

Date: - 24th June, 2024

The Manager
The National Stock Exchange of India Ltd.
Listing Department
Exchange Plaza, Plot No. C/1, G. Block
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051
Symbol: EMAMILTD

The Manager
BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Scrip Code: 531162

Sub: Notice of Postal Ballot seeking Members approval

Dear Sir/ Madam,

Further to our letter dated 29th May, 2024, and Pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we hereby enclose the Postal Ballot Notice for seeking approval of Members of the Company for re-appointment of Shri. Anjanmoy Chatterjee (DIN: 00200443), Smt. Avani Davda (DIN: 07504739) and Shri. Rajiv Khaitan (DIN: 00071487), as Independent Directors of the company for a second term of 5(Five) consecutive years commencing from August 02, 2024 to August 01, 2029

The Postal Ballot Notice being sent to the members of the Company electronically who have registered their email addresses with the Company/ Company's Registrar and Transfer Agents/ Depository Participant(s), and whose name appear in the Register of Members/ List of Beneficial Owners as on Friday, 14th June, 2024 (cut-off date).

The Voting period will commence on 9:00 a.m. (IST) on Wednesday, 26th June, 2024 and ends at 5:00 p.m. (IST) on Thursday, 25th July, 2024.

The Postal Ballot notice is also available on the website of the Company at www.emamiltd.in.

Thanking You,
For Emami Limited,

Sandeep Kumar Sultania
Company Secretary, Compliance Officer & VP – Sales Commercial
Membership No: A13546
(Encl: As above)



emami* limited

Corporate Identification Number: L63993WB1983PLC036030
Registered Office: Emami Tower, 687, Anandapur,
E M Bypass, Kolkata-700107, West Bengal.
Phone No. +91 33 66136264, tele fax: 91 33 6613 6600
website: www.emamilttd.in, e-mail: investors@emamigroup.com

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022 and General Circular No. 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs ("MCA"), hereinafter (the "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, that the resolutions appended below are proposed to be passed by the members of the Company, through postal ballot ("Postal Ballot") only by way of remote e-voting ("e-voting") process. The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act read with Regulation 36 of Listing Regulations and SS-2 setting out the material facts concerning the resolutions are annexed hereto for your consideration.

The Board of Directors of the Company has appointed Mr. Raj Kumar Banthia (ACS-17190), partner of M/s. MKB & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot only through 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's decision on the validity of the Postal Ballot shall be final.

In accordance with the provisions of the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes to this postal ballot notice ("Postal Ballot Notice") to cast their votes electronically. Members are requested to cast their votes through the e-voting process not later than 5.00 P.M. (IST) on Thursday, 25th July, 2024, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

In accordance with the provisions of the MCA Circulars, the Company has arranged for the members to register their e-mail addresses. Those members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Scrutiniser will submit his report to the Whole Time Director/ Managing Director of the Company after completion of scrutiny of the e-voting. The results shall be declared on or before Monday, 29th July, 2024 and communicated to BSE Limited ("BSE"), and National Stock Exchange of India Limited ("NSE"), Central Depository Services (India) Limited ("CDSL"), Maheshwari Datamatics Private Limited, Registrar and Share Transfer Agent (RTA) and will be displayed on the Company's website at www.emamilttd.in. The Company will also display the results of the Postal Ballot along with the scrutiniser report at its Registered Office.



SPECIAL BUSINESS:

RESOLUTION No. 1: Re-appointment of Shri Anjanmoy Chatterjee (DIN: 00200443) as an Independent Director of the Company.

To consider and if thought fit, to pass, the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the articles of association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, consent of the members of the Company be and is hereby accorded for re-appointment of Shri Anjanmoy Chatterjee (DIN: 00200443), who holds the office of Independent Director up to August 01, 2024 and being eligible, offers himself for re-appointment and has submitted a declaration that he continues to meet the criteria of Independence under Section 149(6) of the Companies Act, 2013 and the Listing Regulations, not liable to retire by rotation and to hold office as such for a second term of five consecutive years from August 02, 2024 to August 01, 2029 (both days inclusive) on such terms and conditions including remuneration as stated in the explanatory statement hereto.

