



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, tele fax: 91 33 6613 6600

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

Notice

NOTICE is hereby given that the **36th Annual General Meeting** of the Members of Emami Limited will be held on Thursday, 8th August, 2019 at 11:30 a.m. at South City International School Auditorium, 375, Prince Anwar Shah Road, Kolkata-700068, West Bengal, India 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, 2019 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, 2019.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Shri A.V. Agarwal (DIN 00149717) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri R.S. Goenka (DIN 00152880) who retires by rotation and being eligible, offers herself for re-appointment.
5. To appoint a Director in place of Shri S.K. Goenka (DIN 00149916) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

6. 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Shri Debabrata Sarkar (DIN 02502618), who was appointed as an Additional and Independent Director of the Company with effect from February 21, 2019 in terms of section 161 (1) of

the Act and article 97 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting of the Company be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) years with effect from February 21, 2019.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Debabrata Sarkar be paid such fees and commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

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 in the said regard.

7. 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 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof) read with Schedule V thereof, the articles of association of the Company and upon the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the re-appointment of

Shri Prashant Goenka (DIN 00703389) as a Whole-time Director of the Company for the period of 5 (five) years with effect from January 20, 2019 on the terms and conditions as set out in the Explanatory Statement annexed to this Notice convening this meeting and as enumerated in the Agreement dated January 14, 2019, copy whereof has been submitted to this meeting, which agreement is also hereby specifically approved.

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 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 ₹1,50,000/- (Rupees One lac fifty 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 2019-20 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 27, 2019.

Registered Office:

Emami Tower,
687, Anandapur
E.M. Bypass
Kolkata 700107
Date: May 27, 2019

By Order of the Board

A. K. Joshi

Company Secretary & VP-Legal

Notes:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- As per section 105 of the Companies Act, 2013 and Rules thereunder, a person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten percent) of total share capital of the Company carrying voting rights. A member holding more than 10% of total share capital of the company carrying voting right may appoint a single person as proxy and such proxy shall not act as a proxy for any other person or shareholder.
- The instrument appointing a proxy duly completed and signed shall be deposited at the Registered Office of the Company not less than 48 (forty eight) hours before the commencement of the AGM.
- Proxies shall be made available for inspection during 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
- Corporate members 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, a certified true copy of the board resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

- The related Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), in respect of the businesses under item no. 6 to 8 as set out above is annexed hereto.
- The Board of Directors has recommended Dividend of 400% for the Financial year ended 31st March 2019 subject to approval of the Shareholders at the ensuing Annual General Meeting. The Dividend, if approved by the members at the ensuing Annual General Meeting will be paid to those shareholders whose names stand registered:
 - As beneficial owners as at the end of business on Thursday, 1st August 2019 as per list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in electronic form, and
 - As members in the Register of Members of the Company after giving effect to valid transmission/ transposition in physical form lodged with the Company's Registrar and Share Transfer Agent (RTA) M/s. Maheswari Datamatics

Pvt. Ltd., 23 R. N. Mukherjee Road, 5th Floor, Kolkata 700 001 on or before the aforesaid date i.e. Thursday, 1st August, 2019. The transmission/transposition requests complete in all respects should reach the Registrar and Share Transfer Agent well before the above date.

8. 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 Friday, 2nd August, 2019 to Thursday, 8th August, 2019 (both days inclusive) for the purpose of this Annual General Meeting and determining the entitlement of the shareholders to the Dividend.
9. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Share Transfer Agent, M/s. Maheswari Datamatics Pvt. Ltd. cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants of the members. Further, in case the shares are held in physical mode, members are requested to furnish Bank account particulars (viz. Account No., Name and Branch of the Bank and MICR Code) to the Company or RTA to ensure that there is no fraudulent encashment of the warrants.
10. Members holding shares in multiple folios are requested to consolidate their holdings. Members are requested to send all communications relating to shares, unclaimed dividends and change of address, etc. to the Registrar and Share Transfer Agent M/s. Maheswari Datamatics Pvt. Ltd, 23, R.N Mukherjee Road, 5th Floor, Kolkata - 700001, West Bengal, India
11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar and Share Transfer Agent.
12. Electronic copy of the Annual Report for the financial year 2018-19 are being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participants for communication purposes unless any member has requested for

a physical copy of the same. For members who have not registered their e-mail id, physical copies of the Annual Report for the financial year 2018-19 are being sent through permitted mode. Even after e-communication, members are entitled to receive such communication in physical form by post, upon making a request for the same, free of cost. For any further clarification, the shareholders may send requests to the Company's investor email id: investors@emamigroup.com

13. Electronic copy of the Notice of the 36th AGM of the Company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participants for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their e-mail id, physical copies of the Notice of the 36th AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of this Meeting and the Annual Report will also be available on the Company's website www.emamiltd.in for their download.
14. Members are informed that the dividend amount for the Financial year ended 2011-12 remaining unclaimed/unpaid shall become due for transfer on September 12, 2019 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 dividend for the financial year ended 2011-12 onwards, is requested to approach the Company/the Registrar and Share Transfer Agent of the Company in this respect.

