/1, Rajdanga Main Road,  
Kolkata -700107

Email : emamipaper@emamipaper.in

Website: www.emamipaper.in

Phone: 91-033-66271301, Fax: 91-033-6627-1338

Dated 02nd May, 2018

# ROUTE MAP OF ACROPOLIS



## Notes:

1. 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. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.  

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Additional information pursuant to Regulation 34(3) read with Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 in respect of seeking re-appointment including payment of remuneration, other perquisites, benefits and amenities to Shri Aditya Vardhan Agarwal, Executive Chairman and Shri Ashish De, Whole Time Director, at the Annual General Meeting are furnished and forms a part of the Notice.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Company has notified closure of Register of members and Share Transfer Books of the Company from 3rd August, 2018 to 10th August, 2018, (both days inclusive) for determining the names of members eligible for dividend on Equity shares and Preference shares, if declared at the meeting.
5. Explanatory statements pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting under **Item No. 6 to 14 is Annexed hereto.**
6. The Members/Proxies are requested to bring their attendance slip along with their copy of Annual Report to the Meeting. The Members, desiring any information relating to the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Relevant documents referred in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, (except Saturdays, Sundays and public holidays) during business hours up to the date of Meeting. This Notice and the Annual Report will also be available on the Company's website i.e. [www.emamipaper.in](http://www.emamipaper.in) for download.
9. Dividend on Equity and Preference Shares for the Financial year ended 31st March, 2018, if declared at the Annual General Meeting, shall be paid to those members whose names (in case of shares held in electronic form) appear as beneficial owners as at close of business hours on 2nd August, 2018 and for the shares held in physical form, whose names appear in the Register of Members on the date of the Annual General Meeting.
10. In order to provide protection against fraudulent encashment of dividend warrants the members 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 latest by 30th July, 2018 to enable the Company to incorporate the same in the dividend warrants.  

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 participant.
11. Members are requested to immediately notify to the Company their change of Address, Mandate Bank Particulars etc. to ensure prompt action. Members 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 participant.

12. Those members who have not encashed their dividend warrant for the Financial years 2010-11 to 2016-17 may return the time barred dividend warrant or write to the Company's Share Transfer Agents, M/s Maheshwari Datamatics Pvt. Ltd., 23 R.N. Mukherjee Road, 5th Floor, Kolkata-700 001 for issue of duplicate dividend warrant.
13. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, dividend for the Financial Year 2010-11 and thereafter which remain unclaimed for a period of 7(Seven) years will be transferred to the Investor Education and Protection Fund(The Fund) constituted by the Central Government under Section 125 of the Companies Act, 2013. Unclaimed Equity Dividend for the Financial Year 2010-11 will fall due for transfer to the said fund on 14th September, 2018. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 14th August, 2017 (Date of last Annual General Meeting) on the website of the Company ([www.emamipaper.in](http://www.emamipaper.in)) as also on the website of the Ministry of Corporate Affairs.
14. In terms of the provisions of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 the Company have transferred 65352 shares for 2008-09 and 2300 shares for 2009-10 in respect of which Dividends have not been claimed for the consecutive period of 7 years from 2008-2009 & 2009-10. The Total amount of Unclaimed /unpaid Dividend transferred to the IEPF suspense Account is ₹1,35,304/- on 23.11.2017 & ₹4600/- on 05.12.2017.

In terms of Rule 6(3) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Statement containing the details of Name, Folio No. and Number of Shares transferred to IEPF Suspense Account is made available in our Website [www.emamipaper.in](http://www.emamipaper.in). Shareholders can claim the transferred shares along with

dividends from the IEPF for which details are available at [www.iepf.gov.in](http://www.iepf.gov.in)

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form can submit their PAN to the Company/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](mailto:mdpldc@yahoo.com).
16. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, M/s Maheshwari Datamatics Pvt. Ltd, 23 R.N. Mukherjee Road 5th Floor, Kolkata-700 001, for consolidation into a single folio.
17. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
18. Non-Resident Indian Members are requested to inform M/s Maheshwari Datamatics Pvt. Ltd. Registrar and Transfer Agent 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 pin code number, if not furnished earlier.
19. Members, who have not registered their email addresses so far, are requested to register their e-mail address for receiving all communications including Annual Report, Notices, and Circulars etc. from the Company electronically.

## 20. VOTING OPTIONS

- i. Pursuant to Section 108 of the Companies Act, 2013, Companies (Management & Administration) Rules, 2014 and provisions of

Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the shareholders can vote on all the business to be transacted at the Annual General Meeting by way of any one of the following methods:

- a) Remote e-voting i.e. the facility of casting votes by a member using an electronic voting system from a place other than venue of the Annual General Meeting
  - b) Voting through ballot
  - c) Voting at venue of the Annual General Meeting through e-voting facility or poll, as will be provided by the Company.
- ii. A shareholder can opt for only one mode of voting. In case a shareholder votes through remote e-voting as well as sends his/her vote through ballot form, the vote cast through remote e-voting shall be considered and the voting through physical ballot shall not be considered by the scrutinizer.

The shareholders who have cast their votes either through remote e-voting or ballot shall be entitled to attend the meeting, however, shall not be allowed to cast their vote again at the venue of the Annual General Meeting.

- iii. The Company has signed an agreement with the Central Depository Services (India) Limited (CDSL) for facilitating e-voting.
- iv. The shareholders as on the cut-off date viz. Friday, 3rd August, 2018 shall only be eligible to vote on the resolutions mentioned in the Notice of Annual General Meeting.
- v. 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 number of joint holders.
- vi. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice of the Annual General Meeting and holding shares as on the cut-off date i.e. Friday, 3rd August, 2018 may obtain the Login ID and password by sending a request at e-voting@cdsl.co.in. However, if a person is already registered with CDSL for e-voting then existing User ID and password can be used for casting vote.

- vii. The Company has appointed Shri Sandip Kumar Kejriwal, practicing company secretary #332, 3rd floor, Martin Burn House, 1, R. N. Mukherjee Road, Kolkata-700001 as the scrutinizer for conducting the voting process in a fair and transparent manner.
- viii. The scrutinizer will submit his final and consolidated report to the Chairman of the Company within three days after the conclusion of Annual General Meeting. The scrutinizer's decision on the validity of all kinds of voting will be final.
- ix. The results of Annual General Meeting shall be declared by the Chairman or his authorised representative or any one Director of the Company after the Annual General Meeting within the prescribed time limits.
- x. The results of voting will also be placed at the website of the Company viz. www.emamipaper.in and on CDSL website viz. www.cdslindia.com. and also in the website of BSE Limited viz www.bseindia.com.

