



Emami Paper Mills Limited

CIN: L21019WB1981PLC034161

Registered Office: 687, Anandapur, 1st Floor, EM Bypass, Kolkata – 700107, West Bengal

Phone No.: 91 33 6613-6264, **Website:** www.emamipaper.com, **E-mail:** investor.relations@emamipaper.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 Companies (Management and Administration) Rules, 2014]

E-VOTING STARTS ON	E-VOTING ENDS ON
Friday, 4th July, 2025 at 09.00 a.m. (IST)	Saturday, 2nd August, 2025 at 05.00 p.m. (IST)

Dear Shareholders,

NOTICE is hereby given to the Shareholders of Emami Paper Mills Limited ("**Company**") that pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("**the Act**"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**Management Rules**") and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the provisions of Secretarial Standard on General Meetings ("**SS-2**") read with the General Circular Nos. 14/2020 dated April, 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**") and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (together "**SEBI Circulars**") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendments thereto ("**SEBI Listing Regulations**"), the resolutions appended below are proposed to be passed by way of a postal ballot ("**Postal Ballot**") through remote electronic voting process ("**remote e-voting/e-voting**") only.

In compliance with the requirements of the MCA & SEBI Circulars, this Postal Ballot Notice is being sent only through electronic mode to those shareholders whose email address is registered with the Company's Registrar and Share Transfer Agent, viz., Maheshwari Datamatics Pvt. Ltd. ("**RTA**") / Depositories. Accordingly, the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot. The shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The statement pursuant to Section 102 and other applicable provisions of the Act, 2013 including the Draft Term Sheet pertaining to **Item No.1** setting out the material facts and reasons thereof along with instructions for remote e-voting, are annexed to this Notice and forms a part of this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Shareholders, to enable them to cast their votes electronically. The communication of the assent or dissent of the Shareholders would only take place through the remote e-voting system. For the purpose of providing remote e-voting facility to its Shareholders, the Company has engaged the services of the Central Depository Services (India) Limited ("**CDSL**").

The remote e-voting period will commence from **09:00 a.m. (IST) on Friday, 4th July, 2025** and will end at **05:00 p.m. (IST) on Saturday, 2nd August, 2025**. Pursuant to Rule 22(5) of the Management Rules, the Board of Directors of your Company at its meeting held on 1st July, 2025 has appointed Shri Raj Kumar Banthia (ACS- 17190/CP-18428), Partner of M/s MKB & Associates, Company Secretaries in Practice, Kolkata, as the Scrutinizer ("**Scrutinizer**") to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced **on or before 05:00 p.m. on Tuesday, 5th August, 2025**. The result of the postal ballot along with the Scrutinizer's report would be intimated to BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") and would also be placed on the website of the Company i.e. www.emamipaper.com and also on the website of Central Depository Services (India) Limited ("**CDSL**") i.e. www.evotingindia.com. Further, the results shall be displayed on the Notice Board at the Registered Office of the Company.

SPECIAL BUSINESS:

ITEM NO.1

APPROVAL FOR VARIATION IN TERMS OF PREFERENCE SHAREHOLDERS SERIES II TRANCHE I FROM OPTIONALLY CONVERTIBLE NON-CUMULATIVE REDEEMABLE PREFERENCE SHARES (OCRPS) TO NON-CONVERTIBLE NON-CUMULATIVE REDEEMABLE PREFERENCE SHARES (NCRPS).

To consider and, if thought fit, to pass, the following Resolution as a **Special Resolution**:

“RESOLVED THAT, pursuant to the provisions of Sections 48 and other applicable provisions, if any, of the Companies Act 2013 (hereinafter referred to as “the Act”) read with the Rules made thereunder (including any statutory modifications and amendments, including any re-enactment for the time being in force), the rules, regulations, guidelines, circulars issued by Securities Exchange Board of India including the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Ministry of Corporate Affairs and other regulatory authorities, subject to consent/approval of the holders of Series II Tranche I Optionally Convertible Non-Cumulative Redeemable Preference Shares (OCRPS) and such other approvals, permissions and sanctions as may be required under the provisions of the Act, 2013 or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded for the variation in the terms of 15,00,000 Series II Tranche I Optionally Convertible Non-Cumulative Redeemable Preference Shares (OCRPS) so as to result into 15,00,000 Series II Tranche I Non-Convertible Non-Cumulative Redeemable Preference Shares (NCRPS), redeemable at the end of four years from the effective date of such variation (and sixteen years from the date of allotment issue of the original securities) as per the terms and conditions as contained in the Draft Term Sheet, annexed to this Notice.

