30th July, 2026

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

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

Sub: Notice of 43rd Annual General Meeting ('AGM')

Dear Sir/ Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please find enclosed the Notice convening the 43rd AGM of the Company scheduled to be held on **Tuesday, 25th August, 2026 at 4:00 P.M. (IST)** through Video Conferencing / Other Audio Visual Means ('VC/OAVM') in compliance with the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India in this regard.

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

The Integrated Annual Report for FY 2025-26 including Business Responsibility and Sustainability Report and Notice of AGM is being sent electronically to the shareholders who have registered their email IDs with the Company or Depository Participant(s) or Registrar and Share Transfer Agent of the Company. Further, a letter providing the web-link to access the AGM Notice and Integrated Annual Report is being sent to those Members who have not registered their e-mail address.

Pursuant to Regulation 46 of the Listing Regulations, the said Annual Report and Notice of the 43rd AGM and other relevant documents are available on the Company's website at www.emamiltd.in.

This is for your information and record.

Thanking you,

Yours faithfully,
For Emami Limited

Ravi Varma
Digitally signed by Ravi Varma
Date: 2026.07.30 18:42:58 +05'30'

Ravi Varma
Company Secretary & Compliance Officer
Membership No: F9531

(Encl: As above)

Corporate Identification Number: L63993WB1983PLC036030
Registered Office: Emami Tower, 687, Anandapur,
E.M. Bypass, Kolkata-700107, West Bengal, India.
Phone No. +91 33 66136264
website: www.emamiltd.in, **e-mail**: investors@emamigroup.com

Notice

NOTICE is hereby given that the **43rd Annual General Meeting ('AGM')** of the Members of Emami Limited ('the Company') will be held on **Tuesday, 25th August, 2026 at 4:00 P. M. (IST)** through Video Conferencing and Other Audio Visual Means ("VC & OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended on March 31, 2026 together with the Reports of the Board of Directors and Auditors thereon.

2. To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2026 and Report of Auditors thereon.

3. To re-appoint Shri Harsha Vardhan Agarwal (DIN: 00150089), who retires by rotation and being eligible, offers himself for re-appointment as a Director.

4. To re-appoint Shri Aditya Vardhan Agarwal (DIN: 00149717), who retires by rotation and being eligible, offers himself for re-appointment as a Director.

5. To re-appoint Shri Prashant Goenka (DIN: 00703389), who retires by rotation and being eligible, offers himself for re-appointment as a Director.

SPECIAL BUSINESS:

6. Remuneration of Shri Harsha Vardhan Agarwal (DIN: 00150089) Vice-Chairman & Managing Director of the Company.

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

   "RESOLVED THAT pursuant to provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the Act, including any statutory modification(s) or re-enactment thereof and upon the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors, the consent of Members of the Company be and is hereby accorded to increase the remuneration of Shri Harsha Vardhan Agarwal, Vice-Chairman & Managing Director of the Company from existing salary of ₹ 30 Lacs to ₹ 34 Lacs, with effect from 1st April, 2026 for the remaining period of his present term of appointment i.e. upto 31st March, 2027, and the supplemental agreement dated 21st May, 2026 entered into between the Company and Shri Harsha Vardhan Agarwal, Vice-Chairman & Managing Director be and is hereby approved."

7. Re-Appointment of Shri Harsha Vardhan Agarwal (DIN: 00150089) as "Vice-Chairman & Managing Director" of the Company.

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

   "RESOLVED THAT pursuant to provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof) & Schedule V thereof, the Articles of Association of the Company, applicable provisions of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company, be and is hereby accorded to the re-appointment of Shri Harsha Vardhan Agarwal (DIN: 00150089) as Vice-Chairman & Managing Director of the Company for the period of five years with effect from

April 1, 2027 on the terms and conditions as set out in the Explanatory Statement annexed to this Notice convening this meeting and Agreement dated 21st May, 2026, entered into between the Company and Shri Harsha Vardhan Agarwal.

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

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

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

8. To ratify the remuneration payable to M/s. V. K. Jain & Co., Cost Accountants (Firm Registration No. 00049) for the financial year 2026-2027.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the Members be and is hereby accorded for payment of remuneration of ₹ 2,00,000 (Rupees Two lacs only) plus applicable taxes and out of pocket expenses for conducting audit of the cost accounting records of the Company for the financial year 2026-27 as may be applicable to the Company to M/s. V. K. Jain & Co., Cost Accountants (Firm Registration No. 00049) who were re-appointed as Cost Auditors of the Company by the Board of Directors of the Company at its meeting held on 21st May, 2026.

