



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

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NOTICE

NOTICE is hereby given that the **Thirty First Annual General Meeting** of the Members of Emami Limited will be held on Saturday, 9th August, 2014 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 Balance Sheet as at March 31, 2014, the Audited Statement of Profit & Loss Account of the Company for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To confirm the Interim Dividend and declare Final Dividend on Equity Shares.
3. To appoint a Director in place of Shri A. V. Agarwal (holding DIN 00149717), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri R. S. Goenka (holding DIN 00152880), who retires by rotation and being eligible, offers himself for re-appointment.
5. To re-appoint Auditors and to fix their remuneration. In this regard to consider, and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, and pursuant to the recommendations of Audit Committee of the Board of Directors, M/s. S.K.Agrawal & Co. (Firm Registration No. 306033E), Chartered Accountants, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a period of 3 years from conclusion of this Annual General Meeting up to the conclusion of the 34th Annual General Meeting of the Company, subject to ratification by the shareholders annually, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

SPECIAL BUSINESS:

6. To consider, and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of Sections 152 and any other applicable provisions of the Companies Act, 2013, Shri Prashant Goenka (holding DIN 00703389) who was appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from 20th January, 2014 by the Board of Directors to hold office up to the date of this Annual General Meeting of the Company 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 his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation”.

7. To consider, and if thought fit, to pass with or without modification 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, Shri M.D. Mallya (holding DIN 01804955) who was appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from 20th January, 2014 by the Board of Directors to hold office up to the date of this Annual General Meeting of the Company 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 his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years up to the 34th Annual General Meeting of the Company and whose office shall, henceforth, 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], Shri M. D. Mallya 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”.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri K. N. Memani (holding DIN 00020696), whose period of office was liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of three consecutive years up to the 34th Annual General Meeting of the Company and whose office shall, henceforth, not be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 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], Shri K.N. Memani 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”.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Y. P. Trivedi (holding DIN 00001879), whose period of office was liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of three consecutive years up to the 34th Annual General Meeting of the Company and whose office shall, henceforth, not be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 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], Shri Y P Trivedi 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”.

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

“RESOLVED THAT pursuant to the provisions of Sections 149,

150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri S. B. Ganguly (holding DIN 01838353), whose period of office was liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of three consecutive years up to the 34th Annual General Meeting of the Company and whose office shall, henceforth, not be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 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], Shri S.B. Ganguly 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 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 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri A. K. Deb (holding DIN 02107792), whose period of office was liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of three consecutive years up to the 34th Annual General Meeting of the Company and whose office shall, henceforth, not be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 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], Shri A.K. Deb 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”.

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

“RESOLVED THAT pursuant to the provisions of Sections 149,

150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Sajjan Bhajanka (holding DIN 00246043), whose period of office was liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of three consecutive years up to the 34th Annual General Meeting of the Company and whose office shall, henceforth, not be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 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], Shri Sajjan Bhajanka 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”.

13. To consider and if thought fit, to pass with or without modification(s), the following resolution as **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 [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014, Vaidya Suresh Chaturvedi (holding DIN 00152712), whose period of office was liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of three consecutive year upto 34th Annual General Meeting of the Company and whose office shall, henceforth, not be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 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], Vaidya Suresh Chaturvedi 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”.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri P. K. Khaitan (holding DIN 00004821), whose period of office was liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of three consecutive years up to the 34th Annual General Meeting of the Company and whose office shall, henceforth, not be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 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], Shri P.K. Khaitan 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”.

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

“RESOLVED THAT the consent of the Company, be and is hereby accorded to the appointment of Shri Prashant Goenka as a Whole-time Director of the Company effective from 20th January, 2014 under Sections 198, 269, 309 and Schedule XIII of the Companies Act, 1956 for a period of five years on the terms and conditions of appointment and remuneration as set out in the Explanatory Statement annexed to this Notice convening the meeting and as per the Agreement dated 11th February, 2014 entered into between the Company and Shri Prashant Goenka, a copy whereof, has been submitted to this meeting, which Agreement also be and is hereby specifically approved.

16. 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) plus applicable taxes and out of pocket expenses for conducting audit of the cost records of the Company for the year 2014-15 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 appointed as Cost Auditor of the Company by the Board of Directors at its meeting held on 5th May, 2014”.

17. 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 14 of the Companies Act, 2013, the Articles of Association of the Company be and is hereby altered in the following manner:

a) In definition clause of Article 1 the following definition be inserted:

‘**Electronic mode**’ means carrying out electronically-based, transactions whether main server is installed in India or not, including, but not limited to:

- i. business-to-business and business-to-consumer transactions, data interchange and other digital supply transactions;
- ii. offering to accept deposits or inviting deposits or accepting deposits or subscriptions in securities, in India or from citizens of India;
- iii. financial settlements, web-based marketing, advisory and transactional services, database services and products, supply chain management;
- iv. online services such as telemarketing, telecommuting, telemedicine, education and information research; and all related data communication services;
- v. facsimile telecommunication when directed to the facsimile number or electronic mail directed to electronic mail addresses, using any electronic communication mechanism that the message so sent, received or forwarded is storable and retrievable;
- vi. posting of an electronic message board or network that the Company or the officer has designated for such communications, and which transmission shall be validly delivered upon the posting; or
- vii. other means of electronic communication, in respect of which the Company or the officer has put in place reasonable systems to verify that the sender is the person purporting to send the transmission; and
- viii. video conferencing, audio- visual mode, net conferencing and/or any other electronic communication facility.

