



**emami\* limited**

Date: 11<sup>th</sup> August, 2022

The Secretary  
**The National Stock Exchange of India Ltd.**  
Exchange Plaza, Plot No. C/1, G. Block  
Bandra Kurla Complex, Bandra (E)  
Mumbai: 400051  
Scrip Code: EMAMILTD

The Secretary  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai: 400001  
Scrip Code: 531162

Dear Sirs,

**Sub: Notice of the 39<sup>th</sup> Annual General Meeting and Integrated Annual Report & Book Closure**

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Integrated Annual Report of the Company for the Financial Year 2021-22 along with the Notice convening the 39<sup>th</sup> Annual General Meeting scheduled to be held on Friday, 9<sup>th</sup> September, 2022 at 11:30 a.m. IST through Video Conference / Other Audio Visual Means (OAVM). The same is also available on the website of the company [www.emamilttd.in](http://www.emamilttd.in).

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 Saturday, September 3, 2022 to Friday, September 9, 2022 (both days inclusive) for the purpose of this Annual General Meeting.

This is for your information & record.

Thanking You,  
Yours Sincerely,  
**For Emami Limited**

**A. K. Joshi**  
**Company Secretary & VP- Legal**  
(Encl. : As above)



# emami\* limited

Corporate Identification Number: L63993WB1983PLC036030

**Registered Office:** Emami Tower, 687, Anandapur,  
E.M. Bypass, Kolkata-700107, West Bengal, India.

Phone No. +91 33 66136264

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

## Notice

NOTICE is hereby given that the **39<sup>th</sup> Annual General Meeting** of the Members of Emami Limited will be held on Friday, September 9, 2022 at 11:30 a.m. IST through Video Conferencing / Other Audio Visual Means ("VC/OAVM") to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2022 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, 2022.
2. To confirm the payment of two Interim Dividends aggregating to ₹ 8/- per equity share declared for the financial year 2021-22.
3. To appoint a Director in place of Smt. Priti A Sureka (DIN 00319256) who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Shri Prashant Goenka (DIN 00703389) who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Shri Mohan Goenka (DIN 00150034) who retires by rotation and being eligible, offers himself for re-appointment.
6. To consider re-appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company and fix their remuneration and to pass following resolution as an ordinary resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 141 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon the recommendation of the Audit Committee and Board of Directors of the Company, M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (Firm

registration No. 301003E/ E300005), be and are hereby re-appointed as Statutory Auditors of the Company for the second term of five years from the conclusion of this 39<sup>th</sup> Annual General Meeting till the conclusion of the 44<sup>th</sup> Annual General Meeting of the Company to be held in the year 2027, at such remuneration as may be decided by the Board of Directors of the Company based on the recommendation of the Audit Committee in consultation with the Auditors plus applicable taxes and reimbursement of out of pocket expenses incurred by them for the purpose of audit."

### SPECIAL BUSINESS:

7. Appointment of Shri Anand Nandkishore Rathi (DIN: 00112853) as an Independent Director of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 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), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Shri Anand Nandkishore Rathi (DIN: 00112853), who was appointed as an Additional Director under the category of Independent Director of the Company by the Board of Directors pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an

Independent Director, not liable to retire by rotation and to hold office for a term of 5 (Five) Years from 2<sup>nd</sup> August, 2022 to 1<sup>st</sup> August, 2027, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Companies Act, 2013.

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

8. Appointment of Shri Anjani Kumar Agrawal (DIN: 08579812) as an Independent Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 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), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Shri Anjani Kumar Agrawal (DIN: 08579812), who was appointed as an Additional Director under the category of Independent Director of the Company by the Board of Directors pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of 5 (Five) Years from 2<sup>nd</sup> August, 2022 to 1<sup>st</sup> August, 2027, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Companies Act, 2013.

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

9. Appointment of Shri Anjan Snehmoy Chatterjee (DIN: 00200443) as an Independent Director of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 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), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Shri Anjan Snehmoy Chatterjee (DIN: 00200443), who was appointed as an Additional Director under the category of Independent Director of the Company by the Board of Directors pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of 2 (Two) Years from 2<sup>nd</sup> August, 2022 to 1<sup>st</sup> August, 2024, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Companies Act, 2013.