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

By Order of the Board

Ravi Varma
Company Secretary & Compliance Officer
Membership No. : F9531

Registered Office:
Emami Tower,
687, Anandapur,
E.M. Bypass,
Kolkata 700107
Date: **21st May, 2026**
Email: investors@emamigroup.com
Website: www.emamiltd.in
CIN: L63993WB1983PLC036030

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of Item Nos. 6, 7 & 8 of the accompanying Notice, is annexed hereto. Further, disclosures in relation to Item Nos. 3, 4, 5, 6 & 7 of the Notice, as required under Section 196 of the Companies Act, 2013, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and 'Secretarial Standard 2 on General Meetings' issued by the Institute of Company Secretaries of India ("SS-2") forms an integral part of this Notice.

2. The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 (collectively referred to as 'AGM Circulars') has permitted the holding of the AGM through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue.

3. The Company will conduct the AGM through VC from its Registered Office, i.e, Emami Tower, 687, Anandapur, E.M. Bypass, Kolkata 700107, which shall be deemed to be venue of the meeting.

4. Institutional/ Corporate members (i.e. other than individual / HUF, NRI, etc.) intending to send their authorized representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send, scanned certified true copy (PDF/ JPEG Format) of the Board or Governing Body Resolution/ Authorization etc. authorizing their representative to attend the AGM through VC on its behalf and to vote through remote e-voting. Detailed instructions are provided under Section 'THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING'.

5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the AGM Circulars through VC/OAVM, therefore physical attendance of Members has been dispensed with.

   Accordingly, the facility for members to designate proxy(ies) is not provided for this AGM. Therefore, this notice does not include the proxy form, attendance slip or route map as an appendix.

6. Members attending the meeting through VC shall be reckoned for the purpose of quorum under Section 103 of the Act. Members holding equity shares as on **Tuesday, 18th August, 2026 ("Cut-off date")** shall be eligible to attend and vote on resolutions proposed at the AGM, by following the procedure outlined in the Notice.

   Any person who is not a Member as on the Cut-off date shall treat this Notice for information purpose only.

7. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote electronically during the AGM.

8. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in this Notice or Explanatory Statement will be available electronically for inspection by the Members before as well as during the AGM. Members seeking to inspect such documents can send an e-mail to investors@emamigroup.com

9. The recorded transcript of the AGM will be hosted on the website of the Company i.e. www.emamiltd.in

10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant (DP) and holdings should be verified from time to time.

11. **RECEIVING NOTICE OF AGM & ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL IDs**

    - Pursuant to the aforesaid AGM Circulars, Notice of the 43rd AGM and Integrated Annual Report 2025-26 along with login details for joining the AGM through VC/ OAVM including e-voting is being sent only through electronic mode to the members whose email addresses are registered with the Company or Depository Participant(s) or RTA, unless the members have registered their request for physical copy of the same. Further, as required under Regulation 36 of the Listing Regulations, members who have not registered their e-mail addresses will receive a letter with a web link and exact path to access the Integrated Annual Report of the Company.

- Members may also note that the Notice of the 43rd AGM and the Annual Report for the Financial Year 2025-26 including therein the Audited Financial Statements will be available on the Company's website at www.emamiltd.in, websites of BSE and NSE at www.bseindia.com and www.nseindia.com, respectively and website of CDSL at www.evotingindia.com for their view/download.
- Process for those shareholders whose email/mobile no. are not registered with the company/depositories:
  - For Physical shareholders- Members holding shares in physical from and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company/ RTA at investors@emamigroup.com/ contact@mdplcorporate.com along with the copy of the signed request letter in Form ISR 1 mentioning the Folio No., name and address of the member along with scanned copy of the share certificate (front/back), self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the member. Members may download the prescribed form from the Company's website at https://www.emamiltd.in/
  - For Demat shareholders- Members holding shares in dematerialised from are requested to register/update their email addresses and mobile no. with the relevant Depository Participants (DP). For any further clarification, the shareholders may send requests to the Company's investor email id: investors@emamigroup.com

12. GENERAL INFORMATION FOR SHAREHOLDERS

- The Company has already transferred the shares, which were due for transfer (in respect of which dividend has not been claimed for seven consecutive years or more) to the designated DEMAT Account of the IEPF.
- Members are informed that the dividend amount for the Financial year ended 2018-2019 remaining unclaimed shall become due for transfer to the Investor Education and Protection Fund ('IEPF') on September 09, 2026 and interim dividend for the Financial Year ended 2019-2020 shall become due for transfer to the IEPF on December 08, 2026 in terms of the Act.
- Members whose dividend/shares have been transferred to the IEPF, may claim their dividend and shares from the IEPF, by submitting an application in the prescribed web-form IEPF 5, in accordance with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.
- The Company has been sending reminders to those members who have unpaid/ unclaimed dividends for 7 (seven) consecutive years before transfer of their shares to the IEPF. Details of the unpaid/unclaimed dividend are also uploaded as per the requirements, on the Company's website at www.emamiltd.in
- **Updation of PAN, KYC, Choice of Nomination and Bank details by Members:**
  - SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to the Depository participant (DP) with whom they are maintaining their DEMAT account. Members holding shares in physical form can submit their copy of PAN to the Company/RTA.
  - Members holding shares in physical form are requested to furnish Form ISR-1, Form ISR-2 and SH13 to update KYC and choice of Nomination (in case the same are not already updated), to the RTA.
  - In accordance with Section 72 of the Act and the rules adopted thereunder, members who own shares in single names and physical form are encouraged to make nomination in respect of their shareholding in the Company by submitting Form No. SH-13 to the RTA. Members who possess electronic shares may send the same to their DP(s).
  - As per SEBI (LODR) (Fifth Amendment) Regulations, 2025 w.e.f, 19th November, 2025 the payment of dividend or interest or redemption or repayment shall be done using any of the electronic mode of payment facility approved by the Reserve Bank of India.

- Pursuant to the provisions of Regulation 40 of the Listing Regulations, securities can be transferred only in dematerialised form w.e.f., 1st April, 2019. Members are requested to convert their physical holdings into demat form to avoid any possibility of loss, mutilation, etc., of physical share certificates. Any shareholder who is desirous of dematerializing their securities may write to their respective Depository Participant (DP).

- Members may further note that SEBI, vide its Circular No. HO/38/13/(3)2026-MIRSD-POD/I/3763/2026 dated January 30, 2026, in order to simplify the process for credit of securities pursuant to investor service requests by reducing the timelines, risk of loss and pilferage, has decided to do away with the requirement of issuance of LOC. Accordingly, the Company will now credit the securities directly to the demat account of the shareholders after necessary due diligence by RTA.

- SEBI vide Circular no. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, in order to facilitate the investors to get rightful access to their securities, has decided to open special window for re-lodgement of transfer deeds of physical securities i.e, transfer and dematerialisation of physical securities which were sold or purchased prior to April 1, 2019. The special window shall be open for a period of one year from February 5, 2026 to February 4, 2027. The special window shall also be available for such transfer requests which were submitted earlier and were rejected/returned/not attended to due to deficiency in the documents/process/or otherwise.

- Members holding shares in demat mode are requested to update their details with their Depository Participants at the earliest.

- Non-Resident Indian Members are requested to inform RTA, immediately of:

    a. Change in their residential status on return to India for permanent settlement.

    b. Particulars of their bank account maintained in India with complete name, account number, account type and branch address of the Bank with PIN code.

- SEBI and MCA encourage paperless communication as a contribution to Green environment. Members holding shares in physical mode are requested to register their e-mail id with the RTA for receiving all communications including annual reports, notices, circulars etc. from the Company electronically.

- SEBI through circular nos. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 along with master circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated August 11, 2023 and as updated as on December 20, 2023, has introduced guidelines for an additional mechanism enabling investors to address their grievances using Online Dispute Resolution ('ODR') via a common ODR portal. Pursuant to the aforementioned circulars, post exhausting the options to resolve their grievances directly with the Company's Registrar and Share Transfer Agent (RTA), as well as through the existing SCORES platform, investors can now initiate dispute resolution through the ODR Portal. SEBI Circulars can be accessed on SEBI's website at www.sebi.gov.in. Further, the same is also available on the website of the Company at https://www.emamiltd.in/wp-content/uploads/2023/08/16211247/sebi-master-circular-11082023-online-dispute-resolution.pdf

13. THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

A. VOTING THROUGH ELECTRONIC MEANS:

In compliance with provisions of Section 108 of the Companies Act, 2013 ("Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 ("Listing Regulations"), the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting

(AGM) by electronic means and the business shall be transacted through e-voting Services.

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

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

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

(i) The Remote e-voting period begins on **Thursday, 20th August, 2026 9:00 A.M (IST) and ends on Monday, 24th August 5:00 P.M (IST)**. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e**. Tuesday, 18th August, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the Member, the Member will not be allowed to change it subsequently or cast the vote again.

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

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

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

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

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026, on e-voting facility provided by Listed Companies, SEBI in order to increase the efficiency of the voting process, has decided to enable e-voting to all the demat account holders (including public non-institutional Shareholders/retail Shareholders) by way of a single login credentials, through their Demat accounts or websites of Depositories/Depository Participants (DPs). Demat account holder shall be able to cast their vote without having to register again with the e-voting service providers.

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

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

Type of shareholders	Login Method
	3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. 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 Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services Shareholders website of NSDL. Open web browser by typing the following URL: eservices.nsdl.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. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Shareholders Depository Participant registered with NSDL/CDSL for e-voting facility. After successful (holding securities login, you will be able to see e-voting option. Once you click on e-voting option, in demat mode) you will be redirected to NSDL/CDSL Depository site after successful authentication, login through their wherein you can see e-voting feature. Click on Company name or e-voting service **Depository** provider name and you will be redirected to e-voting service provider's website for Participants casting your vote during the remote e-voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

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

(i) Login method for e-voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on “Shareholders” module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

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

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

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

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

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company/ RTA or contact Company/ RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account with the depository or in the Company records in order to login. • If both the details are not recorded with the depository or Company please enter the Birth (DOB) member id/ folio number in the Dividend bank details fields.

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

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

(iv) For shareholders holding shares in physical form, the details can be used only for evoting on the resolutions contained in this Notice.

(v) Click on the EVSN: 260717008 of the Company.

(vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired.

(vii) The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

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

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

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

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

(xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com 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 will be mapped automatically & can be delink in case of any wrong mapping.

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

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address scrutinizermkb@gmail.com, and to the Company at the email address investors@emamigroup.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

(i) The procedure for attending meeting & e-voting on the day of the Meeting is same as the instructions mentioned above for e-voting.

(ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

(iii) The Members can join the AGM in the VC/OAVM 30 minutes before and within 15 minutes after the scheduled time of the commencement of the Meeting on a first-come-first-serve basis, by following the procedure mentioned in the Notice.

(iv) The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

(v) Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the Meeting.

(vi) Only those shareholders, who are present in the Meeting through VC/OAVM and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the Meeting.

(vil) Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.

(viii) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

(ix) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

(x) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@emamigroup.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@emamigroup.com. These queries will be replied to by the company suitably by email. The Company may limit the number of speakers and/ or abate limited time for speaking at the AGM.

(xI) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

(xii) If any Votes are cast by the shareholders through the e-voting available during the meeting and if the same shareholders have not participated in the meeting through VC/OAVM, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending Meeting & e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911 All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

14. The Scrutinizer will submit his Consolidated Report after the conclusion of AGM on the total votes cast in favour or against the resolutions, if any, to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same and declare the results of the voting not later than two working days of the conclusion of AGM.

15. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.emamiltd.in/investors/agm-postal-ballots/agm. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed.

16. On receipt of the requisite number of votes, the Resolutions specified in the Notice shall be deemed to have been passed on the date of the Annual General Meeting.

Registered Office
Emami Tower,
687, Anandapur,
E.M. Bypass
Kolkata - 700107
Date: 21st May, 2026
Email: investors@emamigroup.com
Website: www.emamiltd.in
CIN: L63993WB1983PLC036030

By Order of the Board

Ravi Varma
Company Secretary & Compliance Officer
Membership No. : F9531

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of resolution at item nos. 6, 7 & 8: -

Item Nos. 6 & 7:

The shareholders at its meeting held in 2022, approved the appointment of Shri Harsha Vardhan Agarwal (DIN: 00150089) Vice-Chairman & Managing Director of the Company for a term of five years, effective from 1st April, 2022 to 31st March, 2027. His remuneration was fixed in the range of ₹ 22.00 Lacs to ₹ 30.00 Lacs subject to annual increments with the approval of the Board of Directors.

For this purpose, an agreement was entered into between the Company and Shri Harsha Vardhan Agarwal on 10th February, 2022.

Pursuant to the above approval, the salary of Shri H. V. Agarwal for FY 2025–26 was fixed at Rs. 30 lacs per month, along with the other terms and conditions of his appointment. The Board of Directors, from time to time, based on the recommendations and approval of the Nomination and Remuneration Committee and the Audit Committee, reviews and approves the annual increment in the remuneration of the Executive Directors. Accordingly, considering the size of the Company's business and the roles and responsibilities of Shri H. V. Agarwal, the Board has approved a revision in his salary for FY 2025-26 from Rs. 30 lakhs per month to Rs. 34 lakhs per month with effect from 1st April, 2026, while other terms and conditions remaining unchanged.

Accordingly, the approval of the shareholders is sought for the aforesaid revision in remuneration.

Pursuant to the revision in remuneration, a supplementary revised agreement has now been executed on 21st May, 2026. The key terms and conditions of remuneration are given below:

Salary: ₹ 34.00 lacs (Thirty Four Lacs only) per month as approved by the Board of Directors. The annual increment will be decided by the Board of Directors of the Company.

The other terms & conditions including commission and perquisites remains unchanged as per the initial agreement dated 10th February, 2022.

Since the present tenure of Shri Harsha Vardhan Agarwal will be completing on 31st March, 2027, the Board of Directors at its meeting held on 21st May, 2026, re-appointed Shri Harsha Vardhan Agarwal (DIN: 00150089) as a Vice-Chairman & Managing Director of the Company with effect from 1st April, 2027 for a period of five years on the basis of recommendation of Nomination and Remuneration Committee and subject to approval of shareholders in ensuing Annual General Meeting. The Nomination and Remuneration Committee and the Audit Committee, has approved terms of re-appointment and remuneration of Shri Harsha Vardhan Agarwal as Vice-Chairman & Managing Director for the period of 5 (five) years with effect from 1st April, 2027 to 31st March, 2032. Pursuant to the above, an agreement has been entered on 21st May, 2026, whose office shall be liable to retire by rotation.

Shri Harsha Vardhan Agarwal, Vice-Chairman & Managing Director, has served the business dedicatedly for over two decades, spearheading multiple functions and growing the business successfully thereby gaining immense exposure to steer the organisation forward. He, with his extensive knowledge and experience in strategy, marketing & brand development, M&A, HR and IT, spearheads the business. He also leads the digital transformation of the organization.

Under his leadership, the Company has acquired several businesses. He passionately steers the organisation with a futuristic outlook, while continuing to strengthen its core values.

The main terms and conditions of re-appointment as Vice-Chairman & Managing Director, as contained in the agreement dated 21st May, 2026 are furnished below:

a. **Term of appointment:** - 5 (Five) years with effect from April 1, 2027

b. **Salary:** ₹ 34.00 lacs (Rupees Thirty Four Lacs only) per month, [in the range of [in the range of (₹ 34.00 Lacs to ₹ 60.00 Lacs per month)] as approved by the Board of Directors. The annual increments will be decided by the Board of Directors of the Company.

c. **Commission:** Not exceeding 0.5% of the net profits of the company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013;

d. **Perquisites:** Leave travel allowance for self and family once in a year (subject to maximum of one month salary), medical expenses actually incurred by him and his family (subject to maximum of one month salary), provision of cars with drivers (for official purpose), leave encashment of unavailed leave at the end of the tenure, credit card fees, club fees, telephone and mobile phone expenses, the company will make contributions towards Provident Fund, Superannuation Fund, Annuity fund, gratuity, reimbursement of medical and personal accident insurance.

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

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

Copy of the agreement dated 21st May, 2026 referred above shall be open for inspection by the Members in electronic mode upto the date of this Annual General Meeting. Members can inspect the same by sending an email to investors@emamigroup.com

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

The Board recommends the resolutions set out at Item No. 6 & 7 by way of **Ordinary Resolution(s).**

Except Shri H.V. Agarwal (the appointee), Shri R.S. Agarwal, Shri A.V. Agarwal and Smt. Priti A Sureka, none of the other Directors or Key Managerial Personnel of the company or their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

Item No. 8:

Upon recommendation of the Audit Committee, the Board of Directors in its meeting held on 21st May, 2026, has re-appointed M/s. V. K. Jain & Co., Cost Accountants at a remuneration of ₹ 2,00,000 (Rupees Two lacs only) plus applicable taxes and out of pocket expenses for conducting audit of the cost records relating to Ayurvedic Medicines and Cleaning Preparation of the Company as applicable for the financial year 2026-27. As per the provisions of Section 148 of the Companies Act, 2013 and the Rules made thereunder, the remuneration payable to the cost auditors is subject to ratification by the members of the Company.

The Board therefore recommends the resolution set out at Item No. 8, 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 the said Resolution.

Registered Office:
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By Order of the Board

Ravi Varma
Company Secretary & Compliance Officer
Membership No. : F9531

ANNEXURE TO ITEM NOs. 3, 4, 5, 6 & 7 OF THE NOTICE

DISCLOSURE UNDER REG. 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND PURSUANT TO THE SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Name	Shri Harsha Vardhan Agarwal	Shri Aditya Vardhan Agarwal	Shri Prashant Goenka
Category	Vice-Chairman & Managing Director	Non-Executive Director	Whole-Time Director
Director Identification Number	00150089	00149717	00703389
Date of Birth/ Age	12/07/1976 49 years	06/01/1975 51 years	30/10/1973 52 years
Nationality	Indian	Indian	Indian
Date of first Appointment on the Board	15-01-2005	15-01-2005	20-01-2014
Qualification	Commerce Graduate	Commerce Graduate	MBA from Cardiff University, UK
Experience in Specific Functional Area	Extensive knowledge and experience in marketing and brand development	Extensive knowledge and experience in marketing and brand development	Extensive knowledge and experience in International marketing and business operations
Terms and Conditions of Appointment / Reappointment	Liable to retire by rotation and being eligible, Shri H. V. Agarwal is proposed to be re-appointed at the AGM.	Liable to retire by rotation and being eligible, Shri A.V. Agarwal is proposed to be re-appointed at the AGM.	Liable to retire by rotation and being eligible, Shri Prashant Goenka is proposed to be re-appointed at the AGM.
Details of remuneration sought to be paid	As mentioned in the explanatory statement to Item Nos. 6 & 7	He is entitled to sitting fees for the meetings attended	As approved by the shareholders on 5th December, 2023.
Last drawn remuneration	₹ 869.55 Lacs	₹ 7.10 Lacs	₹ 512.16 Lacs
Relationship with other Directors	Son of Shri R.S. Agarwal and brother of Shri A.V. Agarwal & Smt. Priti A Sureka	Son of Shri R.S. Agarwal and brother of Shri H.V. Agarwal & Smt. Priti A Sureka	Nephew of Shri R.S. Goenka
Directorship in Companies as on 31st march, 2026	Emami Limited; Ajanta Suppliers Private Limited; Diwakar Finvest Private Limited; Aviro Vyapaar Private Limited	Emami Limited; Emami Paper Mills Limited; Emami East Bengal FC Private Limited; Ajanta Suppliers Private Limited; Emami Group of Companies Private Limited; Diwakar Finvest Private. Limited.	Emami Limited; Emami Group of Companies Private Limited

Name	Shri Harsha Vardhan Agarwal	Shri Aditya Vardhan Agarwal	Shri Prashant Goenka
Chairman/ Member in the Committees of the Boards of companies	**Chairman:** None **Member:** 1. Stakeholders' Relationship Committee – Emami Limited 2. Risk Management Committee - Emami Limited 3. ESG & CSR Committee - Emami Limited 4. Finance & Management Committee - Emami Limited	**Chairman:** 1. CSR Committee - Emami paper Mills Limited **Member:** 2. Finance & Management Committee -Emami Limited	**Chairman:** None **Member:** 1. Stakeholders' Relationship Committee - Emami Limited 2. ESG & CSR Committee – Emami Limited
Listed entities from which the Director has resigned in the past three years	None	None	None
No. of Shares held in the Company as on 31st March, 2026	2,29,074	1,96,795	3,53,017
Number of meetings of the Board attended during the year (FY 2025-26)	5 out of 5	5 out of 5	4 out of 5

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By Order of the Board

Ravi Varma
Company Secretary & Compliance Officer
Membership No. : F9531