RESOLVED FURTHER THAT, the Board of Directors of the Company (including any Committee thereof), Individual Directors and the Company Secretary of the Company be and are hereby severally authorized to do or cause to be done all such acts, deeds and things, and execute, deliver and/or file all such documents, as may be necessary or desirable, including but not limited to filing of returns or forms with the Registrar of Companies, SEBI, stock exchange or other concerned regulatory authorities sign and send the notice, to file all disclosures before SEBI as may be required to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT, the Board of Directors of the Company (including any Committee thereof), Individual Directors and the Company Secretary of the Company be and are hereby severally authorized on behalf of the Company to resolve and settle all questions, difficulties or doubts that may arise in regard to the aforesaid transactions and to do all acts, deeds and things in connection therewith and incidental thereto.”

ITEM NO.2

RE-APPOINTMENT OF MRS. MAMTA BINANI (DIN:00462925) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS.

To consider and, if thought fit, to pass, 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 (“the Act”) 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 Act, Regulation 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI Listing Regulations), as amended from time to time, Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee of the Board and the Board of Directors, Mrs. Mamta Binani (DIN:00462925) who was appointed as an Independent Director of the Company at the 38th Annual General Meeting of the Company for a period of consecutive 5(Five) years commencing from 13th August, 2020 and who holds office upto 12th August, 2025 and who is eligible for re-appointment and meets the criteria for independence as provided in Section 149(6) of the Act and Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a member under Section 160(1) of the Act, proposing her candidature as an Independent Director be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold the office for the second term of 5 (five) consecutive years with effect from 13th August, 2025 upto 12th August, 2030 (both days inclusive).

RESOLVED FURTHER THAT, the Board of Directors of the Company (including any Committee of Directors thereof), on behalf of the Company, be and is hereby authorise to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to the foregoing resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

By Order of the Board
For **Emami Paper Mills Limited**
Debendra Banthiya
Company Secretary
M. No.: FCS – 7790

Date: 1st July, 2025
Place: Kolkata

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of Act, 2013 read with the Rules stating material facts and reasons for the proposed Resolutions are annexed hereto for your consideration and forms a part of this Postal Ballot Notice.
2. The words, "Members" and "Shareholders" are used interchangeably.
3. In line with the MCA & SEBI Circulars, the Postal Ballot Notice is being sent only by electronic mode to those shareholders whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, 27th June, 2025, ("Cut-Off Date")** received from Depositories i.e. National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") and Registrar and Share Transfer Agent of the Company i.e. M/s Maheshwari Datamatics Pvt. Ltd. ("RTA") and whose email addresses are registered with the Company/RTA/Depository Participants. Pursuant to the MCA & SEBI Circulars, the physical copies of the Notice along with the Postal Ballot Forms and pre-paid business reply envelopes are not being sent to the Shareholders for this postal ballot.
4. In accordance with the provisions of the MCA & SEBI Circulars, the communication of assent or dissent of the Members on the resolutions would take place only through the remote e-voting system only. The voting done through remote e-voting by the Members shall be considered as valid and the resolutions mentioned in the Notice shall be passed by remote e-voting only.
5. Only those members whose names will appear in the Register of Members or List of Beneficial Owners as on **Friday, 27th June, 2025, being the cut-off date**, will be entitled to cast their votes through postal ballot by remote e-voting on the Special Resolutions set forth in this Notice and voting rights shall be in proportion of their shareholding to the paid up equity share capital of the company as on cut-off date.
6. It is however clarified that, all Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.
7. The Members may note that this Postal Ballot Notice will also be available on the Company's website, www.emamipaper.com and websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of CDSL at www.evotingindia.com.
8. Shareholders holding shares in physical form are requested to update/register their PAN, Nomination, Contact Details i.e. Postal address with PIN Code, Mobile number, e-mail address, bank account details and specimen signature by providing form ISR-1, ISR-2, ISR- 3 and form SH-13 complete in all respects along with other required documents as prescribed in these forms to our RTA, M/s Maheshwari Datamatics Pvt. Ltd. at 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700001, Email ID – mdpldc@yahoo.com and contact@mdplcorporate.com, Phone – 033-2243-5029/2248-2248. The soft copies of the forms are available on the website of the RTA at www.mdpl.in.
9. **Process for those shareholders whose email/mobile no. are not registered with the company/RTA/depositories.**
For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at investor.relations@emamipaper.com or RTA at mdpldc@yahoo.com and contact@mdplcorporate.com
For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
10. The Resolutions passed by the Members through Postal Ballot shall be deemed to have been passed as if the same were passed at a general meeting of the Members convened in that regard. Further, the Resolutions, if passed by Members with requisite majority, shall be deemed to have been passed on the last date of Remote e-voting i.e. **Saturday, 2nd August, 2025**.
11. All the material documents referred to in this Notice will be available for inspection electronically until the last date of remote e-voting. Shareholders seeking to inspect such documents can send an email to investor.relations@emamipaper.com mentioning their names, folio numbers, DP ID, and Client ID.
12. A Member cannot exercise his/her vote by proxy on Postal Ballot.
13. Shareholders desiring to exercise their vote through the remote e-voting process are requested to read the instructions for remote e-voting given in the Notes section.
14. The instructions for remote e-voting are as under:
 - i. In compliance with the provisions of Sections 108 and 110 of the Act, 2013 read with the Rules, and Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, the Company has engaged the services of CDSL to provide the facility of remote e-voting to all the Members to enable them to cast their votes electronically in respect of the special business as mentioned in the postal ballot notice.

