



EMAMI FRANK ROSS LTD.

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that Extraordinary General Meeting of the members of Emami Frank Ross Limited will be held on Tuesday, 4th November, 2025 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:

SPECIAL BUSINESS

ITEM NO. 1

APPROVAL FOR RECLASSIFICATION OF AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO MEMORANDUM OF ASSOCIATION

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

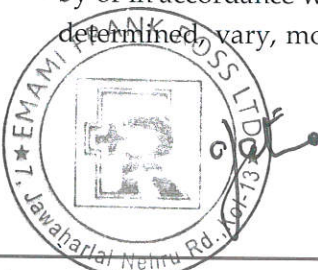
"RESOLVED THAT pursuant to the provisions of Section 61 and Section 64 of the Companies Act, 2013 and rules made thereunder and any other applicable provisions, including any statutory modifications thereto or re-enactments thereof for the time being in force, the Authorised Share Capital of the Company be and is hereby reclassified:

From INR 47,00,00,000 (Rupees Forty-Seven Crores Only) ₹divided into 4,70,00,000 (Four Crore Seventy Lakhs Only) Equity Shares of ₹10 each and INR 5,00,00,000 (Rupees Five Crore Only) divided into 5,00,000 Non-Cumulative Redeemable Preference Shares of ₹100 each

To INR 52,00,00,000 (Rupees Fifty-Two Crore only) divided into **5,20,00,000 (Five Crore Twenty Lakh) Equity Shares of ₹10/- each,**

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 and rules made thereunder and other applicable provision if any of the Companies Act, 2013, the existing clause of the Memorandum of Association of the Company be and is hereby altered by deleting the existing clause V and shall be substituted with new clause V as under:

V. The Authorised Share Capital of the Company is ₹52,00,00,000 (Rupees Fifty-Two Crore only) divided into 5,20,00,000 (Five Crore Twenty Lakh) Equity Shares of ₹10/- (Rupees Ten) each with the power to increase or reduce the capital of the Company and divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential, deferred, qualified or special rights, privileges, conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to ~~determined~~ vary, modify, amalgamate or abrogate any such rights, privileges or conditions



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in such manner as may be permitted by the Companies Act, 2013 or by the Articles of Association of the Company for the time being.

"RESOLVED FURTHER THAT Mr. Gautam Jatia, (DIN: 00604926), Managing Director and/or Mr. Anurag Jatia (DIN: 01184328), Whole Time Director of the company, be and is hereby authorised severally to take all necessary steps to sign digitally or physically, execute, deliver, submit all documents, e-forms, papers and undertakings and to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

ITEM NO. 2

APPROVAL TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY

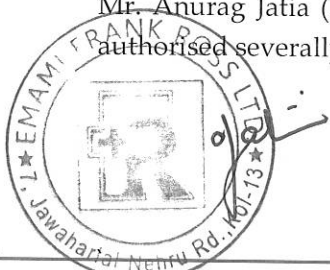
To consider and if thought fit, to pass the following resolution with or without modification(s) as **"Ordinary Resolution"**

"RESOLVED THAT pursuant to the provisions of Section 61(1)(a), 64 and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof for the time being in force) and the relevant rules framed thereunder, the Authorised Share Capital of the Company be increased from ₹52,00,00,000 (Rupees Fifty Two Crore only) Equity Shares of ₹10 each aggregating to ₹67,00,00,000 (Rupees Sixty Seven Crores only) by creation of additional 1,50,00,000 (One Crore Fifty Lakh Only) Equity Shares of ₹10 each aggregating to ₹ 15,00,00,000 (Rupees Fifteen Crores Only).

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the existing Clause V(a) of the Memorandum of Association of the Company is substituted with the following:

V. The Authorised Share Capital of the Company is ₹67,00,00,000 (Rupees Sixty-Seven Crores only) divided into 6,70,00,000 (Six Crore Seventy Lakh) Equity Shares of ₹10/- (Rupees Ten only) each with the power to increase or reduce the capital of the Company and divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential, deferred, qualified or special rights, privileges, conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to determined, vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or by the Articles of Association of the Company for the time being.