b) A new Clause 75(d) is being inserted under Article 75 which is as under:

“75 (d) Voting by members through electronic mode

A member may exercise his vote at a General Meeting by electronic mode in accordance with Section 108 of the Companies Act, 2013 and rules made thereunder and shall be eligible to vote only once for a single resolution.”

c) A new Article 103A is being inserted after Article 103 which is as under:

“103A. Participation in Meeting of the Board by Directors through electronic mode

Notwithstanding anything contained herein, the director(s) may

participate in the meeting(s) of the Board or any Committee thereof through electronic mode by video conferencing or other audio visual modes as may be prescribed, and the Director(s) so participating shall be deemed to be present at the meeting for the purposes of quorum, voting, recording of minutes and all other relevant provisions in this regard by following procedure specified under applicable laws for the time being in force and rules, regulations, circulars, notifications, guidelines etc. issued / to be issued from time to time by competent/statutory authority (ies).”

d) A new Article 142A is being inserted after Article 142 which is as under:

“142A. Maintenance of registers and records in electronic mode

Notwithstanding anything contained in these Articles, Registers, Index, Agreement, Memorandum, Minutes, Books of Accounts or any other document required to be kept by the company under the Companies Act, 2013 may be kept in electronic form in such form and manner as may be prescribed under Section 120 of the Companies Act, 2013 and rules made thereunder.”

e) A new Article 147A is being inserted after Article 147 which is as under:

“147A. Service of documents through electronic mode

Notwithstanding anything contained in these Articles and as per Section 20 & 134 of the Companies Act, 2013 read with rules made thereunder, a Company may serve copies of the Balance Sheet, Statement of Profit and Loss, Auditors’ Report, Directors’ Report, Notice of the General Meeting along with Explanatory Statements etc. and any other documents to the members through electronic mode, by following conditions laid down under the relevant Rules.”

f) A new Article 156 is being inserted after Article 155 which is as under:

156. “General Clause”

The intention of these Articles is to be in consonance with the contemporary Act, Rules and Regulations prevailing in India. If there is an amendment in any Act, Rules and Regulations allowing what was not previously allowed under the Statute, the Articles herein shall be deemed to have been amended to the extent that Articles will not be capable of restricting what has been allowed by the Act by virtue of an amendment subsequent to registration of the Articles. In case of any of the provisions contained in these Articles is inconsistent or contrary to the provisions of the Companies Act, 2013 and rules made thereunder, the provisions of the Companies Act, 2013 and rules made thereunder shall override the provisions of these Articles and these Articles shall be deemed to have been amended to include such provisions of the Companies Act, 2013. All references to sections of Companies Act, 1956 shall be deemed to include the corresponding sections/provisions of the

Companies Act, 2013, if any.”

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

“RESOLVED THAT pursuant to the provision of section 180(1) (a) of the Companies Act, 2013 in supersession of all earlier resolutions passed under Section 293(1)(a) of the Companies Act, 1956, the Board of Directors of the Company and/or any Committee thereof be and hereby authorized and shall be deemed to have always been so authorized to create such mortgage/charge/hypothecation and or other encumbrances, if any created by the Company on all or any part of the immovable and/or movable properties, current and/or fixed assets, tangible or intangible assets, book debt and/or claims of the Company wherever situated, present and/ or future and such charge to rank either pari passu with or second, subsequent, subservient and subordinate to all mortgage, charges, hypothecation and other encumbrances created/to be created by the Company in favour of Indian or foreign financial institutions, banks and other lending institutions and/or to such other persons, if any from whom the Company has/or proposes to borrow money/ sums of monies by way of term loans, cash credits, overdrafts, discounting of bills, inter-corporate deposits, commercial papers or such other financial instruments permitted to be used by the appropriate authorities from time to time together with interest, cost, charges and other incidental expenses in term of agreement(s) entered/to be entered into by the Board of Directors/any Committee thereof of the Company within the overall borrowing limit as permitted under the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise with the lenders/trustees, the documents for

creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution”.

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

“RESOLVED THAT pursuant to Clause 49 of the Listing Agreement duly revised by Notification dated 17th April, 2014 and Section 188 of the Companies Act, 2013, if applicable and other applicable provisions of the said Act, if any, consent of the Company be and is hereby accorded for continuation of the following existing related party transactions between the Company and its wholly owned subsidiaries as per the terms and conditions specified in the respective contracts:

Name of Related Party	Nature of transactions
Emami International FZE	Sale of Finished Goods
Emami Bangladesh Ltd	Sale of Raw materials, Finished Goods and use of Trade Marks

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things or take such steps or actions which they may deem necessary in this respect.”

Registered Office:
Emami Tower,
687, Anandapur
EM Bypass, Kolkata 700107
Date: 5th May 2014

By Order of the Board
A.K. Joshi
Company Secretary & AVP-Legal

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person 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 later than 48 hours before the commencement of the meeting.