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

RESOLUTION No. 2: Re-appointment of Smt. Avani Vishal Davda (DIN: 07504739) as an Independent Director of the Company.

To consider and if thought fit, to pass, the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the articles of association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, consent of the members of the Company be and is hereby accorded for re-appointment of Smt Avani Vishal Davda (DIN: 07504739), who holds the office of Independent Director up to August 01, 2024 and being eligible, offers herself for re-appointment and has submitted a declaration that she continues to meet the criteria of Independence under Section 149(6) of the Companies Act, 2013 and the Listing Regulations, not liable to retire by rotation and to hold office as such for a second term of five consecutive years from August 02, 2024 to August 01, 2029 (both days inclusive) on such terms and conditions including remuneration as stated in the explanatory statement hereto.

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

RESOLUTION NO 3: Re-appointment of Shri Rajiv Khaitan (DIN: 00071487) as an Independent Director of the Company.

To consider and if thought fit, to pass, the following resolution as a **Special Resolution:**



"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the articles of association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, consent of the members of the Company be and is hereby accorded for re-appointment of Shri Rajiv Khaitan (DIN: 00071487), who holds the office of Independent Director up to August 01, 2024 and being eligible, offers himself for re-appointment and has submitted a declaration that he continues to meet the criteria of Independence under Section 149(6) of the Companies Act, 2013 and the Listing Regulations, not liable to retire by rotation and to hold office as such for a second term of five consecutive years from August 02, 2024 to August 01, 2029 (both days inclusive) on such terms and conditions including remuneration as stated in the explanatory statement hereto.

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

Registered Office:

Emami Tower,
687, Anandapur, EM Bypass,
Kolkata – 700107, West Bengal
CIN : L63993WB1983PLC036030
Date: 29th May 2024

By Order of the Board of Directors

For Emami Limited

Sandeep Kumar Sultania
Company Secretary, Compliance Officer &
VP-Sales Commercial
Membership No: ACS 13546

NOTES:

1. The Explanatory statement pursuant to Sections 102, 110 and other applicable provisions of the Act read with Regulation 36 of Listing Regulations and SS-2 stating all material facts and the reasons for the proposals set out in resolutions is annexed herewith and forms a part of the Notice.
2. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, 14th June, 2024 ("Cut-Off Date")** received from Depositories and whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at <https://www.emamilttd.in>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Maheshwari Datamatics Private Limited at <https://mdpl.in>. The Postal Ballot Notice shall also be available on the website of Central Depository Services (India) Limited ("CDSL").
3. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Maheshwari Datamatics Private Limited, 23, R N Mukherjee Road, 5th Floor, Kolkata – 700001 at their Email ID: mdpldc@yahoo.com.
4. Members may note that pursuant to the MCA Circulars, the Company has additionally enabled a process for the limited purpose of receiving shareholder communications and the Members (holding physical shares) may update their email address by intimating the RTA at mdpldc@yahoo.com.



5. In accordance with the provisions of the MCA Circulars, Members can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, 14th June, 2024 will be considered for the purpose of e-voting.

6. The resolutions as mentioned in this Notice, if passed with requisite majority, shall be deemed to have been passed on Thursday, 25th July, 2024, being the last date specified for remote e-Voting.

7. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.

8. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by Central Depository Services (India) Limited ("CDSL"). The instructions for e-voting are provided as part of this Postal Ballot Notice.

9. The e-voting period commences at 9:00 a.m. (IST) on Wednesday, 26th June, 2024 and ends at 5:00 p.m. (IST) on Thursday, 25th July, 2024. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.

10. The Scrutinizer will submit his report to the Whole Time Director/ Managing Director or any person authorised by him after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Managing Director or any person duly authorised by him, on or before Monday, 29th July, 2024 and will also be displayed on the website of the Company (www.emamilttd.in) besides being communicated to the Stock Exchanges and CDSL.

