



emami* limited

Corporate Identification Number: L63993WB1983PLC036030

Registered Office: Emami Tower, 687, Anandapur,

E.M. Bypass, Kolkata-700107, West Bengal, India.

Phone No. +91 33 66136264,

website: www.emamilttd.in, e-mail: investors@emamigroup.com

Notice

NOTICE is hereby given that the **40th Annual General Meeting** of the Members of Emami Limited will be held on Wednesday, August 23, 2023 at 11:30 a.m (IST) through Video Conferencing / Other Audio Visual Means ("VC/OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon and the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2023.
2. To confirm the payment of two Interim Dividends aggregating to Rs. 8/- per equity share declared for the financial year 2022-23.
3. To appoint a Director in place of Shri Sushil Kumar Goenka (DIN: 00149916) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Harsha Vardhan Agarwal (DIN: 00150089) who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Shri Aditya Vardhan Agarwal (DIN: 00149717) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

6. Re-appointment of Dr. (h.c) Advocate Mamta Binani (DIN: 00462925) as an Independent Director of the Company for 2nd Term of Five Years.

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 and 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, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, Dr. (h.c) Advocate Mamta Binani (DIN: 00462925), holding office as an Independent Director and being eligible to be re-appointed for second term under the provisions of the Companies Act, 2013 and rules made thereunder be and is hereby reappointed as an Independent Director of the Company not liable to retire by rotation, with effect from October 29, 2023 for a second term of 5(five) consecutive years upon such remuneration as detailed in the explanatory statement hereto.

RESOLVED FURTHER THAT the Board of the Directors be and is hereby authorized to do all acts, deeds and things as it may in its absolute discretion deem necessary, as may be deemed proper and expedient to give effect to this aforesaid Resolution and to settle any question or doubt that may arise in the said regard."

7. Re-appointment of Shri Debabrata Sarkar (DIN: 02502618) as an Independent Director of the Company for 2nd Term of Five Years.

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 and 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, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, Shri Debabrata Sarkar (DIN: 02502618), holding office as an Independent Director and who will attain the age of 75 years in the year 2028 and being eligible to be re-appointed for second term under the provisions of the Companies Act, 2013 and rules made thereunder be and is hereby reappointed as an Independent Director of the Company not liable to retire by rotation, with effect from February 21, 2024 for a second term of 5(five) consecutive years upon such remuneration as detailed in the explanatory statement hereto.

RESOLVED FURTHER THAT the Board of the Directors be and is hereby authorized to do all acts, deeds and things as it may in its absolute discretion deem necessary, as may be deemed

proper and expedient to give effect to this aforesaid Resolution and to settle any question or doubt that may arise in the said regard."

8. 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 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force), the consent of the Company be and is hereby accorded for payment of remuneration of ₹1,65,000/- (Rupees One lac sixty five thousand only) plus applicable taxes and out of pocket expenses for conducting audit of the cost accounting records of the Company for the financial year 2023-24 as may be applicable to the Company to M/s. V. K. Jain & Co., Cost Accountants (Firm Registration No: 00049) who were re-appointed as Cost Auditors of the Company by the Board of Directors of the Company at its meeting held on May 25, 2023.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable for giving effect to this resolution."

By Order of the Board

Registered Office:

Emami Tower,
687, Anandapur,
E.M. Bypass,
Kolkata 700107

Date: 25th May, 2023

A.K. Joshi

Company Secretary & VP-Legal

Notes:

