



emami\* limited

Date: 24<sup>th</sup> February, 2022

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

Dear Sirs,

**Sub: Intimation of Postal Ballot/ Calendar of Events**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement, seeking approval of the shareholders for following Resolutions:

**Resolution 1:** Continuation of Shri R. S. Agarwal (DIN:00152996) henceforth as Non-Executive Director of the Company designated as "Chairman Emeritus" with effect from 1<sup>st</sup> April, 2022. **(Special Resolution)**

**Resolution 2:** Continuation of Shri R. S. Goenka (DIN:00152880) henceforth as Non-Executive Director of the company designated as "Non-Executive Chairman" with effect from 1<sup>st</sup> April, 2022. **(Special Resolution)**

**Resolution 3:** Appointment of Shri Sushil Kumar Goenka (DIN: 00149916) as "Whole time Director" of the company and payment of remuneration thereof. **(Ordinary Resolution)**

**Resolution 4:** Appointment of Shri Harsha Vardhan Agarwal (DIN: 00150089) as "Vice-Chairman cum Managing Director" of the company with effect from 1<sup>st</sup> April, 2022 and payment of remuneration thereof. **(Ordinary Resolution)**

**Resolution 5:** Change in designation of Shri Mohan Goenka (DIN: 00150034) as "Vice-Chairman cum Whole Time Director" of the company and payment of remuneration thereof. **(Ordinary Resolution)**

The e-voting will commence on 9:00 a.m. (IST) on Saturday, 26<sup>th</sup> February, 2022 and ends at 5:00 p.m. (IST) on Sunday, 27<sup>th</sup> March, 2022. The Postal ballot notice will also be available on the Company's website at [www.emamiltd.in](http://www.emamiltd.in).

The Calendar of Events for the proposed postal ballot process is attached for your reference.

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.  
Phone No. +91 33 66136264,  
website: [www.emamilttd.in](http://www.emamilttd.in), e-mail: [investors@emamigroup.com](mailto:investors@emamigroup.com)

## POSTAL BALLOT NOTICE

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

Dear Shareholder(s),

**Notice** is hereby given pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021 and General Circular No.20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), that the resolutions as set out in this Notice are proposed for approval of the shareholders of the Company through postal ballot by way of voting through electronic means ("e-voting").

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 Secretarial Standards on General Meeting ("SS-2") is attached.

The Board of Directors of the Company, at its meeting held on 3<sup>rd</sup> February, 2022, 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 the 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, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes to this postal ballot notice ("Postal Ballot Notice") to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 5.00 p.m. IST on Sunday, 27<sup>th</sup> March, 2022, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.





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In accordance with the provisions of the MCA Circulars, the Company has arranged for the shareholders to register their e-mail addresses. Those shareholders 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 Scrutinizer will submit his report to the Managing Director/Whole Time Director of the Company after completion of scrutiny of the e-voting. The results shall be declared on or before Tuesday, 29<sup>th</sup> March, 2022 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 and will be displayed on the Company's website [www.emamiltd.in](http://www.emamiltd.in). The Company will also display the results of the Postal Ballot at its Registered Office.

## **SPECIAL BUSINESS:**

**RESOLUTION NO 1:** Continuation of Shri R. S. Agarwal (DIN:00152996) henceforth as Non-Executive Director of the Company designated as "Chairman Emeritus" with effect from 1<sup>st</sup> April, 2022.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the company be and hereby accorded to the continuation of Shri R. S. Agarwal (DIN: 00152996), who has already attained the age of 75 years, henceforth as Non-Executive Director of the company designated as "Chairman Emeritus" with effect from 1<sup>st</sup> April, 2022 pursuant to expiry of his current tenure as 'Executive Chairman' of the company on 31<sup>st</sup> March, 2022 and whose office shall henceforth be liable to retire by rotation.

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 2:** Continuation of Shri R. S. Goenka (DIN:00152880) henceforth as Non-Executive Director of the company designated as "Non-Executive Chairman" with effect from 1<sup>st</sup> April, 2022.

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





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“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the company be and hereby accorded to the continuation of Shri R. S. Goenka (DIN: 00152880), who has already attained the age of 75 years, henceforth as Non-Executive Director of the company designated as “Non-Executive Chairman”, with effect from 1<sup>st</sup> April, 2022 pursuant to expiry of his current tenure as ‘Whole Time Director’ of the company on 31<sup>st</sup> March, 2022 and whose office shall be liable to retire by rotation.