4. Pursuant to the provisions of Section 91 of the Companies Act, 2013 (corresponding to Section 154 of the Companies Act, 1956) the Register of Members and Share Transfer Book of the Company shall remain closed from Tuesday, 5th August, 2014 to Saturday, 9th August, 2014 (both days inclusive); and that final dividend, if approved by the members at the ensuing Annual General Meeting, will be paid to those members whose names stand registered:
 - a. As beneficial owners as at the end of business on Monday, 4th August, 2014 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 Share Transfer Agents M/s. Maheswari Datamatics Pvt. Ltd., 6, Mangoe Lane, Kolkata-700 001 on or before Monday, 4th August 2014. The instruments of share transfers complete in all respects should reach the said Registrar and Transfer Agent 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 Agent, 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.
6. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar and Transfer Agent.
7. Electronic copies of the Annual Report for the FY 2013-14 are being sent to all the members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014 are being sent in the permitted mode.
8. Electronic copy of the Notice of the 31st 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 to all the members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the 31st 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 31st Annual General Meeting and Annual Report for 2013-14 will be available on Company's website www.emamilttd.in for their download.
9. Pursuant to Section 125 of the Companies Act, 2013 the amount of dividend remaining unclaimed/unpaid for seven years shall

be transferred to the Investors' Education and Protection Fund when the same becomes due. Members who have not yet encashed dividend warrants/cheques are requested to claim the same with the Company.

10. The related Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, [Corresponding to 173 of the Companies Act 1956], in respect of the business under items from 6 to 19 as set out above is annexed hereto
11. As an austerity measure, copies of Annual Report will not be distributed at the Annual General Meeting; members are requested to bring their copies at the meeting.
12. Members/proxies should bring their attendance slips sent herewith, duly filled in, for attending the Meeting.
13. A statement containing details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting as required under Clause 49 of the Listing Agreement is annexed.
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 am to 1.00 pm on all working days except Saturdays, till the date of the Annual General Meeting of the Company.
15. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communications including annual report, notices, circulars etc. from the company electronically.
16. **Voting through electronic means**
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote by electronic means at the 31st Annual General Meeting (AGM) and the business may be transacted through e-voting services provided by Central Depository Securities Limited (CDSL).

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

Registered Office:
Emami Tower,
687, Anandapur
EM Bypass, Kolkata 700107

By Order of the Board
A.K. Joshi
Company Secretary & AVP-Legal

Date: 5th May, 2014

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
IN RESPECT OF RESOLUTIONS AT ITEMS FROM 6 TO 19 (BOTH INCLUSIVE).**

Item No. 6 & 15

The Board of Directors at its meeting held on 20th January, 2014 appointed Shri Prashant Goenka as an Additional Director of the Company with effect from 20th January, 2014 to hold office up to the date of the ensuing Annual General Meeting of the Company under Section 161 of the Companies Act, 2013. The Company has received a notice from a member proposing his candidature for the office of Director of the Company. The office of Shri Prashant Goenka shall be liable to retire by rotation.

Shri Prashant Goenka is a MBA (Finance and International Marketing) from the University of Wales, College of Cardiff, UK. He has been working in the Company for the last nine years. His area of expertise is in international marketing and presently occupies the post of Head of International Business division of the Company. He is responsible for overseas marketing and sales of the Company. Shri Prashant Goenka is a self-motivated, dynamic and innovative individual with cross-functional expertise in the FMCG business and has a commitment of the highest level.

The Board of Directors in its meeting held on 20th January, 2014 also appointed Shri Prashant Goenka as Whole-time Director for a period of five years with effect from 20th January, 2014 subject to approval of the shareholders by way of an Ordinary Resolution in the ensuing General Meeting of the Company.

The Remuneration Committee has approved terms of appointment and remuneration of the Whole-time Director in its meeting held on 20th January, 2014. For the purpose, an agreement has been entered into by the Company with the Whole-time Director on 11th February, 2014. The main terms and conditions of appointment of the Whole-time Director, as contained in the said agreement dated 11th February, 2014 are furnished below:

- a. Term of appointment: Five years with effect from 20th January 2014.
- b. Salary : Rs 3,00,000 (Rupees three lacs only) per month.
- c. Perquisites:
 1. Leave travel allowance for self and family once in a year as per rules of the Company.
 2. Medical expenses actually incurred by 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.
 5. Provision for Telephone at residence (including payment of local and long distance calls, mobile phone, internet and any other communication facilities).
 6. Medical and 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

Overall remuneration:

The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit prescribed from time to time under Sections 198, 309 and 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 at 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 Central Government.

- f. Other terms:

1. The Whole-time Director, subject to the superintendence, control and direction of the Board of Directors of the Company, shall conduct and manage the business and affairs of the Company in matters of International marketing and other related matters as specified in the agreement.
2. The Whole-time Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or committee thereof from the date of his appointment.
3. The agreement may be terminated by either party by giving to the other party six months' notice of such termination.

Your Directors recommends the resolutions as set out in item no. 6 & 15 of the Notice for the approval of shareholders. Except Shri Prashant Goenka (the appointee himself) none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these Resolutions.

