

4<sup>th</sup> August, 2025

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

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

**Sub: Submission of Integrated Annual Report 2024-25 and Notice of 42<sup>nd</sup> Annual General Meeting**

Dear Sir/ Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), we are submitting herewith the Integrated Annual Report 2024-25 of the Company alongwith Notice of 42<sup>nd</sup> Annual General Meeting of the Company scheduled on **Friday, August 29, 2025 at 11:30 A.M. (IST)** through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), in compliance with the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India in this regard.

Detailed instructions for remote e-voting, participation in the AGM through VC/OAVM mode and e-voting at the AGM are provided in the Notice of the AGM.

The Integrated Annual Report for the financial year 2024-25 including Business Responsibility and Sustainability Report and Notice of AGM is being sent electronically to the shareholders who have registered their email IDs with the Company or Depository Participant(s) or Registrar and Transfer agent of the Company.

In terms of Regulation 46 of the SEBI Listing Regulations, the said Annual Report and Notice of the 42<sup>nd</sup> AGM and other relevant documents are available on the website of the Company at [www.emamilt.com](http://www.emamilt.com).

This is for your information and record.

Thanking you,  
Yours faithfully,  
**For Emami Limited**

**Ravi Varma**  
**Company Secretary and Compliance Officer**  
**Membership No: F9531**

*(Encl: As above)*



**EMAMI LIMITED**

Regd. Office: Emami Tower, 687 Anandapur, E.M. Bypass, Kolkata 700107, West Bengal, India  
P: +91 33 6613 6264 E: [contact@emamigroup.com](mailto:contact@emamigroup.com) W: [www.emamilttd.com](http://www.emamilttd.com)  
CIN: L63993WB1983PLC036030



## 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

**website:** [www.emamiltd.in](http://www.emamiltd.in) **e-mail:** [investors@emamigroup.com](mailto:investors@emamigroup.com)

## Notice

NOTICE is hereby given that the **42<sup>nd</sup> Annual General Meeting ('AGM')** of the Members of **Emami Limited** ('the Company') will be held on **Friday, 29<sup>th</sup> August, 2025 at 11:30 A. M. (IST)** through Video Conferencing and Other Audio Visual Means ("VC & OAVM") to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended on March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2025 and Report of Auditors thereon.
3. To confirm the payment of three Interim Dividends aggregating to ₹ 10/- (Rupees Ten) per equity share declared for the financial year 2024-25.
4. To re-appoint Shri Mohan Goenka (DIN: 00150034), who retires by rotation and being eligible, offers himself for re-appointment as a Director.
5. To re-appoint Shri Sushil Kumar Goenka (DIN: 00149916), who retires by rotation and being eligible, offers himself for re-appointment as a Director.

### SPECIAL BUSINESS:

6. To re-appoint Shri R. S. Agarwal (DIN: 00152996), who retires by rotation and being eligible, offers himself for re-appointment as a Director.

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 Section 152 of the Companies Act, 2013 and other applicable provisions, if any and Regulation 17(1A)

of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to continue the directorship of Shri R. S. Agarwal (DIN: 00152996), who has attained the age of 75 (seventy five) years, liable to retire by rotation and who being eligible offered himself for the re-appointment.

7. To ratify and approve the remuneration payable to M/s. V. K. Jain & Co, Cost Accountants (Firm Registration No: 00049) for the Financial year 2025-26.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the Members be and is hereby accorded for payment of remuneration of ₹ 2,00,000 (Rupees Two lakhs only) plus applicable taxes and out of pocket expenses for conducting audit of the cost accounting records of the Company for the financial year 2025-26 as may be applicable to the Company to M/s. V. K. Jain & Co., Cost Accountants (Firm Registration No: 00049) who were re-appointed as Cost Auditors of the Company by the Board of Directors of the Company at its meeting held on 16<sup>th</sup> May, 2025.

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

8. To appoint M/s. MKB & Associates, Peer reviewed firm of Company Secretaries in Practice (Firm Registration No. P2010WB042700) as Secretarial Auditors for a term of 5 (Five) consecutive years, and fix their remuneration in this regard.

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 204 of the Companies Act, 2013 (the “Act”) and other applicable provisions of the Act, if any, and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof, for the time being in force), M/s. MKB & Associates, Peer reviewed firm of Company Secretaries in Practice (Firm Registration No. P2010WB042700), be and is hereby appointed as Secretarial Auditor of the Company for a term of 5 (five) consecutive years commencing from April 1, 2025 and ending on March 31, 2030, on such terms and conditions including remuneration as set out in the explanatory statement annexed with the notice.