1. The Ministry of Corporate Affairs ("MCA") vide its circular dated May 5, 2022 read with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India vide its circulars dated May 13, 2022 and January 15, 2021 have permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. The Company will conduct the AGM through VC/ OAVM from its Registered Office, i.e, Emami Tower, 687, Anandapur, E.M. Bypass, Kolkata 700107, which shall be deemed to be venue of the meeting.
3. Institutional/ Corporate members (i.e. other than individual / HUF, NRI, etc.) intending to send their authorized representatives to attend and vote at the Meeting pursuant to Section 113 of The Companies Act, 2013 are requested to send, scanned certified true copy (PDF/ JPEG Format) of the board or Governing body Resolution/ Authorization etc. authorizing their representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. 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 on the CDSL e-voting platform for the scrutinizer to verify the same. Alternatively Non Individual shareholders are required 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 at scrutinizermkb@gmail.com and to the Company investors@emamigroup.com or to M/s Maheshwari Datamatics Pvt. Ltd., Registrar & Share Transfer Agent of the company at mdpldc@yahoo.com with a copy marked to helpdesk.evoting@cdslindia.com they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same M/s Maheshwari Datamatics Pvt. Ltd.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars on AGM through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the proxy form, attendance slip and route map are not annexed to this Notice.
5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote electronically during the AGM.
6. Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 36 of the SEBI Listing Regulations read with SEBI circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5 January 2023, companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository Participant(s). Physical copy of the Annual Report shall be sent to those Members who request for the same.
7. The Notice and Annual Report will also be available on the Company's website <https://www.emamilttd.in>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL i.e. www.evotingindia.com.
8. The recorded transcript of the AGM will be hosted on the website of the Company.
9. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
10. Pursuant to the provisions of Section 91 of The Companies Act, 2013 the Register of Members and Share Transfer Book of the Company shall remain closed from Wednesday, August 16, 2023 to Wednesday, August 23, 2023 (both days inclusive) for the purpose of this Annual General Meeting.

11. RECEIVING NOTICE OF AGM & ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL IDs

- ❖ Pursuant to the aforesaid MCA and SEBI Circulars, Notice of the 40th AGM along with the Annual Report 2022-23 is being sent only through electronic mode to the members whose email addresses are registered with the Company/Depository. Members may also note that the Notice of the 40th AGM and the Annual Report for the Financial Year 2022-23 including therein the Audited Financial Statements will be available on the Company's website at www.emamiltid.in, websites of BSE and NSE at <https://www.bseindia.com> and <https://www.nseindia.com>, respectively and website of CDSL at <https://www.evotingindia.com> for their view/download.
- ❖ Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at investors@emamigroup.com / mdpldc@yahoo.com along with the copy of the signed request letter mentioning the Folio No., name and address of the Member along with scanned copy of the share certificate (front/back), self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. For any further clarification, the shareholders may send requests to the Company's investor email id: investors@emamigroup.com

12. GENERAL INFORMATION FOR SHAREHOLDERS

- ❖ Members are informed that the final dividend amount for the Financial year ended 2015-16 remaining unclaimed shall become due for transfer on September 4, 2023 to the Investor Education and Protection Fund [IEPF] established by the Central Government in terms of the Companies Act, 2013.
- ❖ Any member, who has not claimed the dividend, is requested to approach the Company/the Registrar and Share Transfer Agents of the Company in this respect.

- ❖ The Company has been sending reminders to those members who have the unpaid/unclaimed dividends for 7 consecutive years before transfer of their shares to Investor Education and Protection Fund (IEPF). Details of the unpaid/unclaimed dividend are also uploaded as per the requirements, on the Company's website www.emamiltid.in
- ❖ Members, who have not encashed their dividend, are advised to write to the Company immediately claiming dividends declared by the Company.
- ❖ The Company has already transferred all shares (in respect of which dividend has not been claimed for seven consecutive years or more) to designated DEMAT Account of the IEPF maintained with CDSL.
- ❖ Members who have so far not claimed or collected their dividends for the said period may claim their dividend and shares from the Investor Education and Protection Fund, by submitting an application in the prescribed form.
- ❖ SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to the Depository participant with whom they are maintaining the DEMAT account. Members holding shares in physical form can submit their copy of PAN to the Company.
- ❖ Disclosure pursuant to Section 196 (4) of The Companies Act, 2013, Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard - 2 of ICSI, with respect to Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting is annexed.
- ❖ Pursuant to section 72 of The Companies Act, 2013, members holding shares in physical form are advised to file nomination in prescribed form ISR 1 with the Registrar and Share Transfer Agents (RTA). In respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.
- ❖ SEBI and Ministry of Corporate Affairs encourages paperless communication as a contribution to Green environment. Members holding shares in physical mode are requested to register their e-mail id to the RTA for receiving all communications

including annual reports, notices, circulars etc. from the company electronically. Members who wish to register their e-mail id can download the green initiative form from the company's website www.emamilttd.in