Copy of the agreement dated 11th February, 2014 referred to above is available for inspection at the Registered Office of the Company between 11:00 am and 1:00 pm on all working days except Saturdays till the date of Annual General Meeting.

Item No. 7

The Board of Directors at its meeting held on 20th January, 2014 appointed Shri M.D. Mallya as an Additional Director of the Company with effect from 20th January, 2014 to hold office upto the date of the ensuing Annual General Meeting of the Company under Section 161 of the Companies Act, 2013 (The Act). The Company has received a notice from a member proposing Shri M.D. Mallya as a candidate for the office of Director of the Company.

Shri M.D. Mallya is also proposed to be appointed as an Independent

Director of the Company to hold office for a term of three consecutive years up to the 34th Annual General Meeting of the Company and whose office shall not be liable to retire by rotation.

Shri M.D. Mallya aged about 60 years is an Ex-Chairman and Managing Director of Bank of Baroda. Prior to joining Bank of Baroda, he was the Chairman & Managing Director of Bank of Maharashtra. He started his banking career from Corporation Bank in August 1976. In a career spanning over 36 years, he has acquired a rich experience in the banking sector working at various positions and carrying out various assignments. His tenure as Executive Director of Oriental Bank of Commerce (OBC) was marked by several new initiatives and providing leadership inputs, the merger of erstwhile Global Trust Bank with OBC among others. Under the able and dynamic leadership of Shri M.D. Mallya as Chairman & Managing Director, Bank of Maharashtra had made rapid strides in all its spheres of activities, like business growth, technology, HR, organisational restructuring, among others.

Shri Mallya completed his bachelor's in engineering with distinction from the Karnataka Regional Engineering College, Suratkal. Subsequently, he completed post-graduation diploma in management from the Indian Institute of Science, Bangalore with distinction. Shri Mallya has wide exposure to management education and has undergone training programmes in leading academic institutes like Indian Institute of Management (IIM), Ahmedabad, National Institute of Bank Management (NIBM), Pune, among others.

During the working tenure Shri M.D. Mallya had been associated with various committees of Indian Banks' Association and National Institute of Bank Management (NIBM), Pune like - Member of the Managing Committee of IBA and Standing Committee on Legal and Banking Operations of IBA, Member of the Governing Board of NIBM, Finance Committee and Campus Committee of NIBM, Member of the Governing Council of Indian Institute of Banking and Finance, Member of the Governing Council of Institute of Banking Personnel Selection and with CII as member of SME Sub-Committee. Shri M. D. Mallya is a Director of India Infradebt Company Limited.

In the opinion of the Board, Shri M.D. Mallya fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as an Independent Director of the Company. The Company has received a declaration to this effect that he meets the criteria of Independent Director as provided under section 149 (6) of the Act. Accordingly the Board recommends the resolution for appointment of Shri M.D. Mallya as Independent Director of the Company and seek your approval to the said resolution.

Except Shri M. D. Mallya, the appointee himself, none of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

Copy of the draft letter for appointment of Shri M.D. Mallya 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 Saturday till the date of Annual General Meeting.

Item Nos. 8 to 14

In terms of Section 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and revised Clause 49 of the Listing Agreement with the Stock Exchanges, the Independent Directors are proposed to be appointed as Independent Directors of the Company by the shareholders of the Company at the Annual General Meeting of the Company for a term not exceeding five years and they shall be non-retiring directors.

In compliance of aforesaid provisions, the Board of Directors of the Company at its meeting held on 5th May, 2014 has proposed appointment of Shri K. N. Memani, Shri Y. P. Trivedi, Shri S. B. Ganguly, Shri A. K. Deb, Shri Sajjan Bhajanka, Vaidya Suresh Chaturvedi and Shri P. K. Khaitan, Independent Directors of the Company for a term of three consecutive years up to the 34th Annual General Meeting of the Company and whose offices shall not, henceforth, be liable to retire by rotation. Notices have been received from members proposing their candidature for the office of Directors of the Company.

Profile of the Independent Directors is given here under:

Shri K.N. Memani is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in May 2006.

Shri K.N. Memani is a Chartered Accountant and former Chairman and Country Managing Partner of Ernst and Young, India. He has expertise in business and corporate advisory, foreign taxation, financial consultancy and has advised several domestic and foreign companies on corporate affairs. He holds the rare distinction of being the first Indian to get appointed as the Chairman of the External Audit Committee of the International Monetary Fund for the year 1999-2000. Former Chairman of American Chamber of Commerce in India and the past President of the Indo American Chamber of Commerce as well as PHD Chamber of Commerce, he was also at the helm of affairs of various distinguished bodies like as the Co-Chairman of New Company Law Drafting Committee and the first Chairman of the Quality Review Board, set up by the Government of India.

Shri Y.P. Trivedi, is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in January, 2010.

Shri Y.P. Trivedi is a eminent tax expert and advocate, Supreme Court and was also a Rajya Sabha member of the Parliament. He

is the Chairman of Indo African Chamber of Commerce. He was a member of the Managing Committee of the Merchants Chamber of Commerce and also was a member of various Government Committees like the Standing Committee on Finance and Consultative Committee for the Ministry of Commerce among others. He is the Chairman of Sai Services Station Ltd and Trivedi Consultants Private Limited.

