



EMAMI FRANK ROSS LTD.

EMAMI FRANK ROSS LIMITED

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

Ph. No.: 2228 6042/ 0066/ 0067

Website: www.frankrosspharmacy.com

CIN: L24232WB1919PLC003123

NOTICE FOR 103rd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 103rd Annual General Meeting of Emami Frank Ross Limited will be held on Tuesday, the 28th September, 2021 at 11.00 A.M. at the registered office of the Company at 7, Jawaharlal Nehru Road, Kolkata – 700 013 to transact the following business:

Ordinary Business

- 1) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2021 together with the report of the Board of Directors and the Auditors thereon.
- 2) To appoint a Director in place of Mr. Gautam Jatia (DIN: 00604926) who retires by rotation and being eligible offers himself for reappointment.
- 3) To appoint a Director in place of Mrs. Chadaravalli Srinivasabhatta Nalini (DIN: 06806913) who retires by rotation and being eligible offers herself for reappointment.

Special Business

- 4) To appoint Mr. Pramod Kumar Shah (DIN: 00343256) as an Independent Director for second term as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Pramod Kumar Shah (DIN 00343256), who was appointed as an Additional Independent Director at the meeting of Board of Directors held on 30th August, 2016 for period of 5 Years i.e. upto 30th August, 2021, and there after confirmed as Independent Director of the Company at 98th Annual General Meeting (AGM) of the Company, then re-appointed by Board of directors on 14th August, 2021, subject to approval by Shareholders at the ensuing AGM, be and is hereby appointed as an Independent Director of the Company for further period of 3 (Three) Years for 2nd term i.e. up to conclusion of 106th AGM of the Company.”



"FURTHER RESOLVED THAT the Board or a Committee thereof be and is hereby authorised to settle any question or difficulty in connection herewith and incidental hereto."

"RESOLVED FURTHER THAT Mr. Gautam Jatia, Managing Director of the Company be and is hereby 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.

5)To appoint Mrs. Karabi Sengupta as an Independent Director as a Special Resolution:

"RESOLVED THAT Mrs. Karabi Sengupta (DIN:02534951), who was appointed as an additional director (Category Independent director) on the Board of Directors of the Company, in terms Section 161 of the Companies Act, 2013 (as amended) (the "Act") w.e.f. October 19th, 2020, be and hereby appointed as Director (Category: Independent Director) of the Company.

"RESOLVED FURTEHR THAT pursuant to the Sections 149, 152 and other applicable provisions, if any of the Act and Schedule IV of the Companies Act, 2013 thereto and the rules made thereunder of the Act, the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Article of Association of the Company, Mrs. Karabi Sengupta be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) consecutive years commencing from her date of appointment, i.e. October, 19th 2020 upto October 18th, 2025."

"FURTHER RESOLVED THAT the Board or a Committee thereof be and is hereby authorised to settle any question or difficulty in connection herewith and incidental hereto."

"RESOLVED FURTHER THAT Mr. Gautam Jatia, Managing Director of the Company be and is hereby 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."

6)To consider and approve the re-appointment of Mr. Anurag Jatia (DIN: 01184328) as a Whole Time Director with revision in terms of remuneration and in this regard consider and if though fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions section 196, section 197, section 198, section 200 and Section 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 reenactment(s) thereof, for the time being in force),and the Article of



Association of the Company and applicable Regulations Under SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations"), recommendation of the Nomination Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded to the reappointment of Mr. Anurag Jatia (DIN 01184328) as a Whole-Time director of the company liable to retire by rotation for a period of 3 (three) years on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting and as enumerated in the Agreement dated 01st April 2021 which has been submitted to this meeting and also hereby approved.

"RESOLVED FURTHER THAT the Board of Directors (hereinafter referred as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board") be and hereby authorised to alter and vary the terms and conditions of the said reappointment and/or remuneration as it may deem fit and in such manners, as may be acceptable and agreed to between the Board and Mr. Anurag Jatia (DIN: 01184328) subject to the same notwithstanding that such in Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof."

"RESOLVED FURTHER THAT pursuant to the provision of Section 197 of the Act, where in any financial year during currency of the terms of office, the Company has no profits or its profits are inadequate, it may pay remuneration to Mr. Anurag Jatia by way of salary and perquisites as Minimum remuneration is in excess of the limits specified in Schedule V of the Companies Act, 2013 or Listing Regulations or any statutory modification(s) thereof 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 Mr. Gautam Jatia, Managing Director of the Company be and is hereby 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."