The Company has been sending reminders to those members having the unclaimed/unpaid dividends before transfer of such dividend(s) to Investor Education and Protection Fund (IEPF). Details of the unclaimed/unpaid dividend are also uploaded as per the requirements, on the Company's website www.emamiltd.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 been unclaimed/unpaid for 7 (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.

15. 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.
16. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting; members are requested to bring their copies at the meeting.
17. Members/proxies should bring their attendance slips sent herewith, duly filled in, for attending the Meeting. Members/ proxies attending the AGM are requested to carry their identity proof.
18. 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.
19. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 am to 1.00 pm on all working days except Saturdays, till the date of AGM.
20. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting.
21. Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in prescribed form SH-13 with the Registrar and Share Transfer Agent (RTA). In respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.
22. 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.emamiltd.in.

23. M/s. S. R.Batliboi & Co. LLP, Chartered Accountants (Firm registration No 301003E/E300005), were appointed as Statutory Auditors of the Company to hold office from the conclusion of 34th Annual General Meeting of the Company held on 2nd August 2017 till the conclusion of the 39th Annual General Meeting of the Company.
24. A route map and prominent landmark for easy location of the venue of the meeting is enclosed with this Notice.
25. Voting Option:

(I) VOTING THROUGH ELECTRONIC MEANS

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, 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.

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. Thursday 1st August, 2019 only shall be entitled to avail the facility of remote e-voting / voting through Ballot Form at the Meeting. A person who is not a member as on the cut- off date should treat this notice for information purpose only.

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

Commencement of remote e-voting	End of remote e-voting
From 9.00 A.M. (IST) on Sunday, 4th August, 2019	Up to 5.00 P.M. (IST) on Wednesday, 7th August, 2019

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.

The instruction for members for voting electronically is given in a separate sheet.

(II) VOTING AT AGM

The members who have not cast their votes through remote e-voting may attend and cast their votes at the Annual General Meeting through Ballot Form which shall be made available for use at the meeting.

The members who have already casted their votes through remote e-voting may attend the meeting but shall not be entitled to vote thereat.

Other Instructions

1. A member can opt for only one mode of voting i.e. through e-voting or through Ballot Form, either in person or through proxy at the meeting. If a member casts votes by all the two modes, then voting done through e-voting shall prevail and voting through Ballot form at the venue of the meeting shall be treated as invalid.
2. The Company has appointed Mr. Manoj Kumar Banthia, Practicing Company Secretary (Membership No-A11470/CP-7596) of M/s. MKB & Associates, Company Secretaries, Kolkata to act as the Scrutinizer to scrutinize the Ballot Forms and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

3. The Scrutinizer shall after the conclusion of Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses, not in the employment of the Company. The scrutinizer shall submit the consolidated scrutinizer's report, not later than 48 (forty eight) hours of conclusion of the Meeting, to the Managing Director or any other person authorized by the Board.
4. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.emamitd.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. Thursday 8th August, 2019

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Kolkata 700107
Date: May 27, 2019

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 resolutions at item no. 6 to 8

Item No. 6

Based on the recommendation of Nomination and Remuneration Committee (NR Committee) and pursuant to provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Shri Debabrata Sarkar (DIN : 02502618) was appointed as an Additional cum Independent Director of the Company for a term of 5 (five) years with effect from February 21, 2019 subject to approval of shareholders in the Annual General Meeting of the Company.

Shri Debabrata Sarkar is former Chairman & Managing Director of Union Bank of India and he is having banking experience of 35 years. He was 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 and Asset Reconstruction Company (India) Limited, amongst others.

Shri Debabrata Sarkar is a Chartered Accountant, Certified Associate of Indian Institute of Banking and Finance and having Master degree in Commerce from Calcutta University.

Shri Debabrata Sarkar fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company.

