



EMAMI FRANK ROSS LIMITED

Reg. Off: 7, Jawaharlal Nehru Road, Kolkata -700013

Ph. No.: 2228 6042/ 0066/ 0067

Website: www.frankrosspharmacy.com

CIN: U24232WB1919PLC003123

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **106th Annual General Meeting** of Emami Frank Ross Limited ('Company') will be held on **Monday, the 30th September, 2024 at 12.00 P.M. (IST) through Video Conferencing ("VC")/Other Audio Visual means ("OAVM")**. The Company will conduct the meeting from its Registered Office i.e.: 7, Jawaharlal Nehru Road, Kolkata -700013, which shall be deemed to be venue of the Meeting, to transact the following business:

Ordinary Business

- 1) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2024 together with the reports of the Board of Directors and the Auditors thereon.
- 2) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2024 together with the report of the Auditors thereon.
- 3) To appoint a Director in place of Mr. Anurag Jatia (DIN: 01184328), who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To re-appoint Statutory Auditors of the Company for a period of 5 years and to fix their remuneration.

RESOLVED THAT pursuant to the provisions of section 139 and 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any re-enactment and modification thereto) and such other applicable provisions, if any, M/s. Agrawal Tondon & Co. (Firm Registration No. 329088E), be and are hereby re-appointed as the Statutory Auditors of the Company for a further period of 5 years to hold office from the conclusion of the 106th Annual General Meeting till the conclusion of the 111th Annual General Meeting due to held in 2029 and the Board of Directors of the Company be and are hereby authorised to fix their remuneration.

Special Business

- 5) **REGULARISATION OF MR. HARI MOHAN MARDA (DIN NO- 00855466) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

RESOLVED THAT pursuant to provision of Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013, if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and upon the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Hari Mohan Marda (DIN : 00855466) who was appointed as an Additional Director in Independent category with effect from 29th May, 2024 in terms of Section 161(1) of the Companies Act, 2013 and the Article of Association of the Company and who holds office up to the conclusion of this Annual General Meeting or the last date on which Annual General Meeting should have been held, whichever is earlier and from whom the Company has received a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a period of five (5) consecutive years with effect from 29th May, 2024.

6) REGULARISATION OF MR. RAM GOBIND GANERIWALA (DIN NO- 00863042) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

RESOLVED THAT pursuant to provision of Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013, if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and upon the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Ram Gobind Ganeriwala (DIN : 00863042), who was appointed as an Additional Director in Independent category with effect from 13th August, 2024 in terms of Section 161(1) of the Companies Act, 2013 and the Article of Association of the Company and who holds office up to the conclusion of this Annual General Meeting or the last date on which Annual General Meeting should have been held, whichever is earlier and from whom the Company has received a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a period of five (5) consecutive years with effect from 13th August, 2024.

7) RE-APPOINTMENT OF MR. ANURAG JATIA (DIN NO- 01184328) AS WHOLE TIME DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass, the following resolution as **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 200 and 203 read with Schedule V of the Companies Act, 2013 and read with Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Anurag Jatia (DIN: 01184328) as a Whole Time Director of the Company for a further period of 3 years with effect from 1st April, 2024, as per the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 of the Act, where in any financial year during the currency of the term of office, the Company has no profits or its profit are inadequate, it may pay agreed remuneration to Mr. Anurag Jatia by way of Salary and perquisites as Minimum remuneration, notwithstanding that such remuneration exceeds the limits specified in Schedule V of the Companies Act, 2013 or any statutory modification from time to time.

RESOLVED FURTHER THAT subject to the provisions of Section 152 of the Companies Act, 2013, Mr. Anurag Jatia shall be liable to retire by rotation during his tenure as Whole Time Director of the Company.

RESOLVED FURTHER THAT all the Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient usual or proper to give effect to this resolution.