**21. The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 6th August, 2018 at 10.00 a.m.(IST) and ends on 9th August, 2018 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. 3rd August, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.



- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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 voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of O's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 as mentioned in instruction (iv).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for "Emami Paper Mills Limited" on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**(xx) Note for Non - Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

22. The remote e-voting facility will be available during the following period :

Commencement of remote e-voting: From 10.00 a.m.(IST) on 6th August, 2018.

End of remote e-voting: Up to 5.00 p.m.(IST) on 9th August, 2018.

23. During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date viz. 3rd August, 2018, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

**24. INSTRUCTIONS FOR VOTING THROUGH BALLOT**

- i. Members who hold shares as on the cut-off date viz. 3rd August, 2018 and do not have access to remote e-voting facility may send duly completed ballot form in the postage pre-paid envelope with their assent or dissent in writing in respect of the resolutions as set out in this notice.
- ii. The envelope containing ballot form, if sent by courier or by registered post or by speed post at the expense of the registered member will also be accepted. The ballot form may also be deposited personally at the address mentioned on the self-addressed postage pre-paid envelope. The ballot form should reach the scrutinizer by 9th August, 2018 before 5.00 p.m. The ballot forms received after the said date and time will be treated as if no reply from the shareholder has been received.
- iii. A shareholder may request for a duplicate ballot form, if so required by writing to the registrar and transfer agent at their email id: [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com). However, the duly completed duplicate ballot form should reach the scrutinizer before the above mentioned date and time.
- iv. Detailed instructions for voting are provided in the ballot form.

## STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

### ITEM NO. 6 to 10

The present term of appointments of Shri H. M. Marda, Shri U. G. Bhat, Shri J. K. Khetawat, Shri J .Godbole and Shri S. Balasubramanian, Independent Directors is completing on 31st March, 2019.

Based on recommendation of Nomination and Remuneration Committee and in terms of provisions of Section 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013, SEBI Listing Regulations 2015, the Board has proposed reappointment of above named Directors at this Annual General Meeting for another term of 5 (five) years from 1st April, 2019 and they shall be non-retiring directors. A brief profile of each of the above mentioned Independent Directors is given hereunder:-

**Shri H.M.Marda** is a qualified Chartered Accountant who started with the Birla group of companies in a senior management position. After seven years of corporate experience, he joined the Emami group of companies managing various divisions among others in over a decade. During the course of this time he was resident in Russia for 5 years and consequently ventured into an independent commercial venture in Russia.

Subsequently, Shri Marda returned back to India to lead the CMI group with continuing operations in Russia and India. With extensive experience in diverse manufacturing industries, international trade and Forex operations, Shri Marda is the guiding figure for strategic planning and operational growth of the group ventures.

**Shri U.G.Bhat** a mechanical engineer with over 40 years of experience in pulp and paper industry. Served all his working life first with SPB and then with SPB-PC. A brilliant mechanical mind with a rare detailed process knowledge in paper, he has overseen the technical planning and implementation of a many paper mill expansion and mill development plan.

**Shri J. K. Khetawat** is the founder Chairman of Rameswara Group Enterprise. A first generation businessman, he founded RTL Logistics Ltd, a

renowned logistics service provider. Subsequently he ventured into the Packaging Industry with Gopala Polyplasts which manufactures packing material for the cement industry with a current turnover of more than INR 1 Billion.

As a business notable Shri Khetawat contributes his management acumen to several city based and national industrial and social organisations. He is the founder member of CREDAI (Confederation of Real Estate Developers) and served as its president for two consecutive terms. Shri Jugal Khetawat spends a majority of his time as Director of South City Projects looking after its strategic management and operations.

**Shri J .Godbole** B.Tech. , served as the chairman of the board and managing director at IDBI Bank Limited since February 2005. Shri Godbole has 37 years of diversified experience ranging from production-in-charge in a private sector SSI, development banker with IDBI-the apex term lending development bank of the Government of India to advisor to state govt. of Sabah in Malaysia. In Sabah he advised the govt. in the implementation of a \$700 million pulp, paper and timber complex.

He was also directly involved in implementation /project management of \$1 billion gas based complex comprising transportation of associated gas, production of HBI, methanol and generation of power.

In 1974, he joined IDBI as an industrial finance officer/deputy manager IDBI, India. In 1991, Shri Godbole was instrumental in starting the business development department in IDBI. He served as the chairman of empowered group of CDR (corporate debt restructuring) mechanism from 2002 to 2004.

He has been an associate member of Indian Institute of Chemical Engineers. He had participated in the corporate long range planning from Indian Institute of Management (IIM) Bangalore. He qualified in financial management from Bajaj Institute of Management studies, University of Bombay. Shri Godbole received a B.Tech degree in chemical engineering from the prestigious Indian Institute of Technology, Powai, Bombay in 1968.

**Shri S. Balsubramanian** serves as consultant to the governments of Malawi and Brunei Darussalam to

advise these governments for costing and fixation of tariffs for various kinds of postal services. Shri Balasubramanian served as a director/ joint secretary of the ministry of programme implementation from October, 1988 to May 1991. He was also associated with the department of posts as the director in charge from 1985 to 1988 and with the Indian Telephone Industries, Bangalore as the chief financial manager from 1979 to 1985.

He serves as associate member of the Institute of Chartered Accountants of India and Institute of Cost & Works Accountants of India. He was associate member of the Institute of Company Secretaries of India. Shri Balasubramanian also served as the central government nominee on the central council of the Institute of Chartered Accountants of India during the period commencing from 1999 to 2000. Prior to his role as chairman of the Company law board, he was the director in the ministry of programme implementation. Shri Balasubramanian holds a bachelor's degree in commerce from the Madras University, a bachelor's degree in law from the University of Delhi, a post-graduate degree in management accountancy of the Institute of Chartered Accountants of India and a post-graduate diploma in project management from the University of Bradford, U.K.

The Board considers that the continued association of the above Independent Directors would be of immense benefit to the Company and it is desirable to continue to avail services of the above Independent Directors. Accordingly, the Board recommends the resolutions for reappointment of the above persons as Independent Directors for the approval by the shareholders of the Company by way of **special resolutions** in this Annual General Meeting.

All the above Independent Directors fulfill the conditions specified in the Companies Act, 2013 and rules made there under for their reappointment as Independent Directors of the Company.

