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: contact@emamigroup.com

Notice

NOTICE is hereby given that the **Thirty Second Annual General Meeting** of the Members of Emami Limited will be held on Wednesday, 5th August 2015 at 11:30 am at South City International School Auditorium, 375, Prince Anwar Shah Road, Kolkata-700068, West Bengal to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Audited consolidated Financial Statements) of the Company for the financial year ended on March 31, 2015 together with the Reports of the Board of Directors and Auditors thereon.

2. To confirm the payment of Interim Dividend and declare Final Dividend on Equity Shares for the financial year ended on March 31, 2015.

3. To appoint a Director in place of Shri Mohan Goenka (holding DIN 00150034), who retires by rotation and being eligible, offers himself for reappointment.

4. To appoint a Director in place of Shri S.K. Goenka (holding DIN 00149916), who retires by rotation and being eligible, offers himself for reappointment.

5. To appoint a Director in place of Shri H.V. Agarwal (holding DIN 00150089), who retires by rotation and being eligible, offers himself for reappointment.

6. To ratify the appointment of M/s S. K. Agrawal & Co, Chartered Accountants (Firm Registration No. 306033E) as the Statutory Auditors of the financial year 2015-16 and to fix their remuneration.

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 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Shares and Debentures) Rules, 2014 including any statutory modification, amendment, substitution or re-enactment thereof, for the time being in force and the relevant provisions of the Memorandum and Articles of Association of the Company and subject to directions and / or regulations issued by SEBI or RBI in this regard, approval(s) of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute to exercise its powers conferred by this Resolution) to issue/offer/invite for subscription to Unsecured Redeemable Non-Convertible Debentures ('NCDs') on private placement basis, in one or more tranches during a period of one year from the date of passing of this resolution, to eligible person(s), provided the outstanding amount at any time during the period shall not exceed ₹700 crores (Rupees Seven hundred crores only), within the overall borrowing limits of the Company."

   "RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board / any Committee of the board be and is hereby authorised to do all such acts, deeds and things and give such direction as may be deemed necessary or expedient to give effect to the above resolution, including determining the terms and conditions of NCD."

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

   "RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company through postal ballot on 18th November 2010, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act,

2013, as amended from time to time, and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed ₹1,500 crores (Rupees fifteen hundred crores over and above the aggregate of Paid-up Share Capital and Free Reserves.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

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

"RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, the consent of Shareholders of the Company be and is hereby accorded to the re-appointment of Smt. Priti A Sureka (holding DIN 00319256) as a Whole-time Director of the Company for the period of five years with effect from 30th January, 2015 on the term and conditions as enumerated in the Explanatory Statement to this Notice and the Agreement dated February 16, 2015 as placed before the meeting which agreement is hereby specifically approved."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

10. 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(3) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the consent of the Company be and is hereby given for payment of remuneration of ₹1,35,000/- (Rupees One lakh thirty five thousand only) plus applicable taxes and out of pocket expenses for conducting audit of the cost records of the Company for the year 2015-16 as may be applicable to the Company under Section 148 of the Companies Act, 2013 and rules made there under, 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 13th May, 2015"

Registered Office:
Emami Tower,
687, Anandapur
E.M. Bypass
Kolkata - 700107
Date: 13th May 2015

By Order of the Board

A.K. Joshi
Company Secretary & AVP-Legal

Notes:

1. **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.**

2. 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.

3. 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.

4. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Book of the Company shall remain

closed from Thursday, 30th July 2015 to Wednesday, 5th August 2015 (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:

a. As beneficial owners as at the end of business on Wednesday, 29th July, 2015 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

b. 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., 6, Mangoe Lane, Kolkata 700 001 on or before Wednesday, 29th July 2015. The instruments of share transfers complete in all respects should reach the said Registrar and Share Transfer Agents well before the above date.

5. 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 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.

6. 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.

7. Electronic copies of the Annual Report are being sent to all the members whose e-mail IDs are registered with the Company/Depository Participants(s) 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 in the permitted mode.

8. 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(s) 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 32nd 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.