- ❖ The Company has appointed Mr. Raj Kumar Banthia, Practicing Company Secretary (ACS- 17190), partner of M/s. MKB & Associates, Practicing Company Secretaries, Kolkata to act as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed as scrutinizer and will be available for the said purpose.
- ❖ The Scrutinizer shall after the conclusion of Annual General Meeting, first count the votes cast at the AGM and then unblock the votes cast through remote e-voting. The scrutinizer shall submit the consolidated scrutinizer's report, not later than two working days of conclusion of the Meeting, to the Managing Director or any other person authorized by the Board.
- ❖ The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.emamilttd.in and on the notice board of the Company at its registered office and on the website of CDSL www.evotingindia.com immediately after the results are declared and simultaneously communicated to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the Annual General Meeting i.e., August 23, 2023.
- ❖ Pursuant to the provisions of Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities can be transferred only in dematerialised form w.e.f. April 1, 2019. Members are requested to convert their physical holdings into demat form to avoid any possibility of loss, mutilation etc., of physical share certificates. Any shareholder who is desirous of dematerializing their securities may write to our Registrar and Share Transfer Agent at mdpldc@yahoo.com.

13. PROCEDURE & INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM THROUGH VC/OAVM ARE AS FOLLOWS:

A. VOTING THROUGH ELECTRONIC MEANS

- (a) Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and other relevant rule made thereunder, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015 and MCA Circular read with SEBI Circular, the Company has provided e-voting facility to the members using Central Depository Securities (India) Limited (CDSL) platform. All the business to be transacted at the Annual General Meeting can be transacted through electronic voting system.
- (b) The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	End of remote e-voting
From 9 A.M.(IST) on Saturday, August 19, 2023	Up to 5.00 P.M. (IST) on Tuesday, August 22, 2023

- (c) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date**, i.e., **Wednesday, August 16, 2023** only shall be entitled to avail the facility of remote voting at the Meeting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- (d) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.
- (e) Demat account holders can now cast their votes electronically by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants, without having to register again with the E-voting Service Provider (ESP), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (f) **The instructions of Shareholders for e-voting and joining virtual meetings are as under:**
 - (i) The voting period begins on **Friday, August 18** at 9:00 a.m. and ends on

Tuesday, August 22 at 5.00 p.m. 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) of 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

- (iv) 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, Individuals 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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meeting for e-Voting and joining virtual meetings 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	<ol style="list-style-type: none"> 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 & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 & New System Myeasi 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 a 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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.nsd.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 or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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 or joining virtual meeting & voting during the meeting</p>

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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>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 22 55 33</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000</p>

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

- (v) Login method for e-Voting and joining virtual meetings 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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.

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- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) 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 investors@emamigroup.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

A. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE 40TH AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@emamigroup.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@emamigroup.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

B. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. 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/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. 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.

If you have any queries or issues regarding attending AGM & 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 22 55 33

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 toll free no. 1800 22 55 33.

Registered Office:

Emami Tower,
687, Anandapur,
E.M. Bypass,
Kolkata 700107
Date: 25th May ,2023

By Order of the Board

A.K. Joshi
Company Secretary & VP-Legal

Explanatory Statement pursuant to Section 102 of The Companies Act, 2013 in respect of resolution at item no. 6, 7 & 8

Item No 6:

Dr. (h.c) Advocate Mamta Binani was appointed as an Independent Director for a term of 2 (two) consecutive years with effect from October 29, 2021. She is a member of the Corporate Governance Committee and Risk Management Committee of the Company. Her first term as an Independent Director will be completed on October 28, 2023.

Considering her skill, expertise and contribution during the first term of appointment and based on the recommendation of Nomination and Remuneration Committee, the Board is of the opinion that her continued association will add value and it will be in the best interest of the Company to re-appoint her as an Independent Director for a second term of 5 (Five) consecutive years with effect from October 29, 2023 and as such the Board has proposed her as an Independent for the second term of Five(5) consecutive years w.e.f October 29, 2023 for approval of the members by way of a Special Resolution.