The Company has received requests from the Members of the Company proposing their name for appointment as Independent Directors at the ensuing Annual General Meeting under section 160 of the Companies Act, 2013. The Company has received declarations to this effect that they meet the criteria of Independent Director as provided under section 149 (6) of the said Act.

Except the appointees and their relatives, none of the Directors or Key Managerial Personnel of the

Company or their relatives is, in any way, concerned or interested, financially or otherwise, in these Resolutions.

Copy of the draft letters of appointments of such Independent Directors would be available for inspection without any fee by the members at the Registered Office of the Company between 10:00 am and 05:00 pm on all working days except Saturday till the date of Annual General Meeting.

Disclosure required under Section 196(4) of Companies Act, 2013, Regulation 26(4) & 36(3) of SEBI(Listing Obligations & Disclosure Requirements ) Regulations 2015 and Secretarial Standard-2 (SS-2) of Institute of Company Secretaries of India is set out as the **Annexure I** to this Notice.

#### **ITEM NO. 11**

The Board, on the recommendation of the Audit Committee, has approved the reappointment of M/s. V. K. Jain & Co., as Cost Auditor to conduct the audit of cost records of the Company for the financial year ending March, 31, 2019 at a remuneration of ₹1,50,000/- (Rupees One lac fifty thousand only) per annum.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

Accordingly, consent of the members is sought for passing an **Ordinary Resolution** as set out at Item No. 12 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the Notice.

#### **ITEM NO. 12**

Shri Aditya Vardhan Agarwal was re-appointed as the Executive Chairman of the Company for a period of 3 years w.e.f. 8th November, 2015 with the approval of the Shareholders in the Annual General Meeting held on 11th August, 2015.

Further, the Board of Directors of the Company ("the Board") at its meeting held on 2nd May, 2018, has, subject to approval of the Members in the Annual General Meeting of the Company re-appointed Shri Aditya Vardhan Agarwal, as Executive Chairman, for

a period of 3 years (approx.) w.e.f. 8th November, 2018 to 31st October, 2021 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 members approval for the reappointment of and remuneration payable to Shri Aditya Vardhan Agarwal, as Executive Chairman, in terms of the provisions of the Act.

Broad particulars of the terms of re-appointment and remuneration payable to Shri Aditya Vardhan Agarwal as Executive Chairman are as under:-

- A. PERIOD OF APPOINTMENT:** 8th November, 2018 to 31st October, 2021.
- B. SALARY:** Salary shall be in the range of ₹8,00,000/- (Rupees Eight Lacs Only) to ₹10,00,000/- (Rupees Ten Lacs Only) per month, payable monthly. The Annual increment will be considered by the Board of Directors of the Company.
- C. BONUS:** As per rules of the Company.
- D. PERQUISITES:**
  - i. Unfurnished accommodation shall be provided by the Company.
  - ii. Medical Reimbursement: Reimbursement or 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.
  - iii. Leave Travel Allowance: Reimbursement or 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.
  - iv. 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).
  - v. The perquisites shall be evaluated as per the Income Tax Rules wherever applicable. In the absence of any such rules the perquisites shall be evaluated at actual cost.

vi. Shri Agarwal shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration.

a. 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.

b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

c. Encashment of unavailed earned leave at the end of the tenure.

**E. OTHER TERMS AND CONDITIONS :**

- a. Shri Aditya Vardhan 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.
- b. Shri Aditya Vardhan Agarwal, Executive Chairman, shall discharge duties and functions under the superintendence, direction and control of the Board of Directors from time to time.
- c. Shri Aditya Vardhan Agarwal, Executive Chairman shall be liable to retire by "Rotation".
- d. The Executive Chairman, so long as he functions, as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- e. Shri Aditya Vardhan Agarwal, Executive Chairman shall not during the continuance of his employment with the Company or at any time thereafter divulge or disclose to any person whomsoever any information or knowledge obtained by him during his employment as to the business or affairs of the Company or its methods or as to any trade secrets and shall use his best endeavors to prevent any other person from doing so. However, such divulgence or disclosure by him to officers and employees of the Company and others for the purpose of business of the Company shall not be deemed to be a contravention of this clause.

- f. As long as Shri Aditya Vardhan Agarwal acts as Executive Chairman, no sitting fees will be paid to him for attending the meeting of the Board of Directors or Committees thereof.
- g. The terms and conditions of the said re-appointment may be altered, amended, varied and modified from time to time by the Board of Directors or Committee thereof as it may be permissible and if deemed fit in terms of the Companies Act, 2013 or any amendments or modifications or re-enactments made thereto in consultation with Shri Aditya Vardhan Agarwal.

#### **F. MINIMUM REMUNERATION**

Notwithstanding anything contained in this part where in any financial year during currency of the term of 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 modification thereof from time to time.

Shri Aditya Vardhan Agarwal, Executive Chairman shall act in accordance with the Articles of Association of the Company and shall abide by provisions contained in Section 166 of the Act with regard to duties of the Director.

Shri Aditya Vardhan Agarwal, Executive Chairman shall adhere to the Companies Code of Business Conduct and Ethics for Directors and Management Personnel.

Shri Aditya Vardhan Agarwal satisfies all 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 and he is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Shri Aditya Vardhan Agarwal under Section 190 of the Act.

The Resolution set out in Item No. 12 of the accompanying Notice is intended to obtain the consent of the shareholders relating to remuneration payable to Shri Aditya Vardhan Agarwal.

#### **MEMORANDUM OF CONCERN OR INTEREST OF DIRECTORS**

Except Shri Aditya Vardhan Agarwal and Smt. Richa Agarwal, Director being wife of Shri Aditya Vardhan Agarwal, 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. 12 of the Notice.

The Board recommends the resolutions as set out in the accompanying Notice for your approval as **Special Resolution** in the interests of the Company.

Draft Agreement to be entered into with Shri Aditya Vardhan Agarwal will be opened for inspection by the members at the Registered Office of the Company on all working days (except Saturday) between 10.00 a.m. to 5.00 p.m. up to the date of the Annual General Meeting.

Disclosure required under Section 196(4) of the Companies Act, 2013, Regulation 26(4) & 36(3) of SEBI(Listing Obligations & Disclosure Requirements) Regulations 2015 and Secretarial Standard-2(SS-2) of Institute of Company Secretaries of India is set out as the **Annexure I** to this Notice.