8) RE-APPOINTMENT OF MRS. CHADARAVALLI SRINIVASABHATTA NALINI (DIN NO-06806913) AS WHOLE TIME DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 200 and 203 read with Schedule V of the Companies Act, 2013 and read with Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee and Board of Directors, consent of the Members of the Company be and is hereby accorded for re-appointment of Mrs. Chadaravalli Srinivasabhatta Nalini (DIN:06806913) as a Whole Time Director of the Company for a further period of 3 years with effect from 1st October, 2024 as per the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 of the Act, where in any financial year during the currency of the term of office, the Company has no profits or its profit are inadequate, it may pay agreed remuneration to Mrs. Chadaravalli Srinivasabhatta Nalini by way of Salary and perquisites as minimum remuneration, notwithstanding that such remuneration exceeds the limits specified in Schedule V of the Companies Act, 2013 or any statutory modification from time to time.

RESOLVED FURTHER THAT subject to the provisions of Section 152 of the Companies Act, 2013, Mrs. Chadaravalli Srinivasabhatta Nalini shall be liable to retire by rotation during his tenure as Whole Time Director of the Company.

RESOLVED FURTHER THAT all the Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient usual or proper to give effect to this resolution.

9) APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S)

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

“RESOLVED THAT subject to the provisions of Section 188 of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) (**“the Act”**); all other laws, acts, rules,

regulations, guidelines, circulars, directions and notifications, applicable from time to time, and subject to such other consent(s), intimation(s), permission(s) or sanction(s) as may be required, consent of Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the **"Board"** which term shall include any committee constituted / may be constituted by the Board or any other person(s), for the time being exercising the powers conferred on the Board by this resolution and as may be authorized by the Board in this regard) to enter into transactions with the following related parties:

Name of the Related Parties	Name of the directors or KMP, who is related	Nature of Relationship	Nature and material terms of Transaction	Aggregate maximum monetary value of the contract or arrangement per financial year
Diwakar Finvest Pvt. Ltd. Suraj Finvest Pvt Ltd. PAN Emami Cosmed Limited.	None	Promoter Companies	Loan/Interest/ Reimbursement of expenses/ Corporate Guarantee and Commission/ Advance/ Sale/ Purchase/ Provision of services and services or availing/rendering any services obligations with said related parties	Aggregate limit of ₹ 1500 Crores severally and/or jointly
1.Niramay Distributors Pvt. Ltd. 2. South City Projects (Kolkata) Ltd. 3. Shopper's City Maintenance Co Pvt. Ltd. 4. M Bhattacharya & Co. Pvt. Ltd. 5.Emami Limited 6.Emami Paper Mills Ltd. 7.Emami Realty Ltd. 8.Emami Agrotech Limited 9.Emami Capital Markets Limited 10.Archana Promoters & Developers Pvt. Ltd. 11.NayeeDeesha Communications Pvt. Ltd. 12. SGN Retail Pvt. Ltd.	1.Karabi Sengupta 2.Debasish Bhaumik 3. Pramod Kumar Shah	Entities where Promoters have significant influence		

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any such transactions with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

Notes:

1. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement for the appointment of proxies. Accordingly, the facility to appoint proxies to attend and cast vote for the Members is not available for this AGM. However, in pursuance of Section 113 of the Act, and rules made thereunder, the Members who are Body Corporate(s) are entitled to appoint their authorized representatives to attend the AGM through VC/OAVM and participate and cast their votes through remote e-Voting or e-voting during the 106th AGM of the Company.

Accordingly, as per the MCA circular, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this notice.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts relating to Special Business under **Item No. 5 to 9** are annexed herewith.

3. Dispatch of Annual Report through email:

In accordance with the MCA Circular No- SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and further Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and further MCA circular dated September 25, 2023, the Notice of the 106th AGM along with the Annual Report of the Company for the financial year ended 31st March 2024 are being sent only through electronic mode (e-mail) to those Members whose email addresses are registered with the Company or the Registrar and Share Transfer Agent (the “RTA”) or with their respective Depository Participant/s (DPs), as on 30th August, 2024.

Members may note that the Notice and Annual Report for the financial year ended 31st March 2024 is also available on the Company’s website www.frankrosspharmacy.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the remote e-Voting facility) at www.evoting.cdsi.com. The Company will also be sending printed copies of the Annual Report, 2023-24 to those Shareholders who send their request for the same.

4. Voting rights shall be reckoned on the paid-up value of equity shares registered in the names(s) of members(s) on the cut-off date mentioned in **Note 7** herein below. A person who is not a member on the cut-off date should treat this notice for information purpose only.