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

10. Appointment of Smt. Avani Vishal Davda (DIN: 07504739) as an Independent Director of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 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), applicable provisions of SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015, the provisions of Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Smt. Avani Vishal Davda (DIN: 07504739), who was appointed as an Additional Director under the category of Independent Director of the Company by the Board of Directors pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of 2 (Two) Years from 2<sup>nd</sup> August, 2022 to 1<sup>st</sup> August, 2024, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Companies Act, 2013.

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

11. Appointment of Shri Rajiv Khaitan (DIN: 00071487) as an Independent Director of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 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), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Shri Rajiv Khaitan (DIN: 00071487), who was appointed as an Additional Director under the category of Independent Director of the Company by the Board of Directors pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his

candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of 2 (Two) Years from 2<sup>nd</sup> August, 2022 to 1<sup>st</sup> August, 2024, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Companies Act, 2013.

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

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force), the consent of the Company be and is hereby accorded for payment of remuneration of ₹1,65,000/- (Rupees One lac sixty five thousand only) plus applicable taxes and out of pocket expenses for conducting audit of the cost accounting records of the Company for the financial year 2022-23 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 13<sup>th</sup> May 2022.

**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."

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

**"RESOLVED that** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), as amended from time to time, a sum not exceeding 1% (one percent) per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, be paid to and distributed amongst the Non-executive Directors of



the Company including Independent Directors or some or any of them (other than the Managing Director and Whole-time Directors) in such amounts or proportions and in such manner as may be directed by the Board of Directors on recommendation of Nomination & Remuneration Committee and such payments shall be made in respect of the profits of the Company for each

year, for a period of five years, commencing from April 1<sup>st</sup>, 2023.

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

#### Registered Office:

Emami Tower,  
687, Anandapur  
E.M. Bypass  
Kolkata 700107  
Date: 29<sup>th</sup> July, 2022

**By Order of the Board**

**A.K. Joshi**

*Company Secretary & VP-Legal*  
FCS 4976

#### Notes:

1. In view of the Covid-19 pandemic, social distancing norms and restrictions imposed on movement of people at several places in the country, the Ministry of Corporate Affairs ("MCA") vide its circular dated January 13, 2021 read with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India vide its circulars dated May 12, 2020 and January 15, 2021 have permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. 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, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip including Route map are not annexed to this Notice.
3. 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.
4. 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 [investor@emamigroup.com](mailto:investor@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) if 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.
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 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 Saturday, September 3, 2022 to Friday, September 9, 2022 (both days inclusive) for the purpose of this Annual General Meeting.
7. The related Explanatory Statement pursuant to Section 102(1) of The Companies Act, 2013 ("The Act"), in respect of the business under item no. 6-13 as set out above is annexed hereto.

M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, (Firm registration No. 301003E/E300005), were appointed as the Statutory Auditors from the conclusion of 34<sup>th</sup> Annual General Meeting of the Company for a period of five years upto the conclusion of 39<sup>th</sup> Annual General Meeting. The Audit Committee and the Board, unanimously, recommends reappointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants for the 2<sup>nd</sup> term of five years from conclusion of 39<sup>th</sup> Annual General Meeting upto conclusion of 44<sup>th</sup> Annual General Meeting, accordingly approval of the shareholders has been sought by way of the ordinary resolution as set out in item no. 6.

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

- ❖ In view of the prevailing situation and pursuant to the aforesaid MCA and SEBI Circulars, Notice of the 39<sup>th</sup> AGM along with the Annual Report 2021-22 is being sent only through electronic mode to the members whose email addresses are registered with the Company/Depository. Members may also note that the Notice of the 39<sup>th</sup> AGM and the Annual Report for the Financial Year 2021-22 including therein the Audited Financial Statements will be available on the Company's website at [www.emamiltd.in](http://www.emamiltd.in), websites of BSE and NSE at <https://www.bseindia.com> and <https://www.nseindia.com>, respectively and website of CDSL at <https://www.evotingindia.com> for their view/download.
- ❖ Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [investors@emamigroup.com](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. For any further clarification, the shareholders may send requests to the Company's investor email id: [investors@emamigroup.com](mailto:investors@emamigroup.com).

