



# 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](http://www.emamilttd.in), e-mail: [investors@emamigroup.com](mailto:investors@emamigroup.com)

## Notice of 41<sup>st</sup> Annual General Meeting

NOTICE is hereby given that the **41<sup>st</sup> Annual General Meeting ('AGM')** of the Members of Emami Limited ('the Company') will be held on Tuesday, 27<sup>th</sup> August, 2024 at 11:30 A. M. (IST) through Video Conferencing and Other Audio Visual Means ("VC & OAVM") to transact the following businesses:

### ORDINARY BUSINESS:

- To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended on March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.
- To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2024.
- To confirm the payment of two Interim Dividends aggregating to ₹8/- per equity share declared for the financial year 2023-24.
- To re-appoint Shri Radhe Shyam Goenka (DIN: 00152880) who retires by rotation and being eligible, offers himself for re-appointment as a Director.
- To re-appoint Smt. Priti A. Sureka (DIN: 00319256) who retires by rotation and being eligible, offers herself for re-appointment as a Director.
- To re-appoint Shri Prashant Goenka (DIN: 00703389) who retires by rotation and being eligible, offers himself for re-appointment as a Director.

### SPECIAL BUSINESS:

- To ratify the remuneration payable to M/s. V. K. Jain & Co, Cost Accountants (Firm Registration No: 00049) for the Financial year 2024-2025.

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 ₹1,82,000 (Rupees One lac eighty-two 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 2024-25 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 29, 2024.

**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."

- To Reappoint Smt. Priti A. Sureka (DIN: 00319256) as "Whole time Director" of the company.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 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, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all applicable guidelines issued by the Central Government from time to time, the articles of association of the Company and upon the recommendation 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 Smt. Priti A. Sureka (DIN: 00319256) as a Whole time Director of the Company for a further period of 5 (five) years with effect from 30<sup>th</sup> January, 2025 on the terms and conditions as set out in the Explanatory Statement annexed to this Notice and agreement dated 29<sup>th</sup> May, 2024 entered into between the Company and Smt. Priti A. Sureka, Whole time Director, which agreement also be and is hereby approved.

**RESOLVED FURTHER THAT** the aggregate annual remuneration payable to executive directors who are promoters or members of the promoter group shall not exceed 5% of the Net Profits of the company calculated as per Section 198 of the Companies Act, 2013 for the respective Financial Year.

**RESOLVED FURTHER THAT** in the absence or inadequacy of profits in any financial year, minimum remuneration payable shall be determined in terms of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment and / or remuneration of Smt. Priti A. Sureka as it may deem fit and as may be acceptable to her, subject to the same not exceeding the limits hereby sanctioned and within the overall ceiling of managerial remuneration provided under the Companies Act, 2013 or any other statute or such other limits as may be approved by the members from time to time.

**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, difficulty or doubt that may arise in the said regard."

**Registered Office:**

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

Date: 29<sup>th</sup> May, 2024

**Email:** [investors@emamigroup.com](mailto:investors@emamigroup.com)

**Website:** [www.emamilttd.in](http://www.emamilttd.in)

**CIN:** L63993WB1983PLC036030

**By Order of the Board**

**Sandeep Kumar Sultania**

Company Secretary, Compliance Officer  
& VP-Sales Commercial  
Membership no. A13546

**Notes:**

1. The Ministry of Corporate Affairs, Government of India ("MCA") has vide its circular No. 9/2023 dated 25 September 2023, read with circulars dated 5 May 2020, 13 April 2020, 8 April 2020, 13 January 2021, 8 December 2021, 28 December 2022 and 25 September 2023 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM" or "Meeting") through Video Conferencing facility/ Other Audio Visual Means ("VC/OAVM"), on or before 30 September 2024, without the physical presence of the shareholders at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 41<sup>st</sup> 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](mailto:scrutinizermkb@gmail.com) and to the Company [investors@emamigroup.com](mailto:investors@emamigroup.com) or to M/s Maheshwari Datamatics Pvt. Ltd., Registrar & Share Transfer Agent of the company at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto: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 through VC/OAVM facility, therefore physical attendance of Members has been dispensed with. Accordingly, the facility for members to designate a proxy(ies) is not accessible for the AGM. Therefore, this notice does not include the proxy form, attendance slip or route map as an appendix.
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/CFD/-PoD-2/P/CIR/2023/167 dated 7 October 2023, companies can serve 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 Participants (DPs). 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 at [www.emamiltd.in](http://www.emamiltd.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL at [www.evotingindia.com](http://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 (DP) and holdings should be verified from time to time.

