



emami* paper mills limited

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

EPML/BSE_NSE/2020-21/
27th March 2021

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

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

Dear Sir/Madam,

Sub: Voting Results of Postal Ballot (including e-voting) pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015("Listing Regulations") along with Scrutinizer's Report

Please refer to our letter no. EPML/BSE_NSE/2020-21/ dated 24th February, 2021 regarding submission of the Notice of Postal Ballot dated 19th February, 2021.

We submit that the Special Resolution as embodied in the Postal Ballot Notice dated 19th February, 2021, i.e. **Approval for Variation in Terms of Preference Shareholders from Non-Convertible Cumulative Redeemable Preference Shares (NCRPS) To Optionally Convertible Non-Cumulative Redeemable Preference Shares (OCRPS) (Convertible at the Option of the Company)** has been passed by the Shareholders with requisite majority. The aforesaid resolution is deemed to have been passed on the last date of remote e-voting i.e. on 26th March., 2021. In this regard, please find enclosed the following:

1. Voting results as required under Regulation 44(3) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), as **Annexure – I**.
2. Scrutinizer's Report dated March 26, 2021, for remote e-voting, pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as **Annexure – II**.



ISO 9001 : ISO 14001 & OHSAS 18001 Certified Company
unit balasore : vill : balgopalpur, p.o. rasulpur, dist. balasore 756 020, odisha, india
phone : 91 6782 275723/26/79 fax : 91 6782 275778 email: balasore@emamipaper.com
unit gulmohar : r.n. tagore road, alambazar, dakshineswar, kolkata - 700 035 india
phone : 91 33 6622 3100, 6540 9610 / 11 fax : 91 33 2564 6926 e-mail : gulmohar@emamipaper.com



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3. Certified copy of the abovementioned special resolution passed by shareholders of the Company through postal ballot, as **Annexure – III**.

The abovementioned documents are being uploaded on the website of the Company i.e. www.emamipaper.in and also on the website of CDSL i.e. www.evotingindia.com.

We request you to kindly take the same on your record.

Thanking You,

For Emami Paper Mills Limited,



G. SARAF

Vice President (Finance) & Company Secretary

Enclosed: As Above



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ANNEXURE-I

RESULT OF VOTING BY WAY OF POSTAL BALLOT (THROUGH E-VOTING.)

[Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015]

Date of the closure of Postal Ballot	26-Mar-21
Total Number of Equity Shareholders on Record Date	4369
No. of Shareholders Present in the Meeting Either in Person or Through Proxy :	N.A.
Promoter & Promoter Group	
Public	
Total	
No. of Shareholders Attended the Meeting Through Video Conferencing :	N.A.
Promoter & Promoter Group	
Public	
Total	

1	Approval for variation in Terms of Preference Shareholders from Non-Convertible Cumulative Redeemable Preference Shares (NCRPS) to Optionally Convertible Non-Cumulative Redeemable Preference Shares (OCRPS) (Convertible at the option of the Company)							
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			YES					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	45358286	45358286	100.00	45358286	0	100.00	0
	Evoting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		45358286	100.00	45358286	0	100.00	0
Public-Institutional holders	Remote Evoting	4346641	4046639	93.09807	4046639	0	100.00	0
	Evoting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4046639	93.09807	4046639	0	100.00	0
Public-Non Institution holders	Remote Evoting	10794123	7217	0.06686	7196	21	99.70902	0.29098
	Evoting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		7217	0.06686	7196	21	99.70902	0.29098
Total		60499050	49412142	81.67424	49412121	21	99.70902	0.29098



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RESULT OF VOTING BY WAY OF POSTAL BALLOT (THROUGH E-VOTING)

[Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015]

Date of the closure of Postal Ballot	26-Mar-21
Total Number of Preference Shareholders on Record Date	24
No. of Shareholders Present in the Meeting Either in Person or Through Proxy :	N.A.
Promoter & Promoter Group	
Public	
Total	
No. of Shareholders Attended the Meeting Through Video Conferencing :	N.A.
Promoter & Promoter Group	
Public	
Total	

1	Approval for variation in Terms of Preference Shareholders from Non-Convertible Cumulative Redeemable Preference Shares (NCRPS) to Optionally Convertible Non-Cumulative Redeemable Preference Shares (OCRPS) (Convertible at the option of the Company)							
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			YES					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	6125000	4778700	78.01959	4778700	0	100.00	0
	Evoting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Institutional holders	Remote Evoting		0	0	0	0	0	0
	Evoting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institution holders	Remote Evoting		0	0	0	0	0	0
	Evoting at AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Total		6125000	4778700	78.01959	4778700	0	100.00	0



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FORM NO. MGT-13

Report of Scrutinizer(s)

[Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015]

To,

The Chairman

Emami Paper Mills Limited (CIN: L21019WB1981PLC034161)

Acropolis, Unit No.: 1;

15th Floor, 1858/1, Rajdanga Main Road

Kolkata 700 107.

