



Emami Paper Mills Limited

CIN: L21019WB1981PLC034161

Regd. Office: ACROPOLIS, Unit.1, 15th Floor, 1858/1, Rajdanga Main Road, Kolkata - 700 107
(Landmark-Near Gitanjali Stadium), Phone: 91 33 66271301, Fax: 91 33 6627 1338

Email: emamipaper@emamipaper.com, Website: www.emamipaper.in

NOTICE

Notice is hereby given that the Thirty Seventh Annual General Meeting of the members of EMAMI PAPER MILLS LIMITED will be held on Monday, 12th August, 2019 at 11.00 a.m. at Emami Art, Kolkata Centre for Creativity, 777, Anandapur EM Bypass, Kolkata – 700 107, West Bengal, India 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 2019 together with the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on Equity and Preference Shares for the year ended 31st March 2019.
3. To appoint a Director in place of Smt Richa Agarwal having Director's Identification Number- 01505726 who retires by rotation and being eligible, offers herself for re-appointment.
4. 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 2022 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix remuneration payable to them for the financial year ending 31st March, 2020, 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

5. To approve the remuneration of the Cost Auditors for the financial year ending 31st March 2020 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 (Firm Registration number: 00049) 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 2020, be paid remuneration of Rs. 1,50,000/- (Rupees One Lacs Fifty Thousand Only) plus GST and out of pocket expenses at actuals 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 authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To appoint Shri Shyamalendu Chatterjee (DIN. 0048249) as an Additional Director (Independent & Non-executive) and in this respect to consider and thought 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 Shyamalendu Chatterjee(DIN. 0048249) who was appointed as an Additional

Director of the Company by the Board of Directors through a Resolution by circulation with effect from 07th January, 2019 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 Shyamalendu Chatterjee as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company.”

7. To appoint Shri Shyamalendu Chatterjee (DIN. 0048249), 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 the applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended from time to time) and upon the recommendation of the Nomination and Remuneration Committee, Shri Shyamalendu Chatterjee, holding (DIN. 0048249) , be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5(five) years commencing from 13th August,2019 and whose office shall not be liable to determination by retirement of Directors by rotation.”

Registered Office:

“Acropolis”

Unit No.1, 15th Floor

1858/1, Rajdanga Main Road,

Kolkata -700107

Email : emamipaper@emamipaper.com

Website : www.emamipaper.in

Phone : 91-033-6627-1301, Fax: 6627-1338

Dated : 08th May, 2019

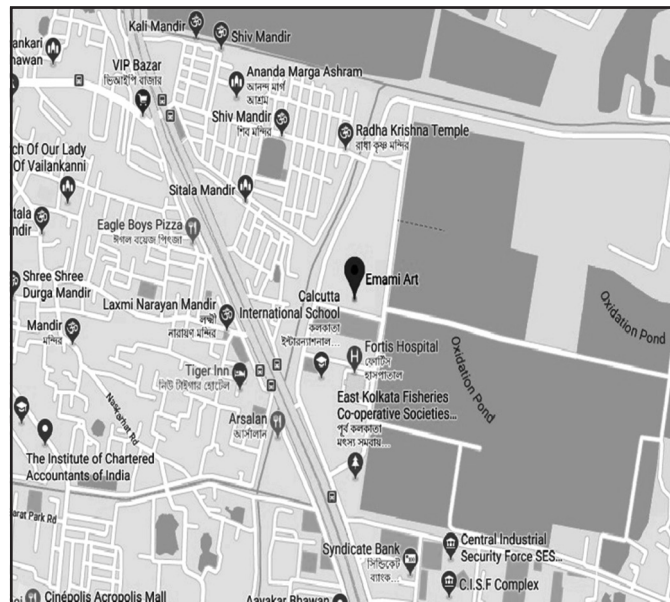
By order of the Board

G. SARAF

Vice President

(Finance) & Secretary

ROUTE MAP OF EMAMI ART, KOLKATA CENTRE FOR CREATIVITY



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 48 (forty-eight) hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10(ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10(ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.

The Proxy holder shall provide his/her identity at the time of attending the meeting. Proxies are requested to carry photo-identification to the venue of the Annual General Meeting.

2. 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.
3. The Company has notified closure of Register of Members and Share Transfer Books of the Company from 05th August 2019 to 12th August 2019, (both days inclusive) for determining the names of members eligible for dividend on Equity shares and Preference shares, if declared at the meeting.
4. 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.5 to 7 is Annexed hereto.
5. The Members/Proxies are requested to bring their attendance slip along with their copy of the Annual Report to the Meeting. No Duplicate attendance Slips will be issued at the venue of 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.

