

emami* limited

Date: 6th July, 2016

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

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

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

Dear Sir,

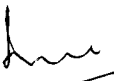
Sub: Notice of Annual General Meeting

Enclosed please find the Notice of Thirty Third Annual General Meeting of Emami Limited to be held on Wednesday, 3rd August, 2016 at 11: 30 a.m. at South City International School Auditorium, 375, Prince Anwar Shah Road, Kolkata-700068 to transact the ordinary and special business, as set out in Notice of AGM.

This is for your information and record.

Thanking You,

Yours Faithfully
For **Emami Limited**,


A. K. Joshi
Company Secretary & VP-Legal

Encl.: As Above



emami* limited

Corporate Identification Number: L63993WB1983PLC036030

Registered Office: Emami Tower, 687, Anandapur,

E M Bypass, Kolkata-700107, West Bengal.

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

website: www.emamilttd.in, e-mail: investors@emamigroup.com

Notice

NOTICE is hereby given that the Thirty Third Annual General Meeting of the Members of Emami Limited will be held on Wednesday, August 3, 2016 at 11.30 am at South City International School Auditorium, 375, Prince Anwar Shah Road, Kolkata-700068 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2016 together with the Report of the Board of Directors and Auditors thereon and the Consolidated Audited Financial Statements of the Company for the financial year ended on March 31, 2016.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Smt. Priti A Sureka (DIN 00319256), who retires by rotation and being eligible, offers herself for reappointment.
4. To appoint a Director in place of Shri Prashant Goenka (DIN 00703389), who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint a Director in place of Shri A. V. Agarwal (DIN 00149717), who retires by rotation and being eligible, offers himself for reappointment.
6. To ratify the appointment of M/s S. K. Agrawal & Co, Chartered Accountants (Firm Registration No. 306033E) as the Statutory Auditors of the financial year 2016-17 and to fix their remuneration.

SPECIAL BUSINESS:

7. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof, the recommendations of Nomination & Remuneration Committee and

the Board of Directors, the consent of Members of the Company be and is hereby accorded to the re-appointment of Shri Mohan Goenka (DIN 00150034) as a Whole-time Director of the Company for the period of five years with effect from January 15, 2016 on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting and as enumerated in the Agreement dated November 26, 2015, a copy whereof, initialed by the Chairman of the meeting for the purposes of identification, has been submitted to this meeting, which agreement is also hereby specifically approved."

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

8. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the re-appointment of Shri H.V. Agarwal (DIN 00150089) as a Whole-time Director of the Company for the period of five years with effect from January 15, 2016 on the terms and conditions as set out in the

Explanatory Statement annexed to this Notice convening this meeting and as enumerated in the Agreement dated November 26, 2015, a copy whereof, initialed by the Chairman of the meeting for the purposes of identification, has been submitted to this meeting, which agreement is also hereby specifically approved."

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

9. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the re-appointment of Shri S.K. Goenka (DIN 00149916) as Managing Director of the Company for the period of five years with effect from June 1, 2016 on the terms and conditions as set out in the Explanatory Statement annexed to this Notice convening this meeting and as enumerated in the Agreement dated May 5, 2016, a copy whereof, initialed by the Chairman of the meeting for the purposes of identification, has been submitted to this meeting, which agreement is also hereby specifically approved."

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

10. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013, Smt. Rama Bijapurkar

(DIN 00001835) who was appointed as an Independent-cum- Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from September 1, 2015 by the Board of Directors and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director of the Company, be and is hereby regularized/appointed as an Independent Director of the Company for a period of three years with effect from September 1, 2015 and whose office shall not be liable to determination by retirement of Directors by rotation."