He holds important positions in various fields' viz. economics, profession, politics, commercial, education, medical field, sports and social service. He has received various Awards and medals for his contribution in various fields. He was a Director in Central Bank of India and Dena Bank, amongst many other reputed companies. He is on the Board of Reliance Industries Ltd, Zodiac Clothing Co Ltd and Supreme Industries Ltd among others. He was the President of the Cricket Club of India. He has been conferred Honorary Doctorate (HonorisCausa) by Fakir Mohan University, Balasore, Odisha.

He is Chairman of the Audit Committee, the Corporate Social Responsibility and Governance Committee and the Stakeholders Relationship Committee and Member of the Human Resources, Nomination and Remuneration Committee of Reliance Industries Ltd. He is a Member of the Audit Committee of Zodiac Clothing Company Limited and The Seksaria Biswan Sugar Factory Limited.

Shri S. B. Ganguly is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in January, 2010.

Shri S. B. Ganguly, an Independent Director, is the former Chairman of Exide Industries Ltd. He is presently Non-Executive Chairman of Peerless Trust Management Co Ltd and Independent Director of Paharpur Cooling Towers Ltd, West Bengal Industrial Development Corporation, Su-Kam Power Systems Ltd and West Bengal Industrial Infrastructure Development Corporation. He is also President of the Indian Football Association (WB) and Trustee of the Academy of Fine Arts (Kolkata) besides being Member of various other Bodies.

Shri Amit Kiran Deb is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in January, 2010.

Shri Amit Kiran Deb is the former Chief Secretary, Government of West Bengal and former Chairman of Gujarat Ambuja Housing Development Limited, a joint sector company. He is also the former Commissioner cum Secretary, Education and Social Welfare Department, Government of Tripura and Former Joint Secretary, Cabinet Secretariat and Department of Electronics, Government of India.

Shri Sajjan Bhajanka is a Non-Executive Independent Director of

the Company. He joined the Board of Directors of the Company in May, 2012.

Shri Sajjan Bhajanka is a very experienced industrialist in the fields of plywood veneers, cement, power and ferro Alloys. He is the Chairman of Century Plyboards (I) Ltd., and also the Chairman and Managing Director of Cement Manufacturing Company Ltd. He is associated with various economic, commercial and social organizations. He is the President of the Federation of Indian Plywood and Panel Industry and All India Veneer Manufacturers Association, Chairman of the Research Advisory Committee (RAC) of Indian Plywood Industries Research and Training Institute (IPIRTI), Bangalore. He is also the Senior Vice-President of Bharat Chamber of Commerce and Life Member and President of School Managing Committee of Sri Sri Academy.

Vaidya Suresh Chaturvedi is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in January 2002.

Vaidya Suresh Chaturvedi is B.I.M.S. Ayurvedacharya (Indian Medicine Board, Lucknow), and M.A.M.S. (Ashtanga Ayurvedic College, Calcutta). He was awarded the title of Padmashree by the Government of India and was given the Vd. Pandit Ramnarayan Sharma Award by the President of India and the Bharat Nirman Pracharya Award by the erstwhile Governor of Tripura. He is a former member of the Governing Council and Finance Committee of the Rashtriya Ayurveda Vidyapeeth, New Delhi and National Institute of Ayurveda, Jaipur. He is the founder of Ayurvedic Herbal Research Centre at Arogya Niketan, Vasai.

Shri P.K. Khaitan is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in June, 2013.

Shri P K Khaitan is a Bachelor of Commerce, LLB and attorney-at-law (Bells Chamber, Gold Medalist). He is an Advocate and the Senior Partner of M/s. Khaitan & Co, a leading Indian law firm and also member of the Bar Council of India, the Bar Council of West Bengal and the Indian Council of Arbitration. He has extensive experience in the fields of commercial and corporate laws, tax laws, arbitration, foreign collaborations, mergers and acquisitions and corporate restructuring.

In the opinion of the Board, all the above Independent Directors fulfil the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as an Independent Directors of the Company. The Company has received declarations to this effect that they meet the criteria of Independent Director as provided under section 149 (6) of the Act.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to

avail services of all the above Independent Directors. Accordingly, the Board recommends the resolutions in relation to appointment of all the above persons as an Independent Directors, for the approval by the shareholders of the Company.

None of the Directors other than the Independent Directors (the appointees under these Resolutions) or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these Resolutions.

Copy of the draft letters for appointment of all the above persons as an Independent Directors 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 Saturday till the date of Annual General Meeting.

Item No. 16

The Board of Directors in its meeting held on 5th May, 2014, had appointed M/s. V. K. Jain & Co., Cost Accountants at a remuneration of ₹1.35 lacs (Rupees One Lac 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 2014-15. 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.

Item No. 17

Due to the enactment of majority provisions of the Companies Act, 2013, certain changes are required to be made in the Articles of Association of the Company. Some new articles/clauses are proposed to be inserted in relation to use of electronic mode for voting by members, participation in meeting of the Board by Directors, service of documents and maintenance of registers and records.

