



# emami\* limited

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## **POSTAL BALLOT NOTICE (Pursuant to Section 110 of the Companies Act, 2013)**

### **To all the Members of Emami Ltd**

**NOTICE** is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations that the following resolutions are proposed to be passed by the members by way of Postal Ballot / electronic voting (e-voting).

The resolutions proposed to be passed and the Explanatory Statement under Section 102 and 110 of the Companies Act, 2013 pertaining thereto stating all material facts and the reasons for the proposed resolutions are appended below for consideration of the Members.

The Board of Directors of the Company at its meeting held on 3<sup>rd</sup> May 2018 has appointed M/S MKB & Associates, Practising Company Secretaries as the scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner. Members have option to vote either in Postal Ballot or through e-voting.

Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope not later than 5 pm (IST) on 9<sup>th</sup> June 2018. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

### **Resolution No. 1 - Increase in Authorised Share Capital and consequent amendment to Memorandum of Association of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **an Ordinary Resolution**:-

“RESOLVED THAT pursuant to provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or reenactment thereof for the time being in force) and pursuant to provisions of Articles of Association of the Company, the consent of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 25,00,00,000 equity shares of Re.1/- each to Rs.50,00,00,000/- (Rupees Fifty Crores only) divided into 50,00,00,000 equity shares of Re.1/- each by

creation of additional 25,00,00,000 equity shares of Re.1/- each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following new Clause V:-

#### Clause V of Memorandum of Association

“The Authorized Share Capital of the Company is Rs.50,00,00,000/- (Rupees Fifty Crores only) divided into 50,00,00,000 Equity Shares of Re.1/- each with power to increase and reduce the Capital of the Company, to divide or subdivide the shares in capital for time being into several classes and to attach thereto respectively such preferential qualified or special rights or privileges or conditions as may be determined by or in accordance with the articles of the Company for the time being and to modify or abrogate of any such rights, privileges, conditions in such manner as may be permitted by the Act, or provided by the Articles of the Company for the time being.”

RESOLVED FURTHER THAT the Board of Directors (‘the Board’, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolution and in connection with any matter incidental thereto.”

#### **Resolution No. 2 - Issue of Bonus Shares**

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 the Section 63 and other applicable provisions of the Companies Act, 2013 read with the Companies ( Share Capital and Debentures ) Rules 2014 including any statutory modifications or reenactment thereof for the time being in force and Article 124 of Articles of Association of the Company and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals, permissions and sanctions as may be necessary and also subject to such terms, conditions and modifications as may be prescribed in granting approvals, permissions, sanctions, by appropriate authority or authorities and agreed to by the Board of Directors of the Company (hereinafter called the Board, which terms shall be construed as to include any Committee which the Board may have constituted or may hereafter constitute to exercise the powers including the powers conferred vide this resolution), the consent of the Company be and is hereby accorded to the Board for capitalization of Rs 22,69,67,619 ( Rupees Twenty two Crores Sixty nine lacs Sixty seven thousand six hundred nineteen only) out of Free Reserve Account and/or any other reserves being eligible for the purpose and as may be deemed appropriate and suitable by the Board, by issue of bonus equity shares with face value of Re 1/- each to be credited as fully paid-up to the existing equity shareholders of the Company whose names appear on the Register of Members/list of beneficial owners maintained by the Depositories as on such date to be fixed by the Board, in proportion of 1 ( One ) equity share of Re 1/ each for every 1 ( one) equity share held by them, and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up share capital of the Company held by each such member, subject to following terms and conditions:

- 1) The new equity shares shall be allotted subject to the provisions of Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid up equity shares of the Company as on the record date except that the Bonus Equity Shares shall be

eligible for dividend/ interim dividend that may be declared for the Financial Year 2018-19 and thereafter.

- 2) No allotment letters shall be issued to the allottees of the said bonus shares. The share certificates in respect of the said bonus shares allotted shall be sent to the respective allottees within prescribed time, except in case of allottees who are holding the existing equity shares in electronic/demat form, to whom the bonus shares will be credited to their demat accounts;
- 3) The allotment of bonus shares to non-resident members of the Company shall be subject to approval, if necessary, of Reserve Bank of India under the Foreign Exchange Management Act, 1999 and Rules framed there under.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the shares of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable and to settle any question, difficulty or doubt that may arise in regard to the issue or distribution of new equity shares, which shall be final and binding.”