9. Pursuant to Section 125 of the Companies Act, 2013 the amount of dividend remaining unclaimed/unpaid for seven years shall be transferred to the Investors' Education and Protection Fund when the same becomes due. Members who have not yet encashed dividend warrants are requested to claim the same from the Company.

10. The related Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business under item no. 7 to 10 as set out above is annexed hereto.

11. 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.

12. Members/proxies should bring their attendance slips sent herewith, duly filled in, for attending the Meeting.

13. A statement containing details of the Directors seeking appointment/reappointment at the forthcoming Annual General Meeting as required under Clause 49 of the Listing Agreement is annexed.

14. 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 meeting.

15. 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.

16. 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.emamiltd.in.

17. 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 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 THROUGH BALLOT

The Company is providing the facility of ballot form in terms of Clause 35B of the Listing Agreement, to those shareholders, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice. The Ballot form along with the self-addressed postage prepaid envelope and the instructions is enclosed along with the Annual Report. The last date for receiving the ballot form will be 4th August, 2015 at 5:00 p.m. Ballot forms received after this date shall not be considered.

(III)VOTING AT AGM

The members who have not casted their votes either electronically or through Ballot Form, 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 or by ballot. If a member casts votes by all the three modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.

2. The Company has appointed Mr. Manoj Banthia, Practicing Company Secretary (Membership No. 11470), to act as the Scrutinizer. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in presence of atleast 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.emamiltd.in and on the website of CDSL www.evotingindia.com within three (3) days of passing of the resolution at the Annual General Meeting of the Company and the same shall also be communicated to BSE Limited, National Stock Exchange of India Limited, Calcutta Stock Exchange Limited where the shares of the Company are listed.

18. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.

Registered Office:
Emami Tower,
687, Anandapur
E.M. Bypass
Kolkata - 700107
Date: 13th May 2015

By Order of the Board

A.K. Joshi
Company Secretary & AVP-Legal

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of resolution at item no. 7 to 10

Item No. 7

With a view to raise long term financial resources for various capital expenditures and long term corporate requirements, the Board of Directors of the Company at its meeting held on May 13, 2015 has approved the issue of Unsecured Redeemable Non-Convertible Debentures ("NCDs") on private placement basis to Banks, Mutual Funds etc. for an amount not exceeding ₹700 crores (Rupees Seven hundred crores only), subject to the approval of the shareholders of the Company. Such NCDs are proposed to be issued at par, i.e., at face value, in one or more tranches within a period of 1 (one) year from the date of passing this Special Resolution. Further, the issue amount of NCDs will be within the overall borrowing limits of the Company as per Section 180 (1) (c) of the Act.

As per Sections 42 and 71 of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, a company offering or making an invitation to subscribe to NCDs on private placement basis is required to obtain the prior approval of the Shareholders by way of a Special Resolution. Such an approval can be obtained once a year for all the offers and invitations to be made for such NCDs during the year.

The Board commends the Special Resolution as per the accompanying Notice, for approval by the Shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the aforesaid resolution.

Item No 8:

Under the erstwhile Section 293(1)(d) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the shareholders obtained by an Ordinary Resolution, borrow monies, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose.

The shareholders of the Company, through postal ballot resolution dated 18th November 2010 had accorded their consent to the Board of Directors for borrowing up to ₹3000 crores or the aggregate of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher.

Under the provisions of Section 180(1)(c) of the Act, which were made effective from September 12, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution.

As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the paid up capital and free reserves of the Company.

It is proposed to authorize the Board of Directors to borrow such monies (apart from temporary loans obtained in the ordinary course of business), provided that the total amount so borrowed by the Board shall not at any time exceed ₹1500 crores (Rupees Fifteen Hundred Crore) over and above the aggregate of Paid-up Share Capital and Free Reserves.

The Board commends the Special Resolution as per the accompanying Notice, for approval by the Shareholders of the Company.

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

Item No. 9

The Board of Directors at its meeting held on 28th January, 2015 re- appointed Smt. Priti A Sureka (holding DIN 00319256) as a Whole-time Director of the Company with effect from 30th January, 2015 for the period of five years on the basis of recommendation of Nomination and Remuneration Committee.

Smt Priti A Sureka is a Bachelor of Arts (Honor) and has established her place among the top woman corporate leaders of the country. A key member of the Emami strategic think tank and one of the key drivers of the crucial Marketing Division, she also heads the company's R & D and Market Research Divisions. She spearheads Marketing of Boroplus range and other skin care /hair care brands.

She has made significant contribution in Research & Development activities and under her guidance the Company has launched various new products and achieved significant cost and efficacy optimization.

She also serves as a woman Director on the Board of the Company. Smt Priti A Sureka is a self-motivated, dynamic and innovative individual with cross-functional expertise in the FMCG business and a commitment of the highest level.

The Nomination and Remuneration Committee has approved her terms of re-appointment and remuneration

in its meeting held on 28th January 2015. For the purpose, an agreement has been entered into by the Company with the Whole-time Director on 16th February 2015. The main terms and conditions of her re-appointment as a Whole-time Director, as contained in the said agreement dated 16th February 2015 are furnished below:

a. Term of appointment: - Five years with effect from 30th January 2015

b. Salary : ₹4,50,000 (Rupees four lacs fifty only) per month

c. Perquisites:

   1. Leave travel allowance for self and family once in a year as per rules of the Company.

   2. Medical expenses actually incurred by her and her family.

   3. Club Membership Fee subject to maximum two clubs.

   4. Provision for use of car for official business – personal use of car will be billed to the Whole Time Director.

   5. Provision for Telephone at residence-personal long distances calls will be billed to Whole Time Director.

d. The Company will make suitable contribution towards Provident Fund, Superannuation Fund and Annuity Fund.

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

f. Leave as per Rules of the Company including encashment of unavailed leave at the end of tenure.

Overall remuneration:

The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit prescribed from time to time under Sections 197,198 and all other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactment thereof for the time being in force or otherwise as may be permissible at law.

Minimum Remuneration:

Where in any financial year, the Company has no profits or its profits are inadequate, the remuneration will be as per Section II of the part II of the Schedule V of the said Act.

Other terms:

1. The Whole-time Director, subject to the superintendence, control and direction of the Board of Directors of the Company, shall conduct and manage the business and affairs of the Company in matters of Marketing, Research & Development, Market Research and other related matter as specified in the agreement.

2. The Whole-time Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or committee thereof.

3. The agreement may be terminated by either party by giving to the other party six months' notice of such termination.

Your Directors seek your approval to the said resolution as set out in the notice. Except Smt. Priti A Sureka (the appointee herself), Shri R. S. Agarwal, Shri H. V. Agarwal and Shri A.V. Agarwal (her relatives), none of other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested , financially or otherwise in said Resolution.

Copy of the agreement dated 16th February, 2015 referred above is available 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 ensuing Annual General Meeting.

Item No. 10

The Board of Directors in its meeting held on 13th May, 2015, had re appointed 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 2015-16. 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: 13th May 2015

By Order of the Board

A.K. Joshi
Company Secretary & AVP-Legal

Particulars of Directors seeking re-appointment at the forthcoming Annual General Meeting

(in pursuance of Clause 49 of the Listing Agreement)

Name	Shri Mohan Goenka	Shri S. K. Goenka	Shri H. V. Agarwal	Smt. Priti A Sureka
Date of Birth	20.01.1973	06.05.1956	12.07.1976	23.05.1972
Date of Appointment	15.01.2005	17.05.1995	15.01.2005	30.01.2010
Experience in Specific Functional Area	Extensive knowledge and experience in marketing and brand development	Extensive knowledge and experience in production, factory operations, distribution, procurement and packaging	Extensive knowledge and experience in marketing and brand development	Extensive knowledge and experience in marketing and brand development
Qualification	Commerce Graduate & MBA	Commerce Graduate	Commerce Graduate	Bachelor of Arts
Relationship with other directors	Son of Shri R.S. Goenka	Brother of Shri R.S. Goenka	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.
Directorship in Companies	1.Emami Limited 2.Bhanu Vyapar Private Limited 3. Emami Enclave Makers Private Limited 4.The Calcutta Stock Exchange Limited	1. Emami Limited 2. Emami Highrise Private Limited 3. Diwakar Viniyog Private Limited 4.Emami Education and Research Foundation	1.Emami Limited 2.Diwakar Viniyog Private Limited 3.TMT Viniyogan Limited 4.Aviro Vyapaar Limited 5.Emami (UK) Limited 6. Ajanta Suppliers Private Limited 7. Suntrack Commerce Private Limited	1.Emami Limited 2. Aviro Vyapar Private Limited 3. Aviro Vanijya Private Limited 4.Emami Group of Companies Private Limited.
Chairman/ Member in the Committees of the Boards of the companies	**Chairman** Share Transfer Committee-Emami Limited **Member** 1.Stakeholders Relationship Committee-Emami Limited 2.Share Transfer Committee-Emami Limited 3.Risk Management and Finance Committee-Emami Limited 4.Corporate Social Responsibility Committee-Emami Limited.	**Chairman** Corporate Social Responsibility Committee-Emami Limited. **Member** 1.Risk Management and Finance Committee-Emami Limited	**Chairman** None **Member** 1.Stakeholders Relationship Committee-Emami Limited 2.Share Transfer Committee-Emami Limited 3.Risk Management and Finance Committee-Emami Limited 4.Corporate Social Responsibility Committee-Emami Limited	**Chairman** None **Member** 1.Share Transfer Committee-Emami Limited 2.Risk Management and Finance Committee-Emami Limited 3.Corporate Social Responsibility Committee-Emami Limited
No. of Shares held in the Company	240450	714430	1479633	4950000

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

(i) The voting period begins on Saturday, 1st August, 2015 (9:00 AM) (IST) and ends on Tuesday, 4th August, 2015 (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 Wednesday, 29th July, 2015, 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the 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)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (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 <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.

emami limited

CIN: L63993WB1983PLC036030

Registered office: Emami Tower, 687, Anandapur, E M Bypass, Kolkata-700107, West Bengal
Phone No. +91 33 6613 6264, tele fax: 91 33 6613 6600
website: www.emamiltd.in, e-mail: contact@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

Please Cut Here

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 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 32nd Annual General Meeting of the Company, to be held on Wednesday, 5th August, 2015 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:

Ordinary Business

1 Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended March 31, 2015, together with the Reports of the Board of Directors and Auditors thereon.

2 Confirmation of the Interim Dividend and declaration of Final Dividend on Equity Shares.

3 Appointment of a Director in place of Shri Mohan Goenka (holding DIN 00150034), who retires by rotation and being eligible, offers himself for reappointment.

4 Appointment of a Director in place of Shri S. K. Goenka (holding DIN 00149916) who retires by rotation and being eligible, offers himself for reappointment.

5 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.

6 Ratification of appointment of M/s S. K. Agrawal & Co., Chartered Accountants, (Firm registration No. 306033E) as Statutory Auditors for financial year 2015-16 and to fix their remuneration

Special Business

7. Consent of the Company under section 42 and 71 of the Companies Act, 2013 to the Board of Director for issuing, making offer(s) or invitation(s) to subscribe to Unsecured Redeemable Non-Convertible Debentures ('NCDs') on private placement basis upto a sum of ₹700 crores.

8. Consent of the Company under Section 180 (1) (c) of the Companies Act, 2013 to the Board to borrow up to a sum not exceeding ₹1,500 crores over and above the aggregate of Paid-up Share Capital and Free Reserves.

9. Approval to reappointment of Smt. Priti A Sureka (holding DIN 00319256) as a Whole-time Director of the Company.

10. 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 2015-16

Affix One rupee Revenue Stamp

Signed this .....day of.....2015

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

Signature of Proxy Holder(s).....

Signature of Proxy Holder(s).....

Signature of Proxy Holder(s).....

Notes: This form of proxy in order should be duly completed and deposited at the Registered Office of the company not later than 48 hours before commencement of the meeting.

emami limited

CIN: L63993WB1983PLC036030

Registered office: Emami Tower 687, Anandapur, E M Bypass, Kolkata-700107, West Bengal

Phone No. +91 33 6613 6264, tele fax: 91 33 6613 6600

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

32nd Annual General Meeting

Ballot Form

(in lieu of e-voting)

Please Cut Here

Name(s) of the shareholder(s) (including joint holders, if any)	:	
Registered address of the Sole/First named Shareholders	:	
Folio No/DP ID & Client ID*	:	
No. of share(s) held	:	

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice dated 13th May 2015 convening the 32nd Annual General Meeting of the Company to be held on Wednesday, 5th August 2015, by conveying my/our assent or dissent to the said Resolution(s) by placing the (√) mark at the appropriate box below.

Particulars		Type of Resolution	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Ordinary Business				
1	Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended March 31, 2015, together with the Reports of the Board of Directors and Auditors thereon.	Ordinary		
2	Confirmation of the Interim Dividend and declaration of Final Dividend on Equity Shares.	Ordinary		
3	Appointment of a Director in place of Shri Mohan Goenka (holding DIN 00150034), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary		
4	Appointment of a Director in place of Shri S. K. Goenka (holding DIN 00149916) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary		
5	Appointment of a Director in place of Shri H. V. Agarwal (holding DIN 00150089) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary		
6	Ratification of appointment of M/s S. K. Agrawal & Co., Chartered Accountants, (Firm registration No. 306033E) as Statutory Auditors for financial year 2015-16 and to fix their remuneration	Ordinary		

Particulars		Type of Resolution	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Special Business				
7.	Consent of the Company under section 42 and 71 of the Companies Act, 2013 to the Board of Director for issuing, making offer(s) or invitation(s) to subscribe to Unsecured Redeemable Non-Convertible Debentures ('NCDs') on private placement basis upto a sum of ₹700 crores.	Special		
8.	Consent of the Company under Section 180 (1) (c) of the Companies Act, 2013 to the Board to borrow up to a sum not exceeding ₹1,500 crores over and above the aggregate of Paid-up Share Capital and Free Reserves.	Special		
9.	Approval to reappointment of Smt. Priti A Sureka (holding DIN 00319256) as a Whole-time Director of the Company.	Ordinary		
10.	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 2015-16	Ordinary		

Place:
Date:

.....
Signature of Shareholder

Note: Kindly read the instructions carefully before filing the form.
Valid Ballot Form to be received by the scrutinizers latest by 5:00 p.m. on 4th August, 2015.

INSTRUCTIONS

1. Members may fill up the Ballot Form and submit the same in a sealed envelope to Mr. Manoj Banthia, Practicing Company Secretary (Membership No. 11470), The Scrutinizer, Emami Limited, Secretarial Department, Emami Tower, 687, Anandapur, E M Bypass, Kolkata-700107, West Bengal, so as to reach by 5.00 pm on 4th August, 2015. Ballot Form received thereafter will strictly be treated as if not received.
2. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on Wednesday 29th July, 2015, being the cut-off date for e-voting purpose.
3. The Company will not be responsible if the envelope containing the Ballot Form is lost in transit.
4. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
5. In the event member casts his votes through both the processes, i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
6. The right of voting by Ballot Form shall not be exercised by a proxy.
7. To avoid fraudulent transactions, the identity/ signature of the members holding shares in electronic/ demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the transfer agent of the Company (i.e. M/s. Maheswari Datamatics Pvt. Ltd.)Members are requested to keep the same updated.
8. There will be only one Ballot Form for every Folio/ DP ID/Client ID irrespective of the number of joint members.
9. The ballot form should be completed and signed by the sole/first named shareholder. In absence of the first named shareholder in a joint holding, the ballot form should be completed and signed by the next named shareholder. However, where the form is sent separately by the first named shareholder and joint holder(s), the vote of the first named shareholder would be valid.
10. Where the Ballot Form has been signed by an authorized representative of the body corporate/Trust/Society, etc. a certified copy of the relevant authorization/ Board resolution to vote should accompany the Ballot Form.