## 9. GENERAL INFORMATION FOR SHAREHOLDERS

- ❖ Members are informed that the final dividend amount for the Financial year ended 2014-15 remaining unclaimed shall become due for transfer on September 9, 2022 to the Investor Education and

Protection Fund [IEPF] established by the Central Government in terms of the Companies Act, 2013.

- ❖ Any member, who has not claimed the dividend in respect of the financial year ended 2014-15 onwards, is requested to approach the Company/ the Registrar and Share Transfer Agents of the Company in this respect.
- ❖ The Company has been sending reminders to those members who have the unpaid/unclaimed dividends for 7 consecutive years before transfer of their shares to Investor Education and Protection Fund (IEPF). Details of the unpaid/unclaimed dividend are also uploaded as per the requirements, on the Company's website [www.emamiltd.in](http://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 not been claimed for seven consecutive years or more) to designated DEMAT Account of the IEPF maintained with CDSL.
- ❖ Members who have so far not claimed or collected their dividends for the said period may claim their dividend and shares from the Investor Education and Protection Fund, by submitting an application in the prescribed form.
- ❖ SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to the Depository participant with whom they are maintaining the DEMAT account. Members holding shares in physical form can submit their copy of PAN to the Company.
- ❖ Disclosure pursuant to Section 196 (4) of The Companies Act, 2013, Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard- 2 of ICSI, with respect to Directors seeking appointment/ re-appointment in the forthcoming Annual General Meeting is annexed.
- ❖ Pursuant to section 72 of The Companies Act, 2013, members holding shares in physical form are advised to file nomination in prescribed form 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.
- ❖ SEBI and Ministry of Corporate Affairs encourages paperless communication as a contribution to Green



environment. Members holding shares in physical mode are requested to register their e-mail id to the RTA for receiving all communications including annual reports, notices, circulars etc. from the company electronically. Members who wish to register their e-mail id can download the green initiative form from the company's website [www.emamilttd.in](http://www.emamilttd.in).

- ❖ The Company has appointed Mr. Raj Kumar Banthia, Practicing Company Secretary (ACS- 17190), partner of M/s. MKB & Associates, Practicing Company Secretaries, Kolkata to act as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
- ❖ The Scrutinizer shall after the conclusion of Annual General Meeting, first count the votes cast at the AGM and then unblock the votes cast through remote e-voting. The scrutinizer shall submit the consolidated scrutinizer's report, not later than two working days of conclusion of the Meeting, to the Managing Director or any other person authorized by the Board.
- ❖ The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website [www.emamilttd.in](http://www.emamilttd.in) and on the notice board of the Company at its registered office and on the website of CDSL [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. Friday, September 9, 2022.
- ❖ Pursuant to the provisions of Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities can be transferred only in dematerialised form w.e.f. 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).

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

### A. VOTING THROUGH ELECTRONIC MEANS

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

Commencement of remote e-voting	End of remote e-voting
From 9.00 A.M. (IST) on <b>Monday, September 5, 2022</b>	Up to 5.00 P.M. (IST) on <b>Thursday, September 8, 2022</b>

- (c) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date, i.e. Friday, September 2, 2022** only shall be entitled to avail the facility of remote e-voting at the Meeting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- (d) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.
- (e) Demat account holders can now cast their votes electronically by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants, without having to register again with the E-voting Service Provider (ESP), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (f) The details of the process and manner for remote e-voting and joining virtual meeting for individual shareholders holding securities in Demat mode are explained herein below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible Companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</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 website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://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="https://eservices.nsd.com">https://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="https://www.evoting.nsd.com/">https://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>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>





Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	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 toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	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

(g) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- (i) The shareholders should log on to the e-voting website <https://www.evotingindia.com>
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user, follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
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>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Emami Limited on which you choose to vote.

- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.

**(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required 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 at [investor@emamigroup.com](mailto:investor@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) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(xviii) 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.

**B. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS FOLLOWS:-**

- ❖ The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ❖ Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- ❖ 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.
- ❖ Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**C. PROCEDURE FOR ATTENDING THE AGM THROUGH VC / OAVM:**

- ❖ Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.