RESOLVED FURTHER THAT Mr. Gautam Jatia, (DIN: 00604926), Managing Director and/or Mr. Anurag Jatia (DIN: 01184328), Whole Time Director of the company, be and is hereby authorised severally to take all necessary steps to sign digitally or physically, execute, deliver,



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submit all documents, sign and file necessary e-forms, papers and undertakings and to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

ITEM NO. 3

APPROVAL OF REVISED TERMS AND CONDITIONS OF ZERO COUPON UNSECURED OPTIONALLY CONVERTIBLE DEBENTURES (OCDs)

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

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, including Sections 42, 62 and 71, read with applicable rules framed thereunder and other applicable laws, regulations and guidelines, if any, including any amendments, modifications or re-enactments thereof, and based on the recommendation of the Board of Directors, approval of the shareholders be and is hereby accorded to the revised Terms and Conditions of the following Zero Coupon Unsecured Optionally Convertible Debentures ("OCDs") issued by the Company,

1. **SurajFinvest Private Limited:** 6,700 OCDs of ₹1,00,000/- each, aggregating to ₹67,00,00,000/- (Rupees Sixty-Seven Crores only);
2. **DiwakarFinvest Private Limited:** 6,700 OCDs of ₹1,00,000/- each, aggregating to ₹67,00,00,000/- (Rupees Sixty-Seven Crores only);
3. **Deeve Commercials Limited:** 700 OCDs of ₹1,00,000/- each, aggregating to ₹7,00,00,000/- (Rupees Seven Crores only);
4. **PAN EmamiCosmed Limited:** 700 OCDs of ₹1,00,000/- each, aggregating to ₹7,00,00,000/- (Rupees Seven Crores only).

RESOLVED FURTHER THAT the copy of the revised Terms and Conditions of the aforesaid Zero Coupon Unsecured Optionally Convertible Debentures, as placed before the shareholders at the meeting and as recommended by the Board, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee constituted by the Board to exercise its powers), be and is hereby authorized to take all such steps, actions and to execute all such documents, agreements, letters, deeds and writings as may be necessary or incidental to give effect to this resolution, including but not limited to filing of requisite forms with the Registrar of Companies and making necessary disclosures as required under applicable laws."

By order of the Board

Date: 10/10/2025

For Emami Frank Ross Limited

For Emami Frank Ross Limited

Anurag Jais
Director
Din No 01184328

Place: Kolkata

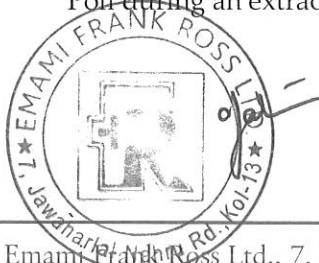
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NOTES:

1. In accordance with the MCA Circulars, provisions of the Companies Act, 2013("the Act"), the EGM of the Company is being held through VC/OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of the Companies Act, 2013, a shareholder entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Shareholder of the Company. Since the MCA Circular permits the holding of EGM through Video conferencing, the requirement of physical attendance of Shareholders has been dispensed with. Accordingly, in terms of the MCA Circulars, the facility for the appointment of proxies by the Shareholders will not be available for this EGM and hence the Proxy form, Attendance Slip and Route map of EGM are not annexed to this notice.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts relating to Special Business are annexed herewith.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. 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, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. 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 EGM will be provided by CDSL.
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. Body Corporates can be represented at the meeting by such person(s) as authorised by the Body Corporates. The Certified true copy of the Board resolution as required under Section 113 of the Companies Act, 2013 authorising such person to attend the meeting should be sent at the email id: cs@frankrosspharmacy.com prior to the meeting.
8. The Board of Directors of the Company has appointed Mr. Sandip Kumar Kejriwal, Practicing Company Secretary as Scrutinizer for conducting the Remote E-voting process and Poll during an extraordinary general meeting in a fair and transparent manner.



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9. The cut-off date for the purpose of e-voting is 25th October, 2025. Members whose names are appearing on the Register of members as on 25th October, 2025 are entitled to vote through e-voting.

10. The e-voting facility will start from 1st November, 2025 (Saturday) 10 am and will end on 3rd November, 2025 (Monday) 5 pm.

THE INSTRUCTIONS 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.

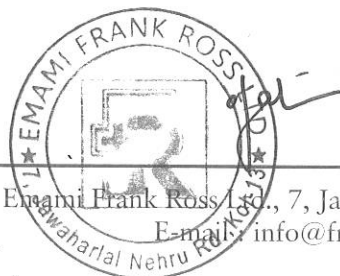
Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

The voting period begins 1st November, 2025 (Saturday) and will end on 3rd November, 2025 (Monday).