7) To consider and approve the re-appointment of Mr. Sujoy Chattaraj (DIN: 08818352) as a Whole Time Director with revision in terms of remuneration and in this regard consider and if though fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions section 196, section 197 and Section 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 reenactment(s) thereof, for the time being in force), and the Article of Association of the Company, and applicable Regulations Under SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") approval of the Board of directors, the consent of the Members of the Company be and is hereby accorded to the reappointment of Mr. Sujoy Chattaraj (DIN 08818352) as a Whole-Time director of the



company for a period of 3 years i.e. upto the conclusion of 105th Annual General Meeting of the Company 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 provision of Section 197 of the Act, where in any financial year during currency of the terms of office, the Company has no profits or its profits are inadequate, it may pay remuneration to Mr. Sujoy Chattaraj by way of salary and perquisites as Minimum remuneration is in excess of the limits specified in Schedule V of the Companies Act, 2013 or Listing Regulations or any statutory modification thereof from time to time."

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

"RESOLVED FURTHER THAT Mr. Gautam Jatia, Managing Director of the Company be and is hereby 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)To consider Related Party Transaction of sale of property to Mrs. Chadaravalli Srinivasavatta Nalini, Whole time director and if though fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions if any, of the Companies Act, 2013 (the act) read with Rule 15 of the Companies (Meeting of the Board and its powers) Rules, 2014 as amended till date and subject to such approvals, contents, sanctions and permissions as may be necessary, consent of the members of the company be accorded to the Board of directors to enter into the contract and/or agreement with Mrs. Chadaravalli Srinivasavatta Nalini Whole time Director of the Company as defined under the Act be and are hereby accorded to sale of property to any office or place of profit in the company by the Board to do all acts, deeds, matters and things and to exercise all rights, powers, authorities, duties and discretion's as may be useful, necessary or expedient and to execute all documents, agreements and writings for the above purposes and further in the table provided in and forming part of explanatory statements."

"FURTHER RESOLVED THAT Mr. Gautam Jatia, Managing director be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms and conditions related thereto and all other matters arising out of incidental to the proposed transaction.

9)To consider Related Party Transaction of Mr. Rajendra Kumar Jatia and if though fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the Provisions of Section 188(1), 188(1)(f) of the Companies Act, 2013 ("Act"), read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and



Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), including statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time, the consent of members be and is hereby accorded to the appointment of Mr. Rajendra Kumar Jatia holding office or in place of profit, as consultant of the company father of Mr. Gautam Jatia (Managing Director) and Mr. Anurag Jatia, (Whole time Director):

- 1) Consultancy Fees: ₹ 3,00,000/- (Three Lakhs Only)
- 2) Telephone: Mobile/Telephone facility Actual
- 3) Car: Actual
- 4) Medical expenses and Mediclaim to the extent of ₹ 2,62,704/- (Rupees Two Lakhs Sixty Two Thousand Seven Hundred Four) maximum.

"RESOLVED FURTHER THAT the Nomination & Remuneration Committee/Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of Mr. Rajendra Kumar Jatia holding office or place of profit, within the maximum limit approved by the shareholders."

"RESOLVED FURTHER THAT for the purpose of giving effect to the forgoing Resolution, Mr. Gautam Jatia, Managing Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable in the said regard including filling of returns with any authority."

10) To consider Related Party Transactions if though fit, to pass, with or without modification(s), the following resolutions as a Special Resolution:

"RESOLVED THAT pursuant to the Provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party Transaction(s), approval of shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for continuing the existing related party contracts for the transactions of sale and purchase with the related parties as detailed in the explanatory statement on such terms and conditions as defined in the related party contracts.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any committee of Directors of the Company and to do all the acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related



party, make such changes to the terms and conditions as may be considered necessary or expedient to give effect to the aforesaid resolution in the best interest of the Company.”

