



emami* limited

Date: 7th July, 2017

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

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai: 400001

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata: 700001

Dear Sir,

Sub: Notice of Annual General Meeting

Enclosed please find the Notice of Thirty Fourth Annual General Meeting of Emami Limited to be held on Wednesday, 2nd August, 2017 at 11:30 a.m. at South City International School Auditorium, 375, Prince Anwar Shah Road, Kolkata- 700 068 to transact the ordinary and special business, as set out in the Notice of AGM.

This is for your information and record.

Thanking You,

Yours Faithfully
For **Emami Limited**,


A. K. Joshi
Company Secretary & VP-Legal

✓ Encl.: As above



emami* limited

CIN: 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.emamiltd.in, e-mail: investors@emamigroup.com

Notice

NOTICE is hereby given that 34th Annual General Meeting of the Members of Emami Limited will be held on Wednesday, August 2, 2017 at 11.30 a.m at South City International School Auditorium, 375, Prince Anwar Shah Road, Kolkata-700068, West Bengal, India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2017 together with Reports of the Board of Directors and Auditors thereon and Consolidated Audited Financial Statements of the Company for financial year ended on March 31, 2017.
2. To confirm Interim Dividend already paid and declare Final Dividend on Equity Shares for the financial year 2016-17.
3. To appoint a Director in place of Shri. R. S. Goenka (DIN 00152880), who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri Mohan Goenka (DIN 00150034), who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint a Director in place of Shri S.K. Goenka (DIN 00149916), who retires by rotation and being eligible, offers himself for reappointment.
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 the provisions of Sections 139, 141 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon the recommendation of the Audit Committee, M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (Firm registration No 301003E/ E300005), be and are hereby appointed as Statutory Auditors of the Company, in place of retiring auditors M/s S. K. Agrawal & Co. (Firm registration No306033E), Chartered Accountants to hold office from the conclusion of this 34th Annual General Meeting till the conclusion of the 39th Annual General

Meeting of the Company, subject to ratification by members every year, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company".

SPECIAL BUSINESS:

7. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and upon the recommendation of the Nomination and Remuneration Committee, Shri K. N. Memani (DIN 00020696), be and is hereby reappointed as an Independent Director of the Company to hold office for a further term of 5(five) years from conclusion of 34th Annual General Meeting of the Company and whose office shall not be liable to determination by retirement of Directors by rotation.
RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Shri K.N. Memani be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time".
8. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable

provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and upon the recommendation of the Nomination and Remuneration Committee, Shri Y. P. Trivedi (DIN 00001879), be and is hereby reappointed as an Independent Director of the Company to hold office for a further term of 5 (five) years from the conclusion of 34th Annual General Meeting of the Company and whose office shall, not be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Shri Y. P. Trivedi be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time”.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and upon the recommendation of the Nomination and Remuneration Committee, Shri S. B. Ganguly (DIN 01838353), be and is hereby reappointed as an Independent Director of the Company to hold office for a further term of 5 (five) years from the conclusion of 34th Annual General Meeting of the Company and whose office shall, not be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Shri S. B. Ganguly be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time”.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and upon the recommendation of the Nomination and Remuneration Committee, Shri A. K. Deb (DIN 02107792), be and is hereby reappointed as an Independent Director of the Company to hold office for a further term of 5 (five) years from the conclusion of 34th Annual General Meeting of the Company and whose office shall, not be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Shri A. K. Deb be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time”.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and upon the recommendation of the Nomination and Remuneration Committee, Shri P. K. Khaitan (DIN 00004821), be and is hereby reappointed as an Independent Director of the Company to hold office for a further term of 5 (five) years from the conclusion of 34th Annual General Meeting of the Company and whose office shall not be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made there under [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Shri P.K. Khaitan be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time”.

12. To consider and, if thought fit, to pass, with

or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and upon the recommendation of the Nomination and Remuneration Committee, Shri M. D. Mallya (DIN 01804955), be and is hereby reappointed as an Independent Director of the Company to hold office for a further term of 5 (five) years from the conclusion of 34th Annual General Meeting of the Company and whose office shall not be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Shri M. D. Mallya be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time".

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Shri C. K. Dhanuka (DIN 00005684), be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) years from the date of 34th Annual General Meeting of the Company and whose office shall not be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made there under [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Shri C. K. Dhanuka be paid such fees and commission as the Board may approve from

time to time and subject to such limits prescribed or as may be prescribed from time to time".

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

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule-V of the Companies Act, 2013, applicable clauses of Articles of Association of the Company and subject to any other approvals, if any, and upon the recommendation of the Nomination & Remuneration Committee, the consent of members of the Company be and is hereby accorded to the re-appointment of Shri R. S. Agarwal (DIN 00152996) who has attained the age of 70 years on January 6, 2016, as Executive Chairman of the Company for a period of five years with effect from April 1, 2017 to March 31, 2022 on the terms and conditions as set out in the Explanatory Statement annexed to this Notice convening this meeting and as enumerated in the Agreement dated 21st February, 2017 a copy whereof has been submitted to this meeting, which agreement is also specifically approved."

RESOLVED FURTHER THAT the remuneration payable to Shri R. S. Agarwal, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors (the "Board") of the Company be and are hereby authorised to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Shri R. S. Agarwal, Executive Chairman provided that such variation or increase, as the case may be, is within the overall limits as prescribed under Section 197 of the Companies Act, 2013."

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 and to settle any question, difficulty or doubt that may arise in the said regard."

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

"RESOLVED THAT pursuant to provisions of

Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule-V of the Companies Act, 2013, applicable clauses of Articles of Association of the Company and subject to any other approvals, if any and upon the recommendations of the Nomination & Remuneration Committee, the consent of members of the Company be and is hereby accorded to the re-appointment of Shri R. S. Goenka (DIN 00152880) who has attained the age of 70 years on January 06, 2017, as Whole-Time Director of the Company for a period from November 8, 2017 to March 31, 2022 on the terms and conditions as set out in the Explanatory Statement annexed to this Notice convening this meeting and as enumerated in the Agreement dated 21st February, 2017 a copy whereof has been submitted to this meeting, which agreement is also specifically approved.

RESOLVED FURTHER THAT the remuneration payable to Shri R. S. Goenka, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors (the "Board") of the Company be and are hereby authorised to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Shri R. S. Goenka, Whole Time Director provided that such variation or increase, as the case may be, is within the overall limits as prescribed under Section 197 of the Companies Act, 2013.

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 and to settle any question, difficulty or doubt that may arise in the said regard."

16. 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 any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule-V of the Companies Act, 2013, applicable clauses of Articles of Association of the Company and subject to any other approvals, if any and

based on the recommendation of Nomination and Remuneration Committee', approval of the members of the Company be and is hereby accorded to increase in the monthly remuneration of Smt. Priti A Sureka (DIN 00319256), Whole-time Director of the Company from ₹4.50 lacs per month to the sum in the range of ₹6 lacs to ₹10 lacs per month as approved by the Board with effect from 1st February, 2017, and other terms and conditions remaining the same as per supplementary agreement dated 21st February, 2017, copy of agreement has been submitted to this meeting, which agreement is also specifically approved.

RESOLVED FURTHER THAT the remuneration payable to Smt. Priti A Sureka shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors (the "Board") of the Company be and are hereby authorised to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Smt. Priti A Sureka, Whole Time Director provided that such variation or increase, as the case may be, is within the overall limits as prescribed under Section 197 of the Companies Act, 2013.

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 and to settle any question, difficulty or doubt that may arise in the said regard."

17. 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 any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule-V of the Companies Act, 2013, applicable clauses of Articles of Association of the Company and subject to any other approvals, if any, and based on the recommendation of Nomination & Remuneration Committee, approval of the members of the Company be and is hereby accorded to increase in the monthly remuneration of Shri Prashant Goenka (DIN 00703389), Whole-time Director of the Company from ₹3 lacs per month to the sum in the range of ₹6 lacs to ₹10 lacs per month as approved by the Board of Directors of the Company with

effect from 1st February, 2017, and other terms and conditions remaining the same as per supplementary agreement dated 21st February, 2017, copy of the same has been submitted to this meeting, which agreement is also specifically approved.

RESOLVED FURTHER THAT the remuneration payable to Shri Prashant Goenka shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors (the "Board") of the Company be and are hereby authorised to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Shri Prashant Goenka provided that such variation or increase, as the case may be, is within the overall limits as prescribed under Section 197 of the Companies Act, 2013.

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 and to settle any question,

difficulty or doubt that may arise in the said regard.

18. 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 any other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the consent of the Company be and is hereby accorded for payment of remuneration of ₹1,35,000/- (Rupees One lac thirty five thousand only) plus applicable taxes and out of pocket expenses for conducting audit of the cost records of the Company for the financial year 2017-18 to M/s. V. K. Jain & Co., Cost Accountants who were re-appointed as Cost Auditors of the Company by the Board of Directors at its meeting held on May 4, 2017".

Registered Office:

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

By Order of the Board

Date: May 4, 2017 *Company Secretary & VP-Legal*

A.K. Joshi

Notes:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- As per section 105 of the Companies Act, 2013 and Rules thereunder, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of total share capital of the Company carrying voting rights. A member holding more than ten percent of total share capital of the company carrying voting right may appoint a single person as proxy and such proxy shall not act as a proxy for any other person or shareholder.
- The instrument appointing a proxy shall be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified true copy of the board resolution authorising their representative to attend and vote on their behalf at the Meeting.
- Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
- 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 Friday, 28th July, 2017 to Wednesday, 2nd August, 2017 (both days inclusive); and that final dividend, if approved by the members at the ensuing Annual General Meeting, will be paid to those shareholders whose names stand registered:
 - As beneficial owners as at the end of business on Thursday, 27th July, 2017 as per list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in electronic form, and
 - As members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company's Registrar and Transfer Agents (RTA) M/s. Maheswari Datamatics Pvt. Ltd., 23, R. N. Mukherjee Road, Kolkata 700 001 on or before Thursday, 27th July, 2017. The instruments of transfer of equity shares completed in all respects must reach to the RTA well before the above date.
- Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used

by the Company for payment of dividend. The Company or its RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants of the members. Further, in case the shares are held in physical mode, members are requested to furnish Bank account particulars (viz. Account No., Name and Branch of the Bank and MICR Code) to the RTA to ensure that there is no fraudulent encashment of the warrants.

7. Members are requested to send all communications relating to shares, and unclaimed dividends, change of address, etc. to the Registrar and Share transfer agents at the following address:
M/S. Maheshwari Datamatics Pvt. Ltd
Address: 23, R. N. Mukherjee Road,
5th Floor, Kolkata - 700001, West Bengal, India
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar and Transfer Agent.
9. Electronic copies of the Annual Report are being sent to all the members whose e-mail IDs are recorded/registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent through permitted mode.
10. Electronic copy of the Notice of this Meeting of the Company, inter-alia, indicating the process and manner of e-voting along with attendance slip and proxy form is being sent to all the members whose e-mail IDs are recorded / registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the 34th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of this Meeting and the Annual Report will also be available on the Company's website www.emamilttd.in for their download.
11. Members are informed that the dividend amount for the year ended 2009-10 remaining unclaimed shall become due for transfer to the Investor

Education and Protection Fund (IEPF) established by the Central Government under the Companies Act, 2013 on 17th September, 2017. Members are requested to note that no claim shall lie against the Company in respect of any amount of unpaid dividend transferred to IEPF after completion of seven years.

Any member, who has not claimed interim/final dividend in respect of the financial year ended 2009-10 onwards, is requested to approach the Company/the Registrar and Share Transfer Agents of the Company.

12. The related Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business under item no. 7 to 18 as set out above is annexed hereto.
13. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting; members are requested to bring their copies at the meeting.
14. Members/proxies should bring their attendance slips sent herewith, duly filled in, for attending the Meeting. Members/ proxies attending the AGM are requested to carry their identity proof.
15. Disclosure pursuant to Section 196 (4) of the Companies Act, 2013, regulation 36 of SEBI (Listing Obligations & 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.
16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11 am and 1 pm on all working days except Saturday, till the date of meeting.
17. 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.
18. 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 RTA. In respect of shares held in Electronic/ Demat form, members may please contact their respective Depository Participants.
19. 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 address 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.emamiltid.in.

20. M/s. S. K. Agrawal & Co. (Firm registration No 306033E), Chartered Accountants, were reappointed as the statutory auditors of the Company by the Members at the 31st Annual General Meeting of the Company held on 9th August, 2014 in terms of provisions of section 139 of the Companies Act, 2013, the Act and rules framed thereunder and will hold office till the conclusion of this Annual General Meeting.

The term of appointment of M/s. S. K. Agrawal & Co. as Statutory Auditors will complete on conclusion at the 34th Annual General Meeting of the Company. Based on the recommendation of Audit Committee, the Board has proposed appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (Firm registration No 301003E/E300005), as Statutory Auditors of the Company for a period of 5 (Five) years commencing from the conclusion of the 34th Annual General Meeting till the conclusion of the 39th Annual General Meeting of the Company.

M/s. S. R. Batliboi & Co. LLP have confirmed that their appointment if made would be within the limits specified under Section 141(3) (g) of the Companies Act, 2013 and they are not disqualified to be appointed as statutory auditor in terms of the provisions of the proviso to Section 139(1), Section 141(2) and (3) of the Act read with Companies (Audit and Auditors) Rules, 2014.

Their appointment has been proposed for a period of 5 (Five) years commencing from the conclusion of the 34th Annual General Meeting till the conclusion of the 39th Annual General Meeting subject to the annual ratification by the shareholders of the company at every Annual General Meeting at a remuneration and out of pocket expenses to be decided by the Board of Directors of the Company.

21. Voting Option:

(I) VOTING THROUGH ELECTRONIC MEANS
Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and regulation

44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has provided e-voting facility to the members using Central Depository Securities (India) Limited (CDSL) platform. All the business to be transacted at the Annual General Meeting can be transacted through electronic voting system.

The instruction for members for voting electronically is given in a separate sheet.

(II) VOTING AT AGM

The members who have not casted their votes electronically can exercise their voting rights at the AGM through ballot form.

Other Instructions

1. A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting. If a member casts votes by both the modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.
2. The Company has appointed M/s. MKB Associates, Practising Company Secretaries to act as the Scrutinizer. The Scrutinizer shall within a period of 48 (fortyeight) hours from the conclusion of the e-voting period unblock the votes in presence of at least two witnesses (not in the employment of the Company) and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Managing Director.
3. The Results shall be declared at or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.emamiltid.in and on the notice board of the Company at its registered office and on the website of CDSL www.evotingindia.com within 48 (fortyeight) hours of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the Annual General Meeting.

Registered Office:

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

Date: May 4, 2017

By Order of the Board

A.K. Joshi

Company Secretary & VP-Legal

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of resolutions at items no. 7 to 18

Item No 7 to 12:

The term of appointment of Shri K. N. Memani, Shri Y. P. Trivedi, Shri S. B. Ganguly, Shri A. K. Deb, Shri P. K. Khaitan and Shri M. D. Mallya, Independent Directors is completing on the conclusion of the ensuing Annual General Meeting of the Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of provisions of Section 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013, SEBI Listing Regulations 2015, the Board has proposed reappointment of above named Directors at this Annual General Meeting for another term of 5 (five) years from conclusion of this AGM and they shall be non-retiring directors. A brief profile of the each of the above mentioned Independent Directors is given hereunder:-

Shri K.N. Memani is a Chartered Accountant and former Chairman and Country Managing Partner of Ernst and Young, India. He has expertise in business and corporate advisory, foreign taxation, financial consultancy and has advised several domestic and foreign companies on corporate affairs. He holds the rare distinction of being the first Indian to get appointed as the Chairman of the External Audit Committee of the International Monetary Fund for the year 1999-2000. Former Chairman of American Chamber of Commerce in India and the past President of the Indo American Chamber of Commerce as well as PHD Chamber of Commerce, he was also at the helm of affairs of various distinguished bodies like as the Co- Chairman of New Company Law Drafting Committee and the first Chairman of the Quality Review Board, set up by the Government of India.

Shri Y.P. Trivedi is an eminent tax expert and advocate, Supreme Court and was also a Rajya Sabha member of the Parliament. He is the Chairman of Indo African Chamber of Commerce. He was a member of the Managing Committee of the Merchants Chamber of Commerce and also was a member of various Government Committees like the Standing Committee on Finance and Consultative Committee for the Ministry of Commerce among others.

He holds important positions in various fields viz. economics, profession, politics, commercial, education, medical field, sports and social service. He has received various Awards and medals for his contribution in various fields. He was a Director in Central Bank of India and Dena Bank, amongst many

other reputed companies. Presently, he is on the Board of Reliance Industries Ltd, Zodiac Clothing Co Ltd and Supreme Industries Ltd among others. He was the President of the Cricket Club of India. He has been conferred Honorary Doctorate (HonorisCausa) by Fakir Mohan University, Balasore, Odisha.

Shri S. B. Ganguly is the former Chairman of Exide Industries Ltd. He is presently Non-Executive Chairman of Peerless Trust Management Co Ltd and Independent Director of Paharpur Cooling Towers Ltd, West Bengal Industrial Development Corporation, Su-Kam Power Systems Ltd and West Bengal Industrial Infrastructure Development Corporation. He is also President of the Indian Football Association (WB) and Trustee of the Academy of Fine Arts (Kolkata) besides being Member of various other Bodies.

Shri A. K. Deb is the former Chief Secretary, Government of West Bengal and former Chairman of Gujarat Ambuja Housing Development Limited, a joint sector company. He is also the former Commissioner cum Secretary, Education and Social Welfare Department, Government of Tripura and Former Joint Secretary, Cabinet Secretariat and Department of Electronics, Government of India.

Shri P. K. Khaitan is a Bachelor of Commerce, LLB and attorney-at-law (Bells Chamber, Gold Medalist). He is an Advocate and the Senior Partner of M/s. Khaitan & Co, a leading Indian law firm and also member of the Bar Council of India, the Bar Council of West Bengal and the Indian Council of Arbitration. He has extensive experience in the fields of commercial and corporate laws, tax laws, arbitration, foreign collaborations, mergers and acquisitions and corporate restructuring.

Shri M. D. Mallya is Ex-Chairman and Managing Director of Bank of Baroda. Prior to joining Bank of Baroda, he was the Chairman & Managing Director of Bank of Maharashtra. He started his banking career from Corporation Bank in August 1976. In a career spanning over 36 years, he acquired a rich experience in banking at various positions and assignments

His tenure as Executive Director of Oriental Bank of Commerce (OBC) was marked by several new initiatives and providing leadership inputs, the merger of erstwhile Global Trust Bank with OBC etc.

Under the able and dynamic leadership of Shri. M. D. Mallya, as Chairman & Managing Director, Bank of Maharashtra had made rapid strides in all its spheres of activities, like business growth, technology, HR, organizational restructuring, etc.

Shri Mallya passed out Bachelor of Engineering with

Distinction from Karnataka Regional Engineering College, Suratkal. Subsequently, he completed post-graduation Diploma in Management from Indian Institute of Science, Bangalore.

Shri Mallya has wide exposure in management education and has undergone training programmes in leading academic institutes like Indian Institute of Management (IIM), Ahmedabad, National Institute of Bank Management (NIBM), Pune etc.

During the working tenure Shri M. D. Mallya had been associated with various committees of Indian Banks Association and National Institute of Bank Management (NIBM), Pune like - Member of the Managing Committee of IBA and Standing Committee on Legal and Banking Operations of IBA, Member of the Governing Board of NIBM, Finance Committee of NIBM and Campus Committee of NIBM., Member of the Governing Council of Indian Institute of Banking and Finance, Member of the Governing Council of Institute of Banking Personnel Selection and with CII as member of SME Sub-Committee.

The Board considers that the continued association of the above Directors would be of immense benefit to the Company and it is desirable to continue to avail services of the above Independent Directors. Accordingly, the Board recommends the resolutions for reappointment of the above persons as Independent Directors for the approval by the shareholders of the Company by way of special resolutions in this AGM.

All the above Independent Directors fulfill the conditions specified in the Companies Act, 2013 and rules made there under for their reappointment as Independent Directors of the Company.

The Company has received requisite deposits from the members of the company proposing their name as Independent Directors at the ensuing Annual General Meeting under section 160 of the Companies Act., 2013. The Company has received declarations to this effect that they meet the criteria of Independent Director as provided under section 149 (6) of the said Act.

Except the appointees and their relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in these Resolutions.

Copy of the draft letter of appointment of such Independent Directors would be available for inspection without any fee by the members at the Registered Office of the Company between 11:00 am and 1:00 pm on all working days except Saturday till the date of Annual General Meeting.

Disclosure required under Regulation 36(3) of Listing Regulations and Secretarial Standard-2 of ICSI is set out as the annexure to this Notice.

Item No 13:

Shri Sajjan Bhajjanka the Independent Director whose term of appointment is competing on conclusion of the ensuing AGM, has expressed his unwillingness for reappointment due to his preoccupations.

Upon recommendation of Nomination and Remuneration Committee, the Board has proposed appointment of Shri C. K. Dhanuka a well known Industrialist as an Independent Director at the ensuing Annual General Meeting for a term of 5 (five) years from date of 34th Annual General Meeting of the Company.

Shri C.K Dhanuka is promoter of Dhunseri Group of Companies. He is the former Chairman of FICCI (Eastern Regional Council), a member of the National Committee of FICCI, Ex-Chairman of the Indian Tea Association and the Ex-Vice Chairman of the Tea Board. He is also the Ex-President of the All India Organization of Employers. He is regarded as a management guru and a revered leader.

The Company has received a notice alongwith requisite deposit under section 160 of the Companies Act, 2013 from a member proposing Shri C. K. Dhanuka as an independent director of the Company at ensuing Annual General Meeting.

Shri C K Dhanuka fulfill the conditions specified in the Companies Act, 2013 and rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company. The Company has received declaration to this effect that he meets the criteria of Independent Director as provided under section 149 (6) of the Companies Act, 2013.

Except Shri C. K. Dhanuka, the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this Resolution.

Copy of the draft letter of appointment of Shri C K Dhanuka as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company between 11:00 am and 1:00 pm on all working days except Saturday till the date of Annual General Meeting.

Disclosure required under Regulation 36(3) of Listing Regulations and Secretarial Standard-2 of ICSI is set out as the annexure to this Notice.

Item No. 14 & 15

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on January 30, 2017 re-appointed Shri R. S. Agarwal as Executive Chairman of the Company for a period of 5 (five) years with effect from 1st April, 2017 after completion of the present term on 31st March, 2017 and Shri R. S. Goenka as Whole Time Director of the Company for a period from 8th November, 2017 to 31st March, 2022 after completion of the present term on 7th November, 2017.

Schedule-V to the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a Special Resolution. As Shri R. S. Agarwal and Shri R. S. Goenka have already attained the age of 70 years, their reappointment requires the approval of the shareholders at the Annual General Meeting by way of Special Resolution.

The Nomination and Remuneration Committee of the Board has recommended their reappointment and remuneration payable to them in its meeting held on 30th January, 2017.

Main terms of reappointment of both of Shri R. S. Agarwal, Executive Chairman and Shri R. S. Goenka, the Whole time Director are as under:

- a. Salary: In the range of ₹25 Lacs (Rupees Twenty Five lacs only) to ₹50 lacs (Rupees Fifty lacs only) per month to each of them as approved by the Board.
- b. Commission: In addition to salary, they will also be entitled for such commission based on net profit of the company as approved by the Board.
- c. Perquisites:
 1. Leave travel allowance for self and family once in a year as per the Rules of the Company.
 2. Medical expenses actually incurred by self and family.
 3. Club Fees.
 4. Provision for use of car with driver for official business.
 5. Provision for telephone at residence (including payment of Local calls and long distance calls, mobile phone, internet and any other communication facilities).
 6. Medical and Personal accident Insurance.
 7. The Company will make suitable contribution towards Provident Fund,

Superannuation Fund and Annuity Fund.

8. Gratuity will be payable as per the Rules of the Company.

Shri R. S. Agarwal and Shri R. S. Goenka are co-founders of the Company and the Directors feel that their reappointment will be in interest to the Company and accordingly recommend these resolutions for your approval.

Except Shri R. S. Agarwal (appointee), Shri Aditya V. Agarwal (son of Shri R. S. Agarwal), Shri Harsha V. Agarwal (son of Shri R. S. Agarwal) and Smt Priti A Sureka (Daughter of Shri R. S. Agarwal), none of the Directors or key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise in this Resolution except to the extent of their shareholding.

Except Shri R. S. Goenka (appointee), Shri Sushil Kr. Goenka (Brother of Shri R. S. Goenka) and Shri Mohan Goenka (Son of Shri R. S. Goenka), none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in this Resolution except to the extent of their shareholding.

Disclosure requirement under Section 196 (4) of the Companies Act, 2013, Regulation 36 (3) of the Listing Regulations, 2015 and Secretarial Standard-2 of ICSI is set out as the annexure to this Notice.

Copy of the Agreements both dated February 21, 2017 as referred above is available for inspection at the Registered Office of the Company between 11 am and 1 pm on all working days except Saturday till the date of Annual General Meeting.

Item No. 16

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 30th January, 2017 approved the revision in remuneration of Smt. Priti A. Sureka, as Whole time Director of the Company with effect from 1st February, 2017 subject to the approval of the shareholders at this Annual General Meeting.

Main terms of revision of remuneration of Whole time Director:

- a) Revision of monthly Salary from ₹4.50 lacs per month to the sum in the range of ₹6 lacs to ₹10 lacs per month as approved by the Board w.e.f 1st February, 2017 for remaining period of her tenure of service i.e. till 29th January, 2020.
- b) Other terms and conditions as enumerated in the aforesaid agreement dated 16th February,

2015 entered into between the Company and the Whole Time Director would remain the same except consequential increase in components linked with basic salary.

The Board of Directors of your Company recommends the resolution in relation to increase in remuneration of Smt. Priti A. Sureka, Wholetime Director for the approval by the shareholders of the Company.

Disclosure required under Section 196 (4) of the Companies Act, 2013, Regulation 36(3) of Listing Regulations and Secretarial Standard-2 of ICSI is set out as the annexure to this Notice.

Except Smt Priti A Sureka (appointee), Shri R.S. Agarwal (Father of Smt. Priti A. Sureka), Shri Aditya V. Agarwal (Brother of Smt. Priti A. Sureka) and Shri Harsha V. Agarwal (Brother of Smt. Priti A. Sureka), none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in this Resolution except to the extent of their shareholding.

Item No. 17

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 30th January, 2017 approved the revision in remuneration of Shri Prashant Goenka, Whole time Director of the Company with effect from 1st February, 2017 subject to the approval of the shareholders at this Annual General Meeting.

Main terms of revision of remuneration of Whole time Director:

- a) Revision of remuneration of the Whole Time Director by enhancing monthly Salary from ₹3 lacs per month to the sum in the range of ₹6 lacs to ₹10 lacs per month as approved by the Board w.e.f 1st February, 2017 for remaining period of his tenure of service
- b) Other terms and conditions as enumerated in the aforesaid agreement dated 11th February, 2014 entered into between the Company and the Whole Time Director would remain the same except consequential increase

in components linked with basic salary.

The Board of Directors of your Company recommends the resolution in relation to increase in remuneration Shri Prashant Goenka, Whole time Director for the approval by the shareholders of the Company.

Disclosure required under Section 196 (4) of the Companies, Act, 2013, Regulation 36(3) of Listing Regulations and Secretarial Standard-2 of ICSI is set out as the annexure to this Notice.

Except Shri Prashant Goenka (appointee) himself, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in this Resolution except to the extent of their Shareholding.

Item No. 18

Upon the recommendation of the Audit Committee, the Board of Directors in its meeting held on 4th May, 2017, has reappointed M/s. V. K. Jain & Co., Cost Accountants at a remuneration of ₹1,35,000/- (Rupees One lakh thirty five thousand) 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 year 2017-18. 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: May 4, 2017

By Order of the Board

A. K. Joshi

Company Secretary & VP-Legal

ANNEXURE TO THE NOTICE

Disclosure required under Section 196 (4) of the Act, 2013, Regulation 36(3) of Listing Regulations and Secretarial Standard-2 of ICSI

(As on March 31, 2017)

Shri Radheshyam Agarwal			
Director's Identification No.	00152996	Date of Birth/ Age	06.01.1946
Date of first Appointment on the Board	03.05.1994	Qualification	CA, CS, LLB & Commerce Post Graduate
Experience in Specific Functional Area	Extensive knowledge and administrator par excellence, possessor of great consumer insight and far sight		
Terms and Conditions of Appointment / Re-appointment	As per explanatory statement item no. 14&15	Details of Remuneration sought to be paid	As per explanatory statement item no. 14&15
Relationship with other Directors and Key Managerial Personnel	Father of Shri H.V. Agarwal, Shri A.V. Agarwal & Smt Priti A Sureka, Whole Time Directors		
Directorship in Companies	1. Emami Ltd, 2. Suntrack Commerce Private Ltd; 3. Emami Group of Companies Private Ltd. 4. Diwakar Viniyog Private Ltd. 5. Maa Gou Products Private Ltd; 6. Emami Education and Research Foundation.		
Chairman/ Member in the Committees of the Boards of Companies	Chairman – None Member – None		
No. of shares held in the company	14,29,500	No. of meetings of the Board attended during the Year	5
Shri Radheshyam Goenka			
Director's Identification No.	00152880	Date of Birth / Age	06.01.1947
Date of first Appointment on the Board	03.05.1994	Qualification	M.Com and LLB
Experience in Specific Functional Area	Expert in Taxation, Strategic Planning, Corporate Affairs and Financial Planning		
Terms and Conditions of Appointment / Re-appointment	As per explanatory statement item no. 14&15	Details of Remuneration sought to be paid	As per explanatory statement no. 14&15
Relationship with other Directors and Key Managerial Personnel	Father of Shri Mohan Goenka & brother of Shri S.K. Goenka		
Directorship in Companies	1. Emami Ltd; 2. Emami Group of Companies Pvt Ltd 3. Bhanu Vyapar Private Ltd 4. Emami Education and Research Foundation; 5. Suntrack Commerce Private Ltd; 6. Suraj Viniyog Private Ltd; 7. Ajanta Suppliers Pvt Ltd; 8. Maa Gou Products Pvt Ltd.		
Chairman/ Member in the Committees of the Boards of Companies	1. Finance Committee- Emami Ltd (Chairman & Member) 2. Risk Management Committee- Emami Ltd (Chairman & Member) 3. Corporate Governance Committee- Emami Ltd (Member) 4. Audit Committee- Emami Ltd (Member)		
No. of shares held in the company	6,83,638	No. of meetings of the Board attended during the Year	5
Shri S.K. Goenka			
Director's Identification No.	00149916	Date of Birth/ Age	06.05.1956
Date of first Appointment on the Board	17.05.1995	Qualification	Commerce Graduate
Experience in Specific Functional Area	Extensive knowledge and experience in production, factory operations, distribution, procurement and packaging		
Terms and Conditions of Appointment / Re-appointment	Re-appointment on his being retired by rotation	Details of Remuneration sought to be paid	Not Applicable
Relationship with other Directors and Key Managerial Personnel	Brother of Shri. R.S. Goenka		
Directorship in Companies	1. Emami Ltd, 2. Diwakar Viniyog Private Ltd; 3. Emami Education and Research Foundation 4. Prabhakar Vinyog Private Limited		
Chairman/ Member in the Committees of the Boards of Companies	CSR Committee:- Emami Limited (Chairman & Member) Finance Committee:- Emami Limited (Member) Risk Management Committee:- Emami Limited (Member)		
No. of shares held in the company	1,79,250	No. of meetings of the Board attended during the Year	5
Shri Mohan Goenka			
Director's Identification No.	00150034	Date of Birth/ Age	20.01.1973
Date of first Appointment on the Board	15.01.2005	Qualification	Commerce Graduate & MBA
Experience in Specific Functional Area	Extensive knowledge and experience in marketing and brand development		

(As on March 31, 2017)

Terms and Conditions of Appointment / Re-appointment	Re-appointment on his being retired by rotation	Details of Remuneration sought to be paid	Not Applicable
Relationship with other Directors and Key Managerial Personnel	Son of Shri R.S. Goenka		
Directorship in Companies	1. Emami Ltd, 2. Bhanu Vyapaar Private Limited, 3. Raviraj Vinyog Private Limited, 4. Emami Beverages Limited, 5. The Calcutta Stock Exchange Limited.		
Chairman/ Member in the Committees of the Boards of Companies	1. Share Transfer Committee: Emami Ltd, (Chairman & Member) 2. Finance Committee: Emami Ltd, (Member) 3. Stakeholder Relationship Committee: Emami Ltd, (Member) 4. Risk Management Committee: Emami Ltd, (Member) 5. CSR Committee: Emami Ltd, (Member)		
No. of shares held in the company	1, 30,950	No. of meetings of the Board attended during the Year	5
Shri K. N. Memani			
Director's Identification No.	00020696	Date of Birth/ Age	01.01.1939
Date of first Appointment on the Board	15.05.2006	Qualification	Chartered Accountant
Experience in Specific Functional Area	Specialized in business and Corporate matters, foreign taxation & financial consultancy		
Terms and Conditions of Appointment / Re-appointment	As per explanatory statement item no. 7 to 12	Details of Remuneration sought to be paid	Not Applicable
Relationship with other Directors and Key Managerial Personnel	None		
Directorship in Companies	1. Emami Ltd; 2. KNM Advisory Pvt Ltd; 3. National ENGG. Industries Ltd; 4. HT Media Ltd; 5. DLF Ltd; 6. ICICI Venture Funds Management Company Ltd; 7. JK Lakshmi Cement Ltd; 8. Chambal Fertilisers and Chemicals Ltd		
Chairman/ Member in the Committees of the Boards of Companies	Audit Committee: 1. HT Media Ltd; (Chairman & Member) 2. DLF Ltd; (Chairman & Member) 3. ICICI Venture Funds Management Company Ltd (Chairman & Member) 4. Chambal Fertilisers and Chemicals Ltd; (Member) 5. National Engg Ind. Ltd (Member)		
No. of shares held in the company	NIL	No. of meetings of the Board attended during the Year	3
Shri Y.P. Trivedi			
Director's Identification No.	00001879	Date of Birth/ Age	06.01.1929
Date of first Appointment on the Board	30.01.2010	Qualification	Bachelor of Commerce, LLB
Experience in Specific Functional Area	Advocate of Supreme Court of India, former member of Rajya Sabha		
Terms and Conditions of Appointment / Re-appointment	As per explanatory statement item no. 7 to 12	Details of Remuneration sought to be paid	Not Applicable
Relationship with other Directors and Key Managerial Personnel	None		
Directorship in Companies	1. Emami Ltd; 2. Reliance Industries Ltd; 3. Zodiac Clothing Company Ltd; 4. The Supreme Industries Ltd; 5. New Consolidated Construction Company Ltd; 6. Trivedi Consultants Private Ltd; 7. Federation of India Automobile Association		
Chairman/ Member in the Committees of the Boards of Companies	1. Corporate Governance Committee -Emami Ltd (Member) 2. Audit Committee , Reliance Industries Ltd (Chairman & Member) 3. Corporate Social Responsibility and Governance Committee , Reliance Industries Ltd (Chairman & Member)		
No. of shares held in the company	NIL	No. of meetings of the Board attended during the Year	5
Shri P.K. Khaitan			
Director's Identification No.	00004821	Date of Birth/ Age	25.03.1941
Date of first Appointment on the Board	24.06.2013	Qualification	Bachelor of Commerce, LLB.
Experience in Specific Functional Area	Advocate, extensive experience in the fields of commercial and corporate laws, tax laws, arbitration, foreign collaborations, mergers and acquisitions and corporate restructuring.		
Terms and Conditions of Appointment / Re-appointment	As per explanatory statement item no. 7 to 12	Details of Remuneration sought to be paid	Not Applicable
Relationship with other Directors and Key Managerial Personnel	None		

(As on March 31, 2017)

Directorship in Companies	1. Emami Ltd; 2. CESC Ltd; 3. Dalmia Bharat Ltd; 4. Dhunseri Petrochem Ltd; 5. Electro Steel Castings Ltd; 6. Firstsource Solutions Ltd; 7. Graphite India Ltd; 8. India Glycols Ltd; 9. OCL India Ltd; 10. Woodlands Multispecialty Hospital Ltd		
Chairman/ Member in the Committees of the Boards of Companies	Nomination & Remuneration Committee: 1. CESC Ltd; (Chairman & Member) 2. Graphite India Ltd (Chairman & Member) 3. Dalmia Bharat Ltd (Member) 4. Electro Steel Castings Ltd (Member) 5. Dhunseri Petrochem Ltd (Member) 6. India Glycols Ltd. (Member) Risk Management Committee: 1. CESC Ltd (Chairman & Member) 2. India Glycols Ltd (Member) 3. Dhunseri Petrochem Ltd (Member) CSR Committee: 1. Dhunseri Petrochem Ltd (Chairman & Member) 2. Electro Steel Castings Ltd (Member) 3. India Glycols Ltd (Member) Share Allotment Committee: Woodlands Multispecialty Hospital Ltd (Chairman & Member) Audit Committee: 1. India Glycols Ltd (Chairman & Member) 2. Dalmia Bharat Ltd (Member) 3. Electro Steel Castings Ltd (Member) Stakeholders' Relationship Committee: 1. India Glycols Ltd (Member) 2. Graphite India Ltd (Member) Finance and Forex Committee And Project Management Committee: CESC Ltd (Member) Ethics Committee: India Glycols Ltd (Member) Committee for Borrowings: Graphite India Ltd (Member) Committee of Directors: India Glycols Ltd (Member)		
No. of shares held in the company	NIL	No. of meetings of the Board attended during the Year	5
Shri M.D. Mallya			
Director's Identification No.	01804955	Date of Birth/ Age	09.11.1952
Date of first Appointment on the Board	20.01.2014	Qualification	Bachelor of Engineering
Experience in Specific Functional Area	Extensive knowledge in Banking and Finance. Ex-Chairman and Managing Director of Bank of Baroda		
Terms and Conditions of Appointment / Re-appointment	As per explanatory statement item No. 7 to 12	Details of Remuneration sought to be paid	Not Applicable
Relationship with other Directors and Key Managerial Personnel	None		
Directorship in Companies	1. Emami Ltd; 2. India Infradebt Ltd; 3. Nitesh Estate Ltd; 4. State Bank of India; 5. Seven Islands Shipping Ltd; 6. Interglobe Aviation Ltd; 7. Coffee Day Enterprises Ltd 8. Milestone Capital Advisors Ltd; 9. Indian Institute of Insolvency Professionals of ICAI; 10. CFM Asset Reconstruction Pvt. Ltd		
Chairman/ Member in the Committees of the Boards of Companies	Audit Committee: 1. Inter globe Aviation Ltd (Chairman & Member) 2. India Infradebt Ltd; (Member) 3. Nitesh Estates Ltd (Member) 4. State Bank of India (Member) 5. Seven Islands Shipping Ltd (Member) Stakeholders Relationship Committee: State Bank of India (Chairman & Member)		
No. of shares held in the company	NIL	No. of meetings of the Board attended during the Year	4
Shri A.K. Deb			
Director's Identification No.	02107792	Date of Birth/ Age	26.12.1948
Date of first Appointment on the Board	30.01.2010	Qualification	M.A. in Political Science, IAS
Experience in Specific Functional Area	Former Chief Secretary of Govt. of West Bengal		
Terms and Conditions of Appointment / Re-appointment	As per explanatory statement item No. 7 to 12	Details of Remuneration sought to be paid	Not Applicable
Relationship with other Directors and Key Managerial Personnel	None		
Directorship in Companies	1. Emami Ltd; 2. Skipper Ltd; 3. India Power Corporation Ltd; 4. Meenakshi Energy Ltd; 5. India Power Corporation (Haldia) Ltd; 6. India Power Corporation (Bodhgaya) Ltd; 7. Bengal Ambuja Housing Development Ltd.		
Chairman/ Member in the Committees of the Boards of Companies	Nomination and Remuneration Committee: - Emami Ltd (Chairman & Member) Audit Committee: Emami Ltd (Member) CSR Committee: Emami Ltd (Member) Corporate Governance Committee: Emami Ltd (Member)		
No. of shares held in the company	NIL	No. of meetings of the Board attended during the Year	5

(As on March 31, 2017)

Shri S.B. Ganguly			
Director's Identification No.	01838353	Date of Birth/ Age	23.10.1942
Date of first Appointment on the Board	30.01.2010	Qualification	Chemical Engineer
Experience in Specific Functional Area	Eminent Professional		
Terms and Conditions of Appointment / Re-appointment	As per explanatory statement No. 7 to 12	Details of Remuneration sought to be paid	Not Applicable
Relationship with other Directors and Key Managerial Personnel	None		
Directorship in Companies	1. Emami Ltd; 2. Peerless Trust Management Co. Ltd; 3. Paharpur Cooling Towers Ltd; 4. Su-Kam Power Systems Ltd 5. West Bengal Industrial Development Corporation Ltd.; 6. Magma Fincorp Ltd.; 7. Rupa & Co. Ltd. 8. Magma ITL Ltd.; 9. Sucharita Printers Pvt. Ltd		
Chairman/ Member in the Committees of the Boards of Companies	Audit Committee: 1. Emami Ltd (Chairman & Member) 2. Pahar Cooling Towers Ltd. (Chairman & Member) 3. Magma Fincorp Ltd. (Member) 4. Peerless Trust Management Co Ltd. (Member) 5. Rupa & Co. Ltd. (Member) 6. Magma ITL Ltd. (Member) 7. Su-Kam Power Systems Ltd. (Member) Stakeholders Relationship Committee: 1. Magma Fincorp Ltd. (Chairman & Member) 2. Emami Ltd. (Member)		
No. of shares held in the company	Nil	No. of meetings of the Board attended during the Year	3
Shri C.K. Dhanuka			
Director's Identification No.	00005684	Date of Birth/ Age	19.01.1954
Date of first Appointment on the Board	Proposed to be appointed on 02.08.2017	Qualification	Commerce Graduate
Experience in Specific Functional Area	Eminent Industrialist and expert in management strategy		
Terms and Conditions of Appointment / Re-appointment	as per explanatory statement item No. 13	Details of Remuneration sought to be paid	Not Applicable
Relationship with other Directors and Key Managerial Personnel	None		
Directorship in Companies	1. CESC Ltd; 2. Makandi Tea & Coffee Estates Ltd.; 3. Kawalazi Estate Co.Ltd.; 4. Dhunseri Tea & Industries Ltd.; 5. Dhunseri Infrastructure Ltd.; 6. IVL Dhunseri Petrochem Industries Ltd.; 7. Micro Polypet Pvt.Ltd.; 8. Tastetaria Pvt.Ltd.		
Chairman/ Member in the Committees of the Boards of Companies	Audit Committee: 1. CESC Ltd, (Chairman & Member) 2. Dhunseri Tea & Industries Ltd. (Member) Risk Management: Dhunseri Tea & Industries Ltd. (Chairman & Member) Share Transfer Committee: Dhunseri Tea & Industries Ltd. (Chairman & Member) Committee of Directors: Dhunseri Tea & Industries Ltd. (Chairman & Member) Investments Committee: Dhunseri Tea & Industries Ltd. (Chairman & Member) Nomination & Remuneration Committee: 1. CESC Ltd (Member) 2. Dhunseri Tea & Industries Ltd. (Member) Stakeholders Relationship Committee: Dhunseri Tea & Industries Ltd. (Member)		
No. of shares held in the company	Nil	No. of meetings of the Board attended during the Year	Not Applicable

The instructions to members for voting electronically are as under:-

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| <ul style="list-style-type: none"> (i) The voting period begins on Saturday, July 29, 2017 (9:00 AM) (IST) and ends on Tuesday, August 1, 2017 (5:00 PM) (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, 27th July, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue. (iii) The shareholders should log on to the e-voting website www.evotingindia.com. (iv) Click on shareholders | <ul style="list-style-type: none"> (v) Now Enter your User ID <ul style="list-style-type: none"> 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. (vi) Next enter the Image Verification as displayed and Click on Login. (vii) 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. |
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(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. <p>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.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

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| <ul style="list-style-type: none"> (ix) After entering these details appropriately, click on "SUBMIT" tab. (x) 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 | <p>to share your password with any other person and take utmost care to keep your password confidential.</p> <ul style="list-style-type: none"> (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice. (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote. (xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) 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.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

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

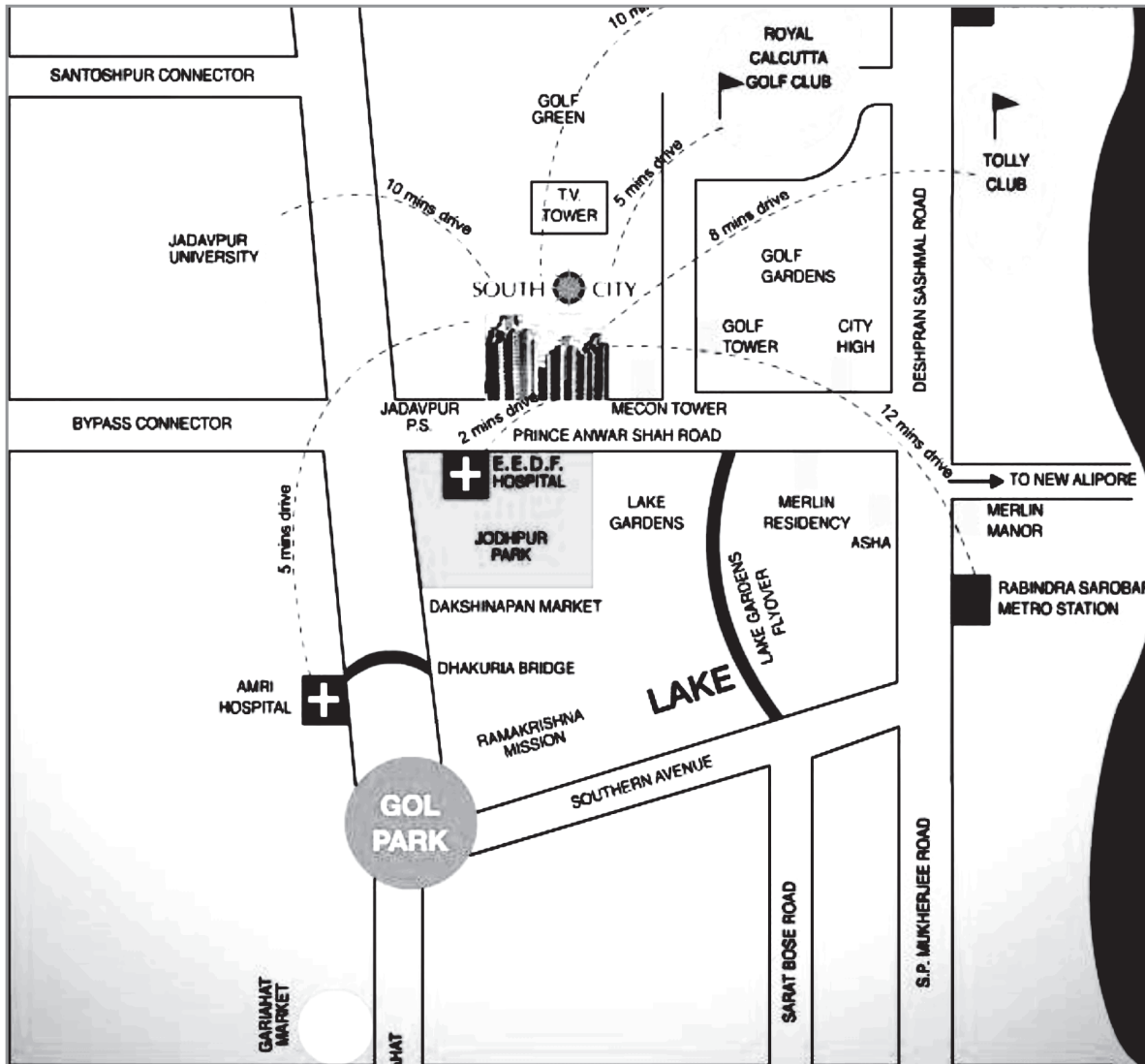
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- 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.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Route Map to the Venue of AGM



DATE: 2nd AUGUST, 2017 AT 11:30 AM

VENUE : South City International School Auditorium,
375, Prince Anwar Shah Road, Kolkata-700068, West Bengal, India



emami* limited

CIN: 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.emamiltd.in, e-mail: investors@emamigroup.com

PROXY FORM

FORM MGT-11

[Pursuant to the provisions of Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Serial no:.....

Name of the Member(s) :
(In BLOCK Letters)

Registered Address:.....

E-mail ID:.....

Folio No./Client ID:.....

DP ID:.....

I/We being the Member(s) of _____ equity shares of Re.1 each of the Company, hereby appoint:

1. Name:.....
(In BLOCK Letters)

Address:.....

E-mail Id: Signature:..... or failing him

2. Name:.....
(In BLOCK Letters)

Address:.....

E-mail Id: Signature:..... or failing him

3. Name:.....
(In BLOCK Letters)

Address:.....

E-mail Id: Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on Wednesday, August 2, 2017 at South City International School Auditorium, 375, Prince Anwar Shah Road, Kolkata-700068 at 11.30 am and at any adjournment(s) thereof, in respect of such resolutions are indicated below:

Reso- lution No.	Particulars	Vote		
		For	Against	Abstain
	Ordinary business			
1.	Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended March 31, 2017, together with the Reports of the Board of Directors and Auditors thereon.			
2.	Approval of Interim Dividend already paid and Declaration of Final Dividend on Equity Shares for the Financial Year 2016-17			

Reso- lution No.	Particulars	Vote		
		For	Against	Abstain
	Ordinary business			
3.	Appointment of a Director in place of of Shri. R. S. Goenka (DIN 00152880), who retires by rotation and being eligible, offers himself for reappointment.			
4.	Appointment of a Director in place of Shri Mohan Goenka (DIN 00150034), who retires by rotation and being eligible, offers himself for reappointment.			
5.	Appointment of a Director in place of Shri S.K. Goenka (DIN 00149916), who retires by rotation and being eligible, offers himself for reappointment.			
6	Appointment of M/s. S. R.Batlboi & Co. LLP, Chartered Accountants (Firm registration No 301003E/E300005), as Statutory Auditors to hold office from conclusion of 34 th AGM till the conclusion of 39 th AGM and to fix their remuneration.			
	Special business			
7.	Approval to reappointment of Shri K. N. Memani (DIN 00020696), as an Independent Director of the Company for a term of five years.			
8.	Approval to reappointment of Shri Y. P. Trivedi (DIN 00001879), as an Independent Director of the Company for a term of five years.			
9.	Approval to reappointment of Shri S. B. Ganguly (DIN 01838353) ,as an Independent Director of the Company for a term of five years.			
10.	Approval to reappointment of Shri A. K. Deb (DIN 02107792),as an Independent Director of the Company for a term of five years.			
11	Approval to reappointment of Shri P. K. Khaitan (DIN 00004821),as an Independent Director of the Company for a term of five years.			
12	Approval to reappointment of Shri M. D. Mallya (DIN 01804955) as an Independent Director of the Company for a term of five years.			
13	Approval to appointment of Shri C.K Dhanuka (DIN 00005684),as an Independent Director of the Company for a term of five years.			
14	Approval to reappointment of Shri R. S. Agarwal (DIN 00152996) as an Executive Chairman of the Company.			
15	Approval to reappointment of Shri R. S. Goenka (DIN 00152880) as a Wholetime Director of the Company.			
16.	Approval to revision of remuneration of Smt Priti A Sureka, Wholetime Director w.e.f. 1st February 2017			
17	Approval to revision of remuneration of Shri Prashant Goenka, Wholetime Director w.e.f. 1st February 2017			
18	Ratification of the fee of ₹1,35,000 (Rupees One lakh thirty five thousand only) payable to M/S V. K. Jain & Co, Cost Auditors for conducting audit of the cost records of the Company for the financial year 2017-18			

Signed this day of.....2017

Signature of the Member(s).....

Signature of First Proxy Holder(s)

Signature of Second Proxy Holder(s)

Signature of Third Proxy Holder(s)

Affix One rupee Revenue Stamp
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Notes:

1. **This form of proxy in order to be effective should be duly stamped, signed, completed and deposited at the Registered Office of the company not later than 48 hours before commencement of the meeting.**
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. Members are requested to note that a person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such person shall not act as a proxy for any other member.