- ii. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on **Friday, 27th June, 2025 [Cut-off Date]**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. The Remote e-voting period will commence from **09:00 a.m. (IST) on Friday, 4th July, 2025** and will end at **05:00 p.m. (IST) on Saturday, 2nd August, 2025**. The Remote e-voting module shall be disabled thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- iii. The Board of Directors of the Company has appointed Shri Raj Kumar Banthia (ACS- 17190/CP-18428), Partner of M/s MKB & Associates, Company Secretaries in Practice, Kolkata as the Scrutinizer to conduct the Postal Ballot through Remote e-voting process in a fair and transparent manner.

15. The process and manner for Remote e-voting are explained herein below:

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- i. **The voting period begins on 09:00 a.m. (IST) on Friday, 4th July, 2025 and will end at 05:00 p.m. (IST) on Saturday, 2nd August, 2025.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **Friday, 27th June, 2025 cut-off date (record date)** of Emami Paper Mills Limited may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. The last date of receipt of vote through remote e-voting i.e. **Saturday, 2nd August, 2025** shall be the date on which the special resolutions would be deemed to have passed, if approved by the requisite majority.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL EASI / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to EASI / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My EASI New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for EASI/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My EASI New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. 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.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant Emami Paper Mills Limited on which you choose to vote.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: investor.relations@emamipaper.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

ANNEXURE I TO THE POSTAL BALLOT NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

In terms of Section 102 of the Act, 2013, Secretarial Standards on General Meetings (SS-2), issued by the Institute of Company Secretaries of India and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the following Explanatory Statement sets out all the material facts relating to the Special Resolutions mentioned in this Postal Ballot Notice:

ITEM NO.1

The members are hereby informed that the Company had, vide postal ballot dated 26th March, 2021, amended the terms of 61.25 lacs preference shares issued to the respective shareholders in one or more series, so as to make them optionally convertible at the instance of the Company.

Of the aforesaid, 15,00,000 no. of Series II Tranche I Optionally Convertible Non- Cumulative Redeemable Preference Shares (OCRPS) is due for conversion or redemption on 12th August, 2025, and accordingly, the Company is required to analyse if it can exercise its option to either convert the same into equity shares, subject to the same meeting the conditions for conversion, or redeem the same.

As per the terms of OCRPS, as approved by the shareholders through Postal Ballot on 26th March, 2021, the option of conversion could be exercised by the Company, only upon non-happening of the "Knock-Out Event." Considering the fact that the Knock-Out Event has taken place, the option for conversion cannot be exercised, and hence, the OCRPS are liable to be redeemed. In view of the same, the OCRPS has become Non-Convertible Non-Cumulative Redeemable Preference Shares (NCRPS).