5. The 106th AGM of the Company is being convened through VC/OAVM in compliance with the applicable provisions of the Act, read with all the applicable MCA and SEBI Circulars.

6. In compliance of the provisions of Section 108 of the Companies Act, 2013 and Rules made thereunder, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and the MCA circulars, the Company is pleased to provide its members the facility to exercise their right to vote through the Electronic Voting (remote e-voting) Services provided by Central Depository Services Limited (“CDSL”). The e-voting commencement date and

ending date is given in **Note 7** herein below. Members are requested to refer to instructions for e-voting, appended to this Notice. The Company has engaged the services of CDSL for the e-voting.

7. E-voting schedule: The details are as under:

<i>Cut-off Date for reckoning voting rights</i>	<i>Commencement of Voting (Start Date)</i>	<i>Closing of voting (End Date)</i>	<i>Results announcement date</i>
23.09.2024 (Monday)	26.09.2024, Thursday (From 10.00 a.m.) (IST)	29.09.2024, Sunday (To 5.00 p.m.) (IST)	01.10.2024 (Tuesday)

During this period, shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote. The e-voting module shall be disabled after the close of e-voting period.

8. We urge the shareholders for registration and/ or updating of their email id, Permanent Account Number (PAN) and bank mandate with the Company to ensure receipt of Annual Report, dividend and/or any other consideration and other communication timely, faster and easier and more importantly to avoid fraudulent encashment of dividend warrants.

9. The Board of Directors of the Company at their meeting held on 13th August, 2024 has appointed CS Sandip Kumar Kejriwal, Company Secretary in Practice (C.P. NO.-3821) whose email id is sandipkej2@gmail.com as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

10. The Scrutinizer will submit his report to the Chairman / Director of the Company after the completion of scrutiny of the votes . The result of the same will be announced by the Chairperson or any Director or Company Secretary of the Company on or before Tuesday, 1st October, 2024 and also displayed on the Company's website viz., www.frankcrosspharmacy.com

11. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.

12. Members who have not updated their postal addresses so far are requested to update their registered address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company Physically by ordinary post, speed post, Courier etc.

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the General meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and other applicable MCA Circulars. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM) which do not require physical presence of the Members, Directors, Auditors and other persons at common venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only. The deemed venue for the 106th Annual General Meeting shall be the Registered office of the Company situated at 7, Jawaharlal Nehru Road, Kolkata- 700013.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of

remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. 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.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.frankrosspharmacy.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and other applicable MCA Circulars.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- 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 voting period begins on 26th September, 2024 and ends on 29th September, 2024. During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their votes without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

- (iv) Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The 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 evoting is in progress as per the information provided by company. On clicking the evoting 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. 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

	<p>Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.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 or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://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: https://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 or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider</p>

their Depository Participants (DP)	website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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 toll free no.: 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.

- (v) 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	<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"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.

- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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 and to the Company at the email address viz; priyanka@frankrosspharmacy.com or info@frankrosspharmacy.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.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. 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.
3. 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 AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at info@frankrosspharmacy.com . These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAILS/MOBILE NOS. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective **Depository Participant (DP)** which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & 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

Registered Office:
7, Jawaharlal Nehru Road
Kolkata – 700 013

Place: Kolkata
Date: 13th August, 2024

By order of the Board
Emami Frank Ross Limited

SD/-
GautamJatia
Managing Director & CEO
(DIN: 00604926)

To

1. Bombay Stock Exchange
2. All shareholders of the Company
3. All directors of the Company
4. Statutory Auditors of the Company
5. Secretarial Auditors of the Company
6. The Debenture Trustees

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
AND OTHER APPLICABLE PROVISIONS**

ITEM NO-5

**REGULARISATION OF MR. HARI MOHAN MARDIA (DIN NO- 00855466) AS INDEPENDENT
DIRECTOR OF THE COMPANY**

Mr. Hari Mohan Mardia was appointed as an Additional Director of the Company on 29th May, 2024 in terms of section 161 of the Companies Act, 2013 in category of Independent in terms of Companies Act, 2013. Mr. Hari Mohan Mardia holds office up to the date of ensuing AGM or the last date on which AGM should have been held whichever is earlier.

