



emami* limited

Regd. Office: "Emami Tower" 687, Anandapur, E. M. Bypass,
Kolkata 700107

NOTICE

NOTICE is hereby given that the Thirtieth Annual General Meeting of the Members of Emami Limited will be held on Wednesday, 7th August 2013 at 11:30 AM at South City International School Auditorium, 375, Prince Anwar Shah Road, Kolkata-700068 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013, the Profit & Loss Account of the Company for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on equity shares.
3. To appoint a Director in place of Shri Amit Kiran Deb, who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri Y. P. Trivedi who retires by rotation and, being eligible, offers himself for reappointment.
5. To appoint a Director in place of Smt. Priti A Sureka who retires by rotation and, being eligible, offers herself for reappointment.
6. To appoint a Director in place of Shri H. V. Agarwal, who retires by rotation and, being eligible, offers himself for reappointment.
7. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS:

8. APPOINTMENT OF SHRI PRADIP KR. KHAITAN AS A DIRECTOR OF THE COMPANY.

To consider, and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution.

RESOLVED that Shri Pradip Kr. Khaitan who was appointed as an Additional Director of the Company with effect from 24th June 2013 by the Board of Directors to hold office upto the date of the forthcoming Annual General Meeting of the Company under Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as

a Director of the Company whose office shall be liable to retire by rotation.

By Order of the Board

Registered Office:

Emami Tower,
687, Anandapur
EM Bypass

Kolkata 700107

Date: 25th June 2013

A.K. Joshi

Company Secretary & AVP-Legal

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing a proxy shall be deposited at the Registered Office of the Company not less than 48 hours before the time of commencement of the meeting.
3. The Register of Members and Share Transfer Book of the Company shall remain closed from Saturday, 3rd August 2013 to Wednesday, 7th August 2013 (both days inclusive) for the purpose of Annual General Meeting.

Dividend, if approved by the Members at the ensuing Annual General Meeting, will be paid to those shareholders whose names stand registered:

- a. As beneficial owners as at the end of business on Thursday, 27th June, 2013 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
 - b. As members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company's Registrar and Share Transfer Agents M/s. Maheswari Datamatics Pvt. Ltd., 6, Mangoe Lane, Kolkata 700 001 on or before 27th June 2013. The instruments of share transfers complete in all respects should reach the said Registrar and Share Transfer Agents well before the above date.
4. 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 Transfer Agents, 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 Participant of the members.

5. 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 Transfer Agent.
6. Pursuant to Section 205C of the Companies Act, 1956, the amount of dividend remaining unclaimed / unpaid for seven years shall be transferred to the Investors' Education and Protection Fund when the same becomes due. Members who have not yet en-cashed dividend warrants / cheques are requested to claim the same with the Company.

7. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the business under item 8 as set out above is annexed hereto.
8. As an austerity measure, copies of Annual Report will not be distributed at the Annual General Meeting; members are requested to bring their copies at the meeting.
9. Members / proxies should bring their Attendance Slip sent herewith, duly filled in, for attending the meeting.
10. A statement containing details of the Directors seeking reappointment/appointment at the forthcoming Annual General Meeting as required under clause 49 of the Listing Agreement is annexed.

By Order of the Board

Registered Office:

Emami Tower,
687, Anandapur
EM Bypass

Kolkata 700107

Date: 25th June 2013

A.K. Joshi

Company Secretary & AVP-Legal

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Resolution at item No 8.

The Board of Directors by passing Resolution by Circulation on 24th June 2013 appointed Shri Pradip Kr. Khaitan as an additional director under Section 260 of the Companies Act, 1956 representing as an Independent Director on the Board of the Company.

The Company has received notice from a member under section 257 of the Companies Act, 1956 for appointment of Shri Pradip Kr. Khaitan as director of the Company at the ensuing Annual General Meeting.

Shri Pradip Kr. Khaitan is a Bachelor of Commerce, LLB and Attorney at Law (Bells Chamber, Gold Medalist) and also a member of the Bar Council of India, West Bengal and Indian Council of Arbitration. Shri Khaitan is an expert in commercial and corporate laws, tax laws, arbitration, intellectual property rights, foreign collaborations, mergers and acquisitions, restructuring, and demergers. He serves as a Director in various renowned corporates including Hindustan Motors

Ltd, CESC Ltd, and India Glycols Ltd. amongst others.

The Board feels that the appointment of Shri Pradip Kr. Khaitan as an Independent Director will be in interest of the Company and accordingly recommends the resolution for your approval.