- ❖ Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.
- ❖ Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- ❖ Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- ❖ Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- ❖ For convenience of the Members and proper conduct of AGM, Members can login and join at least 15 (fifteen) minutes before and after the scheduled time of the commencement of the Meeting.
- ❖ If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
- ❖ All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 or call on 1800 22 55 33.

Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

#### **D. PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:**

- ❖ As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, members are encouraged to send their queries by 5.00 p.m. on Wednesday, August 31, 2022 from their registered email ID mentioning their name, demat account number / folio number, mobile number at investors@emamigroup.com so as to enable the management to keep the information ready at the AGM.

- ❖ Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending email from their registered email ID mentioning their name demat account number / folio number, mobile number to investors@emamigroup.com from Saturday, September 3, 2022 to Wednesday, September 7, 2022. Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM.
- ❖ The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

#### **E. PROCEDURE FOR INSPECTION OF DOCUMENTS**

- ❖ All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection and shall be made available over email on making a request to the Company through your registered Email ID on investors@emamigroup.com, quoting your name, demat account number / folio number, mobile number.
- ❖ Scanned copies of 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 upon log-in to CDSL e-voting system at www.evotingindia.com. Members who want to inspect such documents can mail the request to investors@emami.com .

#### **F. GENERAL INFORMATION FOR SHAREHOLDERS**

- ❖ Members are informed that the final dividend amount for the Financial year ended 2014-15 remaining unclaimed shall become due for transfer on September 9, 2022 to the Investor Education and Protection Fund (IEPF) established by the Central Government in terms of the Companies Act, 2013.
- ❖ Any member, who has not claimed the dividend in respect of the financial year ended 2014-15 onwards, is requested to approach the Company/ the Registrar and Share Transfer Agents of the Company in this respect.
- ❖ The Company has been sending reminders to those members who have the unpaid/unclaimed dividends for 7 consecutive years before transfer of their shares to Investor Education and Protection Fund (IEPF). Details of the unpaid/unclaimed

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

the Company electronically. Members who wish to register their e-mail id can download the green initiative form from the Company's website [www.emamilttd.in](http://www.emamilttd.in).

- ❖ The Company has appointed Mr. Raj Kumar Banthia, Practicing Company Secretary (ACS- 17190), partner of M/s. MKB & Associates, Practicing Company Secretaries, Kolkata to act as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
- ❖ The Scrutinizer shall after the conclusion of Annual General Meeting, first count the votes cast at the AGM and then unblock the votes cast through remote e-voting. The scrutinizer shall submit the consolidated scrutinizer's report, not later than two working days of conclusion of the Meeting, to the Managing Director or any other person authorized by the Board.
- ❖ The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website [www.emamilttd.in](http://www.emamilttd.in) and on the notice board of the Company at its registered office and on the website of CDSL [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. Friday, September 9, 2022.
- ❖ Pursuant to the provisions of Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities can be transferred only in dematerialised form w.e.f. 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 ShareTransfer Agent at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com).

**Registered Office:**

Emami Tower,  
687, Anandapur  
E.M. Bypass  
Kolkata 700107  
Date: 29<sup>th</sup> July, 2022

**By Order of the Board**

**A.K. Joshi**  
*Company Secretary & VP-Legal*  
FCS 4976



## Explanatory Statement pursuant to Section 102 of The Companies Act, 2013 in respect of resolutions at item no. 6 to 13

### Item No 6

The Shareholders of the company at its meeting held on August 2, 2017 had approved the appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (Firm registration No 301003E/E300005), as the Statutory Auditors of the Company for a period of five years from the conclusion of 34<sup>th</sup> Annual General Meeting (AGM) till the conclusion of 39<sup>th</sup> AGM.

M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (Firm registration No 301003E/E300005) are eligible to be re-appointed as the Statutory Auditors of the Company for a further period of 5 Years and have given their consent to act as the Auditors of the Company and have confirmed that the said re-appointment, if made, will be in accordance with the conditions prescribed under Sections 139 of the Act and are not disqualified for appointment under Section 141 and other relevant provisions of the Act and the rules or regulations made thereunder. As confirmed to the Audit Committee, the Auditors have reported their independence from the Company according to the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") and the ethical requirement relevant to the audit.