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

9. Re-Appointment of Shri Sushil Kumar Goenka (DIN: 00149916) as “Whole Time Director” of the Company.

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 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors), Rules, 2014 and Schedule V thereof, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), and all applicable guidelines issued by the Central Government from time to time, Articles of Association of the Company and such other approvals, as may be necessary, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the

Audit Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Shri Sushil Kumar Goenka (DIN: 00149916) as Whole Time Director of the Company, whose office shall be liable to retire by rotation and who will be attaining the age of 70 (seventy) years during his tenure, for a period of 5 (five) years w.e.f 1<sup>st</sup> April, 2026 to 31<sup>st</sup> March, 2031, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice and agreement dated 31<sup>st</sup> July, 2025 entered into between the Company and Shri Sushil Kumar Goenka.

RESOLVED FURTHER THAT the aggregate annual remuneration payable to executive directors who are promoters or members of the promoter group shall not exceed 5% of the Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013 for the respective Financial Year.

RESOLVED FURTHER THAT the Board of Directors (including Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment and / or remuneration of Shri Sushil Kumar Goenka as it may deem fit and as may be acceptable to him, subject to the same not exceeding the limits hereby sanctioned and within the overall ceiling of managerial remuneration provided under the Companies Act, 2013 or any other statute or such other limits as may be approved by the Members from time to time.

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

10. Re-Appointment of Shri Mohan Goenka (DIN: 00150034) as “Vice-Chairman & Whole Time Director” of the Company.

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, 203 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors), Rules, 2014 read with Schedule V thereof, applicable provisions of SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), and all applicable guidelines issued by the Central Government from time to time, Articles of Association of the Company and such other approvals, as may be necessary, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Shri Mohan Goenka (DIN: 00150034) as Vice-Chairman & Whole Time Director of the Company, whose office shall be liable to retire by rotation, for a period of 5 (five) years w.e.f 15<sup>th</sup> January, 2026 to 14<sup>th</sup> January, 2031, on the terms and conditions including remuneration as set out in the Explanatory Statement and agreement dated 31<sup>st</sup> July, 2025 entered into between the Company and Shri Mohan Goenka.

RESOLVED FURTHER THAT the aggregate annual remuneration payable to executive directors who are promoters or members of the promoter group shall not exceed 5% of the Net Profits

of the Company calculated as per Section 198 of the Companies Act, 2013 for the respective Financial Year.

RESOLVED FURTHER THAT the Board of Directors (including Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment and/or remuneration of Shri Mohan Goenka as it may deem fit and as may be acceptable to him, subject to the same not exceeding the limits hereby sanctioned and within the overall ceiling of managerial remuneration provided under the Companies Act, 2013 or any other statute or such other limits as may be approved by the members from time to time.

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

**Registered Office:**

Emami Tower,  
687, Anandapur,  
E.M. Bypass,  
Kolkata 700107  
Date: 31<sup>st</sup> July, 2025  
Email: [investors@emamigroup.com](mailto:investors@emamigroup.com)  
Website: [www.emamilttd.in](http://www.emamilttd.in)  
CIN: L63993WB1983PLC036030

By Order of the Board

**Ashok Purohit**  
Company Secretary & Compliance Officer  
Membership No. : F7490

**Notes:**

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of Item Nos. 6 to 10 of the accompanying Notice, is annexed hereto. Further, disclosures in relation to Item Nos. 6, 9 and 10 of the Notice, as required under Section 196 of the Companies Act, 2013, Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and 'Secretarial Standard 2 on General Meetings' issued by the Institute of Company Secretaries of India ("SS-2") forms an integral part of this Notice.
  2. The Ministry of Corporate Affairs ("MCA") has vide its circular No. 9/2024 dated 19 September 2024, read with the relevant circulars issued on the subject (collectively referred to as "MCA Circulars") and SEBI vide its circular No. 133/2024 dated 3 October 2024 (MCA Circulars and SEBI Circulars collectively referred to as "AGM Circulars") permitted the holding of the Annual General Meeting ("AGM" or "Meeting") through Video Conferencing/ Other Audio Visual Means ("VC/OAVM"), on or before 30 September 2025, without the physical presence of the shareholders at a common venue. In compliance with the provisions of the Act, the Listing Regulations and AGM Circulars, the 42<sup>nd</sup> AGM of the Company is being held through VC/OAVM.
  3. The Company will conduct the AGM through VC/ OAVM from its Registered Office, i.e, Emami Tower, 687, Anandapur, E.M. Bypass, Kolkata 700107, which shall be deemed to be venue of the meeting.
  4. Institutional/ Corporate members (i.e. other than individual / HUF, NRI, etc.) intending to send their authorized representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send, scanned certified true copy (PDF/ JPEG Format) of the board or Governing body Resolution/ Authorization etc. authorizing their representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting. Detailed instruction are provided under Section "THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING" point no. 13.
  5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the AGM Circulars through VC/OAVM, therefore physical attendance of Members has been dispensed with.
- Accordingly, the facility for members to designate proxy(ies) is not provided for this AGM. Therefore, this notice does not include the proxy form, attendance slip or route map as an appendix.
6. Members attending the meeting through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act. Members holding equity shares as on Friday, **22<sup>nd</sup> August, 2025 ("Cut-off date")** shall be eligible to attend and vote on resolutions proposed at the AGM, by following the procedure outlined in the Notice.  
  
Any person who is not a Member as on the Cut-off date shall treat this Notice for information purpose only.
  7. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote electronically during the AGM.
  8. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in this Notice or Explanatory Statement will be available electronically for inspection by the Members before as well as during the AGM. Members seeking to inspect such documents can send an e-mail to [investors@emamigroup.com](mailto:investors@emamigroup.com)
  9. The recorded transcript of the AGM will be hosted on the website of the Company i.e. [www.emamiltd.in](http://www.emamiltd.in)
  10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant (DP) and holdings should be verified from time to time.
  11. **RECEIVING NOTICE OF AGM & ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL IDs**
    - Pursuant to the aforesaid AGM Circulars, Notice of the 42<sup>nd</sup> AGM and Integrated Annual Report 2024-25 along with login details for joining the AGM through VC/ OAVM including e-voting is being sent only through electronic mode to the members whose email addresses are registered with the Company or Depository Participant(s) or RTA, unless the members have registered their request for physical copy of the same. Further, as required under

Regulation 36 of the Listing Regulations, members who have not registered their e-mail addresses will receive a letter with a web link and exact path to access the Integrated Annual Report of the Company.

- Members may also note that the Notice of the 42<sup>nd</sup> AGM and the Integrated Annual Report for the Financial Year 2024-25 including therein the Audited Financial Statements will be available on the Company's website at [www.emamilttd.in](http://www.emamilttd.in), websites of BSE and NSE at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) for their view/download.
- Process for those shareholders whose email/mobile no. are not registered with the company/depositories:
  - ▶ Physical shareholders- Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company / RTA at [investors@emamigroup.com](mailto:investors@emamigroup.com)/ [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) along with the copy of the signed request letter in Form ISR 1 mentioning the Folio No., name and address of the member along with scanned copy of the share certificate (front/back), self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the member. Members may download the prescribed form from the Company's website at <https://www.emamilttd.in/>
  - ▶ Demat shareholders- Members holding shares in dematerialised mode are requested to register/ update their email addresses and mobile no. with the relevant Depository Participants (DP). For any further clarification, the shareholders may send requests to the Company's investor email id: [investors@emamigroup.com](mailto:investors@emamigroup.com)

## 12. GENERAL INFORMATION FOR SHAREHOLDERS

- Members are informed that the final dividend amount for the Financial year ended 2017-2018

remaining unclaimed and interim dividends for the Financial year ended 2018-19 shall become due for transfer to the Investor Education and Protection Fund ('IEPF') established by the Central Government in the year 2025 and 2026. Details are provided in the Corporate Governance Report.

- Any member, who has not claimed the dividend, is requested to approach the Company/ the RTA in this respect.
- The Company has been sending reminders to those members who have unpaid/ unclaimed dividends for 7 (seven) consecutive years before transfer of their shares to the IEPF. Details of the unpaid/ unclaimed dividend are also uploaded as per the requirements, on the Company's website [www.emamilttd.in](http://www.emamilttd.in)
- The Company has already transferred all shares, which were due for transfer (in respect of which dividend has not been claimed for seven consecutive years or more) to the designated DEMAT Account of the IEPF.
- Members whose dividend / shares have been transferred to the IEPF, may claim their dividend and shares from the IEPF, by submitting an application in the prescribed web-form IEPF 5, in accordance with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.
- **Updation of PAN, KYC, Choice of Nomination and Bank details by Members:**
  - SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to the Depository participant (DP) with whom they are maintaining their DEMAT account. Members holding shares in physical form can submit their copy of PAN to the Company / RTA.
  - Members holding shares in physical form are requested to furnish Form ISR-1, Form ISR-2 and SH13 to update KYC and choice of Nomination (in case the same are not already updated), to the RTA.

- In accordance with Section 72 of the Act and the rules adopted thereunder, members who own shares in single names and physical form are encouraged to make nomination in respect of their shareholding in the Company by submitting Form No. SH-13 to the RTA. Members who possess electronic shares may send the same to their DP(s).
  - SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, has mandated that with effect from April 1, 2024, dividend to security holders who are holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made only after the shareholders furnish their PAN, contact details (postal address with PIN and mobile number), Bank Account details & Specimen Signature ("KYC").
  - Members may further note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate, claim from unclaimed suspense account, splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition etc. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on Company's website and on the website of the Company's RTA. It may be noted that any service request can be processed only after the folio is KYC compliant.
  - Pursuant to the provisions of Regulation 40 of the SEBI Listing Regulations, securities can be transferred only in dematerialised form w.e.f., 1<sup>st</sup> April 2019. Members are requested to convert their physical holdings into demat form to avoid any possibility of loss, mutilation, etc., of physical share certificates. Any shareholder who is desirous of dematerializing their securities may write to their respective Depository Participant (DP).
  - Members holding shares in demat mode are requested to update their details with their Depository Participants at the earliest.
  - Non-Resident Indian Members are requested to inform RTA, immediately of:
    - a. Change in their residential status on return to India for permanent settlement.
    - b. Particulars of their bank account maintained in India with complete name, account number, account type and branch address of the Bank with PIN code.
  - SEBI and MCA encourage paperless communication as a contribution to Green environment. Members holding shares in physical mode are requested to register their e-mail id with the RTA for receiving all communications including annual reports, notices, circulars etc. from the Company electronically.
  - SEBI through circular nos. SEBI/HO/OIAE/OIAE\_IAD1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023 along with master circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated August 11, 2023 and as updated as on December 20, 2023, has introduced guidelines for an additional mechanism enabling investors to address their grievances using Online Dispute Resolution ('ODR') via a common ODR portal. Pursuant to the aforementioned circulars, post exhausting the options to resolve their grievances directly with the Company's Registrar and Share Transfer Agent (RTA), as well as through the existing SCORES platform, investors can now initiate dispute resolution through the ODR Portal. SEBI Circulars can be accessed on SEBI's website at [www.sebi.gov.in](http://www.sebi.gov.in)
13. **THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:**
- A. VOTING THROUGH ELECTRONIC MEANS:**
- In compliance with provisions of Section 108 of the Companies Act, 2013 ("Act") and

Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 (“Listing Regulations”), the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business shall be transacted through e-voting Services.

The facility of casting the votes by the Members using an electronic voting system (“remote e-voting”) shall be provided by **Central Depository Services (India) Limited (CDSL)**.

**Step 1 :** Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

**Step 2 :** Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The Remote e-voting period begins on **Monday, 25<sup>th</sup> August, 2025 9:00 A.M (IST) and ends on Thursday, 28<sup>th</sup> August, 2025 5:00 P.M (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) i.e. **Friday, 22<sup>nd</sup> August, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the Member, the Member will not be allowed to change it subsequently or cast the vote again.

(ii) The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

(iii) Shareholders who have already voted prior to the meeting date would be entitled to attend the AGM. However, they shall not be entitled to vote at the meeting venue.

(iv) The Company has appointed **Shri Raj Kumar Banthia (CP No. 18428), Partner in MKB & Associates, Practicing Company Secretary, as the Scrutinizer** to scrutinize the e-voting process in a fair and transparent manner.

#### **Step 1 Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.**

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-voting facility provided by Listed Companies, SEBI in order to increase the efficiency of the voting process, has decided to enable e-voting to all the demat account holders (including public noninstitutional Shareholders/retail Shareholders) by way of a single login credentials, through their Demat accounts or websites of Depositories/Depository Participants (DPs). Demat account holder shall be able to cast their vote without having to register again with the e-voting service providers

Pursuant to aforesaid SEBI Circular, Login method for e-voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat Mode with <b>CDSL Depository</b>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.</p>

Type of shareholders	Login Method
	<p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services Shareholders website of NSDL. Open web browser by typing the following URL: <a href="http://eservices.nsd.com">eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e- voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="http://eservices.nsd.com">eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="http://www.evoting.nsd.com">www.evoting.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Shareholders Depository Participant registered with NSDL/CDSL for e-voting facility. After successful (holding securities login, you will be able to see e-voting option. Once you click on e-voting option, in demat mode) you will be redirected to NSDL/CDSL Depository site after successful authentication, login through their wherein you can see e-voting feature. Click on Company name or e-voting service <b>Depository</b> provider name and you will be redirected to e-voting service provider's website for <b>Participants</b> casting your vote during the remote e-voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

## Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

### Step 2 Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for e-voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on "Shareholders" module.
  - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

Login type	For Physical shareholders and non-individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company/ RTA or contact Company/ RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account with the depository or in the Company records in order to login. <ul style="list-style-type: none"> <li>● If both the details are not recorded with the depository or Company please enter the Birth (DOB) member id/ folio number in the Dividend bank details fields.</li> </ul>

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for evoting on the resolutions contained in this Notice.
- (v) Click on the EVSN 250801011 of the Company
- (vi) 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.
- (vii) The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xii) 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.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiv) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are mandatorily required to to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address [scrutinizermkb@gmail.com](mailto:scrutinizermkb@gmail.com), and to the Company at the email address [investors@emamigroup.com](mailto:investors@emamigroup.com)

(designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE MEETING THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- (i) The procedure for attending meeting & e-voting on the day of the Meeting is same as the instructions mentioned above for e-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- (iii) The Members can join the AGM in the VC/OAVM 30 minutes before and within 15 minutes after the scheduled time of the commencement of the Meeting on a first-come-first-serve basis, by following the procedure mentioned in the Notice.
- (iv) The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (v) Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the Meeting.
- (vi) Only those shareholders, who are present in the Meeting through VC/OAVM and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the Meeting.
- (vii) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (viii) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (ix) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (x) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [investors@emamigroup.com](mailto:investors@emamigroup.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [investors@emamigroup.com](mailto:investors@emamigroup.com). These queries will be replied to by the company suitably by email. The Company may limit the number of speakers and/ or abate limited time for speaking at the AGM.
- (xi) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (xii) If any Votes are cast by the shareholders through the e-voting available during the meeting and if the same shareholders have not participated in the meeting through VC/OAVM, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending Meeting & e-voting from the CDSL eVoting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact

at toll free no. 1800 21 09911 All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

14. The Scrutinizer will submit his Consolidated Report after the conclusion of AGM on the total votes cast in favour or against the resolutions, if any, to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same

and declare the results of the voting not later than two working days of the conclusion of AGM.

15. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.emamiltd.in/investors/agm-postal-ballots/agm](http://www.emamiltd.in/investors/agm-postal-ballots/agm). The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed.
16. On receipt of the requisite number of votes, the Resolutions specified in the Notice shall be deemed to have been passed on the date of the Annual General Meeting.

**Registered Office:**

Emami Tower,  
687, Anandapur,  
E.M. Bypass,  
Kolkata 700107  
Date: 31<sup>st</sup> July, 2025  
Email: [investors@emamigroup.com](mailto:investors@emamigroup.com)  
Website: [www.emamiltd.in](http://www.emamiltd.in)  
CIN: L63993WB1983PLC036030

By Order of the Board

**Ashok Purohit**

Company Secretary & Compliance Officer  
Membership No. : F7490

## Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of resolution at item no. 6 to 10: -

### Item No. 6:

Shri R. S. Agarwal and Shri R. S. Goenka, founders of the diversified business conglomerate, "Emami Group" began their entrepreneurial journey in mid-1970's with the launch of their first Emami products such as Emami Vanishing Cream and Emami Talcum Powder. Known for their utmost dedication, unflinching determination and indomitable courage, the founders, despite facing the stiff competition from established players including MNCs, could established these differentiated products as market leaders in a short span of two years. Encouraged by their first success, their belief in innovation being the strength required to grow further in a highly competitive market became stronger and thus, 'innovision' as coined by the founders, became an integral part of every product, packaging, communication etc. Both the founders' strength in strategy and decision making coupled with keen foresight helped them to steer and grow Emami Limited, to be recognized as one of the most dynamic, leading and fastest growing companies in India.

Shri R. S. Agarwal's unwavering passion, exemplary dedication, and hard work have inspired numerous entrepreneurs over the years. Shri R.S. Agarwal served as the Executive Chairman of the Company until 31st March 2022. Effective 1st April 2022, he has been designated as the "Chairman Emeritus" and continues to serve as a Non-Executive Director.

A visionary leader, Shri R. S. Agarwal has played a pivotal role in inducting and mentoring the next generation of leadership by involving them early in the Company's core business strategy, planning, and management functions over the last two decades. His continued presence on the Board as a guide and mentor is expected to contribute significantly to the Company's growth and provide strategic stability. Shri R. S. Agarwal has attained the age of 75 (Seventy Five) years and accordingly, the Resolution proposing his re-appointment requires approval of shareholders by special resolution for his continuation as Non- Executive Director of the Company in terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. His office shall be liable to retire by rotation.

Further Shri R. S. Agarwal is neither disqualified in terms of Section 164 of the Act nor debarred by virtue of any order of the Securities and Exchange Board of India or any other such authority from holding office as a Director. Additional information in respect of Shri R. S. Agarwal pursuant to the provisions of (i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings

("SS-2"), issued by the Institute of Company Secretaries of India is annexed to this Notice. The Board therefore recommends the resolution set out at Item No. 6 as a **Special Resolution** for your approval.

Except Shri R. S. Agarwal, Shri H.V. Agarwal, Shri A.V. Agarwal and Smt. Priti A Sureka, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in resolution as set out in Resolution 6 of this notice.

### Item No. 7:

Upon recommendation of the Audit Committee, the Board of Directors in its meeting held on 16<sup>th</sup> May, 2025, has re-appointed M/s. V. K. Jain & Co., Cost Accountants at a remuneration of ₹ 2,00,000 (Rupees Two lakhs only) plus applicable taxes and out of pocket expenses for conducting audit of the cost records relating to Ayurvedic Medicines and Cleaning Preparation of the Company as applicable for the financial year 2025-26. As per the provisions of Section 148 of the Companies Act, 2013 and the Rules made thereunder, the remuneration payable to the cost auditors is subject to ratification by the members of the Company.

The Board recommends the resolution set out at Item No. 7, 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.

### Item No. 8:

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and provisions of Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their meetings held on May 16, 2025 have approved and recommended the appointment of M/s. MKB & Associates, Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration No. P2010WB042700), as the Secretarial Auditor of the Company to hold the office for a term of 5 (five) consecutive years commencing from the Financial Year 2025-26 till the Financial Year 2029-30, subject to approval of the Members of the Company at this Annual General Meeting.

Apart from Secretarial Audit, M/s. MKB & Associates may render other certification and other assignments as may be approved by the Board of Directors, except for those services which are prohibited under the extant law / regulations.

M/s. MKB & Associates has confirmed that it is not disqualified and is eligible to be appointed as Secretarial Auditor of the Company under the Act, Listing Regulations and circular(s) issued by SEBI in this regard and have given their consent for their appointment as Secretarial Auditor of the Company.

- i. **Brief Profile:** MKB & Associates, Practising Company Secretaries, is one of the reputed and leading firms of Company Secretaries, based out of Kolkata, and having its presence all over India. Within a very short span of time, the firm has transcended higher realms of success and is today, one of the leading firms of Company Secretaries in the Country. As per CimplifyFive's Third Secretarial Auditor Report, 2017 M/s MKB & Associates is rated as the top Secretarial Audit firm of Eastern Region.
- ii. **Term of appointment:** For a term of 5 (Five) consecutive years from April 01, 2025 to March 31, 2030, subject to approval of the Members of the Company at this Annual General Meeting.
- iii. **Proposed Fees:** Fees of ₹ 1,25,000 (Rupees One Lakh Twenty-five Thousand only), plus applicable taxes and reimbursement of out-of-pocket expenses on actuals, in connection with the secretarial audit for FY 2025-26 and for subsequent years of the term, such fee as determined by the Board, on recommendation of Audit Committee, which will be commensurate with the scope of work and other requirements as mutually agreed.
- iv. **Basis of recommendations:** The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and the Listing Regulations. While recommending the appointment, the Board of Directors of the Company have also considered, experience of the individual, capability, independent assessment, audit experience and also evaluation of the quality of audit work done by the Firm in the past.

The Board of Directors of the Company recommends the resolution set out at Item No. 8 for approval of the Members as an **Ordinary Resolution**.

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

### Item No. 9:

The Board of Directors at its meeting held on 31st July, 2025, has re-appointed Shri Sushil Kumar Goenka (DIN 00149916) as Whole-time Director of the Company for a period of 5 (five) years w.e.f 1st April, 2026 on the basis of recommendation of Nomination and Remuneration Committee and approval of Audit Committee and subject to approval of shareholders in ensuing Annual General Meeting. The NRC has approved terms of re-appointment and remuneration of Shri Sushil Kumar Goenka as Whole Time Director for the period of 5 (five) years with effect from 1st April, 2026 to 31st March, 2031, whose office shall be liable to retire by rotation. Shri Sushil Kumar Goenka, Whole-time Director, has rich industry experience, he drives production, factory operation, procurement and packaging among others. His strong leadership has enabled his teams across all units in the country to achieve excellence in quality management, earning numerous awards and accolades in recognition of their efforts.

In addition to being an accomplished administrator and businessman, Shri Goenka is deeply committed to philanthropy. He plays a vital role in driving the CSR initiatives of Emami Limited, leading them with passion and dedication.

The main terms and conditions of his re-appointment as a Whole-time Director, as contained in the said agreement dated 31<sup>st</sup> July, 2025 are furnished below:

- a. **Term of appointment:** - 5 (Five) years with effect from 1<sup>st</sup> April, 2026
- b. **Salary:** ₹ 19.00 lakhs (Rupees Nineteen Lakhs only) per month [in the range of (₹ 19.00 Lakhs to ₹ 30.00 lakhs per month Rupees Nineteen Lakhs to Rupees Thirty Lakhs only)] as approved by the Board of Directors. The annual increments will be decided by the Board of Directors of the Company.
- c. **Commission:** Not exceeding 0.3% of the net profits of the company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013;
- d. **Perquisites:** Leave travel allowance for self and family once in a year (subject to maximum of one month salary), medical expenses actually incurred

by him and his family (subject to maximum of one month salary), provision of cars with drivers (for official & personal purpose), leave (encashment of unavailed leave at the end of the tenure), credit card fees, club fees, telephone and mobile phone expenses, the company will make contributions towards Provident Fund, Superannuation Fund, Annuity fund, gratuity, reimbursement of medical and personal accident insurance.

Shri Sushil Kumar Goenka satisfies all conditions set out in Section 196 and Part-I of Schedule V of the Companies Act, 2013 for being eligible for this appointment.

Shri Sushil Kumar Goenka (DIN 00149916), will attain the age of 70 years during his proposed tenure, therefore approval of members is required by way of a Special Resolution under Section 196 of the Companies Act, 2013.

Shri Sushil Kumar Goenka is neither disqualified in terms of Section 164 of the Act nor debarred by virtue of any order of the Securities and Exchange Board of India or any other such authority from holding office as a Director.

Copy of the agreement dated 31<sup>st</sup> July, 2025 referred above shall be open for inspection by the Members in electronic mode upto the date of this Annual General Meeting. Members can inspect the same by sending an email to [investors@emamigroup.com](mailto:investors@emamigroup.com)

Additional information in respect of Shri Sushil Kumar Goenka pursuant to the provisions of (i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is annexed to this Notice.

The Board recommends the resolution set out at Item No. 9 by way of **Special Resolution**.

Except Shri Sushil Kumar Goenka and Shri R. S. Goenka, none of the other Directors or Key Managerial Personnel of the company or their relatives are, in any way, concerned or interested, financially or otherwise in said Resolution.

### Item No. 10:

The Board of Directors at its meeting held on 31<sup>st</sup> July, 2025, has re-appointed Shri Mohan Goenka (holding DIN 00150034) as Vice-Chairman & Whole Time Director of the Company for a period of 5 (five) years w.e.f 15<sup>th</sup> January, 2026 on the basis of recommendation of Nomination and Remuneration Committee ('NRC') and approval of Audit Committee subject to approval of shareholders in

ensuing Annual General Meeting. The NRC has approved terms of re-appointment and remuneration of Shri Mohan Goenka as Vice-Chairman & Whole Time Director for the period of 5 (five) years with effect from 15<sup>th</sup> January, 2026 to 14<sup>th</sup> January, 2031, whose office shall be liable to retire by rotation.

Shri Mohan Goenka, Vice Chairman & Whole-time Director, is a graduate of Cardiff University, UK. He plays a pivotal role in leading the Company's operations, leveraging his expertise across strategy, marketing, finance, investor relations, sales, legal affairs, and people management. Widely regarded as the go-to person for investor-related matters, he is known for his wisdom beyond his years and sharp financial acumen.

With nearly two decades of dedicated service, Shri Mohan Goenka has successfully led multiple functions and driven the Company's growth, gaining extensive experience and insight to effectively steer the organisation into the future.

The main terms and conditions of his re-appointment as Vice-Chairman & Whole Time Director, as contained in the said agreement dated 31<sup>st</sup> July, 2025 are furnished below:

- a. **Term of re-appointment:** - 5 (Five) years with effect from 15<sup>th</sup> January, 2026
- b. **Salary:** ₹ 30.00 lakhs (Rupees Thirty Lakhs only) per month [in the range of (₹ 30.00 Lakhs to ₹ 50.00 Lakhs per month Rupees Thirty Lakhs to Rupees Fifty lakhs only)] as approved by the Board of Directors. The annual increment will be decided by the Board of Directors of the Company;
- c. **Commission:** Not exceeding 0.5% of the net profits of the company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013;
- d. **Perquisites:** Leave travel allowance for self and family once in a year (subject to maximum of one month salary), medical expenses actually incurred by him and his family (subject to maximum of one month salary), provision of cars with driver (for official purpose), leave (encashment of unavailed leave at the end of the tenure), credit card fees, club fees, telephone and mobile phone expenses, the Company will make contributions towards Provident Fund, Superannuation Fund, Annuity fund, gratuity, reimbursements of medical and personal accident insurance.

Shri Mohan Goenka satisfies all conditions set out in Section 196 and Part-I of Schedule V of the Companies Act, 2013 for being eligible for this re-appointment.

Shri Mohan Goenka is neither disqualified in terms of Section 164 of the Act nor debarred by virtue of any order of the Securities and Exchange Board of India or any other such authority from holding office as a Director.

Copy of the agreement dated 31<sup>st</sup> July, 2025 referred above shall be open for inspection by the Members in electronic mode upto the date of this Annual General Meeting. Members can inspect the same by sending an email to [investors@emamigroup.com](mailto:investors@emamigroup.com).

Additional information in respect of Shri Mohan Goenka pursuant to the provisions of (i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"),

issued by the Institute of Company Secretaries of India is annexed to this Notice.

The Board recommends the Resolution set out at Item No. 10 for your approval by way of an **Ordinary Resolution**.

Except Shri Mohan Goenka and Shri R. S. Goenka, none of the other Directors or Key Managerial Personnel of the company or their relatives are, in any way, concerned or interested, financially or otherwise in said Resolution.

**Registered Office:**

Emami Tower,  
687, Anandapur,  
E.M. Bypass,  
Kolkata 700107  
Date: 31<sup>st</sup> July, 2025  
Email: [investors@emamigroup.com](mailto:investors@emamigroup.com)  
Website: [www.emamiltd.in](http://www.emamiltd.in)  
CIN: [L63993WB1983PLC036030](https://www.sebi.gov.in/cin/L63993WB1983PLC036030)

By Order of the Board

**Ashok Purohit**  
Company Secretary & Compliance Officer  
Membership No. : F7490

**ANNEXURE TO ITEM NOS. 6, 9 & 10 OF THE NOTICE****DISCLOSURE UNDER REG. 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND PURSUANT TO THE SECRETARIAL STANDARD-2 ON GENERAL MEETINGS**

<b>Name</b>	<b>Shri R. S. Agarwal (Chairman Emeritus)</b>	<b>Shri S. K. Goenka (Whole-Time Director)</b>	<b>Shri Mohan Goenka (Vice Chairman &amp; Whole-Time Director)</b>
Category	Non-Executive Director	Whole-Time Director	Whole-Time Director
Director Identification Number	00152996	00149916	00150034
Date of Birth	06/01/1946	06/05/1956	21/01/1973
Age	79 years	69 years	52 years
Nationality	Indian	Indian	Indian
Date of first Appointment on the Board	03-05-1994	17-05-1995	15-01-2005
Qualification	Chartered Accountant, Company Secretary, LLB and a Master's Degree holder in Commerce	Commerce Graduate	Management Graduate from Cardiff University, UK
Experience in Specific Functional areas & Brief Profile	Extensive knowledge and administrator par excellence, possessor of great consumer insight and far sight	Extensive knowledge and experience/supervises production factory operations, procurement	Extensive knowledge and experience/ supervises brand development marketing, Sales and investors relations.
	Brief Profile of the respective appointees are given in the explanatory statements		
Terms and Conditions of Appointment / Reappointment	As detailed in explanatory statement no. 6	For a period of 5 years as detailed in explanatory statement no. 9	For a period of 5 years as detailed in explanatory statement no. 10
Details of remuneration sought to be paid	Sitting fees for the meetings attended by him	Details given in Explanatory statement no. 9	Details given in Explanatory statement no. 10
Last drawn remuneration	₹ 2.00 Lakhs	₹ 506.16 Lakhs	₹ 855.72 Lakhs
Relationship with other Directors	Father of Shri H.V. Agarwal, Shri A.V. Agarwal and Smt. Priti A Sureka	Brother of Shri R.S. Goenka	Son of Shri R.S. Goenka
Directorship in Companies (including Listed Companies)	Emami Limited; Emami Group of Companies Private Limited; Diwakar Finvest Private Limited	Emami Limited; Emami Education & Research Foundation; Suraj Finvest Pvt. Ltd.	Emami Limited; Suraj Finvest Pvt. Ltd.

Name	Shri R. S. Agarwal (Chairman Emeritus)	Shri S. K. Goenka (Whole-Time Director)	Shri Mohan Goenka (Vice Chairman & Whole-Time Director)
Chairman/ Member in the Committees of the Boards of companies	<b>Chairman:</b> None  <b>Member:</b> None	<b>Chairman:</b> ESG & CSR Committee - Emami Limited  <b>Member:</b> 1. Risk Management Committee - Emami Limited 2. Finance & Management Committee -Emami Limited	<b>Chairman:</b> None  <b>Member:</b> 1. Stakeholder Relationship Committee - Emami Limited 2. Risk Management Committee - Emami Limited 3. ESG & CSR Committee - Emami Limited 4. Finance & Management Committee - Emami Limited
Listed entities from which the Director has resigned in the past three years	None	None	None
No. of Shares held in the Company as on 31 <sup>st</sup> March, 2025	1,95,000	1,14,300	61,900
Number of meetings of the Board attended during the year (Till 31 <sup>st</sup> July, 2025)	2 out of 2	2 out of 2	2 out of 2

**Registered Office:**

Emami Tower,  
687, Anandapur,  
E.M. Bypass,  
Kolkata 700107  
Date: 31<sup>st</sup> July, 2025  
Email: [investors@emamigroup.com](mailto:investors@emamigroup.com)  
Website: [www.emamiltd.in](http://www.emamiltd.in)  
CIN: L63993WB1983PLC036030

By Order of the Board

**Ashok Purohit**  
Company Secretary & Compliance Officer  
Membership No. : F7490