11. All the material documents referred to in the explanatory statement will be available for inspection electronically between 11 am to 1 pm on all working days except for Saturdays by the Members until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to investors@emamigroup.com mentioning their names, folio numbers, DP ID and Client ID.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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 voting period begins on **Wednesday, 26th June, 2024 at 9:00 A.M.** and ends on **Thursday, 25th July, 2024 at 5:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 14th June, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) **All the demat account holders, can cast their vote 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 e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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



(iii) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, 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 **for Individual shareholders holding securities in Demat mode with CDSL/NSDL** is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e- Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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: eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-</p>



	<p>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.</p> <p>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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</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 helpdesk.evoting@cDSLindia.com 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 evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

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

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders/Members” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.



5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(v) After entering these 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 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.

(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 “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 that you assent to the Resolution and option NO implies that 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, 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.

(xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on “Click here to 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) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**

• Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

• A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.



- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **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.

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

1. For Physical shareholders- please provide signed request letter in Form ISR-1 mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g. Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the Member to the Company at **investors@emamigroup.com** and/or to the Company's Registrar and Share Transfer Agents, Maheshwari Datamatics Private Limited at **mdpldc@yahoo.com** . Format of Form ISR-1 can be downloaded from the link <https://mdpl.in/downloads.php>
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. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to **helpdesk.evoting@cdslindia.com** or contact at toll free no. **1800 22 55 33**. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call at toll free no. **1800 22 55 33**.



Explanatory Statement pursuant to Section 102 and 110 of The Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

ITEM NO. 1

Shri Anjanmoy Chatterjee was appointed as an Independent Director for a term of 2 (two) consecutive years with effect from 2nd August, 2022. He is a member of the Corporate Social Responsibility Committee of the Company. His first term as an Independent Director of the Company will end on 1st August, 2024.

Considering his experience and contribution during the first term of appointment, based on the report on performance evaluation of Independent Directors and on the recommendation of the Nomination and Remuneration Committee, the Board is of the opinion that his continued association will add value and it will be in the best interest of the Company to re-appoint him as an Independent Director for a second term of Five consecutive years with effect from 2nd August, 2024 and as such the Board has proposed him as an Independent Director for the second term of Five consecutive years w.e.f 2nd August, 2024 for approval of the members by way of a Special Resolution.

Shri Anjanmoy Chatterjee has assured the Board of Directors that he will devote as much time as is required for discharging his responsibilities as an Independent Director. The members are informed that Shri Anjanmoy Chatterjee, being an Independent Director of the Company and being eligible, offers himself to be re-appointed for the second term.

The Company has also received from Shri Anjanmoy Chatterjee ; Consent to act as Director in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, Disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (1) and (2) of Section 164 of the Companies Act, 2013, declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act, Rules made thereunder and under the Listing Regulations; and declaration to the effect that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs and declaration to the effect that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

In the opinion of the Board of Directors, Shri Anjanmoy Chatterjee fulfils the conditions specified in the Act and the rules made thereunder, for his re-appointment as an Independent Director of the Company. He is independent of the management and possesses appropriate skills, experience and knowledge.

Shri Anjanmoy Chatterjee is a well known businessman, Sector – Hospitality and Advertising and he is a 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.

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

The terms and conditions of re-appointment of Shri Anjanmoy Chatterjee as an Independent Director of the Company is available for inspection, by the members, electronically. Members seeking to inspect the same can send an email to investors@emamigroup.com and the criteria for making payments to Non-executive Directors is also available on the



website of the Company and can be accessed at <https://www.emamiltd.in/wp-content/uploads/2023/08/17155929/Remuneration-Policy-Emami-Ltd.pdf>

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

The Board of Directors recommends the special resolution as set out in Item No. 1 of this notice for your approval.

Except Shri Anjanmoy Chatterjee being the appointee and his relatives, if any, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in this resolution.