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

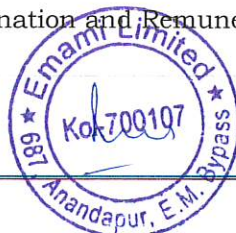
**RESOLUTION 3:** Appointment of Shri Sushil Kumar Goenka (DIN: 00149916) as “Whole Time Director” of the company and payment of remuneration thereof.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V thereof, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all applicable guidelines issued by the Central Government from time to time, Articles of Association of the Company and such other approvals, as may be necessary, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the company be and hereby accorded to the appointment of Shri Sushil Kumar Goenka (DIN: 00149916) as Whole Time Director of the company with specific functions of Operation & Procurement, whose office shall be liable to retire by rotation, for a period of 4 (four) years w.e.f 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2026, on the terms and conditions including remuneration as set out in the Explanatory Statement and agreement dated 10<sup>th</sup> February, 2022 entered into between the Company and Shri Sushil Kumar Goenka, which agreement also be and is hereby approved.

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

RESOLVED FURTHER that the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby





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authorized to alter and vary the terms and conditions of the said appointment and / or remuneration of Shri Sushil Kumar Goenka as it may deem fit and as may be acceptable to him, subject to the same not exceeding the limits hereby sanctioned and within the overall ceiling of managerial remuneration provided under the Companies Act, 2013 or any other statute or such other limits as may be approved by the members from time to time.

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

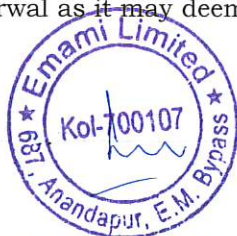
**RESOLUTION NO 4:** Appointment of Shri Harsha Vardhan Agarwal (DIN: 00150089) as “Vice–Chairman cum Managing Director” of the company with effect from 1<sup>st</sup> April, 2022 and payment of remuneration thereof.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the Schedule V thereof, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all applicable guidelines issued by the Central Government from time to time, Articles of Association of the Company and such other approvals, as may be necessary, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the company be and hereby accorded to the appointment of Shri Harsha Vardhan Agarwal (DIN: 00150089) as Managing Director of the Company designated as “Vice –Chairman cum Managing Director” w.e.f 1<sup>st</sup> April, 2022, whose office shall be liable to retire by rotation, for a period of 5 (five) years w.e.f 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2027, on the terms and conditions including remuneration as set out in the Explanatory Statement and agreement dated 10<sup>th</sup> February, 2022 entered into between the Company and Shri Harsha Vardhan Agarwal , which agreement also be and is hereby approved.

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

RESOLVED FURTHER that the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said appointment and / or remuneration of Shri Harsha Vardhan Agarwal as it may deem fit and as may be acceptable to him, subject to the





same not exceeding the limits hereby sanctioned and within the overall ceiling of managerial remuneration provided under the Companies Act, 2013 or any other statute or such other limits as may be approved by the members from time to time.

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

**RESOLUTION NO 5:** Change in designation of Shri Mohan Goenka (DIN: 00150034) as “Vice-Chairman cum Whole Time Director” of the company and payment of remuneration thereof.

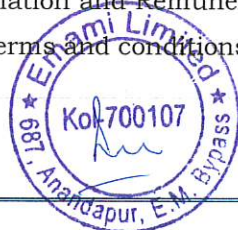
To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT in partial modification of the resolution passed by the shareholders of the company at the Annual General Meeting held on 29<sup>th</sup> September, 2021 and pursuant to the provisions of Sections 196, 197, 198, 203 other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V thereof, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all applicable guidelines issued by the Central Government from time to time, Articles of Association of the Company and such other approvals, as may be necessary, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the company be and hereby accorded to change in designation of Shri Mohan Goenka (DIN: 00150034) as “Vice-Chairman cum Whole Time Director” with effect from 1<sup>st</sup> April, 2022 for the remaining period of his existing tenure on the terms and conditions including remuneration as set out in the Explanatory Statement and supplementary agreement dated 10<sup>th</sup> February, 2022 entered into between the Company and Shri Mohan Goenka, which agreement also be and is hereby approved.

RESOLVED FURTHER THAT the revised remuneration payable to Shri Mohan Goenka for his remaining tenure from 1<sup>st</sup> April, 2022 as set out in the explanatory statement and supplementary agreement dated 10<sup>th</sup> February, 2022 entered into between the Company and Shri Mohan Goenka be and is hereby approved.

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

RESOLVED FURTHER that the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said appointment and / or remuneration





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of Shri Mohan Goenka as it may deem fit and as may be acceptable to him, subject to the same not exceeding the limits hereby sanctioned and within the overall ceiling of managerial remuneration provided under the Companies Act, 2013 or any other statute or such other limits as may be approved by the members from time to time.

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

Place: Kolkata  
Date: 3<sup>rd</sup> February, 2022

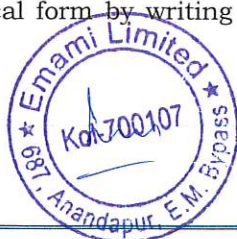
**By Order of the Board  
For Emami Limited**

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

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#### NOTES:

1. The Explanatory statement pursuant to Sections 102 and 110 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, 18th February, 2022 (“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 <http://www.emamilttd.in>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Maheswari Datamatics Private Limited at <https://www.mdpl.in>. The Postal Ballot Notice shall also be available on the website of Central Depository Services (India) Limited (“CDSL”) <https://www.evotingindia.com/>.
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





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Agent, Maheswari Datamatics Private Limited, 23, R N Mukherjee Road, 5th Floor, Kolkata - 700 001  
at [mdpldc@yahoo.com](mailto: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](mailto:mdpldc@yahoo.com) or the company to [investors@emamigroup.com](mailto:investors@emamigroup.com)

5. In accordance with the provisions of the MCA Circulars, Shareholders 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 shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, 18<sup>th</sup> February, 2022 will be considered for the purpose of e-voting.

6. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.

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 shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by Central Depository Services (India) Limited ("CDSL") <https://www.evotingindia.com/> The instructions for e-voting are provided as part of this Postal Ballot Notice.

9. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than 5.00 p.m. IST on Sunday, 27<sup>th</sup> March, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

10. The e-voting period commences at 9:00 a.m. (IST) on Saturday, 26<sup>th</sup> February, 2022 and ends at 5:00 p.m. (IST) on Sunday, 27<sup>th</sup> March, 2022. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.

11. The Scrutinizer will submit his report to the Managing Director / Whole Time Director of the company 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/ Whole Time Director of the company, on or before Tuesday, 29<sup>th</sup> March, 2022, and will also be displayed on the website of the Company ([www.emamiltltd.in](http://www.emamiltltd.in)), besides being communicated to the Stock Exchanges, CDSL and RTA.







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12. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Sunday, 27<sup>th</sup> March, 2022, i.e., the last date specified for receipt of votes through the e-voting process.

13. All the material documents referred to in the explanatory statement will be available for inspection electronically 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](mailto:investors@emamigroup.com) mentioning their names, folio numbers, DP ID and Client ID.

**Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 read with Rule 22 of The Companies (Management and Administration) Rules ,2014**

**RESOLUTION NO. 1 & 2:**

Shri R. S. Agarwal and Shri R. S. Goenka, founders of the diversified business conglomerate, “Emami Group” had started their entrepreneurial journey in mid 1970’s when they had launched their first Emami products such as Emami Vanishing Cream and Talcum Powder. The founders were known for their utmost dedication, unflinching determination and indomitable courage, which helped them to face not only the stiff competition from established players including MNCs but in a short span of two years, these differentiated products became market leaders. Encouraged by their first success, their belief in innovation being the strength required to grow further in a highly competitive market became stronger and thus, ‘innovision’ as coined by the founders, became an integral part of every product, packaging, communication et al.

The Founders’ strength in strategy and decision making coupled with keen foresight helped them to steer and grow Emami Limited, to be recognized as one of the most dynamic, leading and fastest growing companies in India. The founders, known for their eye for identifying right opportunities and possessing quick decision making abilities, consolidated Emami’s presence through niche consumer offerings, which went on to become market leaders in their respective categories. They also firmly believed that to grow the company faster, they would need to adopt inorganic growth routes which had a significant role in Emami’s growth journey. Both Shri R. S. Agarwal and Shri R. S. Goenka’s passion, hard work and dedication have been exemplary which in turn have inspired many entrepreneurs.

Being visionaries, they had inducted the next young generation early into the core business strategy, planning and management and groomed them over the last two decades. The founders have now expressed their desire to relinquish their current executive positions on the Board and desired for transition of business to deserving next generation. Shri R. S. Agarwal and Shri R. S. Goenka shall however continue to provide their guidance and mentorship for some time and shall continue as non-executive members on the Board of the Company.





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Further in line with the succession planning as explained above Shri Sushil Kumar Goenka has desired to step down from his current position as the Managing Director of Emami Ltd with effect from close of business hours on 31<sup>st</sup> March, 2022 and continue as Whole Time Director on the Board of the Company with the specific function of operation and procurement.

Thus, to pave way for the smooth transition of business to the next generation, and based on the recommendation of Nomination and Remuneration Committee and subject to the approval of shareholders of the Company, the Board of Directors of the Company at its meeting held on 3<sup>rd</sup> February, 2022 has approved the following changes in Board of the Company with effect from 1<sup>st</sup> April, 2022 :

1. Shri R. S. Agarwal shall not seek reappointment as Executive Chairman on the expiry of term on 31<sup>st</sup> March, 2022 but shall however continue as Non- Executive Director of the Company and be designated as “Chairman Emeritus” ;
2. Shri R. S. Goenka shall not seek reappointment as Executive Director on the expiry of term on 31<sup>st</sup> March,2022 but shall continue as Non- Executive Director of the Company and be designated as “Non-Executive Chairman” ;
3. Shri Sushil Kumar Goenka shall be appointed as “Whole Time Director” of the Company, with specific function of operation and procurement;
4. Shri Harsha Vardhan Agarwal shall be appointed as “Vice–Chairman cum Managing Director”;
5. Shri Mohan Goenka shall be “Vice–Chairman cum Whole Time Director”

Accordingly, in line with succession planning and on recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 3<sup>rd</sup> February 2022, have, subject to approval of the Shareholders, approved continuation of Shri R. S. Agarwal (DIN:00152996) hence forth as a Non- Executive Director, designated as “Chairman Emeritus” and Shri R. S. Goenka (DIN:00152880) hence forth as a Non- Executive Director designated as “Non-Executive Chairman” of the Company with effect from 1<sup>st</sup> April, 2022.

Shri R. S. Agarwal and Shri R. S. Goenka both have attained the age of 75 years. Regulation 17(1)(a) of Listing Regulations requires approval of shareholders by special resolutions for continuation of Shri R. S. Agarwal and Shri R. S. Goenka as Non- Executive Directors of the Company. Their office shall be liable to retire by rotation.

Presence of Shri R. S. Agarwal and Shri R. S. Goenka, in the Board of the Company as guide & mentor will ensure stability and be more beneficial for the further growth of the Company therefore the Board recommends the resolutions as set out in Resolution 1 and 2 of this Notice for your approval as Special Resolutions.

Except Shri R. S. Agarwal, Shri Harsha Vardhan Agarwal, Shri Aditya Vardhan Agarwal and Smt. Priti A Sureka , none of the other Directors or Key Managerial Personnel of the company or their relatives are, in any way, concerned or interested, financially or otherwise in resolution as set out in Resolution 1 of this notice.





Further, except Shri R. S. Goenka, Shri Sushil Kumar Goenka and Shri Mohan Goenka, none of the other Directors or Key Managerial Personnel of the company or their relatives are, in any way, concerned or interested, financially or otherwise in resolution as set out in Resolution 2 of this notice.

Additional information in respect of Shri R. S. Agarwal and Shri R. S. Goenka pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is annexed to this Notice.

### **RESOLUTION NO 3:**

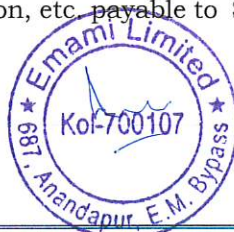
The shareholders of the company at its meeting held on 29<sup>th</sup> September, 2021 approved re-appointment of Shri Sushil Kumar Goenka (DIN 00149916) as Managing Director of the company for a period of five years w.e.f 1st June, 2021. In line with succession planning as explained above he has desired to step down from his current position as the Managing Director of Emami Ltd with effect from close of business hours on 31<sup>st</sup> March, 2022 and continue on the Board of the Company.

Taking into consideration the knowledge base and experience of Shri Sushil Kumar Goenka in the operation and procurement functions of the Company, and based upon recommendation of the Nomination and remuneration committee and subject to the approval of shareholders of the company, the Board of Directors at its meeting held on 3rd February, 2022 appointed Shri Sushil Kumar Goenka as the Whole Time Director of the Company, with specific function of operation and procurement, for the period of 4 (four) years with effect from 1st April, 2022 to 31st March, 2026, whose office shall be liable to retire by rotation.

The main terms and conditions of his appointment as a Whole-time Director, as contained in the said agreement dated 10th February, 2022 are furnished below:

- a. Term of appointment: - 4 (Four) years with effect from 1st April , 2022
- b. Salary: Rs 12.50 lacs (Rupees Twelve Lacs Fifty thousand only) per month, (in the range of Rs. 12.50 Lacs to Rs. 17.50 lacs per month (Rupees Twelve Lacs Fifty thousand and Rupees Seventeen Lacs Fifty thousand only) as approved by the Board of Directors. The annual increments will be decided by the Board of Directors of the Company.
- c. Perquisites: Leave travel allowance for self and family once in a year (subject to maximum of one month salary), medical expenses actually incurred by him and his family (subject to maximum of one month salary), provision of cars with drivers (for official & personal purpose), leave (encashment of unavailed leave at the end of the tenure), payment of club fees, telephone and mobile phone expenses, the company will make contributions towards Provident Fund, Superannuation Fund, Annuity fund, gratuity, reimbursement of medical and personal accident insurance.

In the event of absence or inadequacy of profits, in any financial year, the remuneration by way of salary, perquisites, commission, etc. payable to Shri Sushil Kumar Goenka shall not exceed the limits





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prescribed under the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof ).

Shri Sushil Kumar Goenka satisfies all conditions set out in subsection (3) of Section 196 and Part-I of Schedule V of the Companies Act, 2013 for being eligible for this appointment. He is not disqualified in terms of Section 164 of the Act.

Your Directors believe that continued association of Shri Sushil Kumar Goenka would be immensely beneficial to the Company and hence recommends this Resolution for your approval.

Copy of the agreement dated 10<sup>th</sup> February, 2022 referred above shall be open for inspection by the Members in electronic mode. Members can inspect the same by sending an email to [investors@emamigroup.com](mailto:investors@emamigroup.com) on or before Sunday, 27<sup>th</sup> March, 2022.

Except Shri Sushil Kumar Goenka and Shri R. S. Goenka, none of the 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.

Additional information in respect of Shri Sushil Kumar Goenka pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is annexed to this Notice.

## **RESOLUTION NO 4:**

The shareholders of the company at its meeting held on 29<sup>th</sup> September, 2021 approved re-appointment of Shri Harsha Vardhan Agarwal (DIN: 00150089) as Whole Time Director of the company for a period of five years w.e.f 15<sup>th</sup> January, 2021. Shri Harsha Vardhan Agarwal has been serving the business dedicatedly for around two decades spearheading multiple function and growing business successfully thereby gaining immense exposure to steer the organisation forward. Upon recommendation of Nomination and Remuneration Committee and in line with succession planning taking place in the company and the transition of the business to the next young generation, the Board of Directors of the Company at its meeting held on 3<sup>rd</sup> February, 2022 has appointed Shri Harsha Vardhan Agarwal as a "Vice-Chairman cum Managing Director" from 1<sup>st</sup> April, 2022 for a period of five years, whose office shall be liable to retire by rotation. Shri Harsha Vardhan Agarwal shall continue to hold his current position of Whole time Director of the company till close of business hours of 31<sup>st</sup> March 2022.

The main terms and conditions of the appointment of Shri Harsha Vardhan Agarwal as a Vice-Chairman cum Managing Director, as contained in the said agreement dated 10<sup>th</sup> February, 2022 are furnished below:

- Term of appointment: - Five years with effect from 1<sup>st</sup> April , 2022
- Salary: Rs 22.00 lacs (Rupees Twenty Two Lacs only) per month, (in the range of Rs 22.00 Lacs to Rs 30.00 Lacs per month (Rupees Twenty Two Lacs to Rupees Thirty lacs) only as approved by the Board of Directors. The annual increment will be decided by the Board of Directors of the Company;





c. Commission: Not exceeding 0.5% of the net profits of the company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013.

d. Perquisites: Leave travel allowance for self and family once in a year (subject to maximum of one month salary), medical expenses actually incurred by him and his family (subject to maximum of one month salary), provision of cars with driver(for official purpose), leave (encashment of unavailed leave at the end of the tenure), payment of club fees, telephone and mobile phone expenses, the company will make contributions towards Provident Fund, Superannuation Fund, Annuity fund, gratuity, reimbursement of medical and personal accident insurance.

In the event of absence or inadequacy of profits, in any financial year, the remuneration by way of salary, perquisites, commission, etc. payable to Shri Harsha Vardhan Agarwal shall not exceed the limits prescribed under the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof ).

Shri Harsha Vardhan Agarwal satisfies all conditions set out in subsection (3) of Section 196 and Part-I of Schedule V of the Companies Act, 2013 for being eligible for this appointment. He is not disqualified in terms of Section 164 of the Act. Shri Harsha Vardhan Agarwal has been in the executive role since last two decades and has diligently performed his roles and as a result of his strategic business approach, the Company has been able to expand the business and witnessed substantial growth. Taking into account the experience and contribution made towards the Company by him the Board recommends the resolution as set out in Resolution 4 in the notice for approval of the Members by means of an Ordinary Resolution.

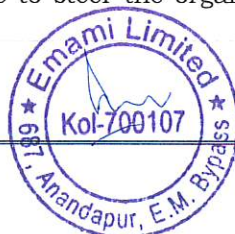
Copy of the agreement dated 10th February, 2022 referred above shall be open for inspection by the Members in electronic mode. Members can inspect the same by sending an email to [investors@emamigroup.com](mailto:investors@emamigroup.com) on or before 27<sup>th</sup> March, 2022.

Except Shri Harsha Vardhan Agarwal, Shri R. S. Agarwal , Shri Aditya Vardhan Agarwal and Smt. Priti A Sureka , none of the 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.

Additional information in respect of Shri Harsha Vardhan Agarwal pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India is annexed to this Notice.

#### **RESOLUTION NO 5:**

The shareholders of the company at its meeting held on 29<sup>th</sup> September, 2021 approved re-appointment of Shri Mohan Goenka (holding DIN 00150034) as Whole Time Director of the company for a period of five years w.e.f 15<sup>th</sup> January, 2021. Shri Mohan Goenka has been serving the business dedicatedly for around two decades, spearheading multiple functions and growing business successfully thereby gaining immense exposure to steer the organisation forward. Upon recommendation of the





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Nomination and Remuneration Committee, in line with succession planning, the Board of Directors at its meeting held on 3<sup>rd</sup> February, 2022 changed the designation of Shri Mohan Goenka as “Vice-Chairman cum Whole Time Director” from 1<sup>st</sup> April, 2022 for the remaining period of his existing tenure i.e. upto 14<sup>th</sup> January, 2026.

The main terms and conditions of his re-designation as a “Vice-Chairman cum Whole Time Director”, as contained in the said supplementary agreement dated 10<sup>th</sup> February, 2022 are furnished below:

- a) Salary: Rs 22.00 lacs (Rupees Twenty-Two Lacs only) per month, (in the range of Rs 22.00 Lacs to Rs 30.00 Lacs per month (Rupees Twenty Two Lacs to Rupees Thirty lacs) as approved by the Board of Directors. The annual increment will be decided by the Board of Directors of the Company;
- b) Commission: Not exceeding 0.5% of the net profits of the company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013;
- c) Perquisites: Leave travel allowance for self and family once in a year (subject to maximum of one month salary), medical expenses actually incurred by him and his family (subject to maximum of one month salary), provision of cars with driver (for official purpose), leave (encashment of unavailed leave at the end of the tenure), payment of club fees, telephone and mobile phone expenses, the company will make contributions towards Provident Fund, Superannuation Fund, Annuity fund, gratuity, reimbursements of medical and personal accident insurance.

In the event of absence or inadequacy of profits, in any financial year, the remuneration by way of salary, perquisites, commission, etc. payable to Shri Mohan Goenka shall not exceed the limits prescribed under the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof).

Shri Mohan Goenka has been in the executive role since last two decades and has diligently performed his roles and as a result of his strategic business approach, the Company has been able to expand the business and witnessed substantial growth. Taking into account the experience and contribution made towards the Company by him the Board recommends the resolution as set out in Resolution 5 in the notice for approval of the Members by means of an Ordinary Resolution.

Except Shri Mohan Goenka and Shri R. S. Goenka, none of the 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 28<sup>th</sup> December, 2020 & supplementary agreement dated 10<sup>th</sup> February, 2022 referred above shall be open for inspection by the Members in electronic mode. Members can inspect the same by sending an email to [investors@emamigroup.com](mailto:investors@emamigroup.com) on or before Sunday, 27<sup>th</sup> March, 2022.