The Board of Directors of the Company ("the Board"), on the recommendation of the Audit Committee ("the Committee"), at its meeting held on May 13, 2022 approved the re-appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (Firm registration No 301003E/E300005) as the Statutory Auditors for a further period of five years from the conclusion of 39<sup>th</sup> AGM till the conclusion of the 44<sup>th</sup> AGM to be held in the year 2022. The re-appointment is subject to approval of the shareholders of the Company. On the recommendation of Audit Committee, the Board had fixed remuneration of ₹ 103 lacs to Statutory Auditors for conducting the audit for the financial year 2021-22, excluding taxes. The fee for the 2<sup>nd</sup> term will be aligned with the existing remuneration and services to be rendered by them during the 2<sup>nd</sup> term.

Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms.

The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, technical knowledge

etc., and found to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

S.R. Batliboi & Co. LLP (FRN 301003E/E300005), ("the Audit Firm"), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India ("ICAI"). The Audit Firm was registered with ICAI in the year 1949 and is a limited liability partnership firm ("LLP") incorporated in India. The Audit Firm is part of S.R. Batliboi & Affiliates network of audit firms, which is registered with ICAI. It has registered office in Kolkata and has 7 branch offices in various cities in India.

It is primarily engaged in providing audit and assurance services to its clients and has valid Peer Review Certificate.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends this Resolution for your approval.

### Item No 7 to 11

The second term of appointment of Dr. K. N. Memani, Dr. Y. P. Trivedi, Shri S. B. Ganguly, Shri A. K. Deb and Shri P. K. Khaitan, independent directors of the Company will complete on August 1, 2022. The Nomination and remuneration committee have considered and recommended eminent person to take up the role of independent Directors in the Company in place of the retiring directors.

The Board of Directors of the Company based on the recommendation of Nomination & Remuneration Committee has appointed:

- Shri Anand Nandkishore Rathi (DIN: 00112853) and Shri Anjani Kumar Agrawal (DIN: 08579812) as an Additional Directors under the category of Independent Director for a term of 5 (Five) years from 2<sup>nd</sup> August, 2022 to 1<sup>st</sup> August, 2027 subject to approval of shareholders in the ensuing Annual General Meeting by way of Special Resolutions.
- Shri Anjan Snehmoy Chatterjee (DIN: 00200443), Smt. Avani Vishal Davda (DIN: 07504739) and Shri Rajiv Khaitan (DIN: 00071487) as Additional Directors under the category of Independent Director for a term of 2 (Two) years from 2<sup>nd</sup> August, 2022 to 1<sup>st</sup> August, 2024 subject to approval of shareholders in the ensuing Annual General Meeting by way of Special Resolutions.

The Company requires Independent Directors to inter alia have skill sets such as Leadership of managing large Organization, ability to use experience in Visioning, Strategic planning,

Financial and Risk Management and Innovation & Marketing exposure and Supply Chain management etc. The Nomination and Remuneration Committee of the Board of Directors believes them to possess the above attributes and skills.

The Company has received notice under Section 160 of the Act from shareholders proposing the candidature of Shri Anand Nandkishore Rathi, Shri Anjani Kumar Agrawal, Shri Anjan Snehmoy Chatterjee, Smt. Avani Vishal Davda and Shri Rajiv Khaitan for the office of Independent Directors of the Company.

The Company has also received consent from them to act as Directors in terms of section 152 of the Act and a declaration that they are not disqualified from being appointed as Directors in terms of Section 164 of the Act.

In the opinion of the Board of Directors, they fulfil the conditions specified in the Act and the rules made thereunder, for their appointment as Independent Directors of the Company. They are independent of the management and possess appropriate skills, experience and knowledge. The Company has received declarations from them confirming that they meet the criteria of independence under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Subject to appointment, copy of the letter of appointment of the Independent Directors setting out the terms and conditions of appointment shall be available for inspection by the Members electronically.