## 10. RECEIVING NOTICE OF AGM & ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL IDS

- Pursuant to the aforesaid MCA and SEBI Circulars, Notice of the 41<sup>st</sup> AGM and Annual Report 2023-24 along with login details for joining the AGM through VC/ OAVM facility including e-voting is being sent only through electronic mode to the members whose email addresses are registered with the Company or Depository Participant (DP or Registrar and Share Transfer Agent (RTA), unless the members have registered their request for physical copy of the same. Members may also note that the Notice of the 41<sup>st</sup> AGM and the Annual Report for the Financial Year 2023-24 including therein the Audited Financial Statements will be available on the Company's website at [www.emamilttd.in](http://www.emamilttd.in), websites of BSE and NSE at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and website of CDSL at [www.evotingindia.com](http://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](mailto:investors@emamigroup.com) / [mdpldc@yahoo.com](mailto: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 (DP). For any further clarification, the shareholders may send requests to the Company's investor email id: [investors@emamigroup.com](mailto:investors@emamigroup.com)

## 11. GENERAL INFORMATION FOR SHAREHOLDERS

- Members are informed that the final dividend amount for the Financial year ended 2016-2017 remaining unclaimed shall become due for transfer to the Investor Education and Protection Fund [IEPF] established by

the Central Government on September 03, 2024, 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 Agent (RTA) of the Company in this respect.
- The Company has been sending reminders to those members who have unpaid/unclaimed dividends for 7 consecutive years before transfer of their shares to the 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.emamilttd.in](http://www.emamilttd.in)
- Members, who have not encashed their dividend, are advised to write to the Company immediately claiming dividends declared by the Company.
- In case you have any query relating to the Annual Financial Statements, you are requested to send the same to the Company Secretary at [investors@emamigroup.com](mailto:investors@emamigroup.com) at least 10 days before the date of AGM so as to enable the management to keep the information ready for replying at the meeting.
- The Company has already transferred all shares (in respect of which dividend has not been claimed for seven consecutive years or more) to the 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 IEPF, 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 (DP) with whom they are maintaining their 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 (AGM) 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 SH-13 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 (DP).
- SEBI and Ministry of Corporate Affairs (MCA) encourages paperless communication as a contribution to Green environment. Members holding shares in physical mode are requested to register their e-mail id with 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 at [www.emamiltd.in](http://www.emamiltd.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 the Annual General Meeting (AGM), 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.emamiltd.in](http://www.emamiltd.in) and on the notice board of the Company at its registered office and on the website of CDSL at [www.evotingindia.com](http://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. 27<sup>th</sup> August, 2024.

- Pursuant to the provisions of Regulation 40 of the SEBI (LODR) Regulations, 2015, securities can be transferred only in dematerialised form w.e.f., 1<sup>st</sup> April 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](mailto:mdpldc@yahoo.com).
- In accordance with Section 72 of the Act and the rules adopted thereunder, members who own shares in single names and physical form are encouraged to make nomination in respect of their shareholding in the company by submitting Form No. SH-13 to the RTA. Members who possess electronic shares may send the same to the appropriate DP. Members may write to the RTA or to the Company at its registered office address if they have any other questions or need communication in hard copy in addition to electronic correspondence.

SEBI through circular nos. SEBI/HO/OIAE/OIAE\_IAD1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023 along with master circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated August 11, 2023, has introduced guidelines for an additional mechanism enabling investors to address their grievances using Online Dispute Resolution ('ODR') via a common ODR portal. Pursuant to the aforementioned circulars, post exhausting the options to resolve their grievances directly with the Company's Registrar and Share Transfer Agent (RTA), as well as through the existing SCORES platform, investors can now initiate dispute resolution through the ODR Portal. SEBI Circulars can be accessed on SEBI's website at [www.sebi.gov.in](http://www.sebi.gov.in)

## 12. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system ("remote e-Voting") will be provided by Central Depository Services (India) Limited (CDSL).