**Resolution No. 3- Payment of Commission to the Non-Executive Directors including Independent Directors**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **an Ordinary Resolution**:-

“RESOLVED that pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), as amended from time to time, a sum not exceeding 1% (one percent) per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, be paid to and distributed amongst the Non-executive Directors of the Company including Independent Directors or some or any of them (other than the Managing Director and Whole-time Directors) in such amounts or proportions and in such manner as may be directed by the Board of Directors on recommendation of Nomination & Remuneration Committee and such payments shall be made in respect of the profits of the Company for each year, for a period of five years, commencing from April 1, 2018.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary in this matter.”

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

Place: Kolkata  
Date: 3<sup>rd</sup> May, 2018

**A. K. Joshi  
Company Secretary & VP-Legal**

**NOTES:**

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) stating all material facts and the reasons for the proposals are annexed hereto.
2. The Board in its meeting held on 3<sup>rd</sup> May 2018, has appointed M/S MKB & Associates, Practising Company Secretaries as Scrutinizer for scrutinizing the Postal Ballot and e-voting process.
3. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 4<sup>th</sup> May, 2018. The Notice along with the Postal Ballot Form is being sent to Members in electronic form at the addresses registered with the Depository Participant (in case of electronic shareholding) and those registered with the Company / Company’s Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email addresses are not registered, physical copies of the Notice along with Postal Ballot Form are being sent by permitted mode along with a self-addressed postage pre-paid Business Reply envelope.
4. Members whose names appear in the Register of Members / List of Beneficial Owners as on the cut-off date i.e, Friday, May 4, 2018 will be considered for the purpose of voting (including e-voting). A person who is not a Member on the cut-off date shall treat this Notice for information purposes only and his vote will not be considered. The voting right of Members shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cut-off date
5. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting form part of this notice.
6. The facility to exercise vote by physical postal ballot form and e-voting will be available during the following period :

Commencing of voting	From 9.00 a.m. (IST) on 11 <sup>th</sup> May , 2018
End of voting	Up to 5.00 p.m.(IST) on 9 <sup>th</sup> June, 2018

7. The e-voting module shall be disabled by CDSL after 5.00 p.m. (IST) on 9<sup>th</sup> June 2018 and the physical postal ballot forms received after the said date and time will be treated as if the reply from the Member has not been received.
8. A Member can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.
9. A Member cannot exercise his vote by proxy on postal ballot.
10. Members desirous of exercising his vote through physical postal ballot form is requested to carefully read the instructions printed on the Postal Ballot Notice/ Form, as applicable, and cast their votes and return the duly completed form in the attached self-addressed Business Reply Envelope, so as to reach the Scrutinizers M/s. MKB & Associates, C/O Emami Ltd, 687 Anandapur, E M Bypass, Kolkata – 700 107, West Bengal, India not later than 5.00 p.m. (IST) 9<sup>th</sup> June 2018.

11. Members who have received the Notice by e-mail and who wish to vote through physical ballot form, may download the Postal Ballot Form attached to the e-mail or from the Company's website [www.emamiltd.in](http://www.emamiltd.in) and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer not later than 5.00 p.m. (IST) 9<sup>th</sup> June, 2018 at the address mentioned above. Alternatively, Members may request for a physical ballot form by writing to the Company at its Registered Office or through email addressed at [investor@emamigroup.com](mailto:investor@emamigroup.com) or [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com). The Company or its Registrar and Share Transfer Agents shall make the Postal Ballot Form along with self-addressed postage pre-paid business reply envelope available to such Member.
12. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting or receipt of duly completed Postal Ballot Forms i.e. 9<sup>th</sup> June 2018.
13. The Scrutinizer will submit his report after completion of scrutiny within forty-eight hours from the conclusion of e-voting i.e. on or before 11<sup>th</sup> June 2018 by 5:00 p.m. to the Managing Director or any other Director of the Company who shall counter sign the same.
14. The results of the voting by Postal Ballot & E-voting shall be announced on 11<sup>th</sup> June 2018 by 5:00 p.m. at Registered Office of the Company and shall also be displayed at the company's website [www.emamiltd.in](http://www.emamiltd.in) and will also be forwarded to the Stock Exchanges where the Company's shares are listed. Central Depository Services (India) Limited (CDSL), engaged by the Board of Directors of the Company for facilitating e-voting, will also display these Results on its website [www.cdslindia.com](http://www.cdslindia.com).