The members are informed that Dr. (h.c) Advocate Mamta Binani, being an Independent Director of the Company and being eligible, offers herself to be re-appointed for the second term. She is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act and has given her consent to act as an Independent Director of the Company. The Company has also received necessary declaration from her that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Dr. (h.c.) Adv. Mamta Binani, Past President of the Institute Company Secretaries of India (ICSI), is now practicing as an Advocate and is also a consultant on restructuring, corporate and legal matters. She is a registered Insolvency Professional.

She is also the Vice President of the Kolkata National Company Law Tribunal Bar Association and is the Chairperson of the Merchant Chamber of Commerce-Legal Affairs Council which also oversees Corporate Law and Governance and is the Co-Chairperson of the Stressed Resolution Committee of the Indian Chamber of Commerce and Industry.

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 'AsiaOne Women Empowerment Principles Leadership Awards 2020-21' and was felicitated at the 15th Edition of Asian Business & Social Forum 2021, Awards & Business E-Summit.

Ms. Binani is a regular acclaimed speaker at professional forums and shares her passion for writing through leading journals, magazines and newspapers. She has represented the institute at various forums in many countries in the matters of contemporary laws, governance and corporate social responsibility.

She also serves as an Independent Director on few of the prestigious Boards and has served as the promoter director of the ICSI Insolvency Professionals Agency (now known as ICSI Institute of Insolvency Professionals).

In the opinion of the Board of Directors, Dr. (h.c) Advocate Mamta Binani fulfils the conditions specified in the Act and the rules made thereunder, for her re-appointment as an Independent Director of the Company. She is independent of the management and possesses appropriate skills, experience and knowledge.

Copy of the draft letter of re-appointment of Dr. (h.c) Advocate Mamta Binani setting out the terms and conditions of appointment shall be available for inspection by the Members electronically.

She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in such meetings and profit related commission within the limits stipulated under Section 197 of the Act as recommended by Nomination and Remuneration Committee and approved by the Board.

Details of Dr. (h.c) Advocate Mamta Binani is provided in "Annexure I" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board of Directors recommends the resolution for approval of the Members by way of a Special Resolution Except Dr. (h.c) Advocate Mamta Binani being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in this resolution.

Item No 7:

Shri Debabrata Sarkar was appointed as an Independent Director for a term of 5 (Five) consecutive years with effect from February 21, 2019. He is a member of the Audit Committee and Risk Management Committee of the Company.

The first term as an Independent Director will be completed on February 20, 2024.

Shri Debabrata Sarkar is a veteran professional, Chartered Accountant, Certified Associate of Indian Institute of Banking and Finance.

Considering his experience and contribution during the first term of appointment and based on the recommendation of Nomination and Remuneration Committee, the Board is of the opinion that his continued association will add value and it will be in the best interest of the Company to re-appoint him as an Independent Director for a second term of 5 (Five) consecutive years with effect from February 21, 2024 and as such the Board has proposed him as an Independent for the second term of Five(5) consecutive years w.e.f February 21, 2024 for approval of the members by way of a Special Resolution.

He will attain the age of 75 years in the year 2028 during the second term of his directorship.

The members are informed that Shri Debabrata Sarkar, being an Independent Director of the Company and being eligible, offers himself to be re-appointed for the second term. He is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act and has given his consent to act as an Independent Director of the Company.

The Company has also received necessary declaration from him that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Shri Debabrata Sarkar is former Chairman & Managing Director of Union Bank of India and awarded "Banker of the Year" by the Skoch Consultancy Services as a part of their Financial Inclusion Awards 2013 during his tenure as CMD in Union Bank of India.

Shri Debabrata Sarkar serves as an Independent Director of HINDUJA Leyland Finance Limited amongst others.

In the opinion of the Board of Directors, Shri Debabrata Sarkar fulfils the conditions specified in the Act and the rules made thereunder, for his re-

appointment as an Independent Director of the Company. He is independent of the management and possesses appropriate skills, experience and knowledge.

Copy of the draft letter of re-appointment of Shri Debabrata Sarkar setting out the terms and conditions of appointment shall be available for inspection by the Members electronically.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in such meetings and profit related commission within the limits stipulated under Section 197 of the Act as recommended by Nomination and Remuneration Committee and approved by the Board.