Mr. Hari Mohan Mardia is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act.

Mr. H.M. Mardia is a qualified Chartered Accountant with over 50 years of experience in leading various manufacturing industries. After almost two decades in senior management positions with corporates such as the Birla Group and Emami Group, he turned to entrepreneurship with good exports to Russia. Post his stint in Russia, Mr. Mardia returned to India and joined hands with Mr. S. K. Poddar to lead the CMI group in diverse manufacturing industries and international trade. Mr. Mardia is the guiding figure for strategic planning and operational growth of the group ventures.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Hari Mohan Mardia as an Independent Director.

In order to ensure compliance with the Section 149 and 152 of the Companies Act, 2013, read with Rules made thereunder and Schedule IV of the Act, it is proposed that Shareholders approval be accorded for appointment of Mr. Hari Mohan Mardia as Independent director for a period of 5 years commencing from 29th May, 2024.

Accordingly, Board of Directors recommends the passing of above resolution as Ordinary resolution as set out in item no-5 for appointment of Mr. Hari Mohan Mardia as Independent Director of the Company.

Except Mr. Hari Mohan Mardia, Independent Director, being an appointee, no other Directors/KMP and their relatives in any way interested or concerned in the said resolution.

ITEM NO-6

REGULARISATION OF MR RAM GOBIND GANERIWALA (DIN NO- 00863042) AS INDEPENDENT DIRECTOR OF THE COMPANY

Mr Ram Gobind Ganeriwala was appointed as an Additional Director of the Company on 13th August, 2024 in terms of section 161 of the Companies Act, 2013 in the category of Independent in terms of Companies Act, 2013. Mr Ram Gobind Ganeriwala holds office up to the date of ensuing AGM or the last date on which AGM should have been held whichever is earlier.

Mr Ram Gobind Ganeriwala is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act.

Mr Ram Gobind Ganeriwala is a qualified Chartered Accountant and has experience in diversified businesses, accounting and Corporate planning.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr Ram Gobind Ganeriwala as an Independent Director.

In order to ensure compliance with the Section 149 and 152 of the Companies Act, 2013, read with Rules made thereunder and Schedule IV of the Act, it is proposed that Shareholders approval be accorded for appointment of Mr Ram Gobind Ganeriwala as Independent director for a period of 5 years commencing from 13th August, 2024.

Accordingly, Board of Directors recommends the passing of above resolution as Ordinary resolution as set out in item no-6 for appointment of Mr Ram Gobind Ganeriwala as Independent Director of the Company.

Except Mr Ram Gobind Ganeriwala, Independent Director, being an appointee, no other Directors/KMP and their relatives in any way interested or concerned in the said resolution.

ITEM NO-7

RE-APPOINTMENT OF MR. ANURAG JATIA (DIN: 01184328) AS WHOLE TIME DIRECTOR OF THE COMPANY

Pursuant to Section 196, Section 197, Section 198, Section 200 and Section 203 read with Schedule V of the Companies Act, 2013 read with Rule 8, 9 and 14 of the Companies ((Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Board recommends the Member to approve the re-appointment of Mr. Anurag Jatia as a Whole Time Director for a period of 3 years with effect from 1st April, 2024 and to fix the remuneration of Mr. Anurag Jatia, Whole time Director of the Company.

As the company is not having adequate profit to give the remuneration to the Whole time Director, hence the approval of shareholders needed at the meeting as per Section II of Part II of schedule V by way of Special Resolution. Remuneration Payable during 2024-2025 will be as under:

1) Basic Salary	1654032
2) HRA	818172
3) Conveyance Allowance	490908

4) Medical Allowance	158004
5) Washing Allowance	-
6) Actual Bonus	6996
7) Leave Travel allowance	164184
8) P.F.	198480
9) Uniform Allowance	-
10) Gratuity	79560
10) CTC	3570336
11) Telephone-Residential	Actual
12) Telephone- Mobile (official)	Actual
13) Car maintenance (official)	Actual
14) Leave encashment & other benefits as per rules of the Company	

His salary can be increased up to 35% of the CTC every year as approved by the Board of Directors.

The Board recommends the Resolution at Item no. 7 of the accompanying notice for approval by Members of the Company by means of Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Anurag Jatia are interested in the said Resolution.