6. 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.
7. Relevant documents referred in the accompanying Notice and the Statement is 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 for download.
8. Dividend on Equity and Preference Shares for the Financial year ended 31st March 2019, 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 3rd August 2019 and for the shares held in physical form, whose names appear in the Register of Members on the date of the Annual General Meeting.
9. 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 31st July 2019 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.
10. Members are requested to immediately notify 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.

11. Those members who have not encashed their dividend warrant for the Financial years 2011-12 to 2017-18 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 the issue of duplicate dividend warrant.
12. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, dividend for the Financial Year 2011-12 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 2011-12 will fall due for transfer to the said fund on 16th September 2019. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 10th August 2018 (Date of last Annual General Meeting) on the website of the Company (www.emamipaper.in) and also on the website of the Ministry of Corporate Affairs.
13. 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 and 550 shares for 2010-11 in respect of which Dividends have not been claimed for the consecutive period of 7 years from 2008-2009, 2009-10 and 2010-11. The Total amount of Unclaimed / unpaid Dividend transferred to the IEPF suspense Account is Rs. 1,30,704/- on 23.11.2017 ; Rs. 4600/- on 05.12.2017 and Rs. 1100/- on 27.10.2018.

In terms of Rule 6(3) of the Investor Education and 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

Shareholders can claim the transferred shares along with dividends from the IEPF for which details are available at www.iepf.gov.in.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the 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.
15. 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.
16. Members holding shares in single name and physical form are advised to make a nomination in respect of their shareholding in the Company.
17. 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 a pin code number, if not furnished earlier.
18. 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, Circulars, etc. from the Company electronically.
19. **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 the venue of the Annual General Meeting
 - b) Voting through ballot
 - c) Voting at the 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. 3rd August 2019 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 a number of joint holders.
 - vi. Any person, who acquires shares of the Company and becomes a member of the Company after dispatching of the Notice of the Annual General Meeting and holding shares as on the cut-off date i.e. 3rd August 2019 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 (FCS 5152, CP No. 3821), Practicing Company Secretary # 332, 3rd floor, Martin Burn House, 1, R. N. Mukherjee Road, Kolkata - 700001 as the Scrutinizer for conducting the 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 48 (forty-eight) hours after the conclusion of the Annual General Meeting. The scrutinizer's decision on the validity of all kinds of voting will be final.
 - ix. The results of the Annual General Meeting shall be declared by the Chairman or his authorized representative or any one Director of the Company after the Annual General Meeting within the prescribed time limits.
 - x. The results of the voting will also be placed at the website of the Company viz. www.emamipaper.in and on CDSL website viz. www.cdslindia.com and will also be available at the website of Bombay Stock Exchange Limited viz. www.bseindia.com
20. The instructions for shareholders voting electronically are as under:
- (i) The voting period begins on 8th August 2019 at 10.00 a.m. (IST) and ends on 11th August 2019 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (Record Date) i.e. 3rd August 2019 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 and voted on 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:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digits 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"> 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. In case the sequence number is less than 8 digits enter the applicable number of 0'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.
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"> 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).

- (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 the 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 the 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 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.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor 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 -voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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

Commencement of remote e-voting: From 10.00 a.m. (IST) on 8th August, 2019.

End of remote e-voting: Up to 5.00 p.m. (IST) on 11th

August,2019.

22. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date viz. 3rd August 2019, 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.

23. INSTRUCTIONS FOR VOTING THROUGH BALLOT

- i. Members who hold shares as on the cut-off date viz. 3rd August 2019 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 11th August 2019 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. 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT") AND FORMING A PART OF THIS NOTICE

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

ITEM NO.5

The Board, on the recommendation of the Audit Committee, has approved the reappointment of M/s. V. K. Jain & Co., Cost Accountants as Cost Auditor (Firm Registration number: 00049) to conduct the audit of cost records of the Company for the financial year ending March 31, 2020, at a remuneration of Rs. 1,50,000/- (Rupees One Lac Fifty Thousand only) per annum plus GST as applicable and out of pocket expenses at actuals.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Rule 14 of 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 the Resolution as an **Ordinary Resolution** as set out at Item No.5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

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. 5 of the Notice.

Your Directors' recommended the resolution for approval of the members, under Item No.5 of the accompanied Notice as Ordinary Resolution.

ITEM NO. 6

The Board of Directors, by a Resolution passed by Circular, appointed Shri Shyamalendu Chatterjee (DIN. 00048249) as an Additional Director of the Company with effect from 13th January 2019 pursuant to Section 161 of the Companies Act, 2013 and the same was noted by the Board of Directors at their meeting held on 5th February, 2019.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Shri Shyamalendu Chatterjee 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 Shyamalendu Chatterjee for the office of Director.