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

#### **Brief Profiles of Independent Directors are given below:-**

##### **Shri Anand Nandkishore Rathi:-**

Shri Anand Nandkishore Rathi, aged about 76 Years, Chartered Accountant (Gold medalist), Founder of the "Anand Rathi Group", leading financial and investment experts in India and South-East Asia. He is the former President of Bombay Stock Exchange (1999). Before establishing his own enterprise, Shri Rathi had a long and illustrious career as a core member of "Birla Group". He was the youngest President of Indian Rayon (now known as Aditya Birla Nuvo), Instrumental in shaping the group's cement business and spearheading its foray into diverse businesses in manufacturing and services.

##### **Shri Anjani Kumar Agrawal:-**

Shri Anjani Kumar Agrawal, aged about 64 years, Chartered Accountant, (National Rank holder), CIA (IIA USA) and INSEAD Alumni, Former Partner of Ernst & Young (E & Y), retired in June 2019, having almost 40 years of professional experience, of which 26 years as a partner at EY. Shri Agrawal has been National committee member and speaker at National Industry Associations like CII, FICCI, FIMI, ICC, IIA, IMC etc. worked closely with Central Government, NiTI Aayog on Policy making & strategy and has published more than 25 Thought Leadership reports on various sectors including Metals, Mining, Power etc.

##### **Shri Anjan Snehmoy Chatterjee:-**

Shri Anjan Snehmoy Chatterjee, aged about 63 years, Industrialist, Sector – Hospitality and Advertising. Management Graduate from Institute of Hotel Management and Catering Technology, Kolkata, Prior to the setting own business, Shri Chatterjee had worked with Taj Group of Hotels in Mumbai and Anand Bazar Patrika ( ABP Group) in marketing department. In 1985, he started his own advertising agency by the name "Situations Advertising" and In 1992, he started his first restaurant named Only Fish in Mumbai and later the specialty Chinese restaurant brand Mainland China.

##### **Smt. Avani Vishal Davda :-**

Smt. Avani Vishal Davda, aged about 43 years, MBA (NMIMS), Graduated from H.R. College of Commerce and Economics, first CEO at Tata Starbucks, the youngest CEO in the Tata Group (at age 33). Business leader with diverse experience in operating and leadership roles across consumer, retail and hospitality industry. She has successfully demonstrated skill in creating premium brand experience in the consumer and retail space. As the founding CEO, she successfully set up the JV Company and created the right leadership and cultural environment that resulted in aggressive expansion of over 85 Starbucks stores in India in 3 years. Her strengths lie in developing business strategy and the ability to execute with a sharp focus on business sustainability through growth and profitability. In 2014, she ranked 13 on 'The Most Innovative Women in Food and Drink' list in Fortune and Food & Wine.

##### **Shri Rajiv Khaitan:-**

Shri Rajiv Khaitan, aged about 62 years, is a Senior Partner of Khaitan & Co. LLP in the Corporate & Commercial practice group in the Bengaluru office. With over 30 years of experience in general legal practice and a focus on business laws, he heads the corporate and commercial practice group including the defence, hospitality, technology and real estate practices at Bengaluru.



The Board of Directors recommends the above resolutions for approval of the Members by way of Special Resolutions.

Additional information with respect to each of the appointee independent directors pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India Regulation is annexed to this Notice.

Except the appointees, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the respective resolution of their appointment.

#### Item No 12

Upon the recommendation of the Audit Committee, the Board of Directors in its meeting held on May 13, 2022, has re-appointed M/s. V. K. Jain & Co., Cost Accountants at a remuneration of Rs. 1,65,000/- (Rupees One lac sixty five thousand only) plus applicable taxes and out of pocket expenses for conducting audit of the cost records of the Company as applicable to Ayurvedic Medicines and cleaning preparations of the Company for the financial year 2022-23. 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,

#### Registered Office:

Emami Tower,  
687, Anandapur  
E.M. Bypass  
Kolkata 700107  
Date: 29<sup>th</sup> July, 2022

financially or otherwise in this Resolution.

#### Item No 13

Upon the recommendation of Nomination and Remuneration committee the Board of Directors have approved the payment of commission not exceeding 1% (one percent) per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, be paid to and distributed amongst the Non-executive Directors of the Company including Independent Directors or some or any of them (other than the Managing Director and Whole-time Directors) and such payments shall be made in respect of the profits of the Company for each year.