Notes:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM/HER AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 2) Proxy form duly stamped and executed in order to be effective, must reach the Registered Office of the Company not less than 48 hours before the time of commencement of the Annual General Meeting.
- 3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 4) Corporate Members are requested to send to the Registered Office of the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
- 5) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under item 4 to 10 set out above are annexed hereto.
- 6) Members / proxy holders are requested to bring their attendance slip duly signed so as to avoid inconvenience.
- 7) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- 8) The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2021 to 28th September, 2021 (both days inclusive).
- 9) Members desiring any information on the Accounts of the Company are requested to write to the Company at least 10 days in advance so as to enable the Company to keep the information ready.
- 10) Members are requested to notify immediately any change in their address to the Company.
- 11) The Securities and Exchange Board of India (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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.
- 12) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Maheshwari Datametrics Private Limited, for consolidation into a single folio.
- 13) Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- 14) The Ministry of Corporate Affairs (MCA) has come out with a circular Nos. 17/2011 dated 21/04/2011 & 18/2011 dated 29/04/2014 propagating "Green Initiative" encouraging Corporate to serve documents through electronic mode. In order to above, those shareholders, who want the Annual Report in electronic mode, are requested to send their e-mail address.
- 15) **Route Map** : The Complete particulars of the venue of the meeting including route map and prominent land marks for easy identification of the location is enclosed for the convenience of the members
- 16) A statement containing details of the Directors seeking appointment/reappointment at the forthcoming Annual General Meeting as required under Regulation 36 of the SEBI (LODR) Regulations, 2015 is annexed.
- 17) Voting through electronic means:**
- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Hundred Third Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):
- II. The instructions for e-voting are as under:
- i. The voting period begins on Saturday, 25th September, 2021, from 10:00 a.m. and ends on Monday, 27th September, 2021 5:00 p.m. (IST) During this period shareholders' of the Company, holding shares, as on the cut-off date of day, Tuesday, 21st September, 2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website: <http://www.evotingindia.com/>



- iii. Click on "Shareholders" tab.
- iv. Now, select the "EMAMI FRANK ROSS LIMITED" from the drop down menu and click on "SUBMIT".
- v. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

For members holding shares in Physical form

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company are requested to use the first two letters of their name and then 0's ending with Folio No. • Eg. If your name is Ramesh Kumar with Folio number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth as recorded in the company records for the said folio in dd/mm/yyyy format.
DIVIDEND BANK DETAILS	Enter the Dividend Bank Details as recorded in the company records for the said folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field.

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant "EMAMI FRANK ROSS LIMITED" on which you choose to vote.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on "CLICK HERE TO PRINT" option on the Voting page.
- xviii. Note for Institutional Shareholders
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as **Corporates**.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at



www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

- xx. The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company.
- xxi. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2021, may obtain the login ID and password by sending a request at evoting@cdsl.co.in.
- xxii. The Board of Directors of the company at their meeting held on 14th August, 2021 has appointed CS Sandip Kumar Kejriwal Company Secretary in Practice (Membership No FCS 5152) whose mail id is sandipkej2@gmail.com as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- xxiii. The members who have not casted their votes electronically, can exercise their rights at the AGM through ballot form.
- xxiv. The results of voting will be announced at or after the Annual General Meeting of the company to be held at 7, Jawaharlal Nehru Road, Kolkata – 700013 on Tuesday, the 28th September, 2021 at 11.00 A.M. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.frankrosspharmacy.com and on the website of CDSL www.evotingindia.com within three (3) days of passing of the resolution at the Annual General Meeting of the Company and the same shall also be communicated to The Calcutta Stock Exchange Limited where the shares of the Company are listed.
- xxv. SEBI and Ministry of Corporate Affairs encourages paperless communication as a contribution to Green environment. Members holding shares in physical mode are requested to register their e-mail address with the Company for receiving all communications including annual reports, notices, circulars etc. from the company electronically.

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

Place: Kolkata
Date: 14th August, 2021

By order of the Board

Gautam Jatia
Managing Director
(DIN: 00604926)



Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of resolution at item no. 4 to 10

ITEM NO. 4

Mr. Pramod Kumar Shah was appointed as an Additional-Cum-Independent Director at the meeting of Board of Directors held on 30th August, 2016 for period of 5 Years i.e. upto 30th August, 2021, there after confirmed as Independent Director of the Company at 98th Annual General Meeting (AGM) of the Company, and then re-appointed by Board of directors meeting held on 14th August, 2021 subject to approval by Shareholders at the ensuing AGM for further period of 3 (Three) years for second (2nd) term i.e. up to the conclusion of 106th AGM.

The Board Commend the Resolution at Item no. 4 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. Pramod Kumar Shah is interested in the said resolution.