All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days (except Saturdays) from the date of dispatch until the last date for receipt of votes by postal ballot/e-voting .

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

- (i) The voting period begins on Friday, 11<sup>th</sup> May 2018 (9 a.m.) (IST) and ends on Saturday, 9<sup>th</sup> June 2018 (5.00pm)(IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 4<sup>th</sup> May 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) 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 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Explanatory Statement and reasons for proposed resolutions as required under Section 102 of the Companies Act, 2013 to the accompanying Notice dated 3<sup>rd</sup> May 2018**

**Item Nos. 1 & 2**

With a view to increase the marketability/liquidity of the shares of the Company enabling more investors to participate and also to reward the shareholders of the Company, your Directors propose to issue Bonus Equity Shares by capitalization of a sum of Rs.22,69,67,619 ( Rupees Twenty two crores sixty nine lacs sixty seven thousand six hundred nineteen only) out of Free Reserve Account and / or other reserves being eligible for the purpose and as may be deemed appropriate by the Board of the Company, by way of issue of one new equity share for every one existing equity share held by the members of the Company.

Such Bonus Equity Shares shall be distributed to such Members whose names shall appear on its Register of Members or in the respective beneficiary account with the respective Depository participants, on the 'Record Date' to be determined by the Board , (which shall be deemed to include any Committee thereof) for the purpose of issue of Bonus Equity Shares.

The Bonus Equity Shares so allotted shall rank pari passu in all respects with the existing Equity Shares of the Company except that the Bonus Equity Shares shall be

eligible for dividend/ interim dividend that may be declared for the Financial Year 2018-19 and thereafter.

The existing Authorized Share Capital of the Company is 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 25,00,00,000 equity shares of Re.1/- each and the present issued, subscribed and paid up capital of the company is Rs. 22,69,67,619 ( Rupees Twenty two crores sixty nine lacs sixty seven thousand six hundred nineteen only) divided into 22,69,67,619 equity shares of Re. 1 each.

In view of the proposed issue of Bonus equity shares as set out in Resolution No.1, it is proposed to increase Authorised share capital from Rs.25,00,00,000/- (Rupees Twenty Five Crores only) divided into 25,00,00,000 equity shares of Re.1/- each to Rs. 50,00,00,000 (Rupees Fifty Crores only) divided into 50,00,00,000 equity shares of Re.1/- each.

The provisions of the Companies Act, 2013 require the company to seek approval of the members for capitalization of reserves and increase in the Authorized Share Capital and for consequential alteration of capital clause of the Memorandum of Association of the Company.

The Board of Directors recommends Resolution at Item no.1 as Ordinary Resolution and Resolution at Item no.2 as Special Resolution for your approval.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the foregoing resolutions, except, to the extent of shares which may be allotted to them due to their present holding in the company and/or to the companies in which they are Directors and/or Members.

### **Item No. 3**

The members of the Company had approved through postal ballot on 17<sup>th</sup> June 2013, the payment of commission to non-executive Directors of the Company not exceeding one percent per annum of the net profits of the Company for a period of five years commencing from April 1, 2013. It is proposed to continue with the payment of Commission to non-executive Directors including Independent Directors of the Company. Accordingly, it is proposed that in terms of Section 197 of the Act, the Non Executive Directors including Independent Directors be paid, for each of the five consecutive financial years commencing from April 1, 2018, commission not exceeding one percent per annum of the net profits of the Company computed in accordance with the provisions of the Act. This remuneration will be distributed amongst all or some of the said Directors in accordance with the directions given by the Board upon recommendation of Nomination and Remuneration Committee.

All the Non- Executive Directors including Independent Directors of the Company are concerned or interested in the Resolution at Item No. 3 of the Notice to the extent of the commission that may be received by each of them.

Other than above Directors, none of the Directors or key managerial personnel of the Company or their relatives, are concerned or interested, financially or otherwise in this Resolution.

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

Place: Kolkata  
Date: 3<sup>rd</sup> May, 2018

**A. K. Joshi  
Company Secretary & VP-Legal**