- (i) 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

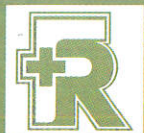


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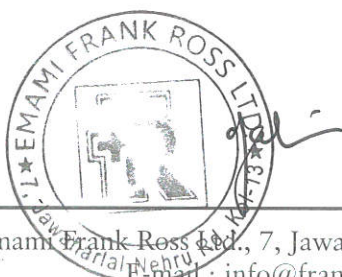


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advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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	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 Account. After successful authentication, user will be able to see the e-Voting option where



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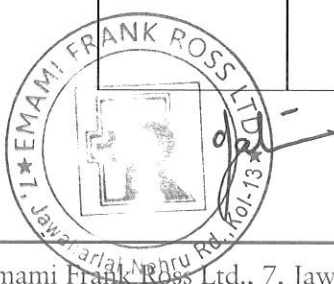
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	the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services 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



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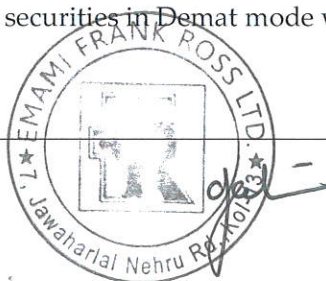
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	authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. 180021 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.



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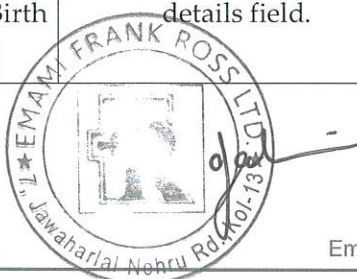
Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

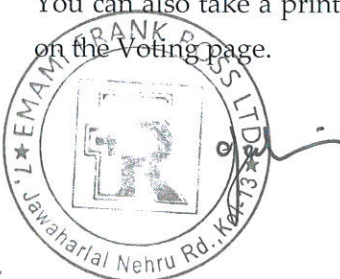


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- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach '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.



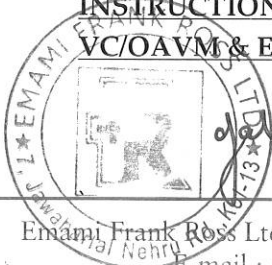
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- (xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload 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; cs@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 EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:



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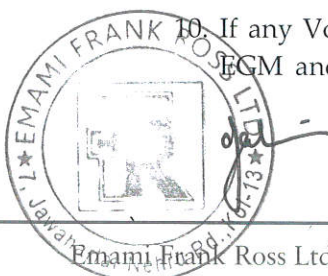
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1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful 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 EGM.
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 EGM 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 EGM 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 EGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through



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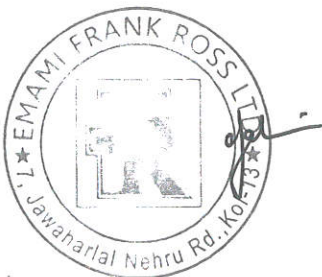
VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 EGM & 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



Emami Group Venture

Emami Frank Ross Ltd., 7, Jawaharlal Nehru Road, Kolkata - 700 013, Phone : 2228 6042 / 0066 / 0067

E-mail : info@frankrosspharmacy.com, Website : www.frankrosspharmacy.com

CIN No. U24232WB1919PLC003123



EMAMI FRANK ROSS LTD.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO-1 FOR RECLASSIFICATION OF AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO MEMORANDUM OF ASSOCIATION

The present Authorised Share Capital of the Company is ₹47,00,00,000 (Rupees Forty Seven Crore only) divided into 4,70,00,000 (Four Crore Seventy Lakhs Only) Equity Shares of ₹10 and 5,00,00,000 (Rupees Five Crore) divided into 5,00,000 Non-Cumulative Redeemable Preference Shares of ₹100 each). The Company proposes to reclassify the Authorised Share Capital of the Company as INR 52,00,00,000 (Rupees Fifty-Two Crores only) divided into 5,20,00,000 (Five Crore Twenty Lakh only) Equity Shares of ₹10 each .

The Company is planning to raise funds by induction of fresh Equity Share Capital of the Company

So, it has been proposed to reclassify the Authorised Share Capital of the Company.

None of the Directors of your Company are interested or concerned in the proposed resolution.

Accordingly, your directors recommend the above resolutions for your approval.

ITEM NO-2 FOR INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

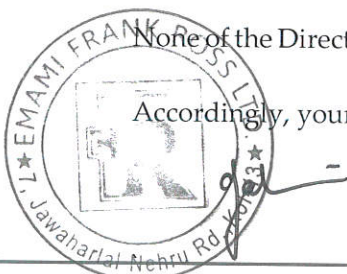
The existing Authorised Share Capital of the Company is ₹52,00,00,000 (Rupees Fifty-Two Crore only) divided into 5,20,00,000 (Five Crore Twenty Lakhs Only) Equity Shares of ₹10 each

The Company is proposing to issue equity shares as per Companies Act, 2013 as the for necessity for working capital for expansion and capex requirement, and also for increase the volume of business. It is therefore proposed that the authorized share capital of the Company be increased from ₹52,00,00,000 (Rupees Fifty Two Crore only) divided into 5,20,00,000 (Five Crore Twenty Lakhs Only) Equity Shares of ₹10 each to ₹67,00,00,000 (Rupees Sixty Seven Crores only) by creation of additional 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of ₹10 each .