Accordingly, it is proposed that in terms of Section 197 of the Act, the Non- Executive Directors including Independent Directors be paid, for each of the five consecutive financial years commencing from April 1<sup>st</sup>, 2023, commission not exceeding one percent per annum of the net profits of the Company computed in accordance with the provisions of the Act. This remuneration will be distributed amongst all or some of the said Directors in accordance with the directions given by the Board upon recommendation of Nomination and Remuneration Committee.

All the Non-Executive Directors including Independent Directors of the Company are concerned or interested in the Resolution 13 of the Notice to the extent of the commission that may be received by each of them.

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

**By Order of the Board**

**A.K. Joshi**

*Company Secretary & VP-Legal*

FCS 4976

## 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	Smt. Priti A Sureka	Shri Prashant Goenka	Shri Mohan Goenka	Shri Anand Nandkishore Rathi	Shri Anjani Kumar Agrawal	Shri Anjan Snehmoy Chatterjee	Smt. Avani Vishal Davda	Shri Rajiv Khaitan
<b>Category</b>	Executive Director	Executive Director	Executive Director	Independent Director	Independent Director	Independent Director	Independent Director	Independent Director
<b>Director Identification Number</b>	00319256	00703389	00150034	00112853	08579812	00200443	07504739	00071487
<b>Date of Birth/ Age</b>	23/05/1972 / 50 years	30-10-1973 / 49 years	21-01-1973 / 49 years	25/06/1946 / 76 years	18/07/1958/ 64 years	16/02/1959 / 63 years	09/02/1979 / 43 years	13/04/1960 / 62 years
<b>Nationality</b>	Indian	Indian	Indian	Indian	Indian	Indian	Indian	Indian
<b>Date of first Appointment on the Board</b>	30-01-2010	20-01-2014	15-01-2005	02-08-2022	02-08-2022	02-08-2022	02-08-2022	02-08-2022
<b>Experience in Specific Functional Area</b>	Extensive Knowledge about Research & Development, Quality Control and Market Research	Extensive knowledge and experience in International marketing and business operations	Extensive knowledge and experience / supervises brand development, marketing, Sales and Investors Relations	Finance & Investment, Accountancy	Corporate Governance, Strategic Risk Management, Sustainability strategy, GRC transformation, Sustainable Development Goals, Sustainability Reporting, Policy frameworks	Over 30 years of experience in Advertising and Hospitality industry.	Leadership, Business Development, Strategy making	Broad range of Experience in Corporate, tax, contracts, real estate, business and intellectual property right laws
<b>Qualifications</b>	B.A. English (Hons) and a graduate alumnus of the Harvard Business School	MBA from Cardiff University, UK	MBA from Cardiff University, UK	Chartered Accountant	Chartered Accountant	Graduate from IIM, Kolkata	MBA, NMIMS; Bachelor's degree, H.R. College of Commerce & Economics	LL.B., University of Calcutta
<b>Terms and Conditions of Appointment / Re-appointment</b>	Not applicable	Not applicable	Not applicable	As mentioned in explanatory statement to item no. 7 of the Notice	As mentioned in explanatory statement to item no. 8 of the Notice	As mentioned in explanatory statement to item no. 9 of the Notice	As mentioned in explanatory statement to item no. 10 of the Notice	As mentioned in explanatory statement to item no. 11 of the Notice
<b>Details of remuneration sought to be paid</b>	Not applicable	Not applicable	Not applicable	As mentioned in explanatory statement to item no. 7 of the Notice	As mentioned in explanatory statement to item no. 8 of the Notice	As mentioned in explanatory statement to item no. 9 of the Notice	As mentioned in explanatory statement to item no. 10 of the Notice	As mentioned in explanatory statement to item no. 11 of the Notice
<b>Last drawn remuneration</b>	134.80 lacs	134.80 lacs	143.20 lacs	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
<b>Relationship with other Directors and Key Managerial Personnel</b>	Daughter of Shri R. S Agarwal, sister of Shri A. V. Agarwal and Shri H. V. Agarwal	None	Son of Shri R. S. Goenka	None	None	None	None	None
<b>Directorship in other Listed Companies</b>	Not applicable	Not applicable	Not applicable	Anand Rathi Wealth Limited;	Firstsource Solutions Limited; Hindustan Zinc Limited;	Speciality Restaurants Limited	Niit Limited; Mahindra Logistics Limited; Persistent Systems Limited;	Himatsingka Seide Limited