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

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

- (i) The remote e-Voting period commences on 23<sup>rd</sup> August, 2024, Friday at 9:00 A. M. and ends on 26<sup>th</sup> August, 2024, Monday at 5:00 P. M. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20<sup>th</sup> August, 2024, Tuesday may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 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.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat Mode with CDSL	<ol style="list-style-type: none"> <li>1) Existing 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services Shareholders website of NSDL. Open web browser by typing the following URL: <a href="http://eservices.nsd.com">eservices.nsd.com</a> 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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="http://eservices.nsd.com">eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="http://www.evoting.nsd.com">www.evoting.nsd.com</a> 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 &amp; voting during the meeting</li> </ol>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Shareholders Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful (holding securities login, you will be able to see e-Voting option. Once you click on e-Voting option, in demat mode) you will be redirected to NSDL/CDSL Depository site after successful authentication, login through their wherein you can see e-Voting feature. Click on Company name or e-Voting service Depository provider name and you will be redirected to e-Voting service provider's website for Participants casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**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
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.

1. The shareholders should log on to the e-Voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
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 dematerialized form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company/ MCS Share Transfer Agent Limited or contact Company/ RTA.</li> </ul>



<b>For Members holding shares in Demat Form other than individual and Physical Form</b>	
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 with the depository or in the Company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or Company please enter the Birth (DOB) member id/ folio number in the Dividend bank details fields as mentioned in instruction (iv).</li> </ul>

- (v) After entering the details appropriately click on "SUBMIT" tab.
- (vi) 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 on 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.
- (vii) For Shareholders holding shares in physical form, the details can be used only for e- Voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant Company Name i.e. EMAMI LIMITED on which you choose to vote.
- (ix) 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 you assent to the Resolution and Option "NO" implies you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, which you have decided to vote on; then click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "O.K." else to change your
- vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolutions, you will not be allowed to modify your vote any further.
- (xiii) You can also take out print of the voting done by you by clicking on "Click hereto print" option on the Voting Page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) Facility for Non – Individual Shareholders & Custodians- Remote Voting:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password.
- The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which have been 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 to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatories who are authorised to vote, to the Scrutinizer and to the Company at the email address viz; [investors@emamigroup.com](mailto: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.

### **13. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- a. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- b. 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 Remote e-voting.
- c. 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.
- d. Shareholders are encouraged to join the Meeting through Laptops/ iPads for better experience.
- e. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- f. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio and 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.

- g. 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 seven days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at [investors@emamigroup.com](mailto:investors@emamigroup.com). Those shareholders who do not wish to speak at the AGM but have queries may send their queries seven days in advance prior to meeting mentioning their name, demat account number/folio number, e-mail id, mobile number at [investors@emamigroup.com](mailto:investors@emamigroup.com). These queries will be replied to by the Company suitably by e-mail, if remained unattended in AGM.
- h. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- i. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their votes 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 AGM.
- j. If any votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.

### **14. 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](mailto: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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date.

15. The Members can join the AGM in the VC/OAVM mode 30 minutes before and within 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or

more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

16. The Members who have cast their vote by remote e-Voting prior to the AGM may also attend the AGM/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

20. Shri Raj Kumar Banthia (CP No. 18428), Partner in MKB & Associates, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit his Consolidated Report after the conclusion of AGM on the total votes cast in favour or against the resolutions, if any, to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same and declare the results of the voting not later than three working days of the conclusion of AGM.

17. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.emamilttd.in/investors/agm-postal-ballots/agm](http://www.emamilttd.in/investors/agm-postal-ballots/agm). The result will also be communicated to the Calcutta Stock Exchange Ltd. and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com)
18. On receipt of the requisite number of votes, the Resolutions specified in the Notice shall be deemed to have been passed on the date of the Annual General Meeting.