A general clause is also proposed to be inserted to the effect that if any provision as mentioned in the articles is inconsistent with the provisions of the Companies Act, 2013 and Rules made therein, then the provisions of the Companies Act, 2013 and rules made therein shall override the provisions of these Articles.

The Board therefore recommends the resolution under Section 14 of the Companies Act, 2013 as a special resolution for your approval.

None of the Directors or key managerial personnel of the Company or their relatives are concerned or interested in the resolution.

A copy of the Articles of Association of the Company together with the proposed alterations is available for inspection by the members of the Company 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 the Annual General Meeting of the Company.

Item No. 18

In order to secure the borrowings made by the Company by suitable mortgage/charge on all or any of the moveable and/or immovable properties of the Company, the Company in its general meeting held on 21st November, 1994 has granted necessary authorisation to the Board of Directors under Section 293(1)(a) of the Companies Act 1956.

However, the corresponding provisions of Section 180(1)(a) which was notified on 12th September 2013 and based on the clarification issued by GOI, MCA vide General Circular no. 04/2014 dated 25th March 2014, the Resolution(s) passed under Section 293 of the Companies Act, 1956 prior to 12.09.2013 with reference to creation of security on assets of the Company will be regarded as sufficient compliance of the requirement of Section 180 of the new Act, for a period of one year from date of notification of Section 180.

Further, the provisions of the Companies Act, 1956 required consent of the shareholders as an ordinary resolution for creation of security; however, the provisions of the Companies Act, 2013 stipulate consent of members to be obtained by way of a Special Resolution. The above proposal as set out in item no. 18 of the Notice is in the interest of the Company and your Directors recommend the same for your approval.

Hence, consent of the members is hereby sought by way of special resolution(s) as mentioned in item no 18.

None of the Directors or key managerial personnel of the Company or their relatives are concerned or interested in the resolution.

Item No 19

With the objective of marketing and selling Emami's products globally, the Company has set up Wholly Owned Subsidiaries (WOS) inter alia in Bangladesh and UAE and executed separate agreements with its WOS viz. Emami International FZE (FZE), and Emami Bangladesh Ltd (EBL) for the same.

Further, in view of increase in demand of Emami's products, a manufacturing unit has also been established at Dhaka by EBL and as per terms of agreement it would pay royalty @ 1% to the Company on the goods manufactured and sold by EBL.

The transactions between the company and its wholly owned subsidiaries would be related party transactions in view of the provisions of section 188 read with section 2(76) of the Companies Act, 2013 as well as clause 49 of the listing agreement.

The transactions between the Company and its wholly owned subsidiaries are in the ordinary course of business of the company and on an arms' length basis. The said transactions are being carried out pursuant to existing contracts between the company and the said WOS.

In terms of revised clause 49 of the Listing Agreement, all existing material related party contracts or arrangements shall be approved by the shareholders of the Company. Considering the aggregate value of the transactions between the company and its said wholly owned subsidiaries, in terms of the said revised Clause 49 of the Listing Agreement as well the provisions of Companies Act, 2013, if applicable, the consent of the members is hereby sought by way of proposed special resolution(s) as mentioned in item no 19.

Members are hereby informed that pursuant to second proviso of Section 188(1) of the Act as well as the Listing Agreement no

member of the Company shall vote on such special resolution to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

The Board recommends the approval of the above special resolution.

Except Shri Sushil Kumar Goenka and Shri A. V. Agarwal directors of Emami Bangladesh Ltd and Shri Prashant Goenka, director of Emami Bangladesh Limited and Emami International FZE, none of the Directors or key managerial personnel of the Company or their relatives are concerned or interested financially or otherwise in this Resolution.

Copy of agreements executed between the Company and WOS are available for inspection at the Registered Office of the Company between 11:00 am and 1:00 pm on all working days except Saturday till the date of Annual General Meeting.

Registered office:

Emami Tower,
687, Anandapur
EM Bypass
Kolkata 700107
Date: 5th May, 2014

By Order of the Board

A.K. Joshi
Company Secretary & AVP-Legal

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

Name	Shri R. S. Goenka	Shri K. N. Memani	Shri Y. P. Trivedi	Shri P. K. Khaitan	Shri M. D. Mallya	Shri A. K. Deb
Date of Birth	05.01.1947	01.01.1939	06.01.1929	25.03.1941	09.11.1952	26.12.1948
Date of Appointment	03.05.1994	15.05.2006	30.01.2010	24.06.2013	20.01.2014	30.01.2010
Experience in Specific Functional Area	Expert in Taxation, Strategic Planning, Corporate Affairs and Financial Planning	Specialized in business and Corporate matters, foreign taxation & financial consultancy	Advocate of Supreme Court of India	Advocate	Extensive knowledge in Banking and Finance. Ex-Chairman and Managing Director of Bank of Baroda	Former Chief Secretary of Govt. of West Bengal
Qualification	M.Com and LLB.	Chartered Accountant	Bachelor of Commerce, LLB.	Bachelor of Commerce, LLB.	Bachelor of Engineering	M.A. in Political Science, IAS
Directorship in Companies as on 31.03.2014	<ol style="list-style-type: none"> 1. Emami Limited 2. Suraj Viniyog Private Limited 3. Emami Group of Companies Private Limited 4. Bhanu Vyapaar Private Limited 5. Suntrack Commerce Private Limited 6. Ajanta Suppliers Private Limited 7. Maa Gou Products Private Limited 8. Emami Education and Research Foundation 	<ol style="list-style-type: none"> 1. Emami Limited 2. KNM Advisory Pvt Limited 3. National ENGG. Industries Limited 4. HT Media Limited 5. Great Eastern Energy Corporation Limited 6. DLF Limited 7. ICICI Venture Funds Management Company Limited 8. Aegon Religare Life Insurance Company Limited 9. JK Lakshmi Cement Limited 10. Chambal Fertilisers and Chemicals Limited 11. S Mobility Limited 12. Invest India Limited 	<ol style="list-style-type: none"> 1. Emami Limited 2. Reliance Industries Limited 3. Zodiac Clothing Company Limited 4. The Supreme Industries Limited 5. New Consolidated Construction Company Limited 6. Sai Service Private Limited 7. Trivedi Consultants Private Limited 8. The Seksaria Biswan Sugar Factory Limited 	<ol style="list-style-type: none"> 1. Emami Limited 2. CESC Limited 3. Dalmia Bharat Limited 4. Dhunseri Petrochem & Tea Limited 5. Electro Steel Castings Limited 6. Gillanders Arbuthnot & Co. Limited 7. Graphite India Limited 8. Hindustan Motors Limited 9. India Glycols Limited 10. OCL India Limited 11. Pilani Investment and Industries Corporation Limited 12. TCPL Packaging Limited 13. VISA Steel Limited 14. Woodlands Multispecialty Hospital Limited 15. Saregama India Limited 	<ol style="list-style-type: none"> 1. Emami limited 2. India Infradebt Limited 3. Binani Cement Limited 4. Nilkamal Limited 5. Nitesh Estate Limited 	<ol style="list-style-type: none"> 1. Emami Limited 2. Skipper Limited 3. India Power Corporation Limited
No of Shares held	569638	NIL	NIL	NIL	NIL	NIL

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

Name	Shri Sajjan Bhajanka	Shri S. B. Ganguly	Vaidya S. Chaturvedi	Shri A.V. Agarwal	Shri Prashant Goenka
Date of Birth	03.06.1952	23.10.1942	14.05.1928	06.01.1975	30.10.1973
Date of Appointment	08.05.2012	30.01.2010	31.01.2002	15.01.2005	20.01.2014
Experience in Specific Functional Area	Eminent Industrialist	Eminent Professional	Eminent physician with rich experience in various fields of medicine. Recipient of Padmashree Award	Extensive knowledge and experience in marketing and brand development.	Extensive knowledge and experience in International marketing and Brand development
Qualification	Commerce Graduate	Chemical Engineer	Kaviraj, BIMS, MAMS, Ayurvedacharya	Commerce Graduate	MBA (International Marketing), Diploma in Finance & Marketing
Directorship in Companies as on 31.03.2014	<ol style="list-style-type: none"> 1. Emami Limited 2. Century Ply Boards (India) Limited 3. Makui Properties Private Limited 4. Marwari Relief Society 5. Sri Ram Merchants Private Limited 6. Sri Ram Vanijya Private Limited 7. Cement Manufacturing Company Limited 8. Pacific Plywoods Private Limited 9. Shyam Century Multiprojects Private Limited 10. Star Cement Meghalaya Limited 11. Meghalaya Power Limited 12. Ara Suppliers Private Limited 13. Adonis Vyaper Private Limited 14. Apnapan Viniyog Private Limited 15. Arham Sales Private Limited 16. Bharat Chamber of Commerce 17. Star Ferro And Cement Limited 18. Shyam Century Ferrous Limited 19. Century MDF Limited 	<ol style="list-style-type: none"> 1. Emami Limited 2. Peerless Trust Management Co. Limited 3. Paharpur Cooling Towers Limited 4. Su-Kam Power Systems Limited 	<ol style="list-style-type: none"> 1. Emami Limited 	<ol style="list-style-type: none"> 1. Emami Limited 2. Emami Group of Companies Private Limited 3. Suntrack Commerce Private Limited 4. Emami Paper Mills Limited 5. TMT Viniyogan Limited 6. Ajanta Suppliers Private Limited 7. Emami Cement Limited 8. Emami Bangladesh Limited 9. Emami UK Limited 10. Emami International FZE 	<ol style="list-style-type: none"> 1. Emami Limited 2. Prestige Vyapaar Limited 3. Emami Group of Companies Private Limited 4. CRI Limited 5. Emami Enclave Makers Private Limited 6. Emami Bangladesh Limited 7. Emami UK Limited 8. Emami International FZE
No of Shares held	NIL	NIL	NIL	1239648	268000



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: contact@emamigroup.com

ATTENDANCE SLIP

THIRTY FIRST ANNUAL GENERAL MEETING ON SATURDAY, 9TH AUGUST, 2014 AT 11:30 AM

I,..... hereby record my presence at the **Thirty First Annual General Meeting** of the Company to be held on Saturday, 9th August 2014 at 11:30 am at South City International School Auditorium, 375 Prince Anwar Shah Road, Kolkata-700068

Name of Proxy (In **BLOCK** letters):

Name of Member (In **BLOCK** letters):

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

No of Equity Shares held :

Signature of the Attending Member / Proxy holder

Note:

1. Member / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand over at the entrance duly signed.
2. Member / Proxy holder desiring to attend the meeting should bring his / her copy of the Notice for reference at the meeting.