The statement as per Section II (IV) of Part II of Schedule V to the Companies Act, 2013 for appointment of Shri Aditya Vardhan Agarwal, as Executive Chairman, is set out as **Annexure-II** to this Notice.

#### **ITEM NO. 13**

The Board at its meeting held on 13th April, 2018 appointed Shri Ashish De as an Additional Director of the Company with effect from 13th April, 2018, pursuant to Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Shri Ashish De will hold 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 Shri Ashish De for the office of Director.

The Company has received from Shri Ashish De (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, and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Accordingly, your Directors recommend the resolution for approval of the Members under item No. 13 of the accompanied Notice for appointment of Shri Ashish De as Director of the Company as **Ordinary Resolution**.

**ITEM NO. 14**

The Board of Directors of the Company (“the Board”) at its meeting held on 13th April, 2018 has, subject to the approval of members appointed Shri Ashish De as Whole-Time Director of the Company for a period of 3 (three) years (approx.) 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 members approval for the appointment of Shri Ashish De as Whole-Time Director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of appointment of Shri Ashish De are as under:

**REMUNERATION:**

**(i) Basic Salary:** ₹10,72,000/- (Rupees Ten Lac Seventy Two Thousand only) per month.

Annual increment will be sanctioned by the Chairman of the Company effective from April every year on the basis of merit and performance of the Company, subject to a monetary ceiling of 15% per annum.

**(ii) Period:** 13th April, 2018 to 31st March, 2021.

**PERQUISITES :**

**A. Leave:** As per rules of the Company including encashment of unavailed leave as per the rules of the Company.

**B. Gratuity** Gratuity payable at a rate not exceeding half a months’ salary of each completed year of service.

**C. Medical reimbursement** Reimbursement or 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.

**D. Leave Travel Allowance** Reimbursement or 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.

**E. Bonus** As per rules.

**F. House Rent** Rent free furnished accommodation.

**G. Electricity** Reimbursement of expenses incurred for electricity at his residence.

**H. 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 call and long distance official calls)

**I. Group Mediclaim Benefit** Benefit of coverage under Group Mediclaim Policy as per rules of the Company.

**J. Other benefits** Such other benefits, amenities and facilities as per the Company’s rules.

The above remuneration shall be subject to the ceiling prescribed under Section 196, 197 read with Schedule V of the Company’s Act 2013 (herein after called the said Act) and the Nomination & Remuneration Committee is authorised to make such changes in remuneration, if such changes are required to be made as per the said Act.

**OTHER TERMS AND CONDITIONS:**

i. Shri Ashish De, shall be liable to retire by “Rotation”.

ii. The Whole Time Director, so long as he functions, as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.

iii. Shri Ashish De, Whole Time Director shall not during the continuance of his employment with the Company or at any time thereafter divulge or disclose to any person whomsoever any information or knowledge obtained by him during his employment as to the business or affairs of the Company or its methods or as to any trade secrets and shall use his best endeavors to prevent any other person from doing so. However, such divulgence or disclosure by him to officers and employees of the Company and others for the purpose of business of the Company shall not be deemed to be a contravention of this clause.

#### **MINIMUM REMUNERATION :**

Notwithstanding anything contained in this part where in any financial year during currency of the term of 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 modification thereof from time to time.

Shri Ashish De, Whole-Time Director shall act in accordance with the Articles of Association of the Company and shall abide by provisions contained in section 166 of the Act with regard to duties of the Director.

Shri Ashish De, Whole-Time Director shall adhere to the Companies Code of Business Conduct, Ethics for Directors and Management Personnel and Code of Conduct for prevention of Insider Trading in securities of the Company.

The Office of the Whole-Time Director may be terminated by the Company or the concerned Director by giving the other 3(three) month's prior notice in writing.

Shri Ashish De satisfy all the conditions set out in part 1 of schedule V to the Act as also conditions set out under sub-section(3) of section 196 of the act and he is not disqualified from being appointed as Director in terms of section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Shri Ashish De under section 190 of the Act.

The resolution set out in Item No. 14 of the accompanying Notice is intended to obtain the consent of the Shareholders relating to remuneration payable to Shri Ashish De.

#### **MEMORANDUM OF CONCERN OR INTEREST OF DIRECTORS**

Except Shri Ashish De, 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. 14 of the Notice.

The Board recommends the resolutions as set out in the accompanying Notice for your approval as **Special Resolution** in the interests of the Company.

The Agreement entered into with Shri Ashish De will be opened for inspection by the members at the Registered Office of the Company on all working days (except Saturday) between 10.00 a.m. to 5.00 p.m. up to the date of the Annual General Meeting.

Disclosure required under Section 196(4) of the Companies Act, 2013, Regulation 26(4) & 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 and Secretarial Standard-2 of Institute of Company Secretaries of India is set out as the **Annexure I** to this Notice.

The statement as per Section II(IV) of Part II of Schedule V to the Companies Act, 2013 for appointment of Shri Ashish De as Whole Time Director is set out as **Annexure-III** to this Notice.



## ANNEXURE I TO THE NOTICE DATED 02<sup>ND</sup> MAY 2018

Information about Directors seeking re-appointment /appointment at the forthcoming Annual General Meeting in compliance Section 196(4) of the Companies Act, 2013 , Regulation 26(4) & 36(3) of SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting 2 (SS-2) issued by Institute of Company Secretaries of India (ICSI)

Name of Director	Shri Manish Goenka	Shri P. S. Patwari	Shri A. V. Agarwal	Shri Ashish De
Fathers Name	Shri R S Goenka	Late K. R. Patwari	Shri R S Agarwal	Late Ashutosh De
Director's Identification No.	00363093	00363356	00149717	08109683
Date of Birth	07.02.1974	16.03.1955	06.01.1975	09.12.1949
Age	44	63	43	68
Date of first Appointment on the Board	01.02.2000	28.11.1994	23.10.2000	13.04.2018
Qualification	M.B.A.	B.Com ; FCA	B.Com.	1. Post Graduate Diploma in Pulp and Paper Technology from Institute of Paper Technology, Saharanpur. 2. Advanced Short course training in Non -Wood Fibre (Recycled Paper) and Paper Coating Technology from N. C. State University, North Carolina ,USA
Expertise in Specific Functional areas	He is an Industrialist with extensive business experience, expertise in marketing, corporate planning, business development, strategy formulation and overall management.	He is a Chartered Accountant, extensive experience in the area of Finance, Accounting, Corporate Planning, Business Development, Strategy formulations and overall management.	Well known Industrialist. Rich and varied experience in Finance, Corporate Planning, Business Development, Strategy formulation and overall management.	A renowned Paper and Paper Board Technologist with Rich and varied experience of 45 years in setting up of Big Paper Board Mill projects and also an expert in global marketing network. He is also expert in the area of corporate planning, strategy formulation and marketing management.
Terms and Conditions of Appointment/ Re appointment	Re appointment as Director ,liable to retire by rotation	Re appointment as Director, liable to retire by rotation	As per Explanatory Statement item no. 12	As per Explanatory Statement item no. 13 & 14
Last drawn remuneration	₹68,38,237/- for the FY 2017-18	₹2,41,95,050/- for the FY 2017-18	₹70,15,956/- for the FY 2017-18	Not applicable