Currently there are concerns as to substantial cash outflow in the years 2025-2026, which might adversely affect the liquidity position of the Company and hence, it is proposed to alter the terms of the instrument so as to extend the tenure of such NCRPS by a period of four years. The same will be, hence, due for redemption on 12th August, 2029 as per the current proposal. Further, the promoters are in support of the proposed variation given the current challenges faced by the Paper & Packaging Board industry and have accordingly, agreed to the variation in the terms for preserving the cash outflow during this period.

Pursuant to the extension of the tenure, in order to ensure that the resultant NCRPS Holders are sufficiently rewarded, it is proposed to increase the value of the premium payable on the redemption. A Draft Term Sheet containing the revised terms and conditions as per the proposed variation is appended below.

In view of the aforesaid, the members are requested to consider the proposal of varying the terms of the instrument on the lines of the Draft Term Sheet, enclosed with this notice, subject to the approval of the holders of the instrument.

DRAFT TERM SHEET FOR NCRPS	
Broad terms of revision of Existing Terms	
Preamble	Series I, Series II and Series III NCRPS were issued on various dates starting from 2013 for the purpose of augmenting long-term resources of the Company and to finance the expansion of the expansion project of Balasore, Orissa. Subsequently, in order to improve the debt-equity position of the Company as well as in order to provide for continual liquidity which might be affected at the time of redemption, the Board of Directors (Board) of the Issuer at its meeting held on 19th February, 2021 amended the terms of the NCRPS to include an option of convertibility at the instance of the Issuer, subject to non-happening of the Knock-out Event, with the consent of the NCRPS Holders and equity shareholders of the Company. The same was approved by the equity shareholders <i>vide</i> postal ballot dated 26th March, 2021. Of the aforesaid, the Series II Tranche I OCRPS is due on 12th August, 2025 and the Knock-out Event having triggered in respect of the same, the instrument has lost its feature of convertibility and has become non-convertible. Accordingly, the said Series II Tranche I instrument has become Non-

DRAFT TERM SHEET FOR NCRPS	
	Convertible Non-Cumulative Redeemable Preference Shares (NCRPS). In view of the existing liquidity concerns in the Company on account of the repayment schedule of the other long-term borrowings of the Company, the Board has decided to extend the tenure of the Series II Tranche I NCRPS by additional four years, subject to the consent of the holders of such securities and the equity shareholders of the Company.
Change in the nature of Series II Tranche I OCRPS	The nature of Series II Tranche I OCRPS stands changed to the extent of lapse of the option of conversion to equity shares at the instance of the Issuer, due to the happening of the Knock-out Event, as per the terms approved by the shareholders <i>vide</i> postal ballot dated 26th March, 2021.
Authority for change in terms of the Series II Tranche I OCRPS	The change in terms of the Series II Tranche I OCRPS into Series II Tranche I NCRPS and extension of tenure including other incidental changes has been authorised by the Board at its meeting held on 1st July, 2025 subject to approval of the holders of the instrument and the equity shareholders in accordance with the applicable provisions of the Companies Act, 2013 read with allied rules made thereunder and the Articles of Association of the Company.
Tenure of the NCRPS	The tenure of the Series II Tranche I NCRPS shall be extended to a further period of 4 years from the original conversion/redemption date. Accordingly, the same shall be due for redemption on 12th August, 2029.
Premium on Redemption	Due to extension of Tenure, the Premium on Redemption on each resultant Series II Tranche I NCRPS is proposed to be increased to Rs. 717/- per unit against the Original Redemption Premium of Rs. 500/- per unit.
Redemption value of each Series II Tranche I NCRPS	The redemption value of Series II Tranche I NCRPS shall stand increased to the extent of the Premium on Redemption as above.
Redemption before Maturity	The Series II Tranche I NCRPS may be redeemed prior to the end of Tenure, with the mutual consent of the Board of Directors of the Company and the NCRPS Holders. Upon early redemption, the Premium on Redemption will be mutually decided.
Rights attached to the Series II Tranche I NCRPS	Except the terms as sought to be modified hereinabove, all other terms and conditions as were applicable to the existing instrument would continue to apply, and the same shall remain unaltered. Further, the terms of the OCRPS issued under other existing Series remain unaltered, and the alterations are limited to Series II Tranche I.