The Company has received from Shri Shyamalendu Chatterjee (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. 6 of the accompanied Notice for appointment of Shri Shyamalendu Chatterjee as Director of the Company as **Ordinary Resolution**.

ITEM NO. 7

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 the appointment of Shri Shyamalendu Chatterjee as an Independent & Non-Executive Director at this Annual General Meeting for a term of 5 (five) years from 13th August, 2019 and he shall be a non-retiring director.

A brief profile of Shri Shyamalendu Chatterjee, Independent Director is given hereunder:-

Shri Shyamalendu Chatterjee, a seasoned professional, he has over 50 years of experience in Retail, Commercial, Investment Banking, and NBFC. Associated with the State Bank of India for 26 years, he has extensive exposure in the area of International Banking at SBI, London and as the Chief Representative in Washington DC having worked closely with IFC, World Bank, and IMF. He was the Executive Director with Axis Bank (formerly UTI Bank) wherein he was instrumental in developing the bank's business model and strong business processes enabling

it to evolve into a leading player in the industry. He has been associated with SREI in various capacities for developing business, audit, compliance, HR & IT processes as well as risk management. In addition, he has also served as a Member of the Board of Directors of Nabil Bank, Nepal.

The Board considers that the association of Shri Shyamalendu Chatterjee would be of immense benefit to the Company and it is desirable to avail his services. Accordingly, the Board recommends the resolution for his appointment as Independent Director for the approval by the shareholders of the Company by way of **Special Resolution** in this Annual General Meeting.

Shri Shyamalendu Chatterjee, Independent Director fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder along with the provisions under Regulations of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company.

The Company has received a request from the Members of the Company proposing his name for appointment as an Independent Director at the ensuing Annual General Meeting under section 160 of the Companies Act., 2013.

The Company has received declarations to this effect that he meets the criteria's for Independent Directors provided under section 149 (6) of the said Act along with Regulation 16(1)(b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Except for the appointee and his 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 this Resolution.

Copy of the draft letter of appointment of such Independent Director would be available for inspection without any fee 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.

The 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.

ANNEXURE I TO THE NOTICE DATED 08th MAY, 2019

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	Smt. Richa Agarwal	Shri Shyamalendu Chatterjee
Fathers Name	Shri Devendra Kumar Gupta	Late Jnanendra Nath Chatterjee
Director's Identification No.	01505726	00048249
Date of Birth	09.11.1977	24.12.1946
Age	41	72
Date of the first Appointment on the Board	27.01.2015	07.01.2019
Qualification	B.Com	BA (Hons.)
Expertise in Specific Functional areas	Extensive experience in the area of Social welfare, Corporate Social Responsibilities (CSR) Initiatives, Women Empowerment, and Overall business management.	He has over 50 years of experience in retail, commercial, investment banking, and NBFC. He has expertise in the areas of corporate finance, international banking, retail banking, project financing, and balance sheet management.

Terms and Conditions of Appointment/ Reappointment	Reappointment as Director, liable to retire by rotation	As per Explanatory Statement Item no. 7
Details of Remuneration sought to be paid	Not Applicable	Not Applicable
Last drawn remuneration	Not Applicable	Not Applicable
Details of remuneration sought to be paid	No approval sought for remuneration	No approval sought for remuneration Eligible for sitting fees for attending meetings of the Board and Committees in which he is a member
Relationship with other Directors and Key Managerial Personnel	Shri A. V. Agarwal, Executive Chairman – Spouse	No such Relationship Exists
Directorship in other Companies	<ul style="list-style-type: none"> Emami Centre For Creativity Private Limited 	<ul style="list-style-type: none"> SREI CAPITAL MARKETS LIMITED SAHAJ E-VILLAGE LIMITED SREI INFRASTRUCTURE FINANCE LIMITED SREI EQUIPMENT FINANCE LIMITED
Chairman/Member in the Committees of the Boards of other Companies	NIL	<p>A.SREI INFRASTRUCTURE FINANCE LIMITED</p> <p>Chairman:</p> <ol style="list-style-type: none"> Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee, Risk Committee, Asset Liability Management Committee, Business Responsibility Committee <p>Member :</p> <ol style="list-style-type: none"> CSR Committee, Committee Of Directors, Credit Committee <p>B. SREI EQUIPMENT FINANCE LIMITED</p> <p>Chairman:</p> <ol style="list-style-type: none"> Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee <p>Member :</p> <ol style="list-style-type: none"> CSR Committee
Number of Shares held in the Company	1500	NIL
Number of meetings of the Board attended during the year	3	1