<b>Details of remuneration sought to be paid</b>	No approval sought for remuneration. Eligible for sitting fees for attending meetings of the Board and Committees in which he is a member	No approval sought for remuneration	Approval sought for remuneration as per item no. 12 of the Explanatory statement of the Notice	Approval sought for remuneration as per item no. 14 of the Explanatory statement of the Notice
<b>Relationship with other Directors and Key Managerial Personnel</b>	No such Relationship Exists	No such Relationship Exists	Smt. Richa Agarwal - Wife	No such Relationship Exists
<b>Directorship in other Companies</b>	<ul style="list-style-type: none"> <li>• Bhanu Vyapaar Private Limited</li> <li>• Emami Cement Limited</li> <li>• Prestige Vyapaar Limited</li> <li>• Emami Group of Companies Pvt .Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• Barbrik Barter Private Limited</li> <li>• Biswanath Barter Private Limited</li> <li>• Bengal Emami Housing Limited</li> <li>• Prakash Mercantile Private Limited.</li> <li>• Emami Centre For Creativity Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Emami Limited</li> <li>• Suntrack Commerce Pvt.Limited</li> <li>• Emami Cement Ltd.</li> <li>• Ajanta Suppliers Pvt. Ltd.</li> <li>• Emami Group of Companies Pvt.Ltd.</li> <li>• T.M.T.Viniyogan Ltd.</li> </ul>	NIL
<b>Chairman/ Member in the Committees of the Boards of other Companies</b>	<b>Emami Cement Limited</b> <ul style="list-style-type: none"> <li>• Member-Nomination &amp; Remuneration Committee</li> <li>• Member- Share Transfer Committee</li> </ul>	NIL	<b>Emami Limited</b> <ul style="list-style-type: none"> <li>• Member- Share Transfer Committee</li> <li>• Member- Finance Committee</li> </ul>	NIL
<b>Number of Shares held in the Company</b>	87,000	NIL	12,500	NIL
<b>Number of meetings of the Board attended during the year</b>	5	5	4	Not Applicable

## ANNEXURE I TO THE NOTICE DATED 02<sup>ND</sup> MAY 2018

Information about Directors seeking re-appointment / appointment at the forthcoming Annual General Meeting in compliance Section 196(4) of the Companies Act, 2013, Regulation 26(4) & 36(3) of SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting 2 (SS-2) issued by Institute of Company Secretaries of India (ICSI)

Name of Director	Shri H. M. Marda	Shri U. G. Bhat	Shri J. K. Khetawat	Shri J. Godbole	Shri S. Balasubramanian
<b>Father's Name</b>	Late Radhakishan Marda	Srinivasa Upadhya	Late Rameswarlal Khetawat	Late Narayan Wasudeo Godbole	Late Shri R Sundaram
<b>Director's Identification No.</b>	00855466	00353361	00920819	00056830	02849971
<b>Date of Birth</b>	01.01.1943	15.04.1938	24.09.1940	17.02.1945	03.11.1942
<b>Age (in years)</b>	75	80	77	73	75
<b>Education Qualifications</b>	B.Com. ACA	B.Sc. B.E.	Sr. Cambridge	B.Tech(Hons), IIT Powai Certificate in Fin. Management	B.Com., L.L.B, A.C.A, A.C.S., AICWA,DMA(ICA)
<b>Expertise in Specific Functional areas and justification for reappointment</b>	An Industrialist with extensive business experience over 3 decades in the area of Accounting, Corporate Planning, Strategy formulation and overall management.	A Well-known Technocrat professional and a reputed project consultant in paper industry with rich and varied experience in setting up of project.	An Industrialist with extensive business experience in the area of Accounting, Corporate Planning, Strategy formulation and overall management.	He is former Chairman of IDBI having extensive experience in the area of Finance, in particular Bank Finance, Accounting, Corporate Planning and strategy formulation.	He is former Chairman of Company Law Board, has rich and varied experience in the Corporate Law. He is a well-known personality for his valuable contribution to the Corporate world.  He was also Former Member of Indian Postal Service and having senior level experience in Public Sector.
<b>Date of first Appointment of the Board</b>	1st term appointment as Independent Director under Companies Act, 2013: 25th April, 2014	1st term appointment as Independent Director under Companies Act, 2013: 25th April, 2014	1st term appointment as Independent Director under Companies Act, 2013: 25th April, 2014	1st term appointment as Independent Director under Companies Act, 2013: 25th April, 2014	1st term appointment as Independent Director under Companies Act, 2013: 25th April, 2014
<b>Terms and Conditions of Appointment/ Re appointment</b>	Proposed to be re-appointed as Independent Director for a second term as per Notice convening the 36th AGM read with explanatory statement thereto	Proposed to be re-appointed as Independent Director for a second term as per Notice convening the 36th AGM read with explanatory statement thereto	Proposed to be re-appointed as Independent Director for a second term as per Notice convening the 36th AGM read with explanatory statement thereto	Proposed to be re-appointed as Independent Director for a second term as per Notice convening the 36th AGM read with explanatory statement thereto	Proposed to be re-appointed as Independent Director for a second term as per Notice convening the 36th AGM read with explanatory statement thereto
<b>Last drawn remuneration</b>	Sitting fees for FY 2017-18 ₹ 2,60,000/-	Sitting fees for FY 2017-18 ₹ 1,15,000/-	Sitting fees for FY 2017-18 ₹ 1,35,000/-	Sitting fees for FY 2017-18 ₹ 2,45,000/-	Sitting fees for FY 2017-18 ₹ 1,90,000/-