As per the provisions of Section 48 of the Act, the Company requires the consent in writing of the holders of not less than three-fourths of the issued preference shares or by means of a special resolution passed at a separate meeting of the holders of the issued preference shares. The Company has taken necessary steps to obtain the consent of the OCRPS holders where the last date for communication of consent has been fixed as Saturday, 2nd August, 2025. Accordingly, the approval for variation is being sought by passing a special resolution, which shall be subject to the consent/approval of OCRPS holders, as stated above.

In terms of the applicable provisions of the Act, 2013, the approval of members of the Company is required by way of a Special Resolution to give effect to the said Resolution. Accordingly, the Board hereby seeks approval of the members of the Company for the same.

The proposal is in the best interests of the investors, other stakeholders and the Company itself. Accordingly, the Board of Directors recommends the **Special Resolution** set out at **Item No.1** of the Postal Ballot Notice for approval by the Shareholders.

Except Shri Aditya V. Agarwal, Shri Manish Goenka, Smt. Richa Agarwal and their relatives, none of the other Directors, Key Managerial Personnel (KMP) or their relatives are in any way, concerned or interested, financially or otherwise in the aforesaid **Special Resolution**.

ITEM NO.2

The Members of the Company at the 38th Annual General Meeting held on 21st September, 2020 had approved the appointment Mrs. Mamta Binani (DIN: 00462925) as an Independent Director of the Company for a period of 5(five) consecutive years from 13th August, 2020 to 12th August, 2025. Accordingly, her term as an Independent Director will be ending on 12th August, 2025.

The Nomination & Remuneration Committee ("NRC") of the Board of Directors at its meeting held on 20th May, 2025, on the basis of the performance evaluation has recommended the re-appointment of Mrs. Mamta Binani as an Independent Director of the Company for a second term of 5 consecutive years with effect from 13th August, 2025 upto 12th August, 2030.

The Board of Directors, at its Meeting held on 20th May, 2025, based on the performance evaluation of Independent Director and recommendation of the NRC, also considering the knowledge, background, experience and significant contribution made by Mrs. Mamta Binani it would be in the best interest of the Company to re-appoint her as an Independent Director of the Company as her continued association would be beneficial to the Company in providing relevant skill-set focus to the composition of the Board. In the opinion of the Board, Mrs. Mamta Binani fulfils the specified conditions for appointment as an Independent Director and is independent of the management.

She has conveyed her consent to act as an Independent Director of the Company and the Company has also received necessary

disclosures and declarations from her including the declaration that she is not debarred from holding the office of Director pursuant to any order passed by SEBI or any other authority. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing her candidature as Independent Director of the Company. The notice is available for inspection by the members by the Members in electronic mode. Members seeking to inspect such documents are requested to follow the procedure mentioned in the Notes to this Postal Ballot Notice.

She is the National Past President of the Institute of Company Secretaries of India (ICSI) for the year 2016 and she relinquished the office of President on 19th January, 2017. She is the second lady President of ICSI in the illustrious history of the Institute of 54 years.

She was practicing as a Company Secretary for over 21 years and was a senior partner of Mamta Binani & Associates. Presently, she is practicing as an Advocate and is also a consultant on restructuring, corporate and legal matters. She is a registered Insolvency Professional. She is the first insolvency professional in the country, to be registered with the Insolvency & Bankruptcy Board of India.

She has been bestowed with various medals, certificates and awards including the prestigious D.L. Mazumdar's Silver Medal and Mauji Ram Memorial Award and Tejaswini Award (2010), the "Bharat Nirman Awards" in the year 2010 for "Excellence in Professional Services" (the first Company Secretary to have received this prestigious award), the KKMERS award for excellence in profession and also the 'Hello Kolkata' award for exemplary work in social sector. She has been chosen as 'The Most Admired Global Indian 2020' and her story has been featured in the anniversary edition of 'Passion Vista', a business magazine and she has been conferred with the Insolvency Law Award Winner (India) for 2020 by the International Advisory Experts and Asian African Leadership Awards in Legal & Professional Services.