The Board considered that his association as Independent Director would be of immense benefit to the Company.

Accordingly, the Board recommends the resolution for confirmation of appointment of Shri Debabrata Sarkar as an Independent Director for the approval by the shareholders of the Company by way of an ordinary resolution in this AGM.

The Company has received declaration to this effect that he meets the criteria of Independent Director as provided under section 149 (6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Copy of the letter of appointment issued to Shri Debabrata Sarkar would be available for inspection without any fee by the members at the Registered Office of the Company between 11:00 am to 1:00 pm on all working days except Saturdays till the date of Annual General Meeting.

Disclosures required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 of ICSI is set out as the annexure to this Notice.

Item No 7

Upon the recommendation of Nomination and Remuneration Committee, the Board of Directors re-appointed Shri Prashant Goenka (holding DIN 00703389) as Whole-time Director of the Company with effect from January 20, 2019 for a period of 5 (five) years subject to approval of the shareholders at the General Meeting.

For the purpose, an agreement has been entered into by the Company with Shri Prashant Goenka, Whole-time Director on January 14, 2019.

The main terms and conditions of his re-appointment are furnished below:

- a. Term of appointment: - 5 (Five) years with effect from January 20, 2019
- b. Salary: Basic Salary is Rs. 8.00 Lacs (Rupees Eight lacs only) per month. (in the range of Rs 8.00 Lacs to Rs 10.00 Lacs as approved by the Board of Directors) The annual increment will be decided by the Board of Directors of the Company.
- c. Perquisites:
 1. Leave travel allowance for self and family once in a year as per rules of the Company.
 2. Medical expenses actually incurred by him and his family subject to maximum of one month salary.
 3. Club Fees.
 4. Provision for use of car with driver for official

business- personal use of the car will be billed to him.

5. Provision for telephone at residence (including payment of local calls and long distance calls, mobile phone, internet and any other communication facilities.)
6. Medical & personal accident insurance.
- d. The Company will make suitable contribution towards Provident Fund, Superannuation Fund etc. as per Rules of the Company.
- e. Gratuity will be payable as per Rules of the Company.
- f. Leave as per Rules of the Company including encashment of unavailed leave at the end of the tenure.

The Board recommends the resolutions for your approval.

Except Shri Prashant Goenka (the appointee), none of the other Directors or key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise in the Resolution.

Copy of the agreement dated January 14, 2019 referred above is available for inspection at the Registered Office of the Company between 11.00 am to 1.00 pm on all working days except Saturdays till the date of ensuing Annual General Meeting.

Item No 8

Upon the recommendation of the Audit Committee, the Board of Directors in its meeting held on May 27, 2019, has re-appointed M/s. V. K. Jain & Co., Cost Accountants at a remuneration of Rs. 1,50,000/- (Rupees One lac fifty thousand only) plus applicable taxes and out of pocket expenses for conducting audit of the cost records of the Company as applicable to the Company for the financial year 2019-20. 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, is concerned or interested, financially or otherwise in this Resolution.

Registered Office:

Emami Tower,
687, Anandapur
E.M. Bypass
Kolkata 700107
Date: May 27, 2019

By Order of the Board

A. K. Joshi
Company Secretary & VP-Legal

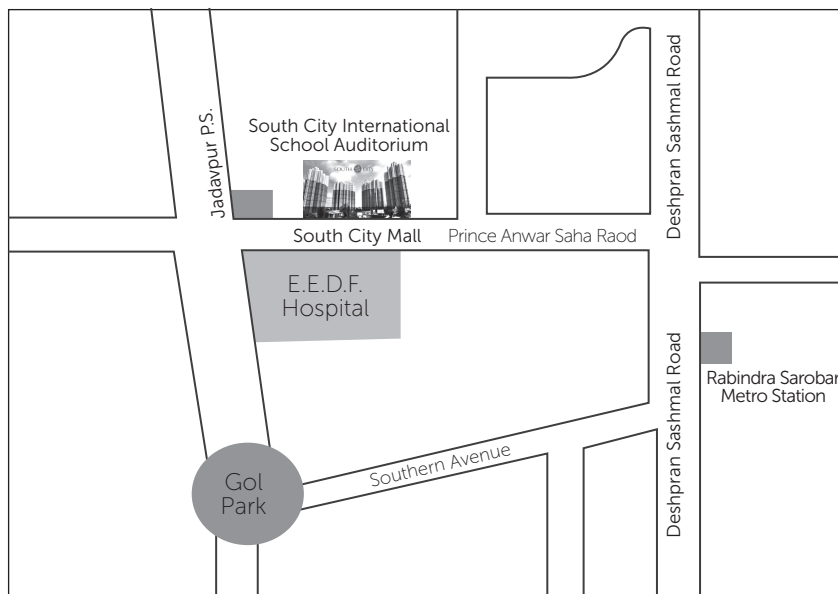
ANNEXURE TO THE NOTICE

Disclosure required under Section 196 (4) of the Companies Act, 2013,
Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 of ICSI