ITEM NO. 2

Smt. Avani Vishal Davda was appointed as an Independent Director for a term of 2(two) consecutive years with effect from 2nd August, 2022. She is a member of the Corporate Governance Committee of the Company. Her first term as an Independent Director of the Company will end on 1st August, 2024.

Considering her experience and contribution during the first term of appointment, based on the report on performance evaluation of Independent Directors and on the recommendation of Nomination and Remuneration Committee, the Board is of the opinion that her continued association will add value and it will be in the best interest of the Company to re-appoint her as an Independent Director for a second term of Five consecutive years with effect from 2nd August, 2024 and as such the Board has proposed her as an Independent Director for the second term of Five consecutive years w.e.f 2nd August, 2024 for approval of the members by way of a Special Resolution.

Smt. Avani Vishal Davda has assured the Board of Directors that she will devote as much time as is required for discharging her responsibilities as an Independent Director. The members are informed that Smt. Avani Vishal Davda, being an Independent Director of the Company and being eligible, offers herself to be re-appointed for the second term.

The Company has also received from Smt. Avani Vishal Davda ; Consent to act as Director in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, Disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub section (1) and (2) of Section 164 of the Companies Act, 2013, declaration to the effect that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act, Rules made thereunder and under the Listing Regulations; and declaration to the effect that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs and declaration to the effect that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

In the opinion of the Board of Directors, Smt. Avani Vishal Davda fulfils the conditions specified in the Act and the rules made thereunder, for her re-appointment as an Independent Director of the Company. She is independent of the management and possesses appropriate skills, experience and knowledge.

Ms. Davda holds a master’s degree in Management Studies from NMIMS and a bachelor’s degree in Commerce with Honors (Advertising & Media) from H.R. College, University of Mumbai. She was nominated as a Young Global Leader in 2014 by the World Economic Forum, Geneva, Switzerland. She also featured in Fortune US’s annual global list of ‘40 under 40 leaders’ in 2013 and Fortune and Food & Wine’s list of ‘25 Most Innovative Women in Food and Drink’ in 2014.



Ms. Davda was the Managing Director of Godrej Natures Basket from May 2016 to November 2019. She was also the Chief Executive Officer of Tata Starbucks Private Limited, the joint venture between Starbucks Coffee Company and Tata Global Beverages Limited.

She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in such meetings and profit related commission within the limits stipulated under Section 197 of the Act as recommended by Nomination and Remuneration Committee and approved by the Board. The terms and conditions of re-appointment of Smt. Avani Vishal Davda as an Independent Director of the Company is available for inspection, by the members, electronically. Members seeking to inspect the same can send an email to investors@emamigroup.com and the criteria for making payments to Non-executive Directors is also available on the website of the Company and can be accessed at <https://www.emamilttd.in/wp-content/uploads/2023/08/17155929/Remuneration-Policy-Emami-Ltd.pdf>

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

The Board of Directors recommends the special resolution as set out in Item No. 2 of this notice for your approval.

Except Smt. Avani Vishal Davda being the appointee and her relatives, if any, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in this resolution.

ITEM NO. 3

Shri Rajiv Khaitan was appointed as an Independent Director for a term of 2 (two) consecutive years with effect from 2nd August, 2022. He is the Chairman of the Corporate Governance Committee and member of Stakeholders Relationship Committee of the Company. His first term as an Independent Director of the Company will end on 1st August, 2024.

Considering his experience and contribution during the first term of appointment, based on the report on performance evaluation of Independent Directors and on the recommendation of Nomination and Remuneration Committee, the Board is of the opinion that his continued association will add value and it will be in the best interest of the Company to re-appoint him as an Independent Director for a second term of Five consecutive years with effect from 2nd August, 2024 and as such the Board has proposed him as an Independent Director for the second term of Five consecutive years w.e.f 2nd August, 2024 for approval of the members by way of a Special Resolution.