Name	Smt. Priti A Sureka	Shri Prashant Goenka	Shri Mohan Goenka	Shri Anand Nandkishore Rathi	Shri Anjani Kumar Agrawal	Shri Anjan Snehmoy Chatterjee	Smt. Avani Vishal Davda	Shri Rajiv Khaitan
<b>Chairman/ Member in the Committees of the Boards of Listed Companies</b>	<p><b>Chairman:</b> None</p> <p><b>Member:</b></p> <p>1. Share transfer Committee – Emami Limited</p> <p>2. Risk Management Committee - Emami Limited</p> <p>3. Corporate Social Responsibility Committee - Emami Limited</p> <p>4. Finance Committee -Emami Limited</p>	<p><b>Chairman:</b> None</p> <p><b>Member:</b></p> <p>1. Stakeholders Relationship Committee -Emami Limited</p> <p>2. Corporate Social Responsibility Committee - Emami Limited</p>	<p><b>Chairman:</b></p> <p>1. Share Transfer Committee - Emami Limited</p> <p><b>Member:</b></p> <p>1. Stakeholders Relationship Committee -Emami Limited</p> <p>2. Risk Management Committee - Emami Limited</p> <p>3. Corporate Social Responsibility Committee - Emami Limited</p> <p>4. Finance Committee -Emami Limited</p>	<p><b>Chairman:</b></p> <p>1. Risk Management Committee - Anand Rathi Wealth Limited</p> <p>2. Corporate Social Responsibility Committee - Anand Rathi Wealth Limited</p> <p><b>Member:</b></p> <p>1. Audit Committee - Anand Rathi Wealth Limited</p> <p>2. Nomination and Remuneration Committee - Anand Rathi Wealth Limited</p>	<p><b>Chairman:</b></p> <p>1. Nomination And Remuneration Committee - First Source Solutions Limited</p> <p>2. Audit Committee- Hindustan Zinc Limited</p> <p>3. Stakeholder Relationship Committee - Hindustan Zinc Limited</p> <p>4. Risk Management Committee - Hindustan Zinc Limited</p> <p><b>Member:</b></p> <p>1. Audit Committee - First Source Solutions Limited</p> <p>2. Stakeholder Relationship Committee - First Source Solutions Limited</p> <p>3. Corporate Social Responsibility Committee - First Source Solutions Limited</p> <p>4. Nomination And Remuneration Committee - Hindustan Zinc Limited</p>	<p><b>Chairman:</b> None</p> <p><b>Member:</b></p> <p>1. Stakeholders Relationship Committee - Specialty Restaurants Limited</p> <p>2. Audit Committee - Specialty Restaurants Limited</p>	<p><b>Chairman:</b></p> <p>1. Risk Management Committee - Mahindra Logistics Ltd</p> <p><b>Member:</b></p> <p>1. Audit Committee - Mahindra Logistics Ltd</p> <p>2. Audit Committee - Persistent Systems Limited</p> <p>3. Corporate Social Responsibility Committee - Persistent Systems Limited</p> <p>4. Executive Committee - Persistent Systems Limited</p>	<p><b>Chairman:</b> None</p> <p><b>Member:</b></p> <p>1. Audit Committee - Himatsingka Seide Limited</p> <p>2. Nomination And Remuneration Committee - Himatsingka Seide Limited</p> <p>3. Stakeholder Relationship Committee - Himatsingka Seide Limited</p>
<b>Listed entities from which the Director has resigned in the past three years</b>	None	None	None	None	None	None	None	OnMobile Global Ltd
<b>No. of Shares held in the Company as on 31<sup>st</sup> March, 2022</b>	1,51,04,702	1,90,000	61,900	NIL	1,600	NIL	NIL	NIL
<b>Number of meetings of the Board attended during the year (FY 2021-2022)</b>	5 (Five)	6 (Six)	6 (Six)	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable