



emami* limited

July 06, 2018

To,
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 Sirs,

Sub: Notice of 35th Annual General Meeting

We are hereby submitting the copy of the Notice of the Thirty Fifth Annual General Meeting of the company to be held on 1st August, 2018 . The same is also available on the website of the company www.emamiltd.in

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

Corporate Identification Number: L63993WB1983PLC036030

Registered Office: Emami Tower, 687, Anandapur,

E.M. Bypass, Kolkata-700107, West Bengal, India.

Phone No. +91 33 66136264, tele fax: 91 33 6613 6600

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

Notice

NOTICE is hereby given that the **35th Annual General Meeting** of the Members of Emami Limited will be held on Wednesday, August 1, 2018 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 businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon and the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2018.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Shri H. V. Agarwal (DIN 00150089), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Smt. Priti A Sureka (DIN 00319256) who retires by rotation and being eligible, offers herself for re-appointment.
5. To appoint a Director in place of Shri Prashant Goenka (DIN 00703389), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

6. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as 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 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, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon the recommendation of the Nomination and Remuneration Committee,

Smt. Rama Bijapurkar (DIN 00001835), be and is hereby reappointed as an Independent Director of the Company to hold office for a further term of 5 (five) years from September 1, 2018.

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], Smt. Rama Bijapurkar 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".

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 Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions if any, consent of members of the Company be and is hereby accorded for continuation of Directorship of Shri Y.P. Trivedi, Shri K.N. Memani, Shri S.B. Ganguly and Shri P.K. Khaitan who were reappointed as Independent Directors of the Company for a period of 5 years at the 34th Annual General Meeting of the Company held on August 2, 2017 till conclusion of 39th Annual General Meeting by way of special resolutions and who have attained the age of 75 years for the remaining period of their existing term of Directorship as Independent Directors of the Company."

"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be

deemed proper and expedient to give effect to this Resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder (including any statutory modification(s) or re-enactments thereof, for the time being in force) the consent of the Company be and is hereby accorded for payment of remuneration of ₹1,50,000/- (Rupees One lac fifty thousand only) plus applicable taxes and out of pocket expenses

for conducting audit of the cost records of the Company for the financial year 2018-19 as may be applicable to the Company 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 3, 2018”.

Registered Office:

Emami Tower,
687, Anandapur
E.M. Bypass
Kolkata 700107
Date: June 15, 2018

By Order of the Board

A. K. Joshi
Company Secretary & VP-Legal

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 50 (fifty) and holding in the aggregate not more than 10% (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 (forty eight) hours before the commencement of the AGM.
- 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.
- Corporate members intending to send their authorised representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send, a certified true copy of the board resolution authorising their representative to attend and vote on their behalf at the Meeting.
- The related Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business under item no. 6 to 8 as set out above is annexed hereto.

- 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, July 27, 2018 to Wednesday August 1, 2018 (both days inclusive) for the purpose of this Annual General Meeting.
- Dividend, if approved by the members at the ensuing Annual General Meeting will be paid to those members whose name stand registered:
 - As beneficial owners as at the end of business on the record date i.e. June 22, 2018 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 Share Transfer Agents (RTA) M/s. Maheswari Datamatics Pvt. Ltd., 23 R. N. Mukherjee Road, 5th Floor, Kolkata 700 001 on or before the record date i.e. June 22, 2018. The instruments of share transfers complete in all respects should reach the said Registrar and Share Transfer Agents 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 Registrars and Share Transfer Agents, M/s. Maheswari Datamatics Pvt. Ltd. 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.

10. Members are requested to send all communications relating to shares, unclaimed dividends and change of address, etc. to the Registrar and Share Transfer Agents, M/S. Maheswari Datamatics Pvt. Ltd., 23, R.N Mukherjee Road, 5th Floor, Kolkata - 700001, West Bengal, India
11. 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 Share Transfer Agent.
12. Electronic copy of the Annual Report for the financial year 2017-18 are being sent to all the members whose e-mail IDs are 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 id, physical copies of the Annual Report for the financial year 2017-18 are being sent through permitted mode. Even after registering for e-communication, members are entitled to receive such communication in physical form by post, upon making a request for the same, free of cost. For any further clarification, the shareholders may send requests to the Company's investor email id: investors@emamigroup.com
13. 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 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 id, physical copies of the Notice of the 35th 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.emamiltd.in for their download.

14. Members are informed that the dividend amount for the year ended 2010-11 remaining unclaimed shall become due for transfer on September 16, 2018 to the Investor Education and Protection Fund [IEPF] established by the Central Government in terms of the Companies Act, 2013.

Members are requested to note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed / unpaid for a period of 7 years from the dates they became first due for payment.

The Company has been sending reminders to those members having the unpaid/unclaimed dividends before transfer of such dividend(s) to Investor Education and Protection Fund (IEPF). Details of the unpaid/unclaimed dividend are also uploaded as per the requirements, on the Company's website www.emamiltd.in. Members, who have not encashed their dividend, are advised to write to the Company immediately claiming dividends declared by the Company.

Any member, who has not claimed interim/final dividend in respect of the financial year ended 2010-11 onwards, is requested to approach the Company/the Registrar and Share Transfer Agents of the Company in this respect.

The Company has already transferred all shares (in respect of which dividend has not been paid or claimed for seven consecutive years or more) to designated Demat Account of the IEPF maintained with CDSL. Members who have so far not claimed or collected their dividends for the said period may claim their dividend and shares from the Investor Education and Protection Fund, by submitting an application in the prescribed form.

15. 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.
16. 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.
17. Disclosure pursuant to Section 196 (4) of the Companies Act, 2013, Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-2 of ICSI, with respect to Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting is annexed.

18. 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 11.00 am and 1.00 pm on all working days except Saturdays, till the date of AGM.
19. 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.
20. 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.
21. SEBI and Ministry of Corporate Affairs encourages paperless communication as a contribution to Green environment. Members holding shares in physical mode are requested to register their e-mail id to the RTA for receiving all communications including annual reports, notices, circulars etc. from the company electronically. Members who wish to register their e-mail id can download the green initiative form from the company's website www.emamiltd.in.
22. M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (Firm registration No 301003E/E300005), were appointed as Statutory Auditors of the Company to hold office from the conclusion of 34th Annual General Meeting of the Company held on 2nd August 2017 till the conclusion of the 39th Annual General Meeting of the Company, subject to ratification by members every year as prescribed under then prevailing provisions of the Companies Act 2013.
- In view of the changes in provisions of section 139 of the Companies 2013 ratification of appointment is not proposed.
23. A route map and prominent landmark for easy location of the venue of the meeting is enclosed with this Notice.

24. Voting Option:

(I) VOTING THROUGH ELECTRONIC MEANS

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has provided remote 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.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. July 25, 2018 only shall be entitled to avail the facility of remote e-voting / voting through Ballot Form at the Meeting. A person who is not a member as on the cut- off date should treat this notice for information purpose only.

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 July 27, 2018	Up to 5.00 P.M. (IST) on July 31, 2018

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.

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

(II) VOTING AT AGM

The members who have not cast their votes through remote e-voting may attend and cast their votes at the Annual General Meeting through Ballot Form which shall be made available for use at the meeting.

The members who have already casted their votes through remote e-voting may attend the meeting but shall not be entitled to vote thereat.

Other Instructions

1. A member can opt for only one mode of voting i.e. through e-voting or through ballot form, either in person or through proxy at the meeting. If a member casts votes by all the two modes, then voting done through e-voting shall prevail and

voting through Ballot form at the venue of the meeting shall be treated as invalid.

2. The Company has appointed Mr. Manoj Kumar Banthia, Practicing Company Secretary (Membership no-A11470/CP-7596) of M/s. MKB & Associates, Company Secretaries, Kolkata to act as the Scrutinizer to scrutinize the Ballot Forms and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
3. The Scrutinizer shall after the conclusion of Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses, not in the employment of the Company. The scrutinizer shall submit the consolidated scrutinizer's report, not later than 48 (forty eight) hours of conclusion of the Meeting, to the Managing Director or any other person authorized by the Board.
4. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.emamiltd.in and on the notice board of the Company at its registered office

and on the website of CDSL www.evotingindia.com immediately after the results are declared and simultaneously communicated to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the Annual General Meeting i.e. August 1, 2018.

25. Members who are holding shares in physical form are hereby informed that SEBI has amended regulation 40 of SEBI (LODR) Regulations 2015 vide Notification dated 8th June 2018 and in terms of said notification except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerlised form with a depository after 5th December 2018.

Registered Office:

Emami Tower,
687, Anandapur
E.M. Bypass
Kolkata 700107
Date: June 15, 2018

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. 6 to 8

Item No. 6

Based on recommendation of Nomination and Remuneration Committee (NR Committee) and pursuant of provisions of Section 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has proposed reappointment of Smt. Rama Bijapurkar as an Independent Director at this Annual General Meeting of the Company for second term of 5 years with effect from September 1, 2018.

Smt. Rama Bijapurkar is an acknowledged expert in Marketing and her guidance and support has helped the company in developing a Marketing strategy aimed at penetration of new markets and placement of new products besides ensuring dominant position or growth of existing products and markets.

NR Committee at its meeting held on May 3, 2018, evaluated the performance of all the Independent

Directors including Smt. Rama Bijapurkar and concluded that her performance was satisfactory.

She is on the Board of Nestle India Ltd, RBL Bank Ltd, Mahindra & Mahindra Financial Services Ltd among others. She has served as an independent director on the board of several India's blue chip companies including Axis Bank, Crisil, Infosys, Bharat Petroleum, Godrej Consumer Products, ICICI Prudential Life Insurance Company Limited, Titan Industries, Janalakshmi Financial Services, National Payments Corporation of India etc.

The Board considered that her continued association would be of immense benefit to the Company and it is desirable to continue to avail her services.

Accordingly, the Board recommends the resolution for re-appointment of Smt. Rama Bijapurkar as an Independent Director for the approval by the shareholders of the Company by way of special resolution in this AGM.

Smt Rama Bijapurkar fulfills the conditions specified in the Companies Act, 2013 and rules made there under for her re-appointment as an Independent Director of the Company.

The Company has received declaration to this effect that she meets the criteria of Independent Director as provided under section 149 (6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except 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 re-appointment of Smt. Rama Bijapurkar 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 Saturdays till the date of Annual General Meeting.

Disclosures required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 of ICSI is set out as the annexure to this Notice.

Item No 7

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on June 7, 2018 prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Shri Y. P. Trivedi, Shri K. N. Memani, Shri S. B. Ganguly and Shri P. K. Khaitan who were reappointed as an Independent Directors of the Company at the 34th Annual General Meeting of the Company held on August 2, 2017 for a period of five years by way of special resolution have attained the age of 75 years.

In view of the said provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, NR Committee discussed the matter and recommended the continuation of Directorship of the above Independent Directors for the remaining period of their term.

Shri K.N. Memani is a Chartered Accountant and former Chairman and Country Managing Partner of Ernst and Young, India. He is expertise in business and corporate advisory, foreign taxation, financial consultancy and has advised several domestic and foreign companies on corporate affairs.

Shri Y.P. Trivedi, eminent tax expert and advocate, Supreme Court and he is conversant with the Company's business, industry and other areas relating to the Company.

Shri S. B. Ganguly is the former Chairman of Exide Industries Ltd. He is Chairman of Audit Committee of

the Company. He brings an independent judgement on the Board's discussions especially on issues related to strategy, operational performance and risk management.

Shri Pradip Kumar Khaitan Attorney-atlaw (Bell Chambers Gold Medalist). He has professional Affiliations with Bar Council of India, Bar Council of West Bengal, Indian Council of Arbitration, New Delhi and Incorporated Law Society of Calcutta. Shri Khaitan is the Senior Partner of Khaitan & Co. and is widely regarded as amongst the most influential legal practitioners in India. With over 50 years of experience, Mr. Khaitan has advised on a wide range of transactions. He regularly advises on strategic decisions and sensitive commercial and legal issues.

The above mentioned Independent Directors are experts in their respective fields and their experience and valuable guidance is beneficial to the Company.

The Board based on the recommendation of NR Committee and considering benefits of the expertise of the aforesaid independent Directors, has recommended the resolution for approval of shareholders by way of special resolution.

Except the above Directors, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No 8

Upon the recommendation of the Audit Committee, the Board of Directors in its meeting held on May 3, 2018, has re-appointed M/s. V. K. Jain & Co., Cost Accountants at a remuneration of ₹1,50,000/- (Rupees One lac fifty thousand only) plus applicable taxes and out of pocket expenses for conducting audit of the cost records of the Company as applicable to the Company for the financial year 2018-19. 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: June 15, 2018

By Order of the Board

A. K. Joshi
Company Secretary & VP-Legal

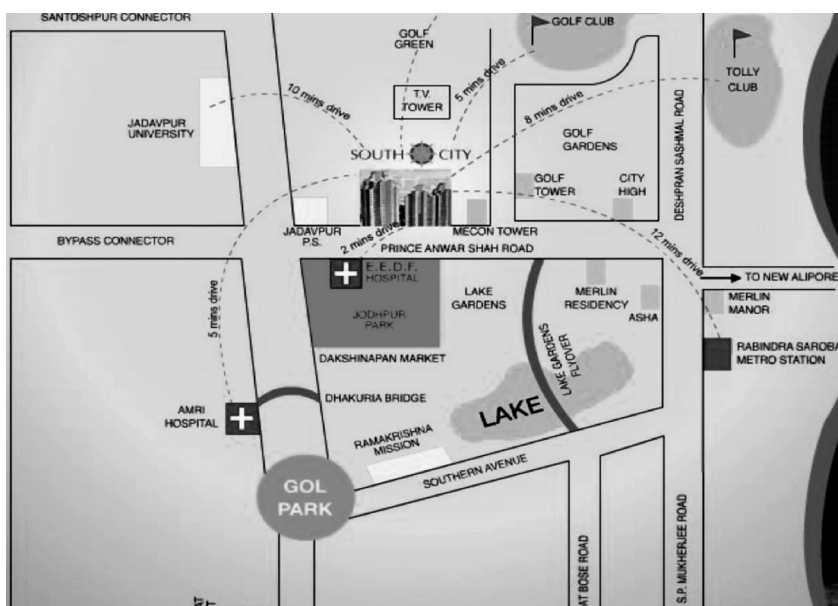
ANNEXURE TO THE NOTICE

Disclosure required under Section 196 (4) of the Companies Act, 2013,
Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 of ICSI

Name	Shri H. V. Agarwal	Smt Priti A Sureka	Shri Prashant Goenka	Smt Rama Bijapurkar
Director Identification Number	00150089	00319256	00703389	00001835
Date of Birth/ Age	12-07-1976	23-05-1972	30-10-1973	12.02.1957
Date of first Appointment on the Board	15-01-2005	30-01-2010	20-01-2014	01.09.2015
Experience in Specific Functional Area	Extensive knowledge and experience in marketing and brand development	Extensive knowledge and experience in marketing and brand development	Extensive knowledge and experience in International marketing and brand development	Extensive knowledge and experience on market strategy and India's consumer economy
Qualifications	Commerce Graduate	B.A	MBA (International Marketing), Diploma in Finance and Marketing	B.Sc in Physics & PGDM
Terms and Conditions of Appointment / Re-appointment	Re-appointment on retiring by rotation	Re-appointment on retiring by rotation	Re-appointment on retiring by rotation	Reappointed as per explanatory statement item No 6
Details of remuneration sought to be paid	Not applicable	Not applicable	Not applicable	Not applicable
Last drawn remuneration	Not applicable	Not applicable	Not applicable	Not applicable
Relationship with other Directors and Key Managerial Personnel	Son of Shri R. S. Agarwal & brother of Shri A.V. Agarwal & Smt Priti A Sureka	Daughter of Shri R. S. Agarwal and Sister of Shri A. V. Agarwal & Shri H. V. Agarwal.	Nephew of Shri R. S. Goenka & Shri S.K. Goenka	None
Directorship in Companies	Emami Limited TMT Viniyogan Limited Indian Chamber of Commerce Calcutta Diwakar Viniyog Private Limited Aviro Vyapaar Limited Ajanta Suppliers Private Limited Suntrack Commerce Private Limited	Emami Limited Aviro Vyapaar Private Limited Aviro Vanijya Private Limited Emami Group of Companies Private Limited. Aviro Writing Instruments Pvt. Ltd. CRI Limited	Emami Limited Prestige Vyapaar Limited YPO (Calcutta) Emami Group of Companies Private Limited Raviraj Viniyog Private Limited	Emami Limited Nestle India Limited RBL Bank Limited Mahindra and Mahindra Financial Services Limited Ambit Private Limited People Research on India's Consumer Economy National Payments Corporation of India

Name	Shri H. V. Agarwal	Smt Priti A Sureka	Shri Prashant Goenka	Smt Rama Bijapurkar
Chairman/Member in the Committees of the Boards of companies	Chairman: None Member 1.Stakeholders Relationship Committee-Emami Limited 2.Share Transfer Committee-Emami Limited 3.Risk Management Committee-Emami Limited 4.Corporate Social Responsibility Committee-Emami Limited 5.Finance Committee-Emami Limited	Chairman: None Member 1.Share Transfer Committee-Emami Limited 2.Risk Management Committee-Emami Limited 3.Corporate Social Responsibility Committee-Emami Limited 4.Finance Committee-Emami Limited	Chairman: None Member 1.Corporate Social Responsibility Committee-Emami Limited 2.Stakeholders Relationship Committee-Emami Limited	Chairman: 1. Stake holders relation ship Committee- Nestle India Limited 2. Stake holders relation ship Committee- Mahindra and Mahindra Financial Services Limited Member 1. Stakeholders Relationship Committee- RBL Bank Limited 2. Audit Committee- Mahindra and Mahindra Financial Services Limited
No. of Shares held in the Company	5,35,133	34,10,000	95,000	NIL
Number of meetings of the Board attended during the year	4(Four)	4(Four)	1(One)	2(Two)

Route Map to the Venue of AGM



DATE: AUGUST 1, 2018 AT 11:30 A.M.

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

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

- (i) The voting period begins on Friday, July 27, 2018 (9:00 AM) (IST) and ends on Tuesday, July 31, 2018 (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 i.e. Wednesday, July 25, 2018, 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.
- (v) 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.
- (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.

(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. • 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.
Dividend Bank Details OR Date of Birth (DOB)	<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).

- (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 to share your password with any other person and take utmost care to keep your password confidential.

- (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 to Emami Limited 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.



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 ₹1 each of the Company, hereby appoint:

1. Name:

(In BLOCK Letter)

Address:

E-mail Id:Signature: or failing him

2. Name:

(In BLOCK Letter)

Address:

E-mail Id:Signature: or failing him

3. Name:

(In BLOCK Letter)

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 35th Annual General Meeting of the Company, to be held on Wednesday, August 1, 2018 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, 2018, together with the Reports of the Board of Directors and Auditors thereon.			
2.	Declaration of Dividend on Equity Shares			
3.	Appointment of a Director in place of Shri H V Agarwal (holding DIN 00150089), who retires by rotation and being eligible, offers himself for reappointment.			
4.	Appointment of a Director in place of Smt Priti A Sureka (holding DIN 00319256), who retires by rotation and being eligible, offers herself for reappointment.			
5.	Appointment of a Director in place of Shri Prashant Goenka (holding DIN 00703389), who retires by rotation and being eligible, offers himself for reappointment.			
Special business				
6.	Approval to reappointment of Smt Rama Bijapurkar (holding DIN 00001835) as an Independent Director to hold office for further term of 5 years from September 1, 2018			
7.	Approval for continuation of Directorship of Shri Y P Trivedi, Shri K N Memani, Shri S B Ganguly and Shri P K Khaitan who were reappointed as Independent Directors for a period of 5 years from 34th Annual General Meeting till conclusion of 39th Annual General Meeting and who have attained the age of 75 years, for the remaining period of their existing term of directorship as Independent Directors of the Company			
8.	Ratification of the fee of ₹1,50,000 (Rupees One lakh fifty 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 2018-19			

Signed this day of.....2018

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
--

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.