



emami* limited

Date: 3rd September, 2021

The Secretary
The National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, G. Block
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051
Scrip Code: EMAMILTD

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001
Scrip Code: 531162

Dear Sirs,

Sub: Notice of the 38th Annual General Meeting

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice convening the 38th Annual General Meeting scheduled to be held on Wednesday, 29th Septembers, 2021 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.emamiltd.in.

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, tele fax: 91 33 6613 6600

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

Notice

NOTICE is hereby given that the 38th Annual General Meeting of the Members of Emami Limited will be held on Wednesday, September 29, 2021 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, 2021 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, 2021.
2. To confirm the payment of two Interim Dividends aggregating to ₹8 per equity share for the financial year 2020-21.
3. To appoint a Director in place of Shri H. V. Agarwal (DIN 00150089) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri A. V. Agarwal (DIN00149717) who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Shri R. S. Goenka (DIN 00152880) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof) read with Schedule V thereof, the articles of association of the Company, applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the recommendations of Nomination

& Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the re-appointment of Shri Mohan Goenka (DIN00150034) as a Whole-time Director of the Company for the period of five years with effect from January 15, 2021 on the term and conditions as set out in the Explanatory Statement annexed to this Notice convening this meeting and as enumerated in the Agreement dated December 28, 2020, which has been submitted to this meeting and is also hereby specifically approved."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable in this respect."

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

"RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof) read with Schedule V thereof, the articles of association of the Company, applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the re-appointment of Shri Harsha Vardhan Agarwal (DIN00150089) as a Whole-time Director of the Company for the period of five years with effect from January 15, 2021 on the term and conditions as set out in the Explanatory Statement annexed to this Notice convening this meeting and as enumerated in the Agreement dated December 28, 2020, which has been submitted to this meeting and is also hereby specifically approved."

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable in this respect.”

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

“RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof) read with Schedule V thereof, the articles of association of the Company, applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the re-appointment of Shri Sushil Kumar Goenka (DIN 00149916) as Managing Director of the Company for the period of five years with effect from June 1, 2021 on the term and conditions as set out in the Explanatory Statement annexed to this Notice convening this meeting and as enumerated in the Agreement dated March 3, 2021, which has been submitted to this meeting and is also hereby specifically approved.”

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable in this respect.”

9. 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 2021-22 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 25th May 2021.

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.”

Registered Office:

Emami Tower,
687, Anandapur
E.M. Bypass
Kolkata 700107
Date: 2nd August 2021

By Order of the Board

A.K. Joshi
Company Secretary & VP-Legal
FCS No. 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, 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 and to the Company investors@emamigroup.com or to M/s Maheshwari Datamatics Pvt. Ltd., Registrar & Share Transfer Agent of the company at mdpldc@yahoo.com with a copy marked to 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.
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 Thursday, September 23, 2021 to Wednesday, September 29, 2021 (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 to 9 as set out above is annexed hereto.
8. M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, (Firm Registration No 301003E/E300005), have been appointed as the Statutory Auditors from the conclusion of 34th Annual General Meeting of the Company held on 02 August, 2017 for a period of five years upto the conclusion of 39th Annual General Meeting. As per The Companies (Amendment) Act, 2017 (Section 139 of the Companies Act, 2013), notified on 07 May, 2018, the requirement of ratification of appointment of the Statutory Auditor at every Annual General Meeting has been done away with. As such, resolution for ratification of appointment of Auditor is no longer required to be passed at the Annual General Meeting.
9. **DISPATCH OF 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 38th AGM along with the Integrated Annual Report 2020-21 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 38th AGM and the Integrated Annual Report for the Financial Year 2020-21 including therein the Audited Financial Statements will be available on the Company's website at 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 viewing/downloading.
 - ♦ 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 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 members may send requests to the Company's investor email id: investors@emamigroup.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 Services (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 Saturday, September 25, 2021	Up to 5.00 P.M. (IST) on Tuesday, September 28, 2021