Details of Shri Debabrata Sarkar is provided in "Annexure I" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board of Directors recommends the resolution for approval of the Members by way of a Special Resolution Except Shri Debabrata Sarkar being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in this resolution

Item No. 8

Upon the recommendation of the Audit Committee, the Board of Directors in its meeting held on May 25, 2023, has re-appointed M/s. V. K. Jain & Co., Cost Accountants at a remuneration of Rs.1,65,000/- (Rupees One lac sixty-five thousand only) plus applicable taxes and out of pocket expenses for conducting audit of the cost records relating to Ayurvedic Medicines and Cleaning Preparation of the Company as applicable to the Company for the financial year 2023-24. As per the provisions of Section 148 of the Companies Act, 2013 and the Rules made thereunder, the remuneration to be paid to the cost auditors is subject to ratification by the members of the Company.

The Board therefore recommends the resolution under Section 148 of the Companies Act, 2013 as an ordinary resolution for your approval.

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

ANNEXURE TO THE NOTICE

DISCLOSURE UNDER REG. 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS

Name	Shri Sushil Kumar Goenka	Shri Harsha Vardhan Agarwal	Shri Aditya Vardhan Agarwal	Dr (h.c.) Mamta Binani	Shri Debabrata Sarkar
Category	Whole-time Director	Vice-Chairman & Managing Director	Non-Executive Director	Independent Director	Independent Director
Director Identification Number	00149916	00150089	00149717	00462925	02502618
Date of Birth/Age	06.05.1956 / 66 years	12.07.1976 / 46 years	06.01.1975 / 48 years	10.10.1972 / 50 years	03-11-1953/ 69 years
Nationality	Indian	Indian	Indian	Indian	Indian
Date of first Appointment on the Board	17-05-1995	15-01-2005	15-01-2005	29-10-2021	21-02-2019
Qualification, Experience in Specific Functional Area	Commerce Graduate, Extensive knowledge and experience / supervises production, factory operations, procurement	Commerce Graduate, Extensive knowledge and experience in marketing and brand development, Corporate Strategy, M&A, Human Resource, Information Technology, Corporate Communication, Media and Advertising functions.	Commerce Graduate, Extensive knowledge and experience in marketing and brand development. holds leadership positions and membership in various national committee, holds the position of the honorary consul of the republic of Ethiopia in Kolkata, member of YPO	B.Com, a Law Graduate and a Fellow Member of the Institute of Company Secretaries of India, Insolvency Professional registered with the Insolvency & Bankruptcy Board of India. Over 25 years of experience in corporate Consultation, Corporate Governance & advisory.	Chartered Accountant, Certified Associate of Indian Institute of Banking and Finance and having master's degree in commerce from Calcutta University. Over 35 years of experience in banking sector.
Terms and Conditions of Appointment / Reappointment	Liable to retire by rotation and being eligible, Shri Sushil Kumar Goenka is proposed to be re-appointed at the AGM.	Liable to retire by rotation and being eligible, Shri Harsha Vardhan Agarwal is proposed to be re-appointed at the AGM.	Liable to retire by rotation and being eligible, Shri Aditya Vardhan Agarwal is proposed to be re-appointed at the AGM.	Reappointed for a period of 5 years commencing from October 29, 2023 to October 28, 2028 (both days inclusive). Other terms and conditions will be as per the Formal Letter of Appointment to be issued by the Company.	Reappointed for a period of 5 years commencing from February 21, 2024 to February 20, 2029 (both days inclusive). Other terms and conditions will be as per the Formal Letter of Appointment to be issued by the Company.