Shri Rajiv Khaitan has assured the Board of Directors that he will devote as much time as is required for discharging his responsibilities as an Independent Director. The members are informed that Shri Rajiv Khaitan, being an Independent Director of the Company and being eligible, offers himself to be re-appointed for the second term.

The Company has also received from Shri Rajiv Khaitan; Consent to act as Director in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, Disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (1) and (2) of Section 164 of the Companies Act, 2013, declaration to the effect that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act, Rules made thereunder and under the Listing Regulations; and declaration to the effect that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs and declaration to



the effect that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

In the opinion of the Board of Directors, Shri Rajiv Khaitan fulfils the conditions specified in the Act and the rules made thereunder, for his re-appointment as an Independent Director of the Company. He is independent of the management and possesses appropriate skills, experience and knowledge.

Shri Rajiv Khaitan is a Senior Partner of Khaitan & Co. LLP in the Corporate & Commercial practice group in the Bengaluru office. Shri Rajiv Khaitan possesses over 30 years of rich 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 Company, on normal course of its business, avails services of the various law firms including Khaitan & Co. LLP, a leading firm of India having offices at multiple locations, depending on the subject matter of the cases. All the services from the said firm are at arms length and does not in any way affect the independence of Shri Rajiv Khaitan. The Fee paid to the Khaitan & Co. LLP is not significant compared to the permitted limit of 10% of gross turnover of Khaitan & Co. LLP.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in such meetings and profit related commission within the limits stipulated under Section 197 of the Act as recommended by Nomination and Remuneration Committee and approved by the Board. The terms and conditions of re-appointment of Shri Rajiv Khaitan as an Independent Director of the Company is available for inspection, by the members, electronically. Members seeking to inspect the same can send an email to investors@emamigroup.com and the criteria for making payments to Non-executive Directors is also available on the website of the Company and can be accessed at <https://www.emamiltd.in/wp-content/uploads/2023/08/17155929/Remuneration-Policy-Emami-Ltd.pdf>

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

The Board of Directors recommends the special resolution as set out in Item No. 3 of this notice for your approval.

Except Shri Rajiv Khaitan being the appointee and his relatives, if any, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in this resolution.

Registered Office:

Emami Tower,
687 Anandapur,
E.M. Bypass,
Kolkata 700107, West Bengal
Date: 29th May, 2024
CIN : L63993WB1983PLC036030

By Order of the Board of Directors

Sandeep Kumar Sultania
Company Secretary, Compliance Officer
& VP-Sales Commercial
ACS 13546



ANNEXURE TO THE NOTICE

Additional information pursuant Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 'Secretarial Standards on General Meetings' as issued by the Institute of Company Secretaries of India.

Name	Shri Anjanmoy Chatterjee	Smt. Avani Vishal Davda	Shri Rajiv Khaitan
Qualifications	Graduate from Institute of Hotel Management (IHM), Kolkata.	MBA, NMIMS; Bachelor's degree, H.R. College of Commerce & Economics	LL.B. from University of Calcutta.
Date of Birth/Age	16.02.1959 / 65 years	09.02.1979 / 45 years	13.04.1960/ 64 years
Nationality	Indian	Indian	Indian
Date of first Appointment on the Board	02-08-2022	02-08-2022	02-08-2022
Experience & expertise in Specific Functional Area	Industrialist, business Leader having experience and expertise in the field of Advertising and Hospitality industries.	Business leader with diverse experience in operating and leadership roles across consumer, retail and hospitality industries.	Broad range of Experience in Corporate, tax, contracts, real estate, business, intellectual property right laws and other regulatory matters.
Terms and Conditions of Reappointment	Re-appointed as independent director for the second term of five consecutive years commencing from 2 nd August, 2024 to 1 st August, 2029 (both days inclusive).		
Details of remuneration sought to be paid	Sitting fees for attending each meeting of the Board / Committees and Commission as may be decided by the Board of Directors of the Company for each of the Financial Year within the limits prescribed under the Companies Act, 2013.		
Last drawn remuneration	Sitting Fee Rs 4.20 lacs Commission Rs 4.20 lacs	Sitting Fee Rs 4.60 lacs Commission Rs 4.60 lacs	Sitting Fee Rs 4.90 lacs Commission Rs 4.90 lacs
Relationship with other Directors/ Manager/ KMP	None	None	None
Directorship in Boards as on the date of Postal Ballot Notice	<ol style="list-style-type: none"> Emami Limited Speciality Restaurants Limited Hotel & Restaurant Association of Eastern India Mainland Restaurants Pvt. Ltd Cello Capital Pvt. Ltd Wow Wow Productions Pvt. Ltd Quik service Restaurants Pvt. Ltd Havik leasing and financial services Pvt. Ltd. Supriya Tax Trade Pvt. Ltd Speciality Hotels India Pvt. Ltd Prahari Housing Pvt. Ltd Situations Advertising & Marketing Services Pvt. Ltd 	<ol style="list-style-type: none"> Emami Limited NIIT Limited Mahindra Logistics Limited Persistent Systems Limited Curefoods India Pvt. Ltd MLL Express Services Pvt. Ltd 	<ol style="list-style-type: none"> Emami Limited Bharat Fritz Werner Ltd Khaitan Consultants Ltd ABC Consolidated Pvt. Ltd ENRX Pvt. Ltd