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Additional information in respect of Shri Mohan Goenka pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is annexed to this Notice.

Place: Kolkata

Date: 3<sup>rd</sup> February, 2022

**By Order of the Board**

**For Emami Limited**

**A. K. Joshi (FCS -4976)**

**Company Secretary & VP-Legal**





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## Details of Directors seeking appointment

**[Pursuant to the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India]**

Name	Shri R. S Agarwal	Shri R. S. Goenka	Shri S. K. Goenka	Shri H. V. Agarwal	Shri Mohan Goenka
<b>Present Appointment in the capacity of</b>	Chairman Emeritus	Non-Executive Chairman	Whole Time Director	Vice Chairman cum Managing Director	Vice Chairman cum Whole Time Director
<b>Director Identification Number</b>	00152996	00152880	00149916	00150089	00150034
<b>Date of Birth/Age</b>	06-01-1946/76 years	06-01-1947 /75 years	06-05-1956 /66 years	12-07-1976/46 years	21-01-1973 /49 years
<b>Nationality</b>	Indian	Indian	Indian	Indian	Indian
<b>Experience in specific functional area/Brief Resume</b>	Extensive knowledge and administrator par excellence, possessor of great consumer insight and far sight	Extensive knowledge and experience in Financial planning, corporate affairs, taxation and accounting.	Extensive knowledge and experience/supervises production factory operations, procurement	Extensive knowledge and experience in marketing and brand development, Corporate Strategy, M&A, Human Resource, Information Technology, Corporate Communication, Media and Advertising functions.	Extensive knowledge and experience/ supervises brand development marketing, Sales and investors relations.
<b>Qualification</b>	Chartered Accountant, Company Secretary, Bachelor of Law	Master of Commerce & Bachelor of Law	Commerce Graduate	Commerce Graduate	Master of Business Administration from Cardiff University, UK
<b>Date of first Appointment on the Board</b>	03-05-1994	03-05-1994	17-05-1995	15-01-2005	15-01-2005
<b>Terms and Conditions of Appointment / Re-appointment</b>	As per Explanatory Statement to item no. 1	As per Explanatory Statement to item no. 2	As per Explanatory Statement to item no. 3	As per Explanatory Statement to item no.4	As per Explanatory Statement to item no. 5
<b>Details of remuneration sought to be paid</b>	Sitting Fees for the meeting to be attended by them		As per Explanatory Statement to item no. 3	As per Explanatory Statement to item no.4	As per Explanatory Statement to item no. 5
<b>Last drawn remuneration (FY 2020- 2021)</b>	Rs 693.92 lacs	Rs 693.92 lacs	Rs 141.34 lacs	Rs 121.36 lacs	Rs 129.76 lacs