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: contact@emamigroup.com

PROXY FORM

FORM MGT-11

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



Serial no:

Name of 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 ₹1/- each of Emami Limited, 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 31st Annual General Meeting of the Company, to be held on Saturday, 9th August, 2014 at South City International School Auditorium, 375, Prince Anwar Shah Road, Kolkata-700068 at 11:30 am and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

1. Approval and adoption of the Audited Balance Sheet as at March 31, 2014, the Profit & Loss Account of the Company for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. Confirmation of the Interim Dividend and declaration of Final Dividend on Equity Shares.
3. Appointment of Director in place of Shri A. V. Agarwal, (holding DIN 00149717) who retires by rotation and being eligible, offers himself for re-appointment.
4. Appointment of Director in place of Shri R. S. Goenka (holding DIN 00152880) who retires by rotation and being eligible, offers himself for re-appointment.
5. Re-appointment of M/s. S.K.Agrawal & Co., Chartered Accountants, as the Statutory Auditors of the Company for a period of three years and to fix their remuneration.

Special Business:

6. Appointment of Shri Prashant Goenka (holding DIN 00703389) as a Director of the Company.
7. Appointment of Shri M. D. Mallya (holding DIN 01804955) as an Independent Director of the Company for the period of three years.
8. Appointment of Shri K. N. Memani (holding DIN 00020696) as an Independent Director of the Company for the period of three years.
9. Appointment of Shri Y. P. Trivedi (holding DIN 00001879) as an Independent Director of the Company for the period of three years.
10. Appointment of Shri S. B. Ganguly (holding DIN 01838353) as an Independent Director of the Company for the period of three years.
11. Appointment of Shri A. K. Deb (holding DIN 02107792) as an Independent Director of the Company for the period of three years.
12. Appointment of Shri Sajjan Bhajanka (holding DIN 00246043) as an Independent Director of the Company for the period of three years.
13. Appointment of Vaidya Suresh Chaturvedi (holding DIN 00152712) as an Independent Director of the Company for the period of three years.
14. Appointment of Shri P.K. Khaitan (holding DIN 00004821) as an Independent Director of the Company for the period of three years.
15. Approval for appointment of Shri Prashant Goenka, as Whole Time Director of the Company for a period of five years with effect from 20th January 2014.
16. Ratification of fee of ₹1,35,000 (One Lakh Thirty Five Thousand) payable to M/S V. K. Jain & Co, Cost Auditors for conducting Cost Audit for the financial year 2014-15.
17. Alteration of the Articles of Association of the Company in relation to use of electronic mode for voting by members, participation in meeting of the Board by Directors, service of documents and maintenance of registers and records.
18. Authorisation to the Board of Directors for creation of security on assets of the Company of Section 180 (1)(a) of the Companies Act, 2013 for the purpose of securing borrowings made/ to be made by the Company.
19. Approval for continuation of related party transactions with Emami Bangladesh Ltd and Emami International FZE, the wholly owned subsidiaries of the Company.

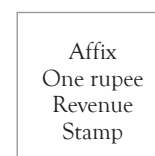
Signed this day of2014

Signature of the Member (s):

Signature of Proxy Holder(s):

Signature of Proxy Holder(s):

Signature of Proxy Holder(s):



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



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

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, 4th August, 2014 from 10:00 a.m. (IST) and ends on Tuesday, 5th August, 2014 6:00 p.m. (IST) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 11th July, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "EMAMI LIMITED" from the drop down menu and click on "SUBMIT"
- (v) Now Enter your User ID
- 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and in Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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. 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-Sequence number is communicated in the Covering Letter.

DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field.</p>

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) 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.
- (iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for the relevant "EMAMI LIMITED" on which you choose to vote.
- (v) 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.
- (vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take out print of the voting done by you by clicking on "CLICK HERE TO PRINT" option on the Voting page.
- (x) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on "FORGOT PASSWORD" & enter the details as prompted by the system.
- (xi) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> 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 they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts 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.
- (xii) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xiii) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company.
- (xiv) The Board of Directors of the company at their meeting held on 5th May, 2014 has appointed Shri Manoj Banthia, Practicing Company Secretary (ACS No. 11470, CP No. 7596) as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner, whose e-mail address is: mbanthia2010@gmail.com
- (xv) The results of voting will be announced at the Annual General Meeting of the company to be held at "South City International School Auditorium", 375, Prince Anwar Shah Road , Kolkata-700068 on Saturday 9th August, 2014. The results of the voting will be communicated to the stock exchanges and also be hosted on the website of the company www.emamiltd.in
- (xvi) In case of members receiving the physical copy they are advised to follow all steps from serial no. (i) to (x).