emami* limited

Name	Shri Anjanmoy Chatterjee	Smt. Avani Vishal Davda	Shri Rajiv Khaitan
Chairman/ Member in the Committees of the Boards of Companies	<p>Chairman: None</p> <p>Member:</p> <ol style="list-style-type: none"> 1. Corporate Social Responsibility Committee- Emami Limited 2. Stakeholders Relationship Committee- Speciality Restaurants Limited 3. Audit Committee- Speciality Restaurants Limited 	<p>Chairman:</p> <ol style="list-style-type: none"> 1. Risk Management Committee-Mahindra Logistics Ltd; 2. Corporate Social Responsibility Committee- Persistent Systems Ltd <p>Member:</p> <ol style="list-style-type: none"> 1. Corporate Governance Committee- Emami Limited 2. Audit Committee- Mahindra Logistics Ltd 3. Stakeholders Relationship Committee- Mahindra Logistics Ltd 3. Audit Committee- Persistent Systems Ltd 4. Corporate Social Responsibility Committee- Persistent Systems Ltd 5. Audit Committee- NIIT Ltd 6. Audit Committee- MLL Express Services Pvt. Ltd 7. Nomination and Remuneration Committee- MLL Express Services Pvt. Ltd 	<p>Chairman;</p> <ol style="list-style-type: none"> 1. Corporate Governance Committee- Emami Limited <p>Member:</p> <ol style="list-style-type: none"> 1. Stakeholders Relationship Committee – Emami Limited 2. Corporate Social Responsibility Committee – ENRX Pvt. Ltd
Listed entities from which the Director has resigned in the past three years	None	None	Himatsingka Seide Limited
No. of Shares held in the Company as on 31st March, 2024	NIL	NIL	2000 (Two thousand)
Number of meetings of the Board attended during the year (FY 2023-24)	<p>FY 2023-24: 3 out of 4 meetings held</p> <p>FY 2024-25 (till the date of this Postal Ballot Notice): 1 out of 1 meeting held</p>	<p>FY 2023-24: 4 out of 4 meetings held</p> <p>FY 2024-25 (till the date of this Postal Ballot Notice): 1 out of 1 meeting held</p>	<p>FY 2023-24: 4 out of 4 meetings held</p> <p>FY 2024-25 (till the date of this Postal Ballot Notice): 1 out of 1 meeting held</p>

Registered Office:

Emami Tower,
687 Anandapur,
E.M. Bypass,
Kolkata 700107, West Bengal
Date: 29th May, 2024
CIN : L63993WB1983PLC036030

By Order of the Board of Directors

Sandeep Kumar Sultania
Company Secretary, Compliance Officer
& VP-Sales Commercial
ACS 13546