She is the first Indian to have been endowed with the prestigious award of 'IWIRC Women of the Year in Restructuring (Asia) Award, 2021'. She has been the awardee of the 'Asia One Women Empowerment Principles Leadership Awards 2020-21' and was felicitated at the 15th Edition of Asian Business & Social Forum 2021, Awards & Business E-Summit, on 26th October 2021 at Emirates Ball Room, Marriott Marquis Hotel, Dubai.

In the opinion of the Board, Mrs. Mamta Binani fulfils the conditions specified under the Companies Act, 2013 and read with Rules thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her appointment as Independent Director of the Company and is independent of the Management. Having regard to the qualifications, skill, experience, capabilities and knowledge, the Board considers that her association would be of immense benefit to the Company and hence, it is desirable to re-appoint her as an Independent Director.

Details of Mrs. Mamta Binani pursuant to the provisions of (i) SEBI Listing Regulations; and (ii) Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are provided in the "Annexure - II" to this Postal Ballot Notice.

Copy of draft letter of appointment of Mrs. Mamta Binani setting out the terms and conditions of reappointment shall be available for inspection by the Members in electronic mode. Members seeking to inspect such documents are requested to follow the procedure mentioned in the Notes to this Postal Ballot Notice.

The proposal is in the best interests of the Company itself. Accordingly, the Board of Directors recommends the **Special Resolution** set out at **Item No.2** of the Postal Ballot Notice for approval by the Shareholders.

Save and except the above none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the **Special Resolution** set out at **Item No. 2** of the Notice.

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

Debendra Banthiya
Company Secretary
M. No.: FCS – 7790

Date: 1st July, 2025
Place: Kolkata

ANNEXURE II TO THE POSTAL BALLOT NOTICE

Details of the Director seeking re-appointment

(In pursuance of Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings)

Name of the Director	Mrs. Mamta Binani
DIN	00462925
Date of Birth	10th October, 1972
Nationality	Indian
Age	52 years

Date of first appointment on the Board	13th August, 2020
Qualifications	B.Com, LLB, FCS.
Brief Profile and expertise in specific functional areas and experience	She is an Advocate and a Fellow Member of ICSI. She is an Insolvency Professional registered with the Insolvency & Bankruptcy Board of India. She has over 28 years of experience in corporate consultation, corporate governance & advisory.
Terms and Conditions of Appointment/Re-appointment	Re-appointment as an Independent Director for a second term of 5(five) consecutive years w.e.f. 13th August,2025 to 12th August,2030 after the expiry of her present term on 12th August,2025, liable to retire by rotation.
Remuneration last drawn (From 1st April, 2024 to 31st March, 2025)	Sitting Fees for attending Board and Committee meetings – Rs. 2,20,000/-
Remuneration proposed to be paid	She will be paid sitting fees for attending Board and Committee meetings.
Shareholding including shareholding as a beneficial owner	NIL
Number of meetings of the Board attended during the year i.e. FY 2025-26 (upto the date of this notice)	2 out of 2
Disclosure of relationships between directors, Manager and Key Managerial Personnel of the Company.	No such relationship exists
Directorships held in other companies (including Listed Companies)	1. Linc Limited 2. Rupa & Company Ltd 3. Petro Carbons and Chemicals Limited 4. DDEV Plastiks Industries Limited 5. Emami Limited 6. Balrampur Chini Mills Ltd 7. Magma Ventures Private Limited 8. Sanmarg Pvt Ltd 9. Mamta Sumit Binani Foundation 10. Evonith Value Steel Limited 11. Evonith Metallica Limited 12. Maheshwari International Business Foundation
Memberships/ Chairmanships of committees of other companies*	Audit Committee Membership: 1. Balrampur Chini Mills Ltd 2. Evonith Metallica Limited 3. Evonith Value Steel Limited 4. Rupa & Company Ltd Stakeholders Relationship Committee Chairmanship: 1. Balrampur Chini Mills Ltd 2. Rupa & Company Ltd
Listed entities from which the person has resigned in the past three years	NIL
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	Mrs. Mamta Binani's vast experience in the field of secretarial, corporate laws, legal, litigations and governance will immensely benefit the Company.

* Pursuant to Regulation 26 of SEBI Listing Regulations, only two Committees viz, Audit Committee and Stakeholders Relationship Committee has been considered.

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

Debendra Banthiya
Company Secretary
M. No.: FCS – 7790

Date: 1st July, 2025
Place: Kolkata