- (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. Wednesday, September 22, 2021 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"> 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 their vote during the remote e-Voting period or joining virtual meeting & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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: https://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 or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ 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 & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your 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 & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use "Forgot User ID" and "Forgot 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 022- 23058738 and 22-23058542-43.
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.: 1800 1020 990 and 1800 22 44 30

- (g) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- (i) The members should log on to the e-voting website <https://www.evotingindia.com>
 - (ii) Click on "Shareholders" module.
 - (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 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:

For Members holding shares in Demat Form and Physical Form - other than individual members	
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members 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)	<ul style="list-style-type: none"> • 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. • 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 (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (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 EMAMI LIMITED 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) 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.
- (xvi) **Additional Facility for Non-Individual Members and Custodians – for Remote E-Voting:**
 - Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodian 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual members 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 and to the Company investors@emamigroup.com or to M/s Maheshwari Datamatics Pvt. Ltd., Registrar & Share Transfer Agent of the company at mdpldc@yahoo.com with a copy marked to 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.

B. INSTRUCTIONS FOR MEMBERS 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 members, 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 members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.
- Members 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. Members 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.
- Members are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further members 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.
- 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 Monday, September 20, 2021 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 Thursday, September 23, 2021 to Monday, September 27, 2021. 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 oninvestors@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.

F. GENERAL INFORMATION FOR MEMBERS:

- Members are informed that the final dividend amount for the Financial year ended 2013-14 and Interim Dividend for the Financial Year 2014-15 remaining unclaimed shall become due for transfer on September 12, 2021 and October 17, 2021 respectively 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 2013-14 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
- 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
- The Company has appointed Mr. Manoj Kumar Banthia, Practicing Company Secretary (Membership no-A11470/CP-7596) of M/s. MKB & Associates, Company Secretaries, Kolkata to act as the Scrutinizer to scrutinize the 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 to the Managing Director or any other person authorized by the Board and the same will be communicated, within two working days of the conclusion of the meeting, to the Stock Exchanges where the Company's shares are listed.
- The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.emamiltd.in and on the notice board of the Company at its registered office and on the website of CDSL www.evotingindia.com immediately after the results are declared. 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. Wednesday, September 29, 2021.
- 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 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.

Registered Office:
Emami Tower,
687, Anandapur
E.M. Bypass
Kolkata 700107
Date: 2nd August 2021

By Order of the Board

A.K. Joshi
Company Secretary & VP-Legal
FCS No. 4976

Explanatory Statement pursuant to Section 102 of The Companies Act, 2013 in respect of resolution at item no. 6 to 9

Item No. 6 & 7

The Board of Directors at its meeting held on 5th November, 2020 re-appointed Shri Mohan Goenka (DIN 00150034) and Shri Harsha Vardhan Agarwal (DIN 00150089) as a Whole-time Directors of the Company with effect from 15th January, 2021 for the period of five years on the basis of recommendation of Nomination and Remuneration Committee and subject to approval of shareholders in ensuing Annual General Meeting.

For the purpose, an agreement has been entered into by the Company with each of the Whole-time Directors on December 28, 2020.

The main terms and conditions of their re-appointment as a Whole-time Directors, as contained in the said agreements dated 28th December 2020 are furnished below:

- Term of appointment: - Five years with effect from January 15, 2021
- Salary: ₹9.00 lacs (₹ Nine Lacs only) per month, (in the range of ₹9.00 Lacs to ₹14.00 Lacs as approved by the Board of Directors).
- Perquisites:
 - Leave travel allowance for self and family once in a year as per rules of the Company.
 - Medical expenses actually incurred by his and his family subject to maximum of one month salary.
 - Club Fees.

- Provision for use of car with driver for official business- personal use of the car will be billed to him.
- Payment / Re-imbusement of telephone including mobile expenses.
- Medical & personal accident insurance.
- The Company will provide rent free accommodation to Shri Mohan Goenka, Wholetime director.
- The Company will make suitable contribution towards Provident Fund, Superannuation Fund and Annuity fund as per Rules of the Company.
- Gratuity will be payable as per Rules of the Company.
- Leave as per Rules of the Company including encashment of unavailed leave at the end of the tenure.