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Name	Shri R. S Agarwal	Shri R. S. Goenka	Shri S. K. Goenka	Shri H. V. Agarwal	Shri Mohan Goenka
<b>Directorship in Companies as on 3<sup>rd</sup> February, 2022</b>	Emami Ltd; Sneha Enclave Pvt Ltd; Emami Group of Companies Pvt Ltd; Maa Gou Products Pvt Ltd; Emami Education and Research Foundation;	Emami Ltd; Emami Education & Research Foundation; Emami Group of Companies Pvt Ltd; Ajanta Suppliers Pvt Ltd;  Maa Gou Products Pvt Ltd;  Suraj Finvest Pvt Ltd	Emami Ltd; Emami Education & Research Foundation; Suraj Finvest Pvt Ltd Prabhakar Viniyog Pvt Ltd	Emami Ltd;  Midkot Investment Private Limited;  Indian Chamber of Commerce Calcutta;  Aviro Vyapaar Pvt Ltd;  Ajanta Suppliers Pvt Ltd;  Sneha Enclave Pvt Ltd	Emami Ltd; Suraj Finvest Pvt Ltd
<b>Relationship with other Directors and Key Managerial Personnel</b>	Father of Shri H.V. Agarwal, Shri A.V. Agarwal & Smt Priti A Sureka	Brother of Shri S. K. Goenka Father of Shri Mohan Goenka	Brother of Shri R. S. Goenka	Son of Shri R. S. Agarwal Brother of Shri A. V. Agarwal and Smt. Priti A Sureka	Son of Shri R. S. Goenka
<b>Chairman/Member in the Committees of the Boards of companies as on 3<sup>rd</sup> February 2022</b>	<b>Chairman</b> None <b>Member</b> None	<b>Chairman:</b> 1. Risk Management Committee - Emami Ltd 2. Finance Committee - Emami Ltd 3. Buyback Committee- Emami Ltd  <b>Member:</b> 1. Audit Committee -Emami Ltd 2. Corporate Governance Committee -Emami Ltd	<b>Chairman:</b> 1. Corporate Social Responsibility Committee - Emami Ltd  <b>Member:</b> 1. Finance Committee - Emami Ltd 2. Risk Management Committee - Emami Ltd 3. Buyback Committee- Emami Ltd	<b>Chairman:</b> None  <b>Member:</b> 1. Stakeholders Relationship Committee -Emami Ltd 2. Share Transfer Committee -Emami Ltd 3. Risk Management Committee - Emami Ltd 4. Corporate Social Responsibility Committee-Emami Ltd 5. Finance Committee - Emami Ltd 5. Buyback Committee- Emami Ltd	<b>Chairman:</b> 1. Share Transfer Committee - Emami Ltd  <b>Member:</b> 1. Stakeholders Relationship Committee -Emami Ltd 2. Risk Management Committee - Emami Ltd 3. Corporate Social Responsibility Committee - Emami Ltd 4. Finance Committee -Emami Ltd 5. Buyback Committee- Emami Ltd
<b>Listed entities from which the Director has resigned in the past three years</b>	-	Sneha Enclave Private Limited (W.e.f 15.03.2021)	-	-	-
<b>Number of shares held in the Company as on 3<sup>rd</sup> February, 2022</b>	195000	392076	109900	110266	61900
<b>Number of meetings of the Board attended during the year ( FY 2021-2022)</b>	5(Five meetings)	5(Five meetings)	5(Five meetings)	5(Five meetings)	5(Five meetings)





## General information and instructions relating to e-voting

### **A. VOTING THROUGH ELECTRONIC MEANS**

- a) 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, 26 <sup>th</sup> February, 2022	Up to 5:00 p.m. (IST) on Sunday , 27 <sup>th</sup> March, 2022

- b) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the relevant depository as on the cut-off date Friday 18<sup>th</sup> February, 2022, only shall be entitled to avail the facility of remote e-voting at the Meeting. A person who is not a member as on the cutoff date should treat this notice for information purpose only.
- c) 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.
- d) 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.
- e) The details of the process and manner for remote e-voting for Individual shareholders holding securities in Demat mode are explained herein below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> . The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>





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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDEAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 .</li> </ol>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your 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.

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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30





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- f) Login method for e-Voting 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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user, follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form - other than individual Members</b>
PAN	<input type="checkbox"/> Enter your 10-digit alphanumeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <input type="checkbox"/> 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)	<input type="checkbox"/> 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. <input type="checkbox"/> 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.





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- (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, as it is not permissible 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.

## **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](http://www.evotingindia.com) and register themselves in the “CORPORATES” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA), which 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](mailto:scrutinizermkb@gmail.com) and to the Company [investors@emamigroup.com](mailto:investors@emamigroup.com) or to M/s Maheshwari Datamatics Pvt. Ltd., Registrar & Share Transfer Agent of the company at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



**POSTAL BALLOT**

**CALENDAR OF EVENTS FOR POSTAL BALLOT PROCESS**

<b>S.N</b>	<b>Particulars</b>	<b>Date</b>
1	Date on which consent is given by the Scrutinizer	31 <sup>st</sup> January, 2022
2	Date of consideration of the matter in Board Meeting, approving postal Ballot notice and authorizing Executive Director and Company Secretary for being responsible for the entire postal ballot process	3 <sup>rd</sup> February, 2022
3	Specified Date for determining shareholders to whom Postal Ballot Notice will be sent	18 <sup>th</sup> February, 2022
4	Date of completion of sending of Notice of Postal Ballot to the shareholders	25 <sup>th</sup> February, 2022
5	Publication of notice in newspaper for the date of completion of sending of email	26 <sup>th</sup> February, 2022
6	Opening Date of e voting	26 <sup>th</sup> February, 2022
7	End of E voting	27 <sup>th</sup> March, 2022
8	Last Date for submission of results by the scrutinizer	29 <sup>th</sup> March, 2022
9	Date on which Resolution will be deemed to be passed.	27 <sup>th</sup> March, 2022
10	Last Date of Results to be released to Stock Exchanges	29 <sup>th</sup> March, 2022