Name of Director	Shri H.M. Marda	Shri U. G. Bhat	Shri J. K. Khetawat	Shri J. Godbole	Shri S. Balasubramanian
<b>Details of Remuneration sought to be paid</b>	No approval sought for remuneration. Eligible for sitting fees for attending meetings of the Board and Committees in which he is a member	No approval sought for remuneration. Eligible for sitting fees for attending meetings of the Board and Committees in which he is a member	No approval sought for remuneration. Eligible for sitting fees for attending meetings of the Board and Committees in which he is a member	No approval sought for remuneration. Eligible for sitting fees for attending meetings of the Board and Committees in which he is a member	No approval sought for remuneration. Eligible for sitting fees for attending meetings of the Board and Committees in which he is a member
<b>Relationship with other Directors and Key Managerial Personnel</b>	No such Relationship Exists	No such Relationship Exists	No such Relationship Exists	No such Relationship Exists	No such Relationship Exists
<b>Directorship in other Companies</b>	<ul style="list-style-type: none"> <li>Emami Infrastructure Ltd.</li> <li>Zandu Realty Ltd.</li> <li>Chandramukhi Impex Ltd.</li> <li>Prabhhu Polycolor Ltd.</li> <li>Prabhhu Poly Pipes Ltd.</li> <li>South City Projects (Kolkata) Ltd</li> <li>Rama Overseas Limited</li> <li>Creative Cultivation Private Limited</li> <li>Emami Constructions Pvt Ltd</li> <li>Emami Power Limited</li> </ul>	<ul style="list-style-type: none"> <li>SPB Projects and Consultancy Ltd.</li> <li>Shree Sakthi Paper Mills Limited</li> </ul>	<ul style="list-style-type: none"> <li>South City(Projects) Kolkata Ltd.</li> <li>Kolkata Metropolitan South City Development Ltd.</li> <li>South City International School</li> <li>South City Developers Pvt.Ltd.</li> <li>South City Bel-Air Property Management Pvt.Ltd.</li> <li>RTL Logistics Limited</li> <li>Aravali Tie Up Pvt Ltd</li> <li>Aravali Barter Pvt Ltd</li> <li>Biswanath Tie Up Pvt Ltd</li> <li>Rameshwara Estates Pvt Ltd</li> <li>Vijaybhan Investment and Consultancy Pvt Ltd</li> <li>South City Retreat</li> <li>Property Management Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>JK.Cements Ltd.</li> <li>Kesar Terminals &amp; Infrastructure Ltd.</li> <li>Zuari Agro Chemicals Ltd.</li> <li>Gujrat Alkalies and Chemicals Ltd.</li> <li>Embio Ltd.</li> <li>Zuari Global Ltd.</li> <li>Saurashtra Cement Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>Jaypee Infratech Ltd.</li> <li>GVK Power &amp; Infrastructure Ltd.</li> <li>Machino Plastics Ltd.</li> <li>TTK Healthcare Limited</li> <li>Peerlees Hotels Limited</li> <li>Malnad Projects Pvt.Ltd.</li> <li>GVK Airport Developers Limited</li> <li>Sanghi Industries Limited</li> </ul>
<b>Chairman/ Member in the Committees of the Boards of other Companies</b>	<b>Emami Infrastructure Limited</b> <ul style="list-style-type: none"> <li>Member -Audit Committee</li> <li>Chairman - Nomination &amp; Remuneration Committee</li> </ul> <b>Zandu Realty Limited</b> <ul style="list-style-type: none"> <li>Chairman- Audit Committee</li> <li>Chairman -Investors Grievance Committee</li> </ul>	NIL	NIL	<b>JK Cements Ltd</b> <ul style="list-style-type: none"> <li>Member -Audit Committee</li> <li>Member - Risk Management Committee</li> <li>Member - Nomination &amp; Remuneration Committee</li> <li>Member-CSR Committee</li> </ul> <b>Kesar Terminals &amp; Infrastructure Ltd</b> <ul style="list-style-type: none"> <li>Member- Audit Committee</li> <li>Chairman -CSR Committee</li> </ul>	<b>GVK Power &amp; Infrastructure Ltd</b> <ul style="list-style-type: none"> <li>Member- Audit Committee</li> </ul> <b>Machino Plastics Ltd</b> <ul style="list-style-type: none"> <li>Member- Audit Committee</li> <li>Member- Stakeholders Relationship Committee</li> <li>Member- Nomination &amp; Remuneration Committee</li> </ul> <b>TTK Healthcare Limited</b> <ul style="list-style-type: none"> <li>Member, Audit Committee</li> </ul>

Name of Director	Shri H.M. Marda	Shri U. G. Bhat	Shri J. K. Khetawat	Shri J. Godbole	Shri S. Balasubramanian
				<ul style="list-style-type: none"> <li>• Member-Nomination &amp; Remuneration Committee</li> <li>• Chairman,-Risk Management Committee</li> </ul> <p><b>Zuari Agro Chemical Limited</b></p> <ul style="list-style-type: none"> <li>• Member - Nomination &amp; Remuneration Committee</li> <li>• Chairman-Audit Committee</li> <li>• Chairman-Stakeholders Relationship Committee</li> <li>• Member-Risk Management Committee</li> <li>• Member-Banking &amp; Finance Committee</li> <li>• Member-CSR Committee</li> <li>• Members-Committee of Directors for QIP</li> <li>• Member-Rights Issue Committee</li> </ul> <p><b>Zuari Global Limited</b></p> <ul style="list-style-type: none"> <li>• Member-Audit Committee,</li> <li>• Chairman- Stakeholders Relations Committee</li> <li>• Member-Banking &amp; Finance committee</li> <li>• Member- Nomination &amp; Remuneration Committee</li> <li>• Member-Risk Management Committee</li> </ul> <p><b>Gujrat Alkalies and Chemicals Ltd</b></p> <ul style="list-style-type: none"> <li>• Chairman-Audit Committee</li> <li>• Chairman - Nomination &amp; Remuneration Committee</li> <li>• Member-CSR Committee</li> <li>• Member-Project committee</li> <li>• Chairman-Personnel Committee</li> <li>• Chairman-Risk Management -cum-Safety Committee</li> </ul> <p><b>Saurashtra Cement Limited</b></p> <ul style="list-style-type: none"> <li>• Member-CSR Committee</li> </ul> <p><b>EMBio Ltd</b></p> <ul style="list-style-type: none"> <li>• Member- Audit Committee</li> <li>• Member- Nomination &amp; Remuneration Committee</li> <li>• Member,-CSR Committee</li> </ul>	<p><b>Peerlees Hotels Limited</b></p> <ul style="list-style-type: none"> <li>• Member- Audit Committee</li> </ul> <p><b>GVK Airport Developers Limited</b></p> <ul style="list-style-type: none"> <li>• Member- Audit Committee</li> <li>• Member- Nomination &amp; Remuneration Committee</li> <li>• Member- Stakeholders Relationship Committee</li> </ul>