Statement required under Schedule V of Section II of Part II of Companies Act, 2013.

The aforesaid remuneration payable to Mr. Anurag Jatia is however subject to the approval of the members in Annual General Meeting by way of passing special resolution.

The information as required under schedule V to the Companies Act, 2013 is as under:

General Information

Nature of Industry:

Chain of Retail Medicine Stores
Chain of stores for allied leisure retail business

Date of commencement of commercial activities: 31st January 1919.

In case of new companies expected date of commencement of activities as per project approved by the financial institutions appearing in the Prospectus: Not applicable

Export performance and net foreign exchange collaborations:

No Export and no foreign exchange collaboration of the company during the financial year.

Foreign investment or collaborators, if any: Not applicable

Information about the appointee:

Background details:

Mr. Anurag Jatia has outstanding work exposure in Retail Industry. He is presently working as Whole Time director of the Company. He has an experience in this industry for more than 20 years.

Past remuneration

31st March, 2023: ₹3114342

Recognition or awards: None.

Job profile and his suitability:

Mr. Anurag Jatia, aged about 54 years, is the whole time director of the company. He is passionate believer in people contributing to the organisation having led finance strategy from the front. He is very energetic and well versed with retail business. He has very rich experience with the concerned business areas of the Company and other commercial issues.

Remuneration Proposed:

CTC that can be paid during the year 2024-2025 is as detailed in the explanatory statement.

Comparative remuneration profile with respect to industry size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of his origin):

As the company is engaged in the area of medicine retail business and allied leisure retail business, there is no known company with similar activity and hence comparison is not possible.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Anurag Jatia is the brother of Mr. Gautam Jatia Managing Director and CEO (Key Managerial Personnel) of the Company.

Other information:

Reasons of loss or inadequate profits: The key reason for losses is due to severe competition from brick and Mortar Retail Pharmacies and Online Retailers which has resulted in high discounts to the tune of 17-18% on MRP which has materially impacted profitability.

Steps taken or proposed to be taken for improvement: We are gradually reducing our discounts and change in product mix to ensure higher profitability margin.

Expected increase in productivity and profits in measurable terms: Increased focus on Private Label Sales and Branded Generic, Consolidation of loss making pharmacies will help us to increase our bottom line which in turn will enhance margin. Profitability is likely to improve by 1%EBITDA.

ITEM NO-8

RE-APPOINTMENT OF MRS. CHADARAVALLI SRINIVASABHATTA NALINI (DIN: 06806913)
AS WHOLE TIME DIRECTOR OF THE COMPANY

The Shareholders of the company on recommendation of Nomination & Remuneration Committee and Board has approved the re-appointment of Mrs. Chadaravalli SrinivasaBhatta Nalini as a Whole-Time Director of the company for a period of 3 years at 106th Annual General Meeting by way of passing Special Resolution with effect from 1st October, 2024.

As the company is not having adequate profit to give the remuneration to the Whole Time Director, hence the approval of shareholders is needed at the meeting as per Section II of Part II of schedule V by way of Special Resolution. Maximum Remuneration Payable during 2024-2025 will be as under:

1) Basic Salary	1103976
2) HRA	554796
3) Conveyance Allowance	332880
4) Medical Allowance	114672
5) Leave Travel Allowance	113340
6) Actual Bonus	6996
7) LTA	-
8) P.F.	132480
9) Uniform Allowance	-
10) Gratuity	53100
12) CTC	2412240
13) Telephone-Residential	Actual
14) Telephone- Mobile (official)	Actual
15) Car maintenance (official)	Actual
16) Leave encashment, & other benefits as per rules of the Company	

Her salary can be increased up to 35% of the CTC every year as approved by the Board of Directors.

The Board recommends the Resolution at Item no. 8 of the accompanying notice for approval by Members of the Company by means of Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives, except Mrs. Chadaravalli SrinivasaBhatta Nalini are interested in the said Resolution.

Statement required under Schedule V of Section II of Part II of Companies Act, 2013.

The aforesaid remuneration payable to Mrs .Chadaravalli SrinivasaBhatta Nalini is however subject to the approval of the members in Annual General Meeting by way of passing Special resolution. The information as required under schedule V to the Companies Act, 2013 is as under:

General Information

Nature of Industry:

Chain of Retail Medicine Stores
Chain of stores for allied leisure retail business

Date of commencement of commercial activities: 31st January 1919.