None of the directors except Shri Pradip Kr. Khaitan is concerned or interested in this resolution.

By Order of the Board

Registered Office:

Emami Tower,
687, Anandapur
EM Bypass

Kolkata 700107

Date: 25th June 2013

A.K. Joshi

Company Secretary & AVP-Legal

Particulars of Directors seeking appointment / reappointment at the forthcoming Annual General Meeting

| Name | Shri Amit Kiran Deb | Shri Y P Trivedi | Smt Priti A Sureka | Shri H. V. Agarwal | Shri Pradip Kr. Khaitan |
|---|--|--|--|--|--|
| Date of Birth | 26.12.1948 | 06.01.1929 | 23.05.1972 | 12.07.1976 | 25.03.1941 |
| Date of Appointment | 30.01.2010 | 30.01.2010 | 30.01.2010 | 15.01.2005 | 24.06.2013 |
| Experience in Specific Functional Area | Former Chief Secretary of Govt. of West Bengal | Advocate of Supreme Court of India | R&D, Marketing and Brand development | Marketing and Brand development | Advocate |
| Qualification | M.A. in Political Science, IAS | Bachelor of Commerce, LLB. | B.A. English (Hons.) | Bachelor of Commerce | Bachelor of Commerce LLB |
| Directorship in Companies as on 31.03.2013 | 1. Emami Ltd. 2. Skipper Ltd. 3. DPSC Ltd. | 1. Emami Ltd. 2. Reliance Industries Ltd. 3. Zodiac Clothing Company Ltd. 4. Supreme Industries Ltd. 5. New Consolidated Construction Ltd. 6. Sai Services Station Ltd. 7. Indian Merchant's Chamber 8. Metro Exporters Pvt. Ltd. 9. Trivedi Consultants Pvt. Ltd. | 1. Emami Ltd. 2. Aviro Vyapaar Pvt. Ltd. 3. Emami Group of Companies Pvt. Ltd. 4. Aviro Vanijya Pvt. Ltd. | 1. Emami Ltd. 2. Diwakar Viniyog Pvt. Ltd. 3. Emami Cement Ltd. 4. TMT Viniyogan Ltd. 5. Ajanta Suppliers Pvt. Ltd. 6. Aviro Vyapaar Pvt. Ltd. 7. Suntrack Commerce Pvt. Ltd. 8. Emami Overseas FZE | 1. Emami Ltd 2. CESC ltd 3. Dalmia Bharat Ltd 4. Dhunseri Petrochem & Tea Ltd 5. Electrosteel Castings Ltd 6. Gillanders Arbuthnot & Co. Ltd. 7. Graphite India Ltd 8. Hindustan Motors Ltd. 9 India Glycols Ltd 10. OCL India Ltd 11. Pilani Investments & Industries Corn Ltd. 12. Saregama India ltd 13. TCPL Packaging Ltd. 14. VISA Steel Ltd 15,. Woodlands Multispecialty Hospital Ltd. |
| No of Shares held | NIL | NIL | 26,01,925 | 10,53,089 | Nil |



emami* limited

Regd.Office: "Emami Tower" 687, Anandapur, E. M. Bypass,
Kolkata 700107

ATTENDANCE SLIP

I, _____ hereby record my presence at the Thirtieth Annual General Meeting of the Company to be held on Wednesday, 7th August 2013 at 11:30 am at South City International School Auditorium, 375 Prince Anwar Shah Road, Kolkata-700068

Name of Proxy : _____

Name of Shareholder : _____

Folio/ Client ID No. : _____ DP ID No. : _____

No. of Equity Shares held : _____

Signature of the Attending Shareholder / Proxy holder

Note:

1. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand over at the entrance duly signed.
2. Shareholder / Proxy holder desiring to attend the meeting should bring his / her copy of the Notice for reference at the meeting.



emami* limited

Regd.Office: "Emami Tower" 687, Anandapur, E. M. Bypass,
Kolkata 700107

PROXY FORM

Registered Folio No _____ DP ID No _____ Client ID No _____

I / We _____ of _____ being a member(s) of the above named Company hereby appoint _____ of _____ or failing him/her _____ of _____ as my/our proxy to vote for me / us and on my / our behalf at the Thirtieth Annual General Meeting of the Company to be held at South City International School Auditorium, 375, Prince Anwar Shah Road, Kolkata- 700 068 at 11.30 am on Wednesday, 7th August 2013, and at any adjournment thereof.

Signed this _____ Day of _____ 2013

Signature _____

Affix
Revenue
Stamp

Note: This proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.