Name of Director	Shri H.M. Marda	Shri U. G. Bhat	Shri J. K. Khetawat	Shri J. Godbole	Shri S. Balasubramanian
Number of Shares held in the Company	2650	NIL	NIL	NIL	NIL
Number of meetings of the Board attended during the year	5	4	3	5	4
Performance Evaluation Summary	Based on the experience, knowledge and competency, the Board of Directors noted efficient functioning, initiative, commitment, contribution and independent views and judgement from Shri H.M. Marda Independent Director for the period.	Based on the experience, knowledge and competency, the Board of Directors noted efficient functioning, initiative, commitment, contribution and independent views and judgement from Shri U. G. Bhat, Independent Director for the period.	Based on the experience, knowledge and competency, the Board of Directors noted efficient functioning, initiative, commitment, contribution and judgement from Shri J. K. Khetawat Independent Director for the period.	Based on the experience, knowledge and competency, the Board of Directors noted efficient functioning, initiative, commitment, contribution and independent views and judgement from Shri J. Godbole Independent Director for the period.	Based on the experience, knowledge and competency, the Board of Directors noted efficient functioning, initiative, commitment, contribution and independent views and judgement from Shri S. Balasubramanian Independent Director for the period.

## ANNEXURE II TO THE NOTICE OF ANNUAL GENERAL MEETING

### STATEMENT OF INFORMATION FOR SHRI ADITYA VARDHAN AGARWAL PROVIDED IN TERMS OF THE SECTION II(IV) 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) **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 Institution appearing in the prospectus.**

-Not applicable.

- 4) **Financial Performance/Key indicators during last three years :-  
(Taken as per Ind AS)**

(₹ in crores)

		2015-16	2016-17	2017-18
a)	Paid up Share Capital	12.10	12.10	12.10
b)	Reserve & Surplus (other Equities as per Ind AS)	201.20	222.31	230.66
c)	Sale/Income from operation	538.80	1185.08	1366.37
d)	Total Income	545.19	1208.94	1377.27
e)	Profit before Tax	10.81	26.13	23.93
f)	Profit after Tax	27.92	19.08	16.38

#### II. INFORMATION ABOUT THE APPOINTEE:

- 5) Shri Aditya Vardhan Agarwal (DIN 00149717), son of Shri Radheshyam Agarwal aged about 43 years, joined the Company in the year 23.10.2000. 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 organisations.

#### 6) Past Remuneration

(in ₹)

2017-18	2016-17	2015-16
70,15,956/-	70,14,683/-	55,97,555/-

#### 7) Recognition, Award & Achievements :

He has been awarded by various chambers of commerce.

#### 8) Job profile and his suitability :

Shri Aditya Vardhan 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 Shri Aditya Vardhan 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 with an installed capacity of 132000 T.P.A. including captive power plants at Balasore, Odisha.

He has successfully contributed in business 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 Shri Aditya Vardhan Agarwal as Whole-Time Director, designated as Executive Chairman of the Company for a period of 3 years(approx.) w.e.f. 8th November, 2018 to 31st October, 2021. Accordingly, the Board of Director in its meeting held on 02nd May, 2018 re-appointed Shri Aditya Vardhan Agarwal as Whole-Time Director, designated as Executive Chairman subject to approval of the Members in the General Meeting.

As Executive Chairman of the organisation, 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 recommend for re-appointment of Shri Aditya Vardhan Agarwal for a period of 3 years (approx.) w.e.f. 8th November, 2018 to 31st October, 2021.

**9) Remuneration Proposed :**

As detailed in the explanatory statement of Item No.12 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.

**10) 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 Chairman are commensurate with the increased job requirements, responsibilities and is in the line with other similar companies.

However, in the event of loss or inadequacy of profits in any financial year, during the currency of tenure of service of the Executive Chairman, the payment of Salary, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013 and the Remuneration Policies of the Company.

**11) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any :**

Excepting the payment of remuneration for his service as Executive Chairman as detailed hereinabove, he has no other pecuniary relationship with the Company or any relationship with the managerial personnel of the Company except Smt. Richa Agarwal, wife of Shri Aditya Vardhan Agarwal, being Director of the Company.

**III. OTHER INFORMATION:**

Other disclosures such as reasons for loss or inadequacy of profits , steps taken or proposed to be taken for improvement ,expected increase in productivity and profit in measureable terms are not applicable as the Company is currently profitable.

**IV. DISCLOSURES :**

- a) The details of remuneration to Shri Aditya Vardhan Agarwal are given in the proposed resolution and the explanatory statements annexed herewith. This may be treated as an abstract for the purpose of Section 190 of the Companies Act, 2013.
- b) The Remuneration Package and other terms applicable to the Directors shall be disclosed in the Corporate Governance Report forming part of the Annual Report of the Company.



## ANNEXURE III TO THE NOTICE OF ANNUAL GENERAL MEETING

### STATEMENT OF INFORMATION FOR SHRI ASHISH DE PROVIDED IN TERMS OF THE SECTION II(IV) 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) **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 Institution appearing in the prospectus.**

-Not applicable.

- 4) **Financial Performance/Key indicators during last three years :-**

(Taken as per Ind AS)

(₹ in crores)

		2015-16	2016-17	2017-18
a)	Paid up Share Capital	12.10	12.10	12.10
b)	Reserve & Surplus (other Equities as per Ind AS)	201.20	222.31	230.66
c)	Sale/Income from operation	538.80	1185.08	1366.37
d)	Total Income	545.19	1208.94	1377.27
e)	Profit before Tax	10.81	26.13	23.93
f)	Profit after Tax	27.92	19.08	16.38

#### II. Information about the appointee :

- 1) Shri Ashish De, holding Post Graduate Diploma in Pulp and Paper Technology from Institute of Paper Technology, Saharanpur. He also acquired advanced short course training in non-wood fibre (recycled paper) and paper coating technology from N. C. State University, North Carolina, USA, aged about 68 years, joined the Company on 13th April, 2018. He has about 45 years of extensive knowledge in Paper and Board Industry and more than 30 years in decision making level. He has served various big Paper and Paper Board Industry like I.T.C., J. K. Paper etc.