As per the provision of Section 61 of the Companies Act, 2013, the said increase of Authorised Share Capital require approval of the Members of the Company and accordingly Clause V of the Memorandum of Association of the Company is proposed to be altered.

None of the Directors of your Company are interested or concerned in the proposed resolution.

Accordingly, your directors recommend the above resolutions for your approval.



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EMAMI FRANK ROSS LTD.

ITEM NO. 3: APPROVAL OF REVISED TERMS AND CONDITIONS OF ZERO COUPON UNSECURED OPTIONALLY CONVERTIBLE DEBENTURES (OCDs) AND DISPATCH OF NOTICES TO ALLOTTEES

The Company had earlier issued the following Zero Coupon Unsecured Optionally Convertible Debentures ("OCDs") on a private placement basis in compliance with Sections 42 and 71 of the Companies Act, 2013 and other applicable laws:

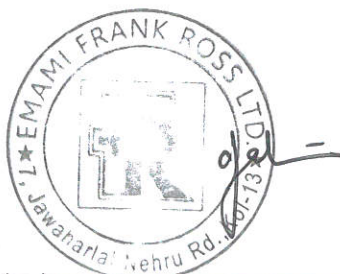
1. **Suraj Finvest Private Limited** – 6,700 OCDs of ₹1,00,000/- each (aggregating ₹67,00,00,000/-)
2. **Diwakar Finvest Private Limited** – 6,700 OCDs of ₹1,00,000/- each (aggregating ₹67,00,00,000/-)
3. **Deeve Commercials Limited** – 700 OCDs of ₹1,00,000/- each (aggregating ₹7,00,00,000/-)
4. **PAN Emami Cosmed Limited** – 700 OCDs of ₹1,00,000/- each (aggregating ₹7,00,00,000/-)

Subsequent to the issue of these OCDs, certain revisions have been proposed to the terms and conditions governing these instruments. These revisions have been recommended by the Board of Directors of the Company after due deliberation and are considered necessary in view of the current business, financial and strategic considerations.

The proposed revisions may include, but are not limited to, changes in the conversion terms, tenure, redemption clauses, rights of the debenture holders, and other relevant conditions. The revised terms do not involve any change in the number or face value of the OCDs and are in accordance with applicable laws and regulations.

As per the provisions of Sections 42, 62, and 71 of the Companies Act, 2013, read with applicable rules framed thereunder, any material change in the terms and conditions of securities already issued requires the approval of shareholders by way of a **Special Resolution**. Accordingly, the Board recommends the approval of the revised terms and conditions of the aforesaid OCDs.

A copy of the revised Terms and Conditions of the OCDs as recommended by the Board is placed before the shareholders at the meeting and is given herein below



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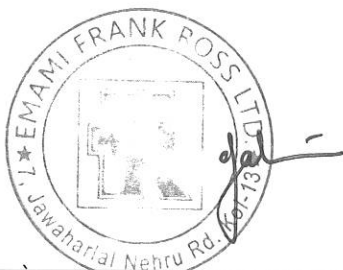
EMAMI FRANK ROSS LTD.

Revised Terms and Conditions for Suraj Finvest Private Limited

of

6700 Zero Coupon Unsecured Optionally Convertible Debentures of Rs. 1,00,000/- each,
aggregating to Rs. 67,00,00,000/-

Authority for the issue	The Zero Coupon Un-secured Optionally Convertible Debentures ("OCDs") are being issued in pursuance of Articles of Association of the Company and by the Board of Directors pursuant to the authority granted herein and by the applicable clauses of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof)
Purpose of Issue	1. To provide long-term funds for the business needs of the Company 2. To also reward the allottees for the support extended to the Company by making the debentures optionally convertible into equity shares and thereby the allottees can take part in the management of the Company
Nature	The OCDs shall rank <i>pari passu</i> inter se
Tenure	10 years The OCDs shall be Optionally convertible into the equity shares of the Company at any time at the option of the subscriber within a period of 10 years from the date of allotment
Face Value	Rs. 1,00,000/- each
Offer Price	At par
Terms of repayment	The OCDs shall be optionally convertible into the equity shares of the Company at any time at the option of the subscriber within a period of 10 years from the date of allotment. The OCD shall be redeemed at the end of the tenure of the OCD, if not converted into equity shares.



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