Name	Shri Sushil Kumar Goenka	Shri Harsha Vardhan Agarwal	Shri Aditya Vardhan Agarwal	Dr (h.c.) Mamta Binani	Shri Debabrata Sarkar
Details of remuneration sought to be paid	As per the Agreement entered into between the Company and Shri Sushil Kumar Goenka	As per the Agreement entered into between the Company and Shri Harsha Vardhan Agarwal	Sitting fees for attending each meeting of the Board/ Committees and commission as may be decided by the Board of Directors of the Company for each of the Financial Year within the limits prescribed under the Companies Act, 2013.	Sitting fees for attending each meeting of the Board / Committees and commission as may be decided by the Board of Directors of the Company for each of the Financial Year within the limits prescribed under the Companies Act, 2013.	Sitting fees for attending each meeting of the Board / Committees and commission as may be decided by the Board of Directors of the Company for each of the Financial Year within the limits prescribed under the Companies Act, 2013.
last drawn remuneration	₹168.40 Lacs	₹696.09 Lacs	₹5.00 Lacs	₹9.00 Lacs	₹9.85 Lacs
Relationship with other Directors	Brother of Shri R.S. Goenka	Son of Shri R.S. Agarwal, Brother of Shri A.V. Agarwal and Smt. Priti A Sureka	Son of Shri R.S. Agarwal, Brother of Shri H.V. Agarwal and Smt. Priti A Sureka	Not Applicable	Not Applicable
Directorship in other Companies	Suraj Finvest Private Limited Emami Education & Research Foundation Prabhakar Viniyog Private Limited	Federation of Indian Chamber of Commerce and Industry Indian Chamber of Commerce Kolkata Diwakar Finvest Private Limited Aviro Vyapaar Private Limited Ajanta Suppliers Private Limited	Emami Paper Mills Limited Diwakar Finvest Private Limited Ajanta Suppliers Private Limited Tmt Viniyogan Ltd. Emami Group OF Companies Pvt Ltd Suntrack Commerce Private Limited	Evonith Metallics Limited Emami Paper Mills Limited Gpt Infraprojects Limited Balrampur Chini Mills Ltd Sanmarg Pvt Ltd Evonith Value Steel Limited	Hinduja Leyland Finance Limited Sanathan Textiles Limited Gocl Corporation Limited Idl Explosives Limited Vistra ITCL (India) Limited Aditya Birla Sun Life Insurance Company Limited Inceptum Advisors LLP Easy Home Finance Limited Mylead Fintech Private Limited

Name	Shri Sushil Kumar Goenka	Shri Harsha Vardhan Agarwal	Shri Aditya Vardhan Agarwal	Dr (h.c.) Mamta Binani	Shri Debabrata Sarkar
Chairman/ Member in the Committees of the Boards of Listed companies	Chairman 1. Corporate Social Responsibility- Emami Limited Member 1. Risk Management Committee- Emami Limited	Member 1. Corporate Social Responsibility- Emami Limited 2. Stakeholders Relationship Committee- Emami Limited 3. Share Transfer Committee- Emami Limited 4. Finance Committee- Emami Limited 5. Risk Management Committee- Emami Limited	Chairman 1. Corporate Social Responsibility Committee -Emami Paper Mills Limited Member 2. Share Transfer Committee- Emami Limited 3. Finance Committee- Emami Limited	Chairman 1. Nomination and Remuneration Committee -Skipper Limited Member 2. Risk Management Committee- Emami Limited 3. Corporate Governance Committee- Emami Limited 4. Nomination and Remuneration Committee- Ddev Plastics Industries Limited 5. Corporate Social Responsibility Committee, Emami Paper Mills Limited 6. Environmental, Social and Governance Committee- Skipper Limited 7. Audit Committee- GPT Infraprojects Limited 8. Corporate Social Responsibility- GPT Infraprojects Limited 9. Audit Committee- Balrampur Chinni Mills Limited	Chairman 1. Risk Management Committee- GOCL Corporation Limited Member 2. Audit Committee- Emami Limited 3. Risk Management Committee- Emami Limited 4. Audit Committee - GOCL Corporation Limited
Listed entities from which the Director has resigned in the past three years	-	-	-	1. Nicco Parks & Resorts Ltd 2. La Opala R G Limited 3. Century Plyboards (India) Ltd 4. Kkalpana Industries (India) Limited	-
No. of Shares held in the Company as on 31 st March, 2023	1,09,900	1,10,966	1,34,668	NIL	NIL
Number of meetings of the Board attended during the year (FY 2022-23)	5(Five)	5(Five)	5(Five)	5(Five)	5(Five)