He has extensive knowledge of working as CEO (New Business and Project) for setting up of new Board Mill project and also served as Head of operations in various big Paper and Paper Board Industries.

He is having excellent network with global vendors and consultants in the field of Paper and Paper Board Projects.

He is associated with various federations and social organisations.

- 2) **Past Remuneration** - Nil

Appointed as Whole Time Director in the meeting of the Board of Directors held on 13th April, 2018.

- 3) **Recognition, Award & Achievements :**

He has worked as Head of Operations in different Paper Board Industries and also as CEO (New Business and Projects) in J. K. Paper Limited and handled big Paper Board projects of about ₹ 2200 crores very successfully.

He acquired training in Non-Wood Fibre (Recycled Paper and Paper coating Technology) from N. C. State University, North Carolina, U.S.A.

He has widely travelled in developed countries in Europe, US and Asia for Paper and Paper Board projects and businesses.

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

Being a Whole Time Director, Shri Ashish De is overall in-charge of setting up of new Board mill project and marketing network of Paper Board and Paper Business, subject to superintendence, control and direction of the Board of Directors of the Company.

He has contributed significantly in commissioning of PM-IV at Balasore, Orissa. Keeping in view of his overall performance, contribution, expertise, dedication and experience towards significant improvement in running of Paper Machine-IV and all round progress of the Company, the Board of Directors of the Company in their meeting held on 13th April, 2018, appointed him as Whole-Time Director of the Company for a period of 3 years (approx.) w.e.f. 13th April, 2018, subject to approval of the Shareholders at the ensuing Annual General Meeting of the Company

**5) Remuneration Proposed :**

As detailed in the explanatory statement of Item No.14 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 Whole Time Director are commensurate with the increased job requirements, responsibilities and is in the line with other similar companies

However, in the event of loss or inadequacy of profits in any corporate financial year, during the currency of tenure of service of the Executive Director, the payment of Salary, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Companies

Act, 2013 and the Remuneration Policies of the Company.

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

Excepting the payment of remuneration for his service as Executive Director as detailed hereinabove, he has no other pecuniary relationship with the Company or any relationship with the managerial personnel of the Company.

**III. Other Information:**

Other disclosures such as reasons for loss or inadequacy of profits , steps taken or proposed to be taken for improvement ,expected increase in productivity and profit in measureable terms are not applicable as the Company is currently profitable.

**IV. Disclosures:**

- a) The details of remuneration to Shri Ashish De are given in the proposed resolution and the explanatory statements annexed herewith. This may be treated as an abstract for the purpose of Section 190 of the Companies Act, 2013.
- b) The Remuneration Package and other terms applicable to the Directors shall be disclosed in the Corporate Governance Report forming part of the Annual Report of the Company.

Not Applicable, since the appointment has been made on 13th April, 2018



emami\*

## Emami Paper Mills Limited

CIN : L21019WB1981PLC034161

### REGISTERED OFFICE:

ACROPOLIS Unit No. 1, 15th Floor, 1858/1, Rajdanga Main Road, Kolkata -700107,  
(Landmark- Near Gitanjali Stadium), Phone: 91-033-66271301, Fax: 91-033-6627-1338,  
Email : emamipaper@emamipaper.in, Website: www.emamipaper.in

## PROXY FORM : MGT-11

I/We hereby record my/our presence at the 36th Annual General Meeting held on Friday, August 10, 2018 at 11.00 a.m. at 'OZORA', 20th Floor,'ACROPOLIS' 1858/1,Rajdanga Main Road, Kolkata - 700 107 (Landmark - Near Gitanjali Stadium)

I/We, being the member(s), holding.....shares of Emami Paper Mills Limited hereby appoint :

- (1) Name.....Address.....  
E-mail Id.....Signature..... or failing him/her
- (2) Name.....Address.....  
E-mail Id.....Signature.....or failing him/her
- (3) Name.....Address.....  
E-mail Id.....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the **36th Annual General Meeting** of the Company, to be held on **Friday, August 10, 2018 at 11.00 a.m. at 'OZORA', 20th Floor,'ACROPOLIS' 1858/1,Rajdanga Main Road, Kolkata - 700 107 (Landmark - Near Gitanjali Stadium)** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional *		
		For	Against	Abstain
<b>Ordinary Business:</b>				
1.	Consideration and adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the reports of the Board of Directors and Auditors thereon.			
2.	Declaration of dividend on Equity and Preference Shares for the year ended 31st March, 2018.			
3.	Appointment of a Director in place of Shri Manish Goenka having Director's Identification Number - 00363093, who retires by rotation and being eligible, offers himself for re-appointment.			
4.	Appointment of a Director in place of Shri P. S. Patwari having Director's Identification Number-00363356, who retires by rotation and being eligible, offers himself for re-appointment.			

Resolution No.	Resolutions	Optional *		
		For	Against	Abstain
5.	Ratification of the appointment of M/s.Agrawal Subodh & Co., Statutory Auditors of the Company.			
<b>Special Business</b>				
6.	Appointment of Shri H. M. Marda, as an Independent Director of the Company.			
7.	Appointment of Shri U. G. Bhat, as an Independent Director of the Company.			
8.	Appointment of Shri J. K. Khetawat, as an Independent Director of the Company.			
9.	Appointment of Shri J. Godbole, as an Independent Director of the Company.			
10.	Appointment of Shri S. Balasubramanian, as an Independent Director of the Company.			
11.	Approval of the remuneration of M/s. V. K. Jain & Co., Cost Auditors for the financial year ending 31st March, 2019.			
12.	Re-appointment of Shri Aditya Vardhan Agarwal, (DIN.00149717) as Whole-Time Director, designated as Executive Chairman of the Company.			
13.	Appointment of Shri Ashish De, (DIN. 08109683) as Additional Director, of the Company, liable to retire by rotation.			
14.	Appointment of Shri Ashish De, (holding DIN. 08109683) as a Whole Time Director, of the Company.			

Signed this ..... day of.....2018

Affix  
Revenue  
Stamp

Member's Folio /DP ID Client ID No.....Signature of Shareholder (s).....

Signature of Proxy holder(s).....

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 36th Annual General Meeting.
- \*3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated to the Box. If you leave the 'For' or 'Against' column blank against any or all 'Resolutions' your proxy will be entitled to vote in the manner as he/she thinks appropriate.