



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

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014)

To all the Members of Emami Limited

Notice is hereby given pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020 and the General Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and pursuant to other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), that the resolution appended below for the appointment of Dr. (h.c.) CS Adv Mamta Binani (DIN: 00462925) as an Independent Director on the Board of Emami Limited (the "Company") is proposed for approval of the shareholders of the Company through postal ballot by remote e-voting process ("e-voting").

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolution setting out the material facts concerning the aforesaid appointment of Independent Director is annexed hereto for your consideration.

The Board of Directors of the Company, at its meeting held on 29th October, 2021 has appointed Mr. Raj Kumar Banthia, partner of M/S. MKB & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes to this postal ballot notice ("Postal Ballot Notice") to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 5.00 p.m. IST on Wednesday 8th December, 2021, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Scrutinizer will submit his report to the Managing Director of the Company after completion of scrutiny of the e-voting. The results shall be declared on or before Friday, 10th December, 2021 and communicated to BSE Limited ("BSE"), and National Stock Exchange of India Limited ("NSE"), Central Depository Services (India) Limited ("CDSL"), Maheshwari Datamatics Private Limited, Registrar and Share Transfer Agent and will also be displayed on the Company's website www.emamilttd.in. The Company will also display the results of the Postal Ballot at its Registered Office.

SPECIAL BUSINESS:

Appointment of Dr. (h.c.) CS Adv Mamta Binani (DIN: 00462925) as an Independent Director of the Company

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

"RESOLVED THAT that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Dr. (h.c.) CS Adv Mamta Binani (DIN: 00462925), who was appointed as an Additional Director under the category of Woman independent Director of the company by the Board of Directors pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of 2 (Two) Years from 29th October, 2021 to 28th October, 2023, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Companies Act, 2013.



emami* limited

RESOLVED FURTHER THAT the Board of Directors 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.”

Date: 29th October, 2021

Place: Kolkata

By Order of the Board

For Emami Limited

A. K. Joshi

Company Secretary & VP-Legal

(FCS4976)

NOTES:

1. The Explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposals set out in resolution is annexed herewith.
2. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, 5th November, 2021 (“Cut-Off Date”) received from Depositories and whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.emamilttd.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Maheshwari Datamatics Private Limited at www.mdpl.in. The Postal Ballot Notice shall also be available on the website of Central Depository Services (India) Limited (“CDSL”).
3. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer Agent, Maheshwari Datamatics Private Limited, 23, R N Mukherjee Road, 5th Floor, Kolkata - 700 001, West Bengal.
4. Members may note that pursuant to the MCA Circulars, the Company has additionally enabled a process for the limited purpose of receiving shareholder communications during the financial year 2021-22 and the Members (holding physical shares) may update their email address by intimating the RTA at mdpldc@yahoo.com or to the Company at investors@emamigroup.com
5. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, 5th November 2021 will be considered for the purpose of e-voting.
6. Resolution passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
7. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
8. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by Central Depository Services (India) Limited (“CDSL”). The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section “General information and instructions relating to e-voting” in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than 5.00 p.m. IST on Wednesday 8th December, 2021 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
10. The e-voting period commences at 9:00 a.m. (IST) on Tuesday 9th November, 2021 and ends at 5:00 p.m. (IST) on Wednesday 8th December, 2021. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
11. The Scrutinizer will submit his report to the Managing Director after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorised, on or before Friday, 10th December, 2021, and will also be displayed on the website of the Company (www.emamilttd.in), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.



12. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Wednesday 8th December, 2021, i.e., the last date specified for receipt of votes through the e-voting process.
13. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to investors@emamigroup.com /mdpldc@yahoo.com.

General information and instructions relating to e-voting

A. VOTING THROUGH ELECTRONIC MEANS

- a) The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	End of remote e-voting
From 9:00 a.m (IST) on Tuesday, November 9, 2021	Up to 5:00 p.m. (IST) on Wednesday, December 8, 2021

- b) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the relevant depository as on the cut-off date, Friday, 5th November, 2021, only shall be entitled to avail the facility of remote e-voting at the Meeting. A person who is not a member as on the cutoff date should treat this notice for information purpose only.
- c) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.
- d) Demat account holders can now cast their votes electronically by way of a single login credential, through their demat accounts/ websites of Depositories / Depository Participants, without having to register again with the E-voting Service Provider (ESP), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- e) The details of the process and manner for remote e-voting and joining virtual meeting for Individual shareholders holding securities in Demat mode are explained herein below :

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open.



	<p>You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

f) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

(i) The members should log on to the e-voting website <https://www.evotingindia.com>

(ii) Click on “Shareholders” module

(iii) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user, follow the steps given below:



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

(vii) After entering these details appropriately, click on “SUBMIT” tab

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.

(x) Click on the EVSN for EMAMI LIMITED to vote

(xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution

(xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiii) 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.

(xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xv) 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

(xvi) Additional Facility for Non-Individual Members and Custodians – for Remote E-Voting:

- Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the “CORPORATES” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- 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.
- Alternatively Non Individual members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at scrutinizermkb@gmail.com and to the Company investors@emamigroup.com or to M/s Maheshwari Datamatics Pvt. Ltd., Registrar & Share Transfer Agent of the company at mdpldc@yahoo.com with a copy marked to helpdesk.evoting@cdslindia.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014

The Board of Directors of the Company based on the recommendation of Nomination & Remuneration Committee appointed Dr. (h.c.) CS Adv Mamta Binani (DIN: 00462925) as an Additional Director under the category of woman Independent Director for a term of 2 (Two) years from 29th October 2021 to 28th October 2023 subject to approval of shareholders. The Board also decided to seek approval of the same from shareholders through Postal Ballot under section 110 of the Companies Act, 2013 (the "Act").

The Company has received notice under Section 160 of the Act from a shareholder proposing the candidature of Dr. (h.c.) CS Adv Mamta Binani for the office of woman Independent Director of the Company.

The Company has also received consent from Dr. (h.c.) CS Adv Mamta Binani to act as a Director in terms of section 152 of the Act and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board of Directors, Dr. (h.c.) CS Adv Mamta Binani fulfils the conditions specified in the Act and the rules made thereunder, for her appointment as an Independent Director of the Company. Dr. (h.c.) CS Adv Mamta Binani is independent of the management and possesses appropriate skills, experience and knowledge. The Company has received a declaration from Dr. (h.c.) CS Adv Mamta Binani confirming that she meets the criteria of independence under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Copy of the letter of appointment of Dr. (h.c.) CS Adv Mamta Binani setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to investors@emamigroup.com.

Dr. (h.c.) CS Adv Mamta Binani shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in such meetings and profit related commission within the limits stipulated under Section 197 of the Act as recommended by the Nomination and Remuneration Committee.

The Board of Directors recommends the resolution for approval of the Members by way of an Ordinary Resolution

Except Dr. (h.c.) CS Adv Mamta Binani, being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out.

Brief profile of Dr. (h.c.) CS Adv Mamta Binani is given below:

Dr. (h.c.) CS Adv Mamta Binani, aged about 49 years, Advocate, Bar Council of West Bengal is a Fellow member of the ICSI. She has held the position of an All India President of The Institute of Company Secretaries of India in the year 2016. She has also been the First Lady Chairperson of the Eastern India of The Institute of Company Secretaries of India in the year 2010. She was conferred with a certificate of doctor of excellence in the field of management at the 3rd Intelligentsia Summit in 2017 and the Bharat Nirman Award in 2010. She is the Vice President of the National Company Law Tribunal Kolkata Bar Association, and the Chairperson of the Standing Committee on Corporate Law and Governance, Merchant Chamber of Commerce & Industry, Kolkata and the Co-Chairperson of the Stress Resolution Committee of the Indian Chamber of Commerce.

She is the first Indian to have been endowed with the prestigious award of 'IWIRC Women of the Year in Restructuring (Asia) Award, 2021'. IWIRC (International Women's Insolvency & Restructuring Confederation)

She is serving as an Independent Director of number of eminent Boards of India namely Balrampur Chini Mills Limited, Emami Paper Mills Limited, Century Plyboards (India) Ltd., Kkalpana Industries Ltd, Skipper Limited etc.

Additional information in respect of Dr. (h.c.) CS Adv Mamta Binani, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India Regulation is annexed to this Notice.

Date: 29th October, 2021
Place: Kolkata

By Order of the Board
For Emami Limited

A. K. Joshi
Company Secretary & VP- Legal
(FCS 4976)



Details of Directors seeking appointment through postal ballot by remote e-voting process

Name of the Director	Dr. (h.c.) CS Adv Mamta Binani
Date of Birth / Age	10/10/1972 / 49 Years
DIN	00462925
Date of first appointment on the Board	29th October 2021.
Terms and Conditions of Appointment	Two Years commencing from 29th October 2021 to 28 th October 2023
Remuneration last drawn (including sitting fees, if any) / Remuneration proposed to be paid	As per Explanatory Statement
Relationship with Directors and Key Managerial Personnel	None
Qualification(s)	B.Com, a Law Graduate and a Fellow Member of the Institute of Company Secretaries of India, Insolvency Professional registered with the Insolvency & Bankruptcy Board of India.
Expertise in specific functional area	Over 25 years of experience in corporate Consultation, Corporate Governance & advisory.
Board Membership , Chairmanships/Memberships of the Committees of other listed limited companies as on October 29,	<ol style="list-style-type: none">1. Balrampur Chini Mills Ltd [Audit Committee–Member]2. Century Plyboards (India) Ltd [Nomination & Remuneration Committee -Member] [Stakeholders Relationship Committee-Chairperson]3. Emami Paper Mills Ltd4. KKalpana Industries (India) Ltd [Nomination & Remuneration Committee -Member]5. Skipper Ltd [Nomination & Remuneration Committee-Chairperson]6. GPT Infraprojects Ltd [Audit Committee-Member] [Corporate Social Responsibility Committee -Member]
Number of shares held in the Company as on October 29, 2021	NIL
Number of meetings of the Board attended during the Financial year	1 (One) out of 1(One) Board Meeting held since her appointment