The Board recommends both the resolutions for your approval.

In respect of Resolution No. 6 except Shri Mohan Goenka (the appointee) and Shri R. S. Goenka (his relative), none of other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in said Resolution.

In respect of Resolution No. 7 except Shri Harsha Vardhan Agarwal (the appointee), Shri Radhe Shyam Agarwal, Shri Aditya Vardhan Agarwal and Smt Priti A Sureka (relatives) none of the other Directors or Key Managerial personnels of

the Company or their relatives are, in any way, concerned or interested, financially or otherwise in said Resolution.

Copy of the both the agreements dated December 28, 2020 referred above shall be open for inspection by the Members in electronic mode. Members can inspect the same by sending an email to investors@emamigroup.com on or before September 22, 2021.

Item No 8

The Board of Directors at its meeting held on 27th January, 2021 re-appointed Shri Sushil Kumar Goenka (DIN 00149916) as the Managing Director of the Company with effect from 1st June, 2021 for the period of five years on the basis of recommendation of Nomination and Remuneration Committee and subject to approval of shareholders in ensuing Annual General Meeting.

The Nomination and Remuneration Committee has approved his terms of re-appointment and remuneration in its meeting held on 25th January, 2021. For the purpose, an agreement has been entered into by the Company with the Managing Director on 3rd March, 2021. The main terms and conditions of his re-appointment as the Managing Director, as contained in the said agreement dated 3rd March, 2021 are furnished below:

- a. Term of appointment: - Five years with effect from June 1, 2021
- b. Salary: ₹10.50 lacs (₹ Ten Lacs Fifty thousand only) per month, (in the range of ₹10.50 Lacs to ₹16.00 Lacs as approved by the Board of Directors).
- c. Perquisites:
 1. Leave travel allowance for self and family once in a year as per rules of the Company.
 2. Medical expenses actually incurred by his and his family subject to maximum of one month salary.
 3. Club Fees.
 4. Provision for use of car with driver for official business- personal use of the car will be billed to him.
 5. Provision for telephone at residence including payment of local calls and long distance calls, mobile phone, internet and other communication facilities.
 6. Medical & personal accident insurance.

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

The Board recommends the resolutions for your approval.

Except Shri Sushil Kumar Goenka (the appointee) and Shri Radhe Shyam Goenka (relative) none of other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in said Resolution.

Copy of the agreement dated March 3, 2021 referred above shall be open for inspection by the Members in electronic mode. Members can inspect the same by sending an email to investors@emamigroup.com on or before September 22, 2021.

Item No 9

Upon the recommendation of the Audit Committee, the Board of Directors in its meeting held on May 25, 2021, has re-appointed M/s. V. K. Jain & Co., Cost Accountants at a 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 records of the Company as applicable to the Company for the financial year 2021-22. As per the provisions of Section 148 of the Companies Act, 2013 and the Rules made thereunder, the remuneration to be paid to the cost auditors is subject to ratification by the members of the Company.

The Board therefore recommends the resolution under Section 148 of the Companies Act, 2013 as an ordinary resolution for your approval.

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

Registered Office:

Emami Tower,
687, Anandapur
E.M. Bypass
Kolkata 700107
Date: 2nd August 2021

By Order of the Board

A.K. Joshi
Company Secretary & VP-Legal
FCS No. 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	Shri H. V. Agarwal	Shri A. V. Agarwal	Shri R. S. Goenka	Shri Mohan Goenka	Shri S. K. Goenka
Category	Executive Director	Non-Executive Director	Executive Director	Executive Director	Managing Director
Director Identification Number	00150089	00149717	00152880	00150034	00149916
Date of Birth/ Age	12-07-1976 / 45 years	06-01-1975 / 46 years	06-01-1947/ 74 years	21-01-1973 / 48 years	06-05-1956 / 65 years
Date of first Appointment on the Board	15-01-2005	15-01-2005	03-05-1994	15-01-2005	17-05-1995
Experience in Specific Functional Area	Extensive knowledge and experience in marketing and brand development	Extensive knowledge and experience in marketing and brand development	Extensive knowledge and experience in Financial planning, corporate affairs, taxation and accounting	Extensive knowledge and experience / supervises brand development, marketing, Sales and Investors Relations	Extensive knowledge and experience / supervises production, factory operations, procurement and packaging
Qualifications	Commerce Graduate	Commerce Graduate	Master of Commerce & LLB	MBA from Cardiff University, UK	Commerce Graduate
Terms and Conditions of Appointment / Re-appointment	As mentioned in explanatory statement to item no. 7 of the Notice	Re-appointment on retiring by rotation	Re-appointment on retiring by rotation	As mentioned in explanatory statement to item no. 6 of the Notice	As mentioned in explanatory statement to item no. 8 of the Notice
Details of remuneration sought to be paid	As mentioned in explanatory statement to item no. 7 of the Notice	Not applicable	Not applicable	As mentioned in explanatory statement to item no. 6 of the Notice	As mentioned in explanatory statement to item no. 8 of the Notice
Last drawn remuneration	₹121.36 lacs	Not applicable	Not applicable	₹129.76 lacs	₹141.33 lacs.
Relationship with other Directors and Key Managerial Personnel	Son of Shri R.S. Agarwal Brother of Shri A. V. Agarwal and Smt. Priti A Sureka	Son of Shri R.S. Agarwal Brother of Shri H. V. Agarwal and Smt. Priti A Sureka	Brother of Shri S. K. Goenka Father of Shri Mohan Goenka	Son of Shri R.S. Goenka	Brother of Shri R. S. Goenka

Name	Shri H. V. Agarwal	Shri A. V. Agarwal	Shri R. S. Goenka	Shri Mohan Goenka	Shri S. K. Goenka
Directorship in Companies	Emami Limited, TMT Viniyogan Ltd, Indian Chamber of Commerce Calcutta, Aviro Vyapaar Pvt Ltd, Ajanta Suppliers Pvt Ltd, Sneha Enclave Pvt Ltd	Emami Limited, TMT Viniyogan Ltd, Emami Paper Mills Ltd, Ajanta Suppliers Pvt Ltd, Emami Group of Companies Pvt Ltd, Sneha Enclave Pvt Ltd	Emami Limited, Emami Education & Research Foundation, Emami Group of Companies Pvt Ltd, Ajanta Suppliers Pvt Ltd, Maa Gou Products Pvt Ltd, Sneha Gardens Pvt Ltd	Emami Limited, Sneha Gardens Pvt Ltd	Emami Limited, Emami Education & Research Foundation, Sneha Gardens Pvt Ltd
Chairman / Member in the Committees of the Boards of companies	Chairman : None Member: <ol style="list-style-type: none"> Stakeholders Relationship Committee- Emami Limited Share Transfer Committee- Emami Limited Risk Management Committee- Emami Limited Corporate Social Responsibility Committee- Emami Limited. Finance Committee- Emami Limited 	Chairman: <ol style="list-style-type: none"> Corporate Social Responsibility Committee – Emami Paper Mills Limited Member: <ol style="list-style-type: none"> Share Transfer Committee – Emami Limited Finance Committee – Emami Limited 	Chairman: <ol style="list-style-type: none"> Risk Management Committee - Emami Limited Member: <ol style="list-style-type: none"> Audit Committee- Emami Limited Corporate Governance Committee- Emami Limited Finance Committee – Emami Limited 	Chairman: <ol style="list-style-type: none"> Share Transfer Committee - Emami Limited Member: <ol style="list-style-type: none"> Stakeholders Relationship Committee- Emami Limited Risk Management Committee- Emami Limited Corporate Social Responsibility Committee- Emami Limited Finance Committee- Emami Limited 	Chairman: <ol style="list-style-type: none"> Corporate Social Responsibility Committee – Emami Limited Member: <ol style="list-style-type: none"> Finance Committee – Emami Limited Risk Management Committee – Emami Limited
No. of Shares held in the Company as on 31st March, 2021	1,10,266	1,34,668	3,92,076	61,900	1,09,900
Number of meetings of the Board attended during the year	4	4	4	4	4