Dear Sir,

I, Sandip Kumar Kejriwal, Practicing Company Secretary, appointed by Board of Directors of Emami Paper Mills Limited (the Company) for the purpose of scrutinizing the Postal Ballot which was conducted only through e-voting, pursuant to provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Management and Administration) Rules, 2014, SEBI (LODR) Regulations, 2015 and Secretarial Standards issued by ICSI on General Meetings read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 39/2020 dated December 31, 2020 and other applicable Circulars issued by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "Circulars") and other applicable laws and regulations, if any (including any statutory modification or re-enactment thereof for the time being in force) that the following item of special business appended below is proposed to be passed by the Members of Emami Paper Mills Limited (the "Company") through Postal Ballot through voting by electronic means ("Remote e-voting"), do hereby submit my report as follows:

- a) The Postal Ballot Notice dated 19.02.2021 along with the Statement under Section 102 and 110 of the Act setting out all material facts in respect of Resolutions mentioned therein, was sent to the Members of the Company.
- b) The Company provided e-voting facility offered by Central Depository Services (India) Limited (CDSL) to its shareholders (Preference and Equity).
- c) The Members holding shares, as on the cut off date i.e., 19.02.2021 were entitled to vote on the proposed resolutions.





- d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules 2014, as amended, the voting period for e-voting commenced on 24.02.2021 at 9.00 A.M. (IST) and ended on 26.03.2021 at 5.00 P.M. (IST)
- e) After conclusion of the voting, the votes cast through e-voting were unblocked in the presence of Mr Prabir and Mr Soumadri who acted as witness in accordance with Rule 20 of the Companies (Management and Administration) Rules 2014.
- f) Thereafter, the details containing inter alia, list of the Members (Equity Shareholders and by Preference Shareholders), who voted "For" or "Against" on each of the resolutions that were put to vote, were derived from the report generated from e-voting website of CDSL in respect of e-voting.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder in relation to e-voting by the shareholders on the resolutions proposed in the said Notice of the Company is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process through electronic voting are conducted in a fair and transparent manner and render Consolidated Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman on the resolutions.

I now submit my consolidated report as under on the result of the e-voting by Equity Shareholders and by Preference Shareholders:-



Item No. 1-As a Special Resolution:

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

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

My aforesaid Report of the votes cast "in favour" or "against" the resolutions and invalid votes based on the report generated from the e-voting system provided by Central Depository services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the company.

Based on the aforesaid results, the resolution number 1, as contained in the Notice have been passed with requisite majority.

All relevant records of electronic voting will remain in our safe custody, until the Chairman considers, approves and signs the minutes and the same shall be handed over thereafter to the Chairman/ Company secretary for safe keeping.

Thanking You.

Yours Sincerely,



FCS Sandip Kumar Kejriwal

[C.P No.-3821] [FCS No.-5152]

Scrutinizer for E-voting

Place: Kolkata, Date: 26.03.2021

UDIN: F0051528004154099





ANNEXURE-III

CERTIFIED COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS OF THE COMPANY BY WAY OF POSTAL BALLOT (THROUGH REMOTE E-VOTING)

"RESOLVED THAT pursuant to the provisions of Sections 48 and other applicable provisions, if any, of the Companies Act 2013 (hereinafter referred to as "the Act") read with the Rules made there under (including any statutory modifications and amendments, including any re-enactment for the time being in force), the rules, regulations, guidelines, circulars issued by Securities Exchange Board of India including SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Ministry of Corporate Affairs and other regulatory authorities, subject to consent/approval of the holders of Non-Convertible Cumulative Redeemable Preference Shares (NCRPS) and such other approvals, permissions and sanctions as may be required under the provisions of the Act, 2013 or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded for the variation in the terms of 61,25,000 Non-Convertible Cumulative Redeemable Preference Shares (NCRPS) so as to result into 61,25,000 Optionally Convertible Non-Cumulative Preference Shares (OCRPS), convertible into equity shares at the option of the Company, subject to not happening of the specified knock-out event, at a pre-agreed conversion ratio in line with the Draft Term Sheet.

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

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