#### Registered Office

Emami Tower,  
687, Anandapur,  
E.M. Bypass  
Kolkata - 700107  
Date: 29<sup>th</sup> May, 2024  
Email: [investors@emamigroup.com](mailto:investors@emamigroup.com)  
Website: [www.emamilttd.in](http://www.emamilttd.in)  
CIN: L63993WB1983PLC036030

#### By Order of the Board

**Sandeep Kumar Sultania**  
Company Secretary, Compliance Officer  
& VP Sales Commercial  
Membership No. A13546

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

## Item No. 7:

Upon recommendation of the Audit Committee, the Board of Directors in its meeting held on 29<sup>th</sup> May, 2024, has re-appointed M/s. V. K. Jain & Co., Cost Accountants at a remuneration of ₹1,82,000 (Rupees. One lac, eighty-two thousand only) plus applicable taxes and out of pocket expenses for conducting audit of the cost records relating to Ayurvedic Medicines and Cleaning Preparation only of the Company as applicable for the financial year 2024-25. 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.

## Item No. 8:

The Board of Directors at its meeting held on 29<sup>th</sup> May, 2024 re-appointed Smt. Priti A. Sureka (DIN 00319256) as a Whole-time Director of the Company for the period of five years with effect from 30<sup>th</sup> January, 2025 on the basis of recommendation of Nomination and Remuneration Committee and subject to approval of shareholders in ensuing Annual General Meeting.

Smt. Priti A. Sureka is a MBA from Harvard Business School, USA and has established her place among the top woman corporate leaders of the country. A key member of the Emami strategic think tank and one of the key drivers of the crucial Marketing Division, she also heads the company's R & D and Market Research Divisions. She spearheads Marketing of Boroplus range and other skin care / hair care brands.

Smt Priti A. Sureka is a self-motivated, dynamic and innovative individual with cross-functional expertise in the FMCG business and a commitment of the highest level.

Considering her management skills, expertise in achieving the company's strategic goals and objectives and driving the company's growth and based on the report on performance evaluation, the Nomination and Remuneration Committee has recommended re-appointment of Smt. Priti A. Sureka for another term of five consecutive years with effect 30<sup>th</sup> January, 2025 to 29<sup>th</sup> January, 2030.

The Nomination and Remuneration Committee has approved terms of her re-appointment and remuneration in its meeting held on 27<sup>th</sup> May, 2024. For the purpose, an agreement has been entered into by the Company with the Whole-time Director on 29<sup>th</sup> May, 2024. The main terms of her reappointment as a Whole-time Director, as contained in the said agreement are furnished below:

- a. Term of re-appointment: - Five years with effect from 30<sup>th</sup> January, 2025
- b. Salary: ₹12.00 lacs (Rupees Twelve lacs only) per month, (in the range of ₹12.00 lacs to ₹25.00 lacs as approved by the Board of Directors).
- c. Commission: Annual Commission not exceeding 0.30% of the net profit of the company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, for the respective financial year as decided by the Board of Directors based on the recommendation of NR Committee.
- d. 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 her and her 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 her.
  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.

- e. The Company will make suitable contribution towards Provident Fund, Superannuation Fund etc. as per Rules of the Company.
- f. Gratuity will be payable as per Rules of the Company.
- g. Leave as per Rules of the Company including encashment of unavailed leave at the end of the tenure.

The Board recommends the resolution for your approval.

Except Smt. Priti A Sureka (the appointee), Shri R.S. Agarwal, Shri H.V. Agarwal and Shri A.V. Agarwal (her relatives), none of other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested , financially or otherwise in said Resolution.

Copy of the agreement dated 29<sup>th</sup> May, 2024. referred above shall be open for inspection by the Members in electronic mode. Members can inspect the same by sending an email to [investors@emamigroup.com](mailto:investors@emamigroup.com) on or before 26<sup>th</sup> August, 2024.

**Registered Office:**

Emami Tower,  
687 Anandapur,  
E.M. Bypass,  
Kolkata 700107  
Date: 29<sup>th</sup> May, 2024  
Email: [investors@emamigroup.com](mailto:investors@emamigroup.com)  
Website: [www.emamilttd.in](http://www.emamilttd.in)  
CIN: L63993WB1983PLC036030

**By Order of the Board**

**Sandeep Kumar Sultania**  
Company Secretary, Compliance Officer  
& VP-Sales Commercial  
Membership No. A13546

## Annexure to Item No. 4, 5 & 6 Of the Notice

Disclosure under reg. 36(3) Of sebi (listing obligations and disclosure requirements) regulations, 2015 and clause 1.2.5 Of secretarial standard-2 on general meetings