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

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

"RESOLVED that pursuant to section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby granted for continuation of holding of office of Executive Chairman by Shri R.S. Agarwal (DIN 00152996) who has attained the age of 70 (Seventy) years as on January 6, 2016 upto the expiry of his present term of office, on the existing terms and conditions as mentioned in the agreement dated March 9, 2012 duly approved by the shareholders through an ordinary resolution passed at the Annual General Meeting held on August 8, 2012."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED that pursuant to section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of holding of office of Whole Time Director by Shri R.S. Goenka (DIN 00152880) upon attaining the age of 70 (Seventy) years on January 6, 2017 upto the expiry of his present term of office, on the existing terms and conditions as mentioned in the agreement dated November 19, 2012 duly approved through an ordinary resolution passed on June 17, 2013 by the Shareholders through Postal Ballot."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the consent of the Company be and is hereby given for payment of remuneration of ₹1,35,000/- (Rupees One lakh thirty five thousand only) plus applicable taxes and out of pocket expenses for conducting audit of the cost records of the Company for the year 2016-17 as may be applicable to the Company under Section 148 of the Companies Act, 2013 and rules made there under, to M/s. V. K. Jain & Co., Cost Accountants who were re-appointed as Cost Auditors of the Company by the Board of Directors at its meeting held on May 5, 2016"

Registered Office:

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

By Order of the Board

A.K. Joshi

Date: May 5, 2016 *Company Secretary & VP-Legal*

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. As per section 105 of the Companies Act, 2013 and Rules thereunder, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of total share capital of the Company carrying voting rights. A member holding more than ten percent of total share capital of the company carrying voting right may appoint a single person as proxy and such proxy shall not act as a proxy for any other person or shareholder.
3. The instrument appointing a proxy shall be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified true copy of the board resolution authorising their representative to attend and vote on their behalf at the Meeting.

4. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Book of the Company shall remain closed from Thursday, July 28, 2016 to Wednesday, August 3, 2016 (both days inclusive); and that dividend, if approved by the members at the ensuing Annual General Meeting, will be paid to those shareholders whose names stand registered:
 - a. As beneficial owners as at the end of business on Wednesday, July 27, 2016 as per list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in electronic form, and
 - b. As members in the Register of Members of the Company after giving effect to valid share

transfers in physical form lodged with the Company's Registrar and Transfer Agents (RTA) M/s. Maheswari Datamatics Pvt. Ltd., 6, Mangoe Lane, Kolkata 700 001 on or before Wednesday, July 27, 2016. The instruments of share transfers complete in all respects should reach the said Registrar and Share Transfer Agents well before the above date.

5. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents (RTA), M/s. Maheswari Datamatics Pvt. Ltd cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants of the members. Further, in case the shares are held in physical mode, members are requested to furnish Bank account particulars (viz. Account No., Name and Branch of the Bank and MICR Code) to the RTA to ensure that there is no fraudulent encashment of the warrants.

6. Members are requested to send all communications relating to shares, and unclaimed dividends, change of address, etc. to the Registrar and transfer agents at the following address:

M/S. MAHESWARI DATAMATICS PVT. LTD
ADDRESS: 6, MANGOE LANE, KOLKATA- 700 001

7. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar and Transfer Agent.

Kindly note that as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/update your correct bank account details with the Company/RTA/Depository Participant, as the case may be.

8. Electronic copies of the Annual Report are being sent to all the members whose e-mail IDs

are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.

9. Electronic copy of the Notice of this Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the 33rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of this Meeting and the Annual Report will also be available on the Company's website www.emamiltd.in for their download.

10. Members are informed that the dividend amount for the financial year 2008-09 remaining unclaimed shall become due for transfer on January 29, 2017 to the Investor Education and Protection Fund established by the Central Government in terms of Section 124 of the Companies Act, 2013 on expiry of 7 years from the date of its declaration.

Members are requested to note that no claim shall lie against the Company or the aforesaid fund in respect of any amount of dividend remaining unclaimed / unpaid for a period of 7 years from the dates they became first due for payment. Any member, who has not claimed dividend in respect of the financial year ended 2008-09 onwards is requested to approach the Company/the Registrar and Transfer Agents of the Company.

11. The related Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business under item no. 7 to 13 as set out above is annexed hereto.

12. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting; members are requested to bring their copies at the meeting.

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

the Meeting. Members/ proxies attending the AGM are requested to carry their identity proof.

14. A statement containing details of the Directors seeking appointment/reappointment at the forthcoming Annual General Meeting as required under Regulation 36 of the SEBI (LODR) Regulations, 2015 is annexed.
15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays, till the date of meeting.
16. Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in prescribed form SH-13 with the RTA. In respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.
17. SEBI and Ministry of Corporate Affairs encourages paperless communication as a contribution to Green environment. Members holding shares in physical mode are requested to register their e-mail address to the RTA for receiving all communications including annual reports, notices, circulars etc. from the company electronically. Members who wish to register their e-mail id can download the green initiative form from the company's website www.emamilttd.in.

18. Voting Option:

- (I) VOTING THROUGH ELECTRONIC MEANS
- Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standard - 2, the Company has provided e-voting facility to all the members holding shares in physical/electronic form using Central Depository Securities (India) Limited (CDSL) platform. All the business to be transacted at the annual general meeting can be transacted through electronic voting system.

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

(II) VOTING AT AGM

The members who have not casted their

votes electronically, can exercise their voting rights at the AGM through ballot form.

Other Instructions

1. A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting. If a member casts votes by both the modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.
 2. The Company has appointed M/s. MKB Associates, Company Secretaries, to act as the Scrutinizer. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in presence of atleast two witnesses (not in the employment of the Company) and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Managing Director.
 3. The Results shall be declared at or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.emamilttd.in and on the website of CDSL www.evotingindia.com within three (3) days of passing of the resolution at the Annual General Meeting of the Company and the same shall also be communicated to Bombay Stock Exchange Limited, National Stock Exchange of India Limited, Calcutta Stock Exchange Limited where the shares of the Company are listed.
19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.

Registered Office:

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

By Order of the Board

A.K. Joshi
Date: May 5, 2016 *Company Secretary & VP-Legal*

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of resolution at item no. 7 to 13

Item No 7 & 8:

The Board of Directors at its meeting held on 29th October, 2015 re-appointed Shri Mohan Goenka (holding DIN 00150034) and Shri H.V. Agarwal (holding DIN 00150089) as Whole-time Directors of the Company with effect from January 15, 2016 for a period of five years on the basis of recommendation of Nomination & Remuneration Committee and subject to approval of the shareholders.

For the purpose, an agreement has been entered into by the Company with each of the Whole-time Directors on November 26, 2015.

The main terms and conditions of appointment of each of the above Whole-time Directors, as contained in the respective agreements dated November 26, 2015 are furnished below:

- a. Term of appointment: - Five years with effect from January 15, 2016
- b. Salary: ₹6,00,000/- (Rupees Six lacs only) to ₹10,00,000/- (Rupees Ten lacs only) per month payable monthly. The annual increment will be decided by the Board of Directors of the Company.
- c. Perquisites:
 1. Leave travel allowance for self and family once in a year as per rules of the Company.
 2. Medical expenses actually incurred by him and his family subject to maximum of one month salary
 3. Club Fees
 4. Provision for use of car with driver for official business- personal use of the car will be billed to him.
 5. Payment / Reimbursement of Telephone including mobile expenses.
 6. Medical & personal accident insurance.
- d. The Company will provide Rent Free Accommodation to the Whole Time Directors.
- e. The Company will make suitable contribution towards Provident Fund, Superannuation Fund etc. as per Rules of the Company.
- f. Gratuity will be payable as per Rules of the Company.
- g. Leave as per Rules of the Company

including encashment of unavailed leave at the end of the tenure.

The Board therefore recommends the resolutions for your approval.

In respect of Resolution 7, except Shri Mohan Goenka (the appointee), Shri R.S. Goenka, being relative of the appointee), and in respect of Resolution 8, except Shri H.V. Agarwal (the appointee), Shri R.S. Agarwal, Shri A.V. Agarwal and Smt Priti A Sureka (being relatives of the appointee), none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in these Resolutions.

Copy of the agreements dated November 26, 2015 referred above are available for inspection at the Registered Office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays till the date of ensuing Annual General Meeting.

Item No. 9

The Board of Directors at its meeting held on May 5, 2016 re-appointed Shri S.K. Goenka (holding DIN 00149916) as Managing Director of the Company with effect from June 1, 2016 for the period of five years subject to approval of shareholders in ensuing Annual General Meeting and on the basis of recommendation of Nomination and Remuneration Committee.

For the purpose, an agreement has been entered into by the Company with the Managing Director on May 5, 2016. The main terms and conditions of his re-appointment as Managing Director, as contained in the said agreement are furnished below:

- a. Term of appointment: - Five years with effect from June 1, 2016
- b. Salary: ₹8,00,000/- (Rupees Eight lacs only) to ₹12,00,000/- (Rupees Twelve lacs only) per month payable monthly. The annual increment will be decided by the Board of Directors of the Company.
- c. Perquisites:
 1. Leave travel allowance for self and family once in a year as per rules of the Company.
 2. Medical expenses actually incurred by him and his family subject to maximum of one month salary
 3. Club fees
 4. Provision for use of car for official business- personal use of the car will be billed to him.

5. Provision for telephone at residence-personal long distance calls will be billed to him.
6. Medical & personal accident insurance.
- d. The Company will make suitable contribution towards Provident Fund, Superannuation Fund and Annuity Fund.
- e. Gratuity will be payable as per Rules of the Company.
- f. Leave as per Rules of the Company including encashment of unavailed leave at the end of the tenure.

The Board therefore recommends the resolution for your approval.

Except Shri S. K. Goenka (the appointee), Shri R.S. Goenka (being relative of the appointee) none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

Item No. 10

With effect from September 1, 2015 Smt. Rama Bijapurkar (DIN 00001835) was appointed as an Independent-cum-Additional Director of the Company under section 161 of the Companies Act, 2013 for a period of three years from 1st September, 2015. The Company has received a notice from a member proposing her as a candidate for the office of Director of the Company.

She is a recognised thought leader on market strategy and India's consumer economy, and is a keen commentator on social and cultural trends in fast-changing India.

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

The Company has received declaration to this effect that she meets the criteria of Independent Director as provided under section 149 (6) of the Act.

Smt. Rama Bijapurkar fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as an Independent Director of the Company.

Accordingly the Board recommends the resolution for

regularization/ appointment of Smt. Rama Bijapurkar as an Independent Director of the Company for a period of 3 years with effect from 1st September, 2015 and seeks your approval to the said resolution.

Except Smt. Rama Bijapurkar, the appointee herself, none of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

A Copy of the letter for appointment of Smt. Rama Bijapurkar as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company between 11:00 am and 1:00 pm on all working days except Saturdays till the date of Annual General Meeting.

Item No. 11 & 12

The Shareholders of the Company at the 29th Annual General Meeting held on 8th August 2012 approved re-appointment of Shri R. S. Agarwal as an Executive Chairman of the Company for a period of five years effective from 1st April 2012 through an Ordinary Resolution under the relevant provisions of the Companies Act 1956 (then prevailing).

Further, the Shareholders on 17th June 2013 approved appointment of Shri R. S. Goenka as a Whole Time Director of the Company for a period of five years effective from 8th November 2012 through an Ordinary Resolution passed by way of Postal Ballot under the relevant provisions of the Companies Act 1956 (then prevailing).

Shri R. S. Agarwal, Executive Chairman has attained the age of 70 years during January 2016 and Shri R. S. Goenka, Whole Time Director will attain the age of 70 years in the month of January 2017.

In view of the introduction of the Companies Act, 2013 (new Act) with effect from 1st April 2014 and also for an abundant precaution, the Company seeks consent of the members by way of special resolution for continuation of their holding of existing office after the age of 70 years during the currency of their term of appointment under the provisions of Section 196 (3) (a) of the Companies Act, 2013.

The Board therefore recommends the special resolutions for your approval.

Except Shri R. S. Agarwal (the appointee), Shri A.V. Agarwal, Shri H.V. Agarwal & Smt Priti A Sureka, (being relatives of the appointee) none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested,

financially or otherwise in Resolution No. 11. Except Shri R. S. Goenka (the appointee), Shri S.K. Goenka and Shri Mohan Goenka, (being relatives of the appointee) none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in Resolution No. 12.

Item No. 13

The Board of Directors in its meeting held on May 5, 2016, had re-appointed M/s. V. K. Jain & Co., Cost Accountants at a remuneration of ₹1,35,000/- (Rupees One lakh thirty five thousand only) plus applicable taxes and out of pocket expenses for conducting audit of the cost records of the Company as applicable to the Company for the year 2016-17. As per the provisions of Section 148 of the Companies

Act, 2013 and the Rules made thereunder, the remuneration to be paid to the cost auditors is subject to ratification by the members of the Company.

The Board therefore recommends the resolution under Section 148 of the Companies Act, 2013 as an ordinary resolution for your approval.

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

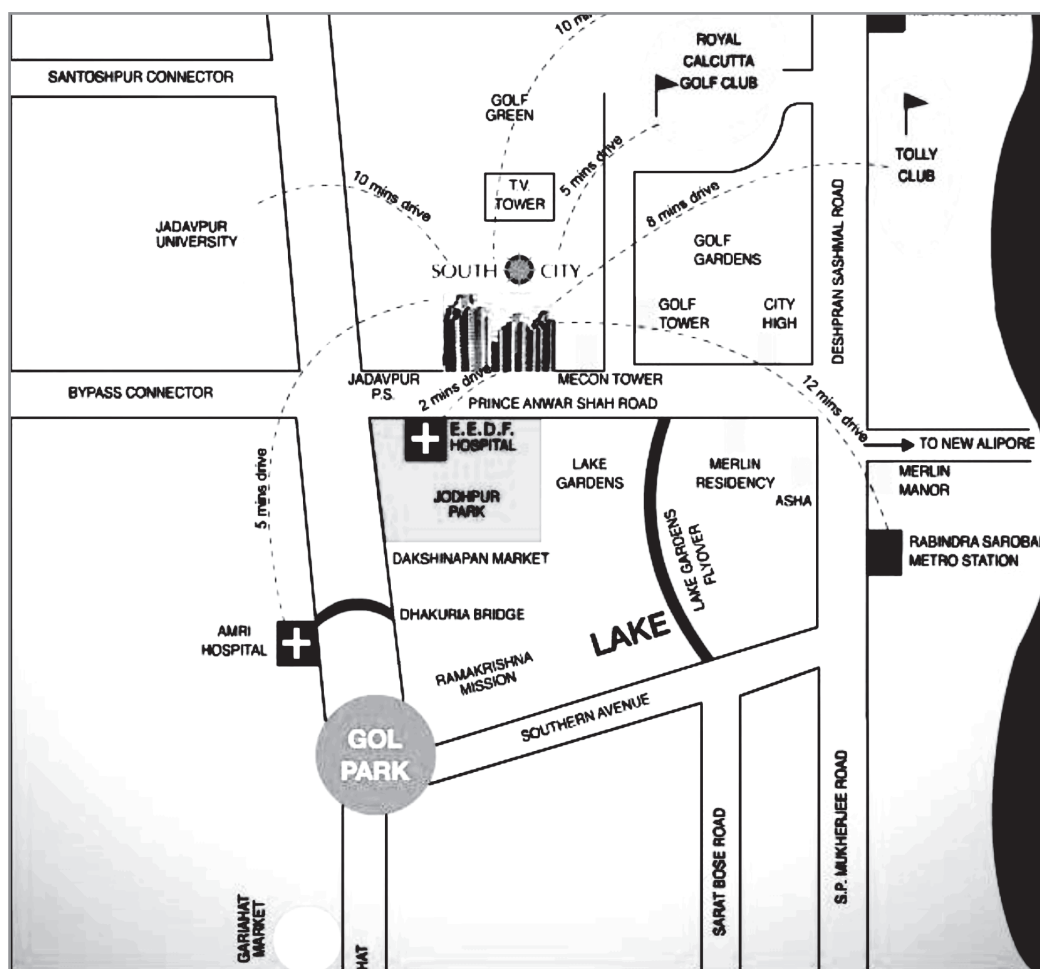
Registered Office:

Emami Tower,
687, Anandapur
EM Bypass
Kolkata 700107
Date: May 5, 2016

By Order of the Board

A.K. Joshi
Company Secretary & VP-Legal

Route Map to the Venue of AGM



DATE: AUGUST 3, 2016 AT 11.30 AM

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

ANNEXURE TO THE NOTICE

Details of Directors seeking Appointment / Re-appointment at the forthcoming Annual General Meeting
(In pursuance of Regulation 36(3) of SEBI (LODR) Regulations, 2015)

(As on March 31, 2016)

Name	Smt. Priti A Sureka	Shri Prashant Goenka	Shri A. V. Agarwal	Shri Mohan Goenka	Shri H. V. Agarwal
Date of Birth	23.05.1972	30.10.1973	06.01.1975	20.01.1973	12.07.1976
Date of Appointment	30.01.2010	20.01.2014	15.01.2005	15.01.2005	15.01.2005
Experience in Specific Functional Area	Extensive knowledge and experience in marketing and brand development	Extensive knowledge and experience in International marketing and brand development	Extensive knowledge and experience in marketing and brand development	Extensive knowledge and experience in marketing and brand development	Extensive knowledge and experience in marketing and brand development
Qualification	Bachelor of Arts	MBA (International Marketing), Diploma in Finance and Marketing	Commerce Graduate	Commerce Graduate & MBA	Commerce Graduate
Relationship with other Directors	Daughter of Shri R.S. Agarwal & sister of Shri H.V. Agarwal & Shri A.V. Agarwal	Nephew of Shri R.S. Goenka & S.K. Goenka	Son of Shri R.S. Agarwal & brother of Shri H.V. Agarwal & Smt Priti A Sureka	Son of Shri R.S. Goenka	Son of Shri R.S. Agarwal & brother of Shri A.V. Agarwal & Smt Priti A Sureka
Directorship in Companies	1.Emami Limited 2. Aviro Vyapar Private Limited 3. Aviro Vanijya Private Limited 4.Emami Group of Companies Private Ltd.	1. Emami Limited 2. Emami Group of Companies Private Limited 3. Prestige Vyapaar Limited 4. Emami Enclave Makers Pvt Limited 5. B.P. Poddar Hospital and Medical Research Limited	1.Emami Limited 2. Emami Paper Mills Limited 3.TMT Viniyogan Limited 4.Emami Cement Limited 5. Ajanta Suppliers Pvt. Ltd. 6. Emami Group of Companies Pvt. Ltd. 7. Indian Chamber of Commerce Calcutta 8. Suntrack Commerce Pvt. Ltd.	1.Emami Limited 2.Bhanu Vyapar Private Limited 3. Emami Enclave Makers Private Limited 4.The Calcutta Stock Exchange Limited	1.Emami Limited 2.Diwakar Viniyog Private Limited 3.TMT Viniyogan Limited 4.Aviro Vyapaar Limited 5. Ajanta Suppliers Private Limited 6. Suntrack Commerce Private Limited

(As on March 31, 2016)

Name	Smt. Priti A Sureka	Shri Prashant Goenka	Shri A. V. Agarwal	Shri Mohan Goenka	Shri H. V. Agarwal
Chairman/Member in the Committees of the Boards of the companies	Chairman: None Member: 1.Share Transfer Committee-Emami Limited 2. Finance Committee-Emami Limited 3. Corporate Social Responsibility Committee-Emami Limited 4. Risk Management committee-Emami Limited	Chairman: None Member: None	Chairman: None Member: 1.Share Transfer Committee-Emami Limited 2.Finance Committee-Emami Limited	Chairman: Share Transfer Committee-Emami Limited Member: 1.Stakeholders Relationship Committee-Emami Limited 2.Share Transfer Committee-Emami Limited 3.Finance Committee-Emami Limited 4.Risk Management committee-Emami Limited	Chairman: None Member: 1.Stakeholders Relationship Committee-Emami Limited 2.Share Transfer Committee-Emami Limited 3.Finance Committee-Emami Limited 4.Corporate Social Responsibility Committee-Emami Limited 5. Risk Management Committee-Emami Limited
No. of Shares held in the Company	49,50,000	95,000	13,19,334	1,40,450	5,85,133

(As on March 31, 2016)

Name	Shri S. K. Goenka	Smt. Rama Bijapurkar	Shri R. S. Agarwal	Shri R. S. Goenka
Date of Birth	06.05.1956	12.02.1957	06.01.1946	06.01.1947
Date of Appointment	17.05.1995	01.09.2015	03.05.1994	08.11.2012
Experience in Specific Functional Area	Eminent leader with rich experience in production, factory operations, distribution, procurement and packaging	Extensive knowledge and experience on market strategy and India's consumer economy	Extensive knowledge and administrator par excellence, possessor of great consumer insight and far sight	Expert in Taxation, Strategic Planning, Corporate Affairs and Financial Planning
Qualification	Commerce Graduate	B.Sc in Physics & PGDM	CA, CS, LLB & Commerce Post Graduate	M.Com and LLB
Relationship with other Directors	Brother of Shri R.S. Goenka	-	Father of Shri H.V. Agarwal, Shri A.V. Agarwal & Smt Priti A Sureka	Father of Shri Mohan Goenka & brother of Shri S.K. Goenka

(As on March 31, 2016)

Name	Shri S. K. Goenka	Smt. Rama Bijapurkar	Shri R. S. Agarwal	Shri R. S. Goenka
Directorship in Companies	1. Emami Limited 2. Emami Highrise Private Limited 3. Diwakar Viniyog Private Limited 4. Emami Education and Research Foundation	1. Emami Limited 2. RBL Bank Limited 3. ICICI Prudential Life Insurance Company Limited 4. Mahindra and Mahindra Financial Services Limited 5. Ambit Holdings Private Limited 6. National Payments Corporation of India 7. Indian Council on Global Relations 8. People Research on India's Consumer Economy	1. Emami Limited 2. Suntrack Commerce Private Limited 3. Emami Group of Companies Private Limited 4. Diwakar Viniyog Private Limited 5. Maa Gou Products Private Limited 6. Emami Education and Research Foundation.	1. Emami Limited 2. Emami Group of Companies Private Limited 3. Bhanu Vyapar Private Limited 4. Emami Education and Research Foundation 5. Suntrack Commerce Private Limited 6. Suraj Viniyog Private Limited 7. Ajanta Suppliers Private Limited 8. Maa Gou Products Private Limited
Chairman/Member in the Committees of the Boards of the companies	Chairman: Corporate Social Responsibility Committee-Emami Limited Member: 1. Finance Committee-Emami Limited 2. Risk Management Committee- Emami Limited	Chairman: 1. Board Nomination and Remuneration Committee- ICICI Prudential Life Insurance Company Limited 2. Stakeholders Relationship Committee-Mahindra & Mahindra Financial Services Limited 3. Strategic Affairs Committee- RBL Bank Ltd. 4. Marketing and Branding Committee-National Payments Corporation of India Member: 1. Board Risk Management Committee-ICICI Prudential Life Insurance Company Limited 2. Audit Committee-Mahindra & Mahindra Financial Services Limited 3. Risk Management Committee-Mahindra & Mahindra Financial Services Limited 4. Compensation Committee-Ambit Holdings Private Limited 5. Nomination Committee-Ambit Holdings Private Limited 6. Nomination Committee-RBL Bank Ltd. 7. Business Strategy Committee-National Payments Corporation of India 8. Corporate Social Responsibility-National Payments Corporation of India	Chairman: None Member: None	Chairman: 1. Finance Committee- Emami Limited 2. Risk Management Committee- Emami Limited Member: Corporate Governance Committee- Emami Limited Audit committee
No. of Shares held in the Company	1,91,250	500	7,69,500	1,06,450

The instructions to members for voting electronically are as under:

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| <p>(i) The voting period begins on Saturday, July 30, 2016 (9:00 AM) (IST) and ends on Tuesday, August 2, 2016 (5:00 PM) (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, July 27, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.</p> <p>(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.</p> <p>(iii) The shareholders should log on to the e-voting website www.evotingindia.com.</p> | <p>(iv) Click on Shareholders.</p> <p>(v) Now Enter your User ID</p> <ol style="list-style-type: none"> For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company. <p>(vi) Next enter the Image Verification as displayed and Click on Login.</p> <p>(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company,</p> |
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(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
	<ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
	<ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

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| <p>(ix) After entering these details appropriately, click on "SUBMIT" tab.</p> <p>(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts</p> | <p>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.</p> <p>(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.</p> <p>(xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.</p> <p>(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or</p> |
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NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

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

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

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for Non – Individual Shareholders and Custodians

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

register themselves as Corporates.

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

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

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

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emami* limited

CIN: L63993WB1983PLC036030

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

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

website: www.emamilttd.in, e-mail: investors@emamigroup.com

PROXY FORM

FORM MGT-11

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

Serial no:.....

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

Registered Address:.....

E-mail ID:.....

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

DP ID:.....

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

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

Address:.....

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

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

Address:.....

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

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

Address:.....

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on Wednesday, August 3, 2016 at South City International School Auditorium, 375, Prince Anwar Shah Road, Kolkata-700068 at 11.30 am and at any adjournment(s) thereof, in respect of such resolutions are indicated below:

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

3.	Appointment of a Director in place of Smt. Priti A Sureka (holding DIN 00319256), who retires by rotation and being eligible, offers herself for reappointment.			
4.	Appointment of a Director in place of Shri Prashant Goenka (holding DIN 00703389), who retires by rotation and being eligible, offers himself for reappointment.			
5.	Appointment of a Director in place of Shri A. V. Agarwal (holding DIN 00149717), who retires by rotation and being eligible, offers himself for reappointment.			
6.	Ratification of appointment of M/s S. K. Agrawal & Co., Chartered Accountants, (Firm registration No. 306033E) as Statutory Auditors for financial year 2016-17 and to fix their remuneration.			
Special business				
7.	Approval to reappointment of Shri Mohan Goenka (holding DIN 00150034) as a Whole-time Director of the Company.			
8.	Approval to reappointment of Shri H.V. Agarwal (holding DIN 00150089) as a Whole-time Director of the Company.			
9.	Approval to reappointment of Shri S.K. Goenka (holding DIN 00149916) as a Managing Director of the Company.			
10.	Regularization/Appointment of Smt. Rama Bijapurkar (holding DIN 00001835) as an Independent Director of the Company for the period of three years.			
11.	Approval to continuation of office by Shri R. S. Agarwal (holding DIN 00152996) as an Executive Chairman of the Company after attaining the age of 70 years during his term of appointment.			
12.	Approval to continuation of office by Shri R. S. Goenka (holding DIN 00152880) as Whole-time Director of the Company upon attaining the age of 70 years during his term of appointment.			
13.	Ratification of the fee of ₹1,35,000 (Rupees One lakh thirty five thousand only) payable to M/S V. K. Jain & Co, Cost Auditors for conducting audit of the cost records of the Company for the financial year 2016-17.			

Signed this day of.....2016

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

Signature of First Proxy Holder(s)

Signature of Second Proxy Holder(s)

Signature of Third Proxy Holder(s)

Affix One
rupee
Revenue
Stamp

Notes:

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