Name	Shri A. V. Agarwal	Shri R. S. Genka	Shri S. K. Goenka	Shri Debabrata Sarkar	Shri Prashant Goenka
Director Identification Number	00149717	00152880	00149916	02502618	00703389
Date of Birth/ Age	06-01-1975 / 44 years	05-01-1947/ 72 years	06-05-1956 / 63 years	03-11-1953/ 65 years	30-10-1973 / 45 years
Date of first Appointment on the Board	15-01-2005	03-05-1994	17-05-1995	21-02-2019	20-01-2014
Experience in Specific Functional Area	Marketing and brand development	Financial planning, corporate affairs, taxation and accounting	Production, factory operations, procurement and packaging	Banking and Finance	International Marketing and Brand Development
Qualifications	Commerce Graduate	Master of Commerce and LLB	Commerce Graduate	M.Com, FCA, CAIIB	MBA (International Marketing), Diploma in Finance and Marketing
Terms and Conditions of Appointment / Re-appointment	Re-appointment on retiring by rotation	Re-appointment on retiring by rotation	Re-appointment on retiring by rotation	Regularisation/ Appointment as an Independent Director	As mentioned in explanatory statement to item no. 7 of the Notice of the AGM
Details of remuneration sought to be paid	Not applicable	Not applicable	Not applicable	Not applicable	
Last drawn remuneration	Not applicable	Not applicable	Not applicable	Not applicable	
Relationship with other Directors and Key Managerial Personnel	Son of Shri R. S. Agarwal, Brother of Shri H.V. Agarwal & Smt. Priti A Sureka	Brother of Shri S. K. Goenka, Father of Shri Mohan Goenka	Brother of Shri R. S. Goenka	None	None
Directorship in Companies	Emami Limited, Emami Paper Mills Limited, Suntrack Commerce Private Limited, Emami Cement Limited, Ajanta Suppliers Private Limited, Emami Group of Companies Private Limited, TMT Viniyogan Ltd.	Emami Limited, Bhanu Vyapaar Private Limited, Suntrack Commerce Private Limited, Suraj Viniyog Private Limited, Ajanta Suppliers Private Limited, Emami Group of Companies Pvt Ltd, Emami Education and Research Foundation, Maa Gou Products Pvt Ltd.	Emami Limited, Diwakar Viniyog Private Limited, Prabhakar Viniyog Private Limited, Emami Education and Research Foundation.	Emami Limited, Bank of India, BOI Merchant Bankers Limited, Hinduja Leyland Finance Limited, Asset Reconstruction Company (India) Limited, Vistra ITCL (India) Limited, Easy Home Finance Limited, Learning Curve Edutech Solutions Pvt. Limited, Inceptum Advisors (P) Ltd, IDL Explosives Limited.	Emami Limited, Prestige Vyapaar Limited, YPO (Calcutta), Emami Group of Companies Private Limited, Raviraj Viniyog Private Limited.

Name	Shri A. V. Agarwal	Shri R. S. Genka	Shri S. K. Goenka	Shri Debabrata Sarkar	Shri Prashant Goenka
Chairman/Member in the Committees of the Boards of companies	Chairman: 1. Corporate Social Responsibility Committee-Emami Paper Mills Limited 2. Corporate Social Responsibility Committee-Emami Cement Limited 3. Stakeholders Relationship Committee-Emami Cement Limited Member: 1. Share Transfer Committee-Emami Limited 2. Finance Committee-Emami Limited 3. Finance Committee- Emami Cement Limited 4. Nomination & Remuneration Committee- Emami Cement Limited	Chairman: 1. Finance Committee- Emami Limited 2. Risk Management Committee- Emami Limited Member: 1. Audit committee- Emami Limited 2. Corporate Governance Committee- Emami Limited	Chairman: 1. Corporate Social Responsibility Committee- Emami Limited Member: 1. Finance Committee- Emami Limited 2. Risk Management Committee- Emami Limited	Chairman : 1. Risk Management Committee- Hinduja Leyland Finance Limited Member: 1. Audit Committee- Hinduja Leyland Finance Limited 2. Nomination and Remuneration committee- Hinduja Leyland Finance Limited	Chairman: None Member: 1. Corporate Social Responsibility Committee-Emami Limited 2. Stakeholders Relationship Committee-Emami Limited
No. of Shares held in the Company as on 31st March, 2019	1,34,668	3,92,076	1,09,900	Nil	1,90,000
Number of meetings of the Board attended during the year	4(Four)	4(Four)	4(Four)	None, appointed w.e.f. 21st February 2019	4(Four)

