



emami* limited

Registered Office : Emami Tower, 687, Anandapur, E.M. Bypass, Kolkata - 700107, investors@emamigroup.com

NOTICE FOR POSTAL BALLOT

Notice is hereby given to the members of the Company that the Company has on 15th May 2013 completed dispatch of the Postal Ballot Notice and Explanatory Statement thereto alongwith Postal Ballot Form pursuant to Section 192A of the Companies Act, 1956 ("the Act") read with the Companies (Passing of the Resolution by Postal Ballot) Rules 2011, and a self addressed business reply envelope (for which the postage will be paid by the Company) in relation to the following resolutions seeking consent of members:

(1) Ordinary Resolution for appointment of Shri R.S. Goenka as Whole Time Director. (2) Ordinary Resolution for Increase of Authorized Share Capital from Rs. 20 Crore to Rs. 25 Crore. (3) Special Resolution for Issue of Bonus Shares in the ratio of 1: 2 by capitalisation of Securities Premium Account and / or any other Reserves being eligible for the purpose. (4) Special Resolution under Section 17 of the Companies Act, 1956 for alteration of Ancillary Objects Clause of Memorandum of Association. (5) Special Resolution under Section 309 (4) of the Companies Act, 1956 for payment of Commission to Non-Executive Directors. (6) Special Resolution for payment of Service Tax on Sitting Fee to Non Executive Directors.

The Company has sent the Notice & Postal Ballot Form electronically to the members whose e-mail address are registered with the Registrar & Transfer Agent / Depositories in line with the "Green initiative in the Corporate Governance" launched by the Ministry of Corporate Affairs allowing paperless compliances by recognizing emails as one of the modes of service of notice/documents to the shareholders.

As required under Clause 35B of the Listing Agreement and pursuant to Circular No.CIR/CFD/DIL/6/2012 dated 13th July, 2012 of Securities and Exchange Board of India, the Company has engaged the services of Central Depository Services (India) Limited to provide e-voting facility as an option, for its Members to enable them to cast their vote electronically. The member exercising vote by using e-voting facility is requested to carefully follow the instructions given under the heading "Process and manner for members opting for e-voting" on the Postal Ballot Form.

The Board of Directors of the Company has appointed Shri H.M. Chonaria, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The voting, both by way of physical and electronic mode will commence from Thursday, 16th May 2013 and shall end on Friday, 14th June 2013.

Members are requested to note that the Postal Ballot Form duly completed and signed should reach the Scrutinizer not later than the close of the working hours on Friday, 14th June 2013. All Postal Ballot Forms received after the said date will be treated as if reply from such Members has not been received.

The Notice and Ballot forms have been sent to all the Members, whose names appeared on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL), as on Friday, 10th May, 2013. In case of non receipt of Notice & Postal Ballot Form, a member on the aforesaid date may request Registrar & Transfer Agent: Maheshwari Datamatics Pvt Ltd, 6 Mangoe Lane, Kolkata 700 001, West Bengal for a duplicate Postal Ballot Form.

The results of the Postal Ballot will be declared by the Managing Director/ Whole Time Director on Monday, 17th June 2013, at 4 pm at the Registered Office of the Company.

For Emami Limited

A. K. Joshi
Company Secy. & AVP-Legal

Place, Kolkata
Dated: 15th May 2013

NOTICE

New Fund Offer

UTI – Fixed Term Income Fund – Series XI – X

NFO opens on	Friday
NFO closes on	Wednesday
Date of allotment	Thursday
Maturity date	Monday

During the New Fund Offer period, the units of the fund ₹ 10/- per unit.

Dividend Declaration

UTI-FIXED TERM INCOME FUND- SERIES XI – X

Name of the Plan	Gross Dividend (%)	Record Date	Fac (p)
UTI-FIXED TERM INCOME FUND- SERIES XI – X (366 DAYS)	*100% of distributable surplus as on the Record Date	Wednesday May 22, 2013	₹

*Distribution of above dividend is subject to the availability of distributable surplus.

Pursuant to payment of dividend, the NAV of the dividend will fall to the extent of payout and statutory levy (if applicable).

Such of the unitholders under the dividend option whose names are on the record as at the close of business hours on the record date for dividend will be entitled to receive the dividend so distributed.

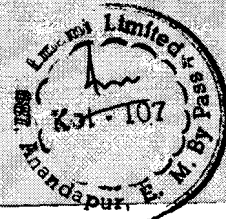
Mumbai

May 16, 2013

Toll Free No.: 1800 22 1234

Inculcate the habit of Saving regularly

REGISTERED OFFICE: UTI Tower, 'Gn' Block, Bandra Kurla Complex, 022 – 66786666. For more information, please contact the nearest certified UTI-Mutual Fund Independent Financial Advisor, for a copy of the Scheme Information Document and Key Information Memorandum. UTI-SIP is only an investment approach applied to various equity, debt, UTI Mutual Fund (UTI MF) and is not the name of a scheme / plan of Mutual Fund Investments are subject to market risks, read all scheme documents carefully.



জায়গায় কোনর সময় জগা আছে, পরেই ব্যাখ্যা করে দেওয়া হবে।

সিঙ্গী সেনাকে হত্যার
করল বিরোধীরা।

१-एक श्रावणकथा। इस
पत्र में दो पत्राचार-छात्रों का
पत्र। श्रीगुरुदेव की कथा

প্রাচীনোক্তাঃ

ॐ नमो भगवते वासुदेवाय ।
 श्रीकृष्णाय नमः ॥

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গমে বারোহে। অসংখ্যসিঙ
যাহ্নেতেআঁধর। সেই। এর

স্বপ্ন সঙ্গীত, এছাড়াও পল্লিগীত
এবং সঙ্গীত মনোভাষ্য

1000



কোশানির সময়সূচের একদল বিজ্ঞপিত করা হয়েছে যে, নিম্নোক্ত প্রকার সম্পর্কিত সকলের সম্মতি গ্রহণ করে কোশানি কোশানিজ (শনি) হল যা তেলিউনিয়ন বই (শনি)য় ব্যাট) হল। ১৯১১-১৯১২-এর মধ্যে প্রতি ১৯০৬ সালের কোশানির ব্যাটের ১৯০৬ ধারা ("নি আই") অনুযায়ী পৌরসভা ব্যাট কর কর পৌরসভা ব্যাট নোটিশ দেবে এবং ব্যাটাদেশিক নিয়তি এবং ১৯০৭ করার টিকানা দেখা বিজ্ঞপিত হিরাই প্রাণেশকাল ১৯০৬ ৫ মে, ১৯০৭ তারিখের সম্পর্কিত করের।

(২) পূর্ব সময়ে ডিভিশন হিসাবে স্বীকার এবং প্রবেশিকা নিয়োগের জন্য ব্যবস্থা গ্রহণ। (৩) অনুমোদিত প্রোগ্রাম অনুযায়ী ৩০ কোটি টাকা ব্যয় করে ২৬ কোটি টাকার মূল্য পূরণ উদ্দেশ্যে সাধারণ স্বাক্ষর। (৪) বর্তমান পর্যন্ত কৃষকদের জন্য শিক্ষিতিকার প্রকল্পে আকৃষ্টিকৃত এবং/বা যে কোনও স্বাক্ষর। (৫) ক্যাডাট্রাইজেশন কারী ১২২ অধ্যাদেশ কোনসে প্রেরণের মধ্যকার ফলাফল প্রকাশ। (৬) ফোরেস্টার্স অ্যান্ড ল্যান্ডসার্ভিসের আনুমানিক আয়ের জন্য ১৯৮৬-৮৭ সালের আওতাধীন স্বাক্ষর। (৭) ১৭ বার কামিমে বিশেষ প্রকাশ। (৮) নন-এগ্রিকাল্টিক ডিভিশনে যেখান প্রোগ্রামের জন্য ১৯৮৬ সালের আওতাধীন স্বাক্ষর। (৯) ৩০২৪ বার কামিমে বিশেষ প্রকাশ। (১০) নন-এগ্রিকাল্টিক ডিভিশনে যেখান প্রোগ্রামের জন্য ১৯৮৬ সালের আওতাধীন স্বাক্ষর। (১১) উপর পরিচালিত ক্র. প্রোগ্রামের জন্য বিশেষ প্রকাশ।

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অভিযানটি চ্যুত প্রকারে ৩০ই জানুয়ারি আফগানিস্তানে এবং বিকিটরিয়ে প্রায় একতরফে বের করে
হুজিরা-এর ১৩ জুলাই, ২০১২ তারিখে সর্বসাধারণ সিংহাইয়াস সিংহাইয়াস সিংহাইয়াস সিংহাইয়াস সিংহাইয়াস সিংহাইয়াস
সর্বসাধারণ উদ্দেশ্যে হোটে বৈশিষ্ট্যবাহক জন করতে সমর্থ করার জন্য অফিসিয়াল হিসাবে ই-হোটে-এর সুবিধা
দিয়ে কোম্পানি পেট্রোল ডিপার্টমেন্ট সার্ভিসেস (ইউআর) লিমিটেড-এর পরিষেবাতে নিয়ুক্ত করেছে।

কোডিক্সবান ই-কোডিক্স-এর সুবিধা ব্যবহারকারী সদস্যদের পোস্টবক্স বাণ্টাট করে। প্রসেস অ্যান্ড ম্যানার ফল
মেসার্স অগাটিং ফল ই-কোডিক্স হেভি অরীনে প্রদত্ত নিশিখবলি সতর্কভাবে অনুসরণ করতে অনুপ্রাণিত
করা হচ্ছে।

কোম্পানির বোর্ড অব ডিরেক্টর্স প্রত্যেকদিন কোম্পানি সেফটীরি থ্রী এইচ এম ডোপড়া-কে অর্থাৎ ও দায়িত্ব পালনিত পোশিল ব্যালট প্রক্রিয়া পরিচালনার উদ্দেশ্যে স্কুটিনাইজার হিসাবে নিয়োগ করেছেন।

বিজিক্যাল ও ইলেকট্রনিক উভয় পদ্ধতিতেই ফোর্স প্রদান ১৯ মে, ২০১৩ তারিখ যুদ্ধাপ্রতিবাদ থেকে শুরু
হলে এবং শেষ হবে ১৪ জুন, ২০১৩ তারিখ প্রত্যাহার।

উক্ত তারিখের পরে প্রাপ্ত সমস্ত পোস্টেল বালিট ফর্ম এইসব সদস্যদের কাছে থেকে পেতে লাগে। পাওয়া

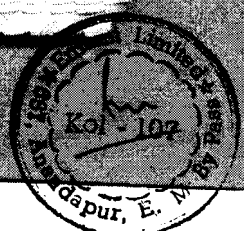
নোটিশ ও ব্যাংক কর্ম সেইসহ সদস্যকে পাঠানো হয়েছে যাদের নাম প্রকল্পের, ১০ মে, ২০১৬ তারিখ মতে
ন্যাশনাল সিকিউরিটিজ ডিপোজিটরি লিমিটেড (এনএসডিএল)/সেইসহ ডিপোজিটরি সার্ভিসেস ইন্ডিয়া

সিটিং (সিটিংএস) এর কাছ থেকে প্রাপ্ত অনুযায়ী সমন্বয়ের রেজিস্টার/বেলকিনিসিয়াল প্রদানের
তালিকাতে আছে। রেজিস্টার এবং পোলারিটাস ব্যালিট বর্ন না পাওয়ার ক্ষেত্রে কোনও সমন্বয় উপরোক্ত তালিকা
মুদ্রিত পোলারিটাস ব্যালিট বর্ন ও সমন্বয় রেজিস্টার ও ইলেক্ট্রনিক্স বর্ন না পাওয়ার ক্ষেত্রে কোনও সমন্বয় উপরোক্ত তালিকা

পোর্সেলেন বাসভেটেন কলাকল্য ম্যানেজিং ডিরেক্টর/পুরো সময়ের ডিরেক্টর কর্তৃক ১৭ জুন, ২০১০ তারিখ

সোনালার বিবেকন ৪টায় কোম্পানির প্রেসিডেন্ট অবসরে যোগিত হলে।

স্থান: কলকাতা
তারিখ: ১৫ মে, ২০১৩





emami* limited

Registered Office: Emami Tower,
687, Anandapur E M Bypass, Kolkata - 700 107, West Bengal
investors@emamigroup.com

POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956)

Dear Members(s),

NOTICE is hereby given that the following resolutions are proposed to be passed by Postal Ballot in accordance with the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

The resolutions proposed to be passed and the Explanatory Statement pertaining thereto stating all material facts and the reasons for the proposed resolutions are appended below for consideration of the members. The attached Postal Ballot Form is to be used by the members for the purpose of exercising vote in respect of the said resolutions. The Company also offers e-voting option to all the members. E-Voting is optional. The members are requested to read carefully and follow the instructions on e-voting given in the Postal Ballot Form.

In the event the proposed resolutions are approved by requisite majority of members by means of Postal Ballot, the date of declaration of the results shall be deemed to be the date of passing of the said resolutions.

1. Appointment of Shri R. S. Goenka as Whole Time Director

To consider and, if thought fit, to give ASSENT / DISSENT to the following resolution as an Ordinary Resolution:-

RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 (the Act) read with Schedule XIII of the Act thereof, the consent of members of the Company be and is hereby accorded to the appointment of Shri R. S. Goenka as Whole Time Director of the Company for a period of five years with effect from November 8, 2012 upon the terms and conditions as enumerated in the Agreement dated November 19, 2012 entered into between the Company and Shri R.S. Goenka.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or Agreement, to the extent the Board of Directors may consider appropriate, or as may be permitted or authorized in accordance with the provisions of the Act for the time being in force and within such limits, if any, as may be set out in the Act including the said Schedule XIII to the Act, in such manner as may be agreed to between the Board of Directors and Shri R.S. Goenka and that the terms of the aforesaid Agreement shall be suitably modified to give effect to such alteration and/or variation.

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, matters 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.

2. Increase in Authorised Share Capital

To consider and, if thought fit, to give ASSENT / DISSENT to the following resolution as an Ordinary Resolution:-

RESOLVED THAT pursuant to provisions of Sections 16, 94 and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or reenactment thereof for the time being in force) and pursuant to provisions of Articles of Association of the Company, the consent of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 20,00,00,000/- (Rupees Twenty Crore only) divided into 20,00,00,000 equity shares of Re.1/- each to Rs. 25,00,00,000/- (Rupees Twenty Five Crore only) divided into 25,00,00,000 equity shares of Re.1/- each by creation of 5,00,00,000 equity shares of Re.1/- each and consequently the existing Clause V of the Memorandum of Association of the Company relating to share capital be altered and the following be substituted in its place :-

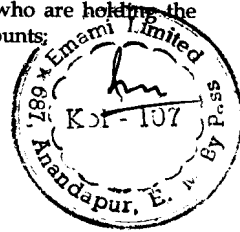
"The Authorized Share Capital of the Company is Rs.25,00,00,000/- (Rupees Twenty Five Crore only) divided into 25,00,00,000 equity shares of Re.1/- each with power to increase and reduce the capital of the company, to divide or subdivide the shares in capital for time being into several classes and to attach thereto respectively such preferential, qualified or special rights or privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate any such rights, privileges, conditions in such manner as may be permitted by the Act, or provided by the Articles of the Company for the time being"

3. Issue of Bonus Shares

To consider and, if thought fit, to give ASSENT/DISSENT to the following resolution as a Special Resolution:-

RESOLVED THAT pursuant to the provisions of Section 81 and other applicable provisions of the Companies Act, 1956 and Article 124 of Articles of Association of the Company and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and subject to such approvals, permissions and sanctions as may be necessary and also subject to such terms, conditions and modifications as may be prescribed in granting approvals, permissions, sanctions, by appropriate authority or authorities and agreed to by the Board of Directors of the Company (hereinafter called the Board, which terms shall be construed as to include any Committee which the Board may have constituted or may hereafter constitute to exercise the powers including the powers conferred vide this resolution), the consent of the Company be and is hereby accorded to the Board for capitalization of Rs 7,56,55,873/- (Rupees seven crore fifty six lac fifty five thousand eight hundred seventy three only) out of Securities Premium Account and/or any other reserves being eligible for the purpose as may be deemed appropriate and suitable by the Board, by issue of bonus shares with face value of Re 1/- each to be credited as fully paid up to the existing equity shareholders of the Company whose names appear on the Register of Members/list of beneficial owners maintained by the Depositories as on such date to be fixed by the Board, in proportion of 1:2 i.e. 1 (one) equity share of Re 1/- each for every 2 (two) equity shares of Re. 1/- each held by them, subject to following terms and conditions:

- 1) The new equity shares shall be allotted subject to the provisions of Memorandum and Articles of Association of the Company and shall in all respects rank pari passu with the existing fully paid up equity shares of the Company.
- 2) No allotment letters shall be issued to the allottees of the said bonus shares. The share certificate in respect of the said bonus shares allotted shall be sent to the respective allottees within prescribed time, except in case of allottees who are holding the existing equity shares in electronic/demat form, to whom the bonus shares will be credited to their demat accounts;



- 3) The allotment of bonus shares to non-resident members of the Company shall be subject to approval, if necessary, of Reserve Bank of India under the Foreign Exchange Management Act, 1999 and Rules framed there under.
- 4) No fractions, if any arising out of the issue and allotment of the Bonus Shares shall be allotted by the Company and the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements, if any, shall be consolidated and the Bonus Shares, in lieu thereof, shall be allotted by the Board to nominee(s) to be appointed by the Board, who shall hold the same as trustee(s) for the members entitled thereto, and sell the said Shares so arising at the prevailing market rate and pay to the Company the net sale proceeds thereof, after adjusting therefrom the cost and expenses in respect of such sale, for distribution to Members in proportion to their fractional entitlements.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable and to settle any question, difficulty or doubt that may arise in regard to the issue or distribution of new equity shares, which shall be final and binding on all members of the Company and other interested persons.

4. Alteration of Objects Clause

To consider and, if thought fit, to give ASSENT / DISSENT to the following resolution as a Special Resolution:-

RESOLVED THAT pursuant to the provisions of Section 17 and all other applicable provisions, if any of the Companies Act, 1956, including any statutory modification or re-enactment thereof for the time being in force, read with Section 192A of the Companies Act, 1956 and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended, relevant provisions of Listing Agreement, the Articles of Association of the Company, and subject to necessary approvals, as may be required, if any, in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, the Object Clause of the Memorandum of Association of the Company be and is hereby amended by inserting new sub-clause 29 after the existing sub-clause 28 under Clause B (Objects Incidental or Ancillary to the attainment of the Main Objects) of the Memorandum of Association:

29. To give any guarantee or indemnity for the payment of money or the performance of any obligation or undertakings.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, expedient, desirable or appropriate in this regard.

5. Payment of Commission to the Non Executive Directors

To consider and, if thought fit, to give ASSENT / DISSENT to the following resolution as a Special Resolution:-

RESOLVED THAT pursuant to Section 309(4) and all other applicable provisions, if any, of the Companies Act, 1956 approval of the Company be and is hereby accorded for payment of Commission to the Non-Executive Directors of the Company for a period of five years, such sum as the Board may deem fit commencing from financial year 2013-14 provided that maximum amount of commission that may be paid to them in totality during a year shall not exceed 1 % of the net profit of the Company computed in accordance with the provisions of Section 349 of the Companies Act, 1956.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, expedient, desirable or appropriate in this regard.

6. Service Tax on Sitting Fee to Non Executive Directors

To consider and, if thought fit, to give ASSENT / DISSENT to the following resolution as a Special Resolution:-

RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 1956, the Articles of Association of the Company, the provisions of any rules / regulations / guidelines issued / framed by the appropriate authorities, and subject to approval of the Central Government, consent of the Company be and is hereby accorded for payment of Service Tax on sitting fee consequent to reverse charge mechanism wherever the aggregate of sitting fee and service tax paid by the company is exceeding the maximum limit of sitting fee prescribed under Section 309 of the Companies Act, 1956 read with Central Government General Rules & Forms, 1956.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take all actions and do all such acts, deeds, matters 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 this regard.

By Order of the Board
For Emami Limited

A. K. Joshi

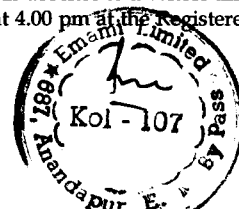
Company Secretary & AVP-Legal

Place : Kolkata

Date : 6th May, 2013

NOTES:

- i An Explanatory Statement pursuant to Section 173 (2) and 192A of the Companies Act, 1956, setting out all the material facts and reasons for the proposed resolutions is annexed hereto.
- ii The Notice is being sent to all the Members, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL), as on Friday, 10th May, 2013.
- iii. The Board of Directors of the Company has appointed Shri H.M Choria, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
- iv. Members are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed and signed in the attached self-addressed envelope so as to reach the scrutinizer on or before the close of business hours on Friday, 14th June 2013.
- v. In case a member desires to exercise vote by using e-voting facility then he has to carefully follow the instructions given in the Postal Ballot Form. He can use the facility and log in any number of times till he has voted or till the end of the voting period i.e. Friday, 14th June, 2013, whichever is earlier.
- vi. After completion of his scrutiny, the Scrutinizer will submit his report to the Managing Director and in his absence to a Whole time Director of the Company. The results of the Postal Ballot will be declared on Monday, 17th June, 2013 at 4.00 pm at the Registered Office of the Company.



Office of the Company and it will be posted on the Company's website www.emamiltd.in besides communicating the same to the Stock Exchanges where the shares of the Company are listed.

- vii. A copy of all the documents referred to in the accompanying explanatory statement are open to inspection at the Registered Office of the Company on all working days except Saturday & holidays, between 11.00 am and 1.00 pm upto the date of declaration of the results of the Postal Ballot.

Explanatory Statement and reasons for proposed resolutions as required under Section 173(2) and 192A of the Companies Act, 1956 to the accompanying Notice dated 6th May 2013

Item No 1

The Board of Directors of the Company in its meeting held on November 07, 2012 appointed Shri R.S. Goenka as Whole Time Director of the Company for a period of five years with effect from November 8, 2012 on the terms and conditions mentioned hereunder and subject to approval of the shareholders. The Remuneration Committee of the Board has approved the terms of appointment and remuneration payable to the above Whole Time Director in its meeting held on November 07, 2012.

Main terms of appointment of Whole Time Director:

- a. **Term of Appointment:** - 5 years with effect from November 8, 2012.
- b. **Salary:** - Rs. 15.00 Lac (Rupees Fifteen lac only) per month with annual increments of Rs. 2.50 Lac (Rupees Two Lac Fifty Thousand only) per month and the first increment shall be effective from 1st April 2013 and thereafter from 1st day of April of each of the subsequent years.
- c. **Commission:** Such remuneration by way of commission, in addition to the salary and perquisites and allowances payable, calculated with reference to the net profits of the company in a particular year, as may be determined by the Board of the Directors of the Company at the end of each financial year, subject to maximum of 2%, for the financial year 2012-13 to 2014-15, 3% for the financial year 2015-16 and 4% for the financial year 2016-17.
- d. **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 him and his family
 3. Club Fees
 4. Provision for use of car with driver for official business
 5. Provision for Telephone at residence (including payment of local & long distance calls, mobile phone, internet and any other communication facilities)
 6. Medical & Personal Accident Insurance
- e. The Company will make suitable contribution towards Provident fund, Superannuation Fund and Annuity Fund.
- f. Gratuity will be payable as per Rules of the Company.

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 Section 198, 309, 310 and all other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act or any statutory modifications or re-enactment thereof for the time being in force or otherwise as may be permissible by law.

Minimum Remuneration

Where in any financial year, the Company has no profits or its profits are inadequate, appointee shall be entitled to above remuneration as minimum remuneration subject to compliance of Schedule XIII of the said Act and if necessary, with the approval of the Central Government.

g. 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, except in the matters which may be specifically required to be done by the Board either by the Companies Act, 1956 or by the Articles of Association of the Company.
2. The Whole Time Director shall also exercise and perform such powers and duties as the Board of Directors of the Company may from time to time determine and shall also do and perform all other acts and things which in the ordinary course of business may be considered necessary or proper in the interest of the Company.
3. The Whole Time Director shall, unless prevented by ill health or disability throughout the said term, devote adequate time, attention and abilities to the business of the company.
4. The Whole Time Director shall not be paid any sitting fee for attending the meeting of the Board of Directors or committee thereof from the date of his appointment.
5. The agreement may be terminated by either party by giving to the other party six months' notice of such termination.
6. The Whole Time Director shall keep the secrets of the Company.

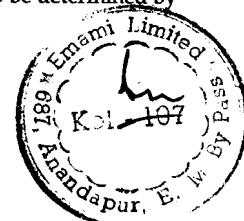
The Board feels that appointment of Shri R. S. Goenka as Whole Time Director will be in the interest of the Company and accordingly recommends the resolution for your approval.

The above may be regarded as an abstract of terms of appointment of the Whole Time Director and Memorandum of Interest under Section 302 of the Companies Act, 1956.

Except Shri R.S. Goenka, the appointee, Shri S.K. Goenka and Shri Mohan Goenka being relatives of Shri R.S. Goenka, none of the Directors of the Company is concerned or interested in the appointment of the Whole Time Director.

Item Nos. 2 & 3

The Company has grown manifold over the years and it has accumulated Reserves and Surplus of Rs 762 Crore(approx.) as on 31st March 2013. Presently, the paid up equity share capital of the Company is Rs.15,13,11,746/-.With a view to reward the shareholders of the Company, your Directors propose to issue Bonus Shares by capitalization of a sum of Rs. 7,56,55,873/- (Rupees Seven Crore fifty six lac fifty five thousand eight hundred seventy three only) standing to the credit of Securities Premium Account and /or any other reserves being eligible for the purpose as may be deemed appropriate and suitable by the Board, by way of issue of one new equity share for every two existing equity share held. Such Bonus Equity Shares shall be distributed to such Members whose names shall appear on its Register of Members or in the respective beneficiary account with the respective Depository participants, on the 'Record Date' to be determined by the Board, (which shall be deemed to include any Committee thereof) for the purpose of issue of Bonus Shares.



The Bonus Shares so allotted shall rank pari passu in all respects with the existing equity shares of the Company except that the Bonus Shares shall be eligible for dividend that may be declared for the Financial Year 2013-14 and thereafter.

The existing Authorized Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crore only) divided into 20,00,00,000 (Twenty Crore) equity shares of Re.1/- each and the present issued, subscribed and paid up capital of the Company is Rs. 15,13,11,746/- divided into 15,13,11,746 equity shares of Re. 1/- each.

In view of the proposed issue of Bonus Equity Shares as set out in Resolution No. 3, it is proposed to increase the authorized share capital from Rs. 20,00,00,000/- (Rupees Twenty Crore only) divided into 20,00,00,000 equity shares of Re.1/- each to Rs. 25,00,00,000/- (Rupees Twenty five Crore only) divided into 25,00,00,000 (Twenty Five Crore) equity shares of Re.1/- each.

As per provisions of the Articles of Association and the Companies Act, 1956 the Company seek approval of the members for capitalization of reserves and alteration of capital clause of the Memorandum of Association of the Company due to increase in the Authorized Share Capital.

The Board of Directors recommends the resolutions for your approval.

None of the Directors of the Company is in any way concerned or interested in the resolution no. 2 of this notice.

None of the Directors of the Company is in any way concerned or interested in the resolution no. 3, except, to the extent of bonus shares which may be allotted to them due to their present holding in the Company and/or to the Company (ies) in which they are Directors and/or Members.

Item No. 4

The Board, with a view to incorporate a specific clause which empowers the Company to provide guarantee or indemnity for the payment of money or the performance of any obligation or undertakings of its Subsidiary Companies or any other Body (ies) Corporate, proposed to insert new sub clause no. 29 as mentioned in the resolution after the existing sub-clause 28 under Clause B (Objects Incidental or Ancillary to the attainment of the Main Objects) of the Memorandum of Association.

Section 17 of the Companies Act, 1956 stipulates that the Objects Clause of the Memorandum of Association can be altered by a Special Resolution passed by the Members of the Company. Section 192A of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011 provides that the consent of the Members of the Company for this purpose shall be obtained by means of Postal Ballot. Accordingly, Members' approval by way of Postal Ballot is sought for inserting new Sub-clause 29 after the existing sub-clause 28 under Clause B (Objects Incidental or Ancillary to the attainment of the Main Objects).

The Board recommends the Special Resolution for your approval.

None of the Directors of the Company is, in any way, concerned or interested in the proposed Special Resolution.

Item No. 5

As the members are aware, the Board of the Company is benefited by the presence of Non Executive Directors who are persons of eminence, possessing wide and rich experience of managing large and successful corporates. The prevalent Corporate Governance norms call for greater participation, involvement and commitment of these non executive directors. Keeping the same in mind, consent of the Company was accorded under Section 309(4) of the Companies Act 1956 for payment of Commission to Non Executive Independent Directors on 28th July 2008 for the period of five years and the tenure of the said approval has completed on 31st March 2013.

In view of the time spent and responsibilities undertaken by the Non Executive Directors, it is felt that the payment of Commission should be continued. Therefore, the Board of Directors at its meeting held on 6th May 2013 subject to approval of shareholders approved payment of Commission to the Non Executive Directors for a period of five years commencing from 1st April 2013 provided that the maximum amount of commission that may be paid to them in totality including the amount of service tax to be paid thereon during any financial year shall not exceed 1% of the profit computed in accordance with the provision of Section 349 of the Companies Act, 1965.

The Board of Directors recommends the special resolution for your approval.

All the Non Executive Directors of the Company may be deemed to be interested in the resolution to the extent of the amount of commission that may be payable to them from time to time.

Item No. 6

As per the new Service Tax Rules that have come into effect from July 1, 2012, service tax is applicable on the services provided by a director of a Company. Further, pursuant to the notification no. 45/2012-ST & 46/2012-ST dated August 7, 2012 issued by the Ministry of Finance, Government of India, the liability to pay service tax on the services provided by the directors has been shifted to the company receiving such services under the reverse charge mechanism. As per circular issued by the Ministry of Corporate Affairs, service tax paid by a company in relation to the services provided by a non-executive director will be deemed to be part of the remuneration paid to the non-executive director under Section 198 of the Companies Act, 1956.

The Shareholders approval is sought for payment of service tax at applicable rates, on sitting fee of directors consequent to reverse charge mechanism wherever the aggregate of sitting fee and service tax paid by the company is exceeding the maximum limit of sitting fee prescribed under Section 309 of the Companies Act, 1956 read with Central Government General Rules & Forms, 1956.

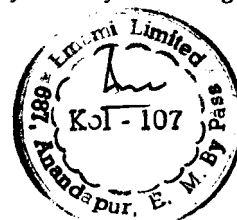
It may be noted that the Central Government had issued specific exemption in this respect for the FY 2012-13, hence the approval will be required to be sought for subsequent years.

All the Non-Executive Directors of the Company are concerned or interested in this resolution, to the extent of the service tax on their sitting fee. No other Director of the Company is, in any way, concerned or interested in the proposed special resolution.

By Order of the Board
For Emami Limited

Place : Kolkata
Date : 6th May, 2013

A. K. Joshi
Company Secretary & AVP-Legal





emami* limited

Registered Office: Emami Tower
687, Anandapur E M Bypass,
Kolkata - 700 107, West Bengal

POSTAL BALLOT FORM

(Please read the instructions before completing the Form)

Postal Ballot No :

1. Name & Registered address of
Sole/first named member :

2. Name of the Joint Holder (s) if any :

3. Registered Folio No. /
*DP ID & Client ID No.
(*In case of Share held in demat form)

4. Number of Shares held

5. I/We hereby exercise my/our vote in respect of the Special / Ordinary Resolutions to be passed through Postal Ballot for the business stated in the enclosed Notice dated 6th May, 2013 of the Company by sending my/our assent or dissent to the said Resolutions by placing the tick(✓) mark at the appropriate box below

Item No.	Description	No. of shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1	Ordinary Resolution seeking consent of Shareholder(s) for appointment of Shri R.S. Goenka as Whole Time Director			
2	Ordinary Resolution for Increase of Authorized Share Capital from Rs 20 Crores to Rs 25 Crores			
3	Special Resolution for Issue of Bonus Shares in the ratio of 1:2 by capitalisation of Securities Premium Account and / or any other Reserves being eligible for the purpose			
4	Special Resolution under Section 17 of the Companies Act, 1956 for alteration of Ancillary Objects Clause of Memorandum of Association			
5	Special Resolution under Section 309 (4) of the Companies Act, 1956 for payment of Commission to Non-Executive Directors			
6	Special Resolution for payment of Service Tax on Sitting Fee to Non Executive Directors			

Place: -

Date:

Signature of the Member or the Authorised Representative
(as per instructions overleaf)

ELECTRONIC VOTING PARTICULARS

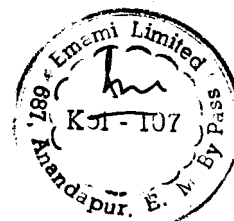
EVSN (E- Voting Sequence Number)	User ID	Password/ PIN

Note: Please read the notes/instructions printed on the Postal Ballot Notice/Form carefully before exercising your vote through this form or e-voting.



GENERAL INSTRUCTIONS**PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING**

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self- addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, any envelope containing Postal Ballot, if sent through courier or registered post at the expenses of registered member, will also be accepted. The Postal Ballot(s) may also be deposited personally.
2. The self- addressed Business Reply Envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. Unsigned/Incomplete/incorrect Postal Ballot Forms will be rejected.
4. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
5. These forms should be completed and signed by the Member (as per the specimen signature registered with the Company). In case of joint holding, this form should be completed and signed by the first named Member and in his absence, by the next named Member.
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Friday, 14th June, 2013. Postal ballot received after this date will be strictly treated as if the reply from the shareholder has not been received.
7. A Member may request for a duplicate Postal Ballot Form if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item no. 6 above.
8. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint holders.
9. Voting rights shall be reckoned on the number of shares registered in the name of the members on the cut-off date i.e. Friday, 10th May, 2013.
10. Postal Ballot Form signed in the representative capacity must be accompanied by the requisite certified true copy of Power of Attorney/Resolution of Board of Directors. If the same is/ are already registered with the Company, please quote the registration number.
11. The exercise of vote through Postal Ballot is not permitted through a proxy.
12. Shareholders are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
13. The Company is pleased to offer e-voting facility as an alternate to all the members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated hereinafter.
14. In case a member has voted through E-Voting facility, he does not need to send the physical Postal Ballot Form. If a member votes through E-Voting facility as well as sends his vote through physical vote, the physical Postal Ballot shall only be considered and the voting through E-Voting shall not be considered by the Scrutinizer.



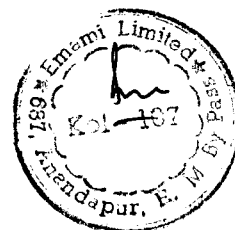
PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING

The procedure and instructions for e-Voting are as follows:

- i. Open the web browser during the voting period and log on to the e-voting website www.evotingindia.com
- ii. Click on "Shareholders" to cast your vote.
- iii. Select the EVSN along with "EMAMI LIMITED" from the drop down menu and click on "SUBMIT"
- iv. Enter the login details as given below:

	For Members holding shares in Demat Form
User ID	For Members holding shares in Demat Form:- For NSDL :- 8 Character DP ID followed by 8 Digits Client ID For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- Folio Number registered with the Company
Password	Your Unique password may be printed on the Postal Ballot Form or sent to you through email by the company or its Registrar and Transfer Agent (RTA)
PAN	Enter your 10 digit alpha-numeric PAN or the Default Number printed on the Postal Ballot Form or sent to you through email by the company or its Registrar and Transfer Agent (RTA)

- v. After entering these login details appropriately, click on "SUBMIT" tab.
- vi. Members holding shares in Demat form will have to mandatorily change their password in the Password Change menu and enter the new password in field provided. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this is the same password which has to be used by the Demat holders for voting on resolutions of any other company in which they are eligible to vote, provided the Company opts for e-voting through CDSL's platform. It is strongly recommended that you not share your password with any other person and take utmost care to keep it confidential.
- vii. Members holding shares in Demat Form may update their mobile number and e-mail ID in the user profile details which will be used for sending the revised password in case the Member forgets the password and wants to reset it.
- viii. Members holding shares in Demat Form who have already voted on an earlier instance of e-Voting for any company on www.evotingindia.com would have to use their existing User ID, Password and PAN.
- ix. Members holding shares in Physical Form, would have to use the User ID, Password and PAN to vote on resolutions for a particular EVSN only and would be taken directly to the voting screen.
- x. On the voting page, you will see Resolution Description with the options of 'YES/NO' for voting for each of the resolution. Enter the number of shares (which represents number of votes) under YES/NO. The total number of votes in YES and NO taken together should not exceed the total shareholding.
- xi. Click on the Resolution File Link to view the entire Postal Ballot Notice.



- xii. After voting on the desired resolution(s), click on SUBMIT. A confirmation box stating "If you wish to confirm your vote, click on OK, else to change your vote, click on CANCEL and accordingly modify your vote" would be displayed. Click OK or CANCEL as desired.
- xiii. Once you have voted on a resolution(s), you will not be allowed to modify your vote.
- xiv. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer's e-mail at hmchoraria@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
- xv. In case you have any queries or issues regarding e-Voting, please contact at mdpldc@yahoo.com or investors@emamigroup.com or helpdesk.evoting@cdslindia.com

By Order of the Board
For Emami Limited

Place : Kolkata
Date : 6th May, 2013

A. K. Joshi
Company Secretary & AVP-Legal