ITEM NO. 5

Mrs. Karabi Sengupta was appointed as an Independent –cum- Additional Director of the company under Section 161 of the Companies Act 2013, at the meeting of Board of Director held on 19th October, 2020. Notice as required under section 160 of the Companies Act, 2013 has been received from a member proposing the appointment of Mrs. Karabi Sengupta as an Independent Director of the company.

The Company has received consent in writing to act as director and declaration to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013 from Mrs. Karabi Sengupta Further, the Company has received a declaration to the effect that she meets criteria of independence as provided in Section 149(6) of the said Act. The Board is of opinion that she fulfills the conditions specified in the Companies Act, 2013 and the Rules made there under for appointment of Independent Director of the Company and is independent of the management. The Board considered that association of Mrs. Karabi Sengupta would be of immense benefit to the company.

Accordingly Board Commends the Resolution for regularization/appointment of Mrs. Karabi Sengupta as an Independent Director as set out in the Item no. 5 of the accompanying notice for approval by Members of the Company by passing Special Resolution

Except Mrs. Karabi Sengupta, appointee herself, none of the Directors, Key Managerial Personnel and their relatives are interested in the said Resolution.



ITEM NO. 6

Pursuant to section 196, section 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Board commends the Member 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 2021-2022 will be as under:

1) Basic Salary	: ₹ 1388856/- per annum
2) HRA	: ₹ 96780/- per annum
3) Conveyance Allowance	: ₹ 92208/- per annum
4) Special Allowance	: ₹ 788556/- per annum
5) Bonus (including Exgratia)	: ₹ 8400/- per annum
7) LTA	: ₹ 115740/- per annum
8) P.F.	: ₹ 166668/- per annum
9) Medical Expenses	: ₹ 115740/- per annum
10) CTC	: ₹ 2772948/- per annum
11) Telephone – Residential	: Actual
12) Telephone - Mobile (Official)	: Actual
13) Car Maintenance (Official)	: Actual
14) Leave encashment, Gratuity & other benefits as per rules of the company.	
15) Incentive:	: ₹ 60600/- per annum

His salary can be increased up to 35% on the CTC every year.

The Board Commend the Resolution at Item no. 6 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:

I) General Information

(1) Nature of Industry:

- a. Chain of Retail Medicine Stores



b. Chain of stores for sale of books, CD and allied items

(2) **Date of commencement of commercial activities:** 31st January 1919.

(3) **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

(4) **Export performance and net foreign exchange collaborations:**

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

(5) **Foreign investment or collaborators, if any:** Not applicable

II) Information about the appointee:

(1) **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 18 years.

(2) **Past remuneration approved (maximum):**

Financial Year Ended	Remuneration as an Employee
on 2018-2019	₹ 30,14,690/-

(3) **Recognition or awards:** None.

(4) **Job profile and his suitability:**

Mr. Anurag Jatia, aged about 52 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.

(5) **Remuneration Proposed:**

CTC that can be paid during the year 2021-2022 is as detailed mention in the explanatory statement.

(6) **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, Books, CD and allied items retail business, there is no known company with similar activity and hence comparison is not possible.

(7) **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.

III) Other information:

- 1) Reasons of loss or inadequate profits:** Due to some teething problems related to implementation and upgradation of new software which was implemented on 01.09.2018, and covid pandemic situation second wave the Companies turnover during the Financial Year was below expectation.
- 2) Steps taken or proposed to be taken for improvement:** Company tried to cope up with the glitches of software. Gradually sales at the outlet were increasing. However, due to sudden outbreak of Covid pandemic situation Company witnessed lower footfalls leading to decrease in sales in current year. The Company is taking necessary steps interalia by way of focusing on Private label sales to cope up and overcome the present pandemic situation and is also planning to open more outlets of pharmacies in upcoming years.
- 3) Expected increase in productivity and profits in measurable terms:** Increased focus on Private label sales and opening of new pharmacies will help us to increase our topline which in turn will enhance margins.

ITEM NO. 7

Pursuant to section 196, section 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Board commends the Member to fix the remuneration of Mr. Sujoy Chattaraj, Whole time Director of the Company.

As the company is not having adequate profit to give the remuneration to the Managing 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 2021-2022 will be as under:

1) Basic Salary	: ₹ 1740000/- per annum
2) HRA	: ₹ 103872/- per annum
3) Conveyance Allowance	: ₹ 1166760/- per annum
4) Education Allowance	: ₹ 18000/- per annum
5) Washing Allowance	: ₹ 12000/- per annum
6) Bonus (including Exgratia)	: ₹ 8400/- per annum
7) LTA	: ₹ 144996/- per annum
8) P.F.	: ₹ 208800/- per annum
9) Medical Expenses	: ₹ 144996/- per annum
10) CTC	: ₹ 3547824/- per annum
11) Telephone – Residential	: Actual



- 12) Telephone - Mobile (Official) : Actual
13) Car Maintenance (Official) : Actual
14) Leave encashment, Gratuity & other benefits as per rules of the company.
15) Incentive: : ₹ 120 lakhs per annum (Maximum)

His salary can be increased up to 35% on the CTC every year.

The Board Commend 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. Sujoy Chattaraj 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. Sujoy Chattaraj 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:

IV) General Information

(1) Nature of Industry:

- a. Chain of Retail Medicine Stores
- b. Chain of stores for sale of books, CD and allied items

(2) Date of commencement of commercial activities: 31st January 1919.

(3) 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

(4) Export performance and net foreign exchange collaborations:

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

(5) Foreign investment or collaborators, if any: Not applicable

V) Information about the appointee:

(1) Background details:

Mr. Sujoy Chattaraj has outstanding work exposure and having rich experience working with the pharmaceutical industry which is a part of retail chain in different managerial level more than 28 years. He is presently working as director of the company.

(2) Past remuneration approved (maximum):

Financial Year Ended	Remuneration as an Employee
on 2020-2021	₹ 3723732/-



Recognition or awards: He has received best performance certificate consecutively six years in Wockhardt and GRL and awarded Gold Medal four times.

(3) Job profile and his suitability:

Mr. Sujoy Chattaraj, aged about 64 years, is the director of the company and his job profile and suitability details are as under:

- Identifying, appointing and developing reliable channel partners, to expand product reach in the market and increasing revenue.
- Monitoring the performance of Franchisee/distributors/dealers and implementing trade promotion schemes thereby increasing the motivational level.
- Coordinating with different departments for inventory management.
- Developing & maintaining effective association with Chemist & druggist unions and associations and resolving any disputes
- He is a Passionate believer in people contributing to the organization having led finance strategy from the front. He is very energetic and well versed with retail business. He has very rich experience in the concerned business areas of the company and other Commercial Issue.

(4) Remuneration Proposed:

CTC that can be paid during the year 2021-2022 is as detailed mention in the explanatory statement.

(5) 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, Books, CD and allied items retail business, there is no known company with similar activity and hence comparison is not possible.

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

No such relationship

VI) Other information:

1) Reasons of loss or inadequate profits: Due to some teething problems related to implementation and upgradation of new software which was implemented on 01.09.2018, and covid pandemic situation the Companies turnover during the Financial Year was below expectation.

2) Steps taken or proposed to be taken for improvement: Company tried to cope up with the glitches of software. Gradually sales at the outlet were increasing. However, due to sudden outbreak of Covid pandemic situation Company witnessed lower footfalls



leading to decrease in sales in current year. The Company is taking necessary steps inter alia by way of focusing on Private label sales to cope up and overcome the present pandemic situation and is also planning to open more outlets of pharmacies in upcoming years.

3) Expected increase in productivity and profits in measurable terms: Increased focus on Private label sales and opening of new pharmacies will help us to increase our topline which in turn will enhance margins.

ITEM NO. 8

The provisions of section 188 of the Companies Act, 2013 that govern with related party transactions require a company to obtain prior approval of the Board of Directors and in certain cases approval of shareholders also required. Section 188(1)(f) of the Companies Act, 2013 provides for the related party's transaction to any office or place of profit. The recommendation of Audit Committee had approved the transaction of sale of property to Mrs. Chadaravalli Srinivasabhatta Nalini subject to approval of shareholders by way of Special Resolution.

The details of schedule mentioned property in favour of Mrs. Nalini C.S. aged about 44 years, wife of Mr. C.Jagadish, residing at No.16, "A" Block, 2nd Cross, Krishna Garden, Bhage Gowda Layout, Bangalore South Taluk, Bangalore – 560 059, for a total sale price of ₹ 37,00,000/- (Rupees Thirty Seven Lakhs Only) and further resolved to authorize the Board of Directors to pass appropriate resolutions authorizing Mr.Gautam Jatia, Managing Director to sign and execute appropriate Agreement to Sale, Sale Deed/s, conveyances and other documents on such terms in respect of the Schedule Property in favour of the aforesaid Purchaser and/or her nominee/s and to sign and execute appropriate documents for transfer of Schedule Property by receiving the aforesaid consideration and to do all other acts, deeds and things as may be required therefor. A copy of this Resolution may be delivered to the Purchaser under the joint signatures of all the Directors.

:SCHEDULE:

All that House Property in the Second Floor, measuring 810 Sq. Feet of built up area and built on Site bearing No.16, and the site measuring East to West : 40 feet and North to South: 30 Feet in all measuring 1200 Sq. Feet and the house property in the 2nd Floor presently bearing Municipal No.2251/1999/16/2 and situated at Pattanagere, Kengeri Sub Sub-Division, Bangalore South Taluk, Ward No.198 of Hemmigeपुरa, Bangalore, in the records of Bruhat Bangalore Mahanagara Palike together with 361.34 Sq Ft, undivided share, right, interest and ownership in the Schedule 'A' Property along with right to use and enjoy all the common areas like lobby, staircase and common area in the stilt floor and all other areas of common use and bounded by :

East : Open towards entrance lobby, Staircase and thereafter Road;
West : Property bearing No.24;



North : Property bearing No.17; and
South : Property bearing No.15.

The above property consists of a residential building in the First Floor measuring 810 Sq Feet. The walls are built out of brick and cement with RCC roofing and mosaic flooring. The wood used is Honne and the residential building is provided with electricity, water and sanitary connections.

ITEM NO. 9

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the shareholders also required Section 188(1)(f) of the Companies Act, 2013 provides for the related party's appointment to any office or place of profit. The Board of Directors of the Company on the recommendation of the Nomination Remuneration committee, had approved the appointment of Mr Rajendra Kumar Jatia subject to approval of the shareholders by way of Ordinary Resolution.

The details of consultancy fees payable to Mr. Rajendra Kumar Jatia is given in the resolution no. 9 As per Section 188(1)(f) of the Companies Act, 2013, Directors recommends the resolutions for approval of shareholders.

Mr. Anurag Jatia, Whole time Director and Mr. Gautam Jatia, managing Director being relative are deemed to be interested or concerned in the concerned resolution.

ITEM NO. 10

In terms of Regulations 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all existing material transactions with related parties as per 2(1)(zb) of the SEBI Listing Regulations, i.e. transactions which individually or taken together exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, require approval of the members and the related parties shall not vote to approve such resolution. Further in terms of the provisions of Section 188(1) of the Act that govern the related party transactions, a company is required to obtain prior approval of shareholders if the value of transaction with related party exceeds the 10% of the turnover of the Company.

In view of the business requirements of the Company, the Board of Directors based on the recommendations of the Audit Committee, has proposed variation in the limits of related party transactions approved by the members and also inclusion of further party in the list, being related party within the meaning of the Act and SEBI Listing Regulations.



Information required to be provided Rule 15(3) of the Companies (Meeting of the Board and its power) Rules, 2014 is 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
Sneha Enclave Pvt. Ltd., Suraj Finvest Pvt Ltd., Pan Emami Cosmed Ltd.,Karan Business Pvt. Ltd.,Zen Business Pvt. Ltd.	None	Promoter Companies	Loan/Interest/ Reimbursement of expenses/ Corporate Guarantee and Commission/ Advance/ Sale/ Purchase/ Provision of services and services or obligations with said related parties	Aggregate limit of ₹ 1000 Crores severally and/or jointly
Niramay Distributors Pvt. Ltd., South City Projects (Kolkata) Ltd., Shopper's City Maintenance Co Pvt. Ltd., AMRI Hospitals Ltd., M Bhattacharya & Co. Pvt. Ltd., Emami Limited, Emami Paper Mills Ltd., Emami Realty Ltd., Emami Agrotech Limited, Emami Capital Markets Limited, Archana Promoters & Developers Pvt. Ltd., Midkot Investments Pvt. Ltd.,Nayee Deesha Communications Pvt. Ltd.	None	Entities where Promoters have significant influence		

By order of the Board

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

Place: Kolkata
Date: 14th August, 2021

G. Jatia

Gautam Jatia
Managing Director
(DIN: 00604926)



ANNEXURE TO THE ITEMS 2,3,4,5,6,7 OF THE NOTICE

Details of Directors seeking Fixation/Variation of Remuneration and Appointment / Re-appointment at the 103rd Annual General Meeting (In pursuance to Section 196 (4) of the Companies Act, 2013, Regulation 36(3) of SEBI (LODR) Regulations, 2015 and as per the requirement of Clause 1.2.5 of the Secretarial Standard-2 (Revised) as issued by the Institute of Companies Secretaries of India, of ICSI)

Name	Mr. Gautam Jatia	Mrs. Chadaravalli Srinivasa Bhatta Nalini	Mr. Pramod Kumar Shah	Mrs. Karabi Sengupta	Mr. Anurag Jatia	Mr. Sujoy Chattaraj
DIN	00604926	06806913	00343256	02534951	01184328	08818352
Category of Director/Designation	Managing Director & CEO	Whole Time Director	Non Executive-Independent Director	Non Executive-Independent Director	Whole time Director	Whole Time Director
Date of Birth	20/01/1968	01/06/1976	02/12/1951	06/12/1951	03/11/1969	09/01/1957
Date of first Appointment on the Board	26/08/2020	10/02/2014	30/08/2016	19/10/2020	10/11/2008	01/08/2020
Nature of Experience in specific functional areas	25 Years Overall expertise in Retail Business	10 years of experience in Operational	Expertise in Accounts, Finance and Taxation	More than 33 years of experience in Architecture	More than 17 years of experience in Operational & Retail Business	36 Years Marketing and Sales
Qualification	Cost Accountant, MBA(IIM), B.COM(Hons),	M.A	FCA, B.COM,	Bachelor in Architecture	B.COM	MBA(Marketing), L.S.W (Bachelor of social work), Bachelor of Journalism, B.SC (Bachelor of science)
Relationship between Other Directors of the Company inter-se	Brother of Mr. Anurag Jatia.	No	No	No	Brother of Mr. Gautam Jatia	No



Directorship in Other Companies	1. Hemma Herbs Private Limited. 2. Argan Promoters P. Ltd. 3. Prestige Vyapaar Limited 4. Sneha Niketan Pvt Ltd 5. Ideal Heights Pvt. Ltd. 6. Kalakari Agriculture Pvt. Ltd. 7. Kalakari Cultivation P. Ltd 8. Kedar Nath Rakshit Rose Bhora P. Ltd. 9. Emami Retail Pvt. Ltd. (Amalgamated) 10. Emami Estates Pvt. Ltd. 11. Karan Business Pvt. Ltd. 12. Real Value Project Private Limited (Amalgamated) 13. Zen Business Private Limited	No	1. Cuprum Bagrodia Ltd. 2. Emami Agrotech Ltd. 3. Star Cement Limited 4. Meghalay Power Limited 5. Skipper Limited 6. Skipper Plastis Limited 7. Star Cement Meghalaya Limited 8. Shyam Century Ferrous Limited 9. Megha Technical and Engineers Pvt. Ltd.	1. Emami Realty Limited 2. Zandu Realty Limited (Amalgamated) 3. Aditya Vincom Pvt. Ltd. 4. Amri Hospitals Limited	1. Argan Promoters Pvt. Ltd. 2. Kristardhi Biocrops Pvt. Ltd. 3. Kristardhi Cultivation Pvt. Ltd. 4. Wistful Agriculture Pvt. Ltd.	1. Modetech i Private Limited
Membership of Committees	Share Transfer Committee	No	Audit Committee, Nomination Remuneration Committee	Nomination Remuneration Committee	Audit Committee, Share Transfer Committee	No
Chairmanships of Committee	No	No	Yes	No	No	No
No. of Shares held in the Company	NIL	NIL	NIL	NIL	NIL	NIL



EMAMI FRANK ROSS LIMITED
Reg. Off: 7, Jawaharlal Nehru Road, Kolkata -700013
Ph. No.: 2228 6042/ 0066/ 0067
Website: www.frankrosspharmacy.com
CIN: L24232WB1919PLC003123

PROXY FORM
FORM MGT-11

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

Serial no:
Name of Member(s):
Registered Address:
Email ID:
Folio No.:

I/We, being the member(s) holding Equity Shares of ₹ 10/- each of Emami Frank Ross Limited, hereby appoint:

1. Name:
Address:
E-Mail ID: Signature:
....., or

2. Name:
Address:
E-Mail ID: Signature:
....., or

3. Name:
Address:
E-Mail ID: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 103rd Annual General Meeting of the Company, to be held on Tuesday, 28th September, 2021 at 7, Jawaharlal Nehru Road, Kolkata-700013 at 11.00 A.M. and at my adjournment thereof in respect of such resolutions as are indicated below:

NO.	PARTICULARS OF RESOLUTION	VOTE		
		For	Against	Abstain
ORDINARY BUSINESS				
RESOLUTION - 1 (ORDINARY RESOLUTION)	To consider and adopt the Audited Financial Statements of the Company for the year ended 31 st March 2021 together with report of the Board of Directors and Auditor's thereon.			
RESOLUTION - 2 (ORDINARY RESOLUTION)	To appoint Mr. Gautam Jatia (DIN: 00604926) who retires by rotation and being eligible offers himself for reappointment.			



RESOLUTION - 3 (ORDINARY RESOLUTION)	To appoint Mrs. Chadaravalli Srinivasabhatta Nalini (DIN: 06806913) who retires by rotation and being eligible offers herself for reappointment.			
SPECIAL BUSINESS				
RESOLUTION - 4 (SPECIAL RESOLUTION)	To consider and approve the appointment of Mr. Pramod Kumar Shah (DIN: 00343256) as an Independent Director for second term for 3 (Three) Years.			
RESOLUTION - 5 (SPECIAL RESOLUTION)	To consider and approve the appointment Mrs. Karabi Sengupta (DIN: 02534951) as an Independent Director for 5 (Five) Years.			
RESOLUTION - 6 (SPECIAL RESOLUTION)	To consider and approve the reappointment of Mr. Anurag Jatia (DIN: 01184328) as Whole time director with revision in terms of remuneration.			
RESOLUTION - 7 (SPECIAL RESOLUTION)	To consider and approve the reappointment of Mr. Sujoy Chattaraj (DIN: 08818352) as Whole time Director with revision in terms of remuneration.			
RESOLUTION - 8 (SPECIAL RESOLUTION)	To consider and approve related party transaction of sale of property of Mrs. Chadaravalli Srinivasabhatta Nalini u/s 188 of Companies Act, 2013.			
RESOLUTION - 9 (ORDINARY RESOLUTION)	To consider related party transaction of Mr. Rajendra Kumar Jatia u/s 188 of Companies Act, 2013.			
RESOLUTION - 10 (SPECIAL RESOLUTION)	To consider related party transactions u/s 188 of Companies Act, 2013 with Rule 15 and Regulation 23(4) of SEBI (LODR) Regulations, 2015..			

Signed thisday of2021

Signature of Shareholder (S):

Signature of First Proxy Holder:

Signature of Second Proxy Holder:

Signature of Third Proxy Holder:

Affix one
Rupee
Revenue
Stamp

Note:

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



EMAMI FRANK ROSS LIMITED

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

Ph. No.: 2228 6042/ 0066/ 0067

Website: www.frankrosspharmacy.com

CIN: L24232WB1919PLC003123

ATTENDANCE SLIP FOR 103rd ANNUAL GENERAL MEETING

DATE: 28th September, 2021

TIME: 11:00 A.M.

VENUE: 7, Jawaharlal Nehru Road, Kolkata -700013

Envelope No.:

Name & Registered Address of
Sole/First member :

Name(s) of Joint Holders, if any :

Ledger Folio/ DP ID & Client ID No. :

Number of Shares held :

Please tick in the box ☐ Member ☐ Proxy

Signature of Member/ Authorised Representative

Name of the Proxy in Block Letter
Signature

Proxy's

Note:

1. Member/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand over at the entrance duly signed.
2. Member/Proxy holder desiring to attend the meeting should bring his/her copy of the Notice for reference at the meeting.
3. Bodies Corporate, whether a Company or not, who are members, may attend through their authorized representatives appointed under Section 113 of the Companies Act, 2013. A Copy of authorization should be deposited with the Company.

ELECTRONIC VOTING PARTICULARS

EVSN	User ID	Password / PIN
210831074		

Note: Please read the notes / instructions printed on the Notice carefully before exercising your vote

ROUTE MAP FOR THE VENUE OF AGM