Name	Shri Radhe Shyam Goenka	Smt. Priti A. Sureka	Shri Prashant Goenka
Category	Non-Executive Director	Whole-Time Director	Whole-Time Director
Director Identification Number	00152880	00319256	00703389
Date of Birth	06/01/1947	23/05/1972	30/10/1973
Age	77 years	52 years	50 years
Nationality	Indian	Indian	Indian
Date of first Appointment on the Board	03-05-1994	30-01-2010	20-01-2014
Qualification	Master of Commerce & LL.B.	B.A. English (Hons) and a graduate alumnus of the Harvard Business School	MBA from Cardiff University, UK
Experience in Specific Functional Area	Extensive knowledge and experience in Financial planning, corporate affairs, taxation and accounting	Extensive Knowledge about Research & Development, Quality Control and Market Research	Extensive knowledge and experience in International marketing and business operations
Terms and Conditions of Appointment / Reappointment	Liable to retire by rotation and being eligible, Shri Radhe Shyam Goenka is proposed to be reappointed at the AGM.	Liable to retire by rotation and being eligible, Smt. Priti A. Sureka is proposed to be reappointed at the AGM for a further period of five years.	Liable to retire by rotation and being eligible, Shri Prashant Goenka is proposed to be reappointed at the AGM.
Details of remuneration sought to be paid	As per the Agreement entered into between the Company and Shri Radhe Shyam Goenka	As per the Agreement entered into between the Company and Smt. Priti A. Sureka	As per the Agreement entered into between the Company and Shri Prashant Goenka
Last drawn remuneration	₹10.30 Lacs	₹348.68 Lacs	₹348.68 Lacs
Relationship with other Directors	Brother of Shri S. K. Goenka Father of Shri Mohan Goenka	Daughter of Shri R. S Agarwal, sister of Shri A. V. Agarwal and Shri H. V. Agarwal	None
Directorship in Companies	Emami Limited; Emami Group of Companies Pvt. Ltd.; Ajanta Suppliers Pvt. Ltd.; Maa Gou Products Pvt. Ltd.; Suraj Finvest Pvt. Ltd.; Shree Gou Shakti Udyog Pvt. Ltd.	Emami Limited; Merchants' Chamber of Commerce & Industry; CRI Limited; Aviro vyapaar Private Limited; Aviro Vanijya Private Limited; Emami Group of Companies Pvt. Ltd.; Aviro Writing Instruments Pvt. Ltd.	Emami Limited; YPO (Calcutta); Emami Group of Companies Pvt. Ltd.;

Name	Shri Radhe Shyam Goenka	Smt. Priti A. Sureka	Shri Prashant Goenka
Chairman/ Member in the Committees of the Boards of companies	<b>Chairman:</b> 1. Risk Management Committee - Emami Limited 2. Finance Committee - Emami Limited <b>Member:</b> 1. Audit Committee Emami Limited 2. Corporate Governance Committee - Emami Limited 3. Nomination & Remuneration Committee - Emami Limited	<b>Chairman:</b> None <b>Member:</b> 1. Share transfer Committee - Emami Limited 2. Risk Management Committee - Emami Limited 3. Corporate Social Responsibility Committee - Emami Limited 4. Finance Committee - Emami Limited	<b>Chairman:</b> None <b>Member:</b> 1. Stakeholders Relationship Committee - Emami Limited 2. Corporate Social Responsibility Committee - Emami Limited
Listed entities from which the Director has resigned in the past three years	None	None	None
No. of Shares held in the Company as on 31 <sup>st</sup> March, 2024	4,00,876	1,51,04,702	1,90,000
Number of meetings of the Board attended during the year (FY 2023-24)	4 out of 4	3 out of 4	4 out of 4

**Registered Office:**

Emami Tower,  
 687 Anandapur,  
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 Kolkata 700107  
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 Email: [investors@emamigroup.com](mailto:investors@emamigroup.com)  
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**By Order of the Board**

**Sandeep Kumar Sultania**  
 Company Secretary, Compliance Officer  
 & VP-Sales Commercial  
 Membership No. A13546