Route Map to the Venue of AGM



DATE: AUGUST 8, 2019 AT 11:30 A.M.

VENUE : South City International School Auditorium,
 375, Prince Anwar Shah Road, Kolkata-700068, West Bengal, India.

The instructions to members for voting electronically are as under:-

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| <p>(i) The voting period begins on Sunday, August 4, 2019 (9:00 AM) (IST) and ends on Wednesday, August 7, 2019 (5:00 PM) (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. Thursday, August 1, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.</p> <p>(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.</p> <p>(iii) The shareholders should log on to the e-voting website www.evotingindia.com.</p> <p>(iv) Click on Shareholders.</p> | <p>(v) Now Enter your User ID</p> <ol style="list-style-type: none"> 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. <p>(vi) Next enter the Image Verification as displayed and Click on Login.</p> <p>(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.</p> |
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(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

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| <p>(ix) After entering these details appropriately, click on "SUBMIT" tab.</p> <p>(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.</p> <p>(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.</p> | <p>(xii) Click on the EVSN for "Emami Limited" on which you choose to vote.</p> <p>(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.</p> <p>(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.</p> <p>(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.</p> <p>(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.</p> |
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- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in 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, under help section or write an email to helpdesk.evoting@cdslindia.com.



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, tele fax: 91 33 6613 6600

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

PROXY FORM

FORM MGT-11

[Pursuant to the provisions of Section 105(6) of the Companies Act, 2013
and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Serial no:

Name of the Member(s):

(In BLOCK Letters)

Registered Address:

E-mail ID:

Folio No./Client ID:

DP ID:

I/We being the Member(s) of equity shares of ₹1 each of the Company, hereby appoint:

1. Name:

(In BLOCK Letter)

Address:

E-mail Id:Signature: or failing him

2. Name:

(In BLOCK Letter)

Address:

E-mail Id:Signature: or failing him

3. Name:

(In BLOCK Letter)

Address:

E-mail Id:Signature:



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company, to be held on Thursday, August 8, 2019 at South City International School Auditorium, 375, Prince Anwar Shah Road, Kolkata-700068 at 11.30 am and at any adjournment(s) thereof, in respect of such resolutions which are indicated below:

Reso- lution No.	Resolution	Vote		
		For	Against	Abstain
Ordinary business				
1.	Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon.			
2.	Declaration of Dividend on Equity Shares.			
3.	Appointment of a Director in place of Shri A.V. Agarwal (DIN 00149717) who retires by rotation and being eligible, offers himself for reappointment.			
4.	Appointment of a Director in place of Shri R.S. Goenka (DIN 00152880), who retires by rotation and being eligible, offers himself for reappointment.			
5.	Appointment of a Director in place of Shri S.K. Goenka (DIN 00149916), who retires by rotation and being eligible, offers himself for reappointment.			
Special business				
6.	Regularization/Appointment of Shri Debabrata Sarkar (DIN 02502618)) as an Independent Director of the Company for the period of 5 (five) years.			
7.	Approval of re-appointment of Shri Prashant Goenka (DIN 00703389) as a Whole-time Director of the Company for the period of 5 (five) years with effect from January 20, 2019.			
8.	Ratification of the fee of ₹1,50,000 (Rupees one lac fifty thousand only) payable to M/S V. K. Jain & Co, Cost Auditors for conducting audit of the cost records of the Company for the financial year 2019-20.			

Signed this day of.....2019

Signature of the Member(s).....

Signature of First Proxy Holder(s)

Signature of Second Proxy Holder(s)

Signature of Third Proxy Holder(s)

Affix One rupee Revenue Stamp

Notes:

1. **This form of proxy in order to be effective should be duly stamped, signed, completed and deposited at the Registered Office of the company not later than 48 hours before commencement of the meeting.**
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. Members are requested to note that a person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such person shall not act as a proxy for any other member.