In case of new companies expected date of commencement of activities as per project approved by the financial institutions appearing in the Prospectus: Not applicable

Export performance and net foreign exchange collaborations:

There is no export and foreign exchange collaboration of the company during the financial year.

Foreign investment or collaborators, if any: Not applicable

Information about the appointee:

Background details:

Mrs. Chadaravalli SrinivasaBhatta Nalini has work exposure in Retail Industry. She is presently working as Whole Time Director of the company. She has an experience in this industry for over 14 years.

Past remuneration:

31st March, 2023: Rs. 2016243

Recognition or awards: None

Job profile and his suitability:

Mrs. Nalini C S, aged 48 years, is the Whole Time Director of the company. She is associated with the company since 14 years. She holds the Master's degree in Arts field. Her core area in the company is in retail business.

Remuneration Proposed:

Maximum Annual CTC that can be paid during the year 2024-25 is as detailed in the explanatory statement

Comparative remuneration profile with respect to industry size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of his origin):

As the company is engaged in the area of medicine retail business and allied leisure retail business, there is no known company with similar activity and hence comparison is not possible.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mrs. Chadaravalli SrinivasaBhatta Nalini has no such pecuniary relationship with company or with any other director or KMP

Other information:

Reasons of loss or inadequate profits: The key reason for losses is due to severe competition from brick and Mortar Retail Pharmacies and Online Retailers which has resulted in high discounts to the tune of 17-18% on MRP which has materially impacted profitability.

Steps taken or proposed to be taken for improvement: We are gradually reducing our discounts and change in product mix to ensure higher profitability margin.

Expected increase in productivity and profits in measurable terms: Increased focus on Private Label Sales and Branded Generic, Consolidation of loss making pharmacies will help us to increase our bottom line which in turn will enhance margin. Profitability is likely to improve by 1%EBITDA.

ITEM NO. 9

Related Party Transactions

The Companies Act 2013 aims to ensure transparency in the transactions and dealings with the related parties of the Company. The provisions of Section 188(1) of the Companies Act 2013 govern Related Party Transactions for entering into any contract, transactions or arrangements with the Related Party(ies).

Subject to the provisions of Section 188 of the Companies Act,2013 to be read with Rules made thereunder, the Board of Directors of your Company seek your approval for such related party transactions along with Annual limit as described below.

The particulars of the transactions pursuant to the provisions of Section 188 and the Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

Name of the Related Parties	Name of the directors or KMP who is related	Nature of Relationship	Nature and material terms of Transaction	Aggregate maximum monetary value of the contract or arrangement per financial year
Diwakar Finvest Pvt. Ltd. Suraj Finvest Pvt Ltd. PAN Emami Cosmed Limited (formerly known as Midkot Investments Limited)	None	Promoter Companies	Loan/Interest/ Reimbursement of expenses/ Corporate Guarantee and Commission/ Advance/ Sale/ Purchase/ Provision of services and services or availing/rendering any services obligations with said related	Aggregate limit of ₹ 1500Crores severally and/or jointly
1.Niramay Distributors Pvt. Ltd. 2. South City Projects (Kolkata) Ltd. 3. Shopper's City Maintenance Co Pvt. Ltd. 4. M Bhattacharya & Co. Pvt. Ltd. 5.Emami Limited 6.Emami Paper Mills Ltd. 8.Emami Realty Ltd. 9.Emami Agrotech	1.Mrs. Karabi Sengupta 2.Mr. Debasish Bhaumik 3.Mr. Pramod Kumar Shah	Entities where Promoters have significant influence		

Limited 10.Archana Promoters & Developers Pvt. Ltd. 11 .Nayee Deesha Communications Pvt. Ltd. 12. SGN Retail Pvt. Ltd.			parties	
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Registered Office:

7, Jawaharlal Nehru Road
Kolkata – 700 013

Place: Kolkata

Date: 13th August, 2024

By order of the Board
Emami Frank Ross Limited

SD/-
GautamJatia
Managing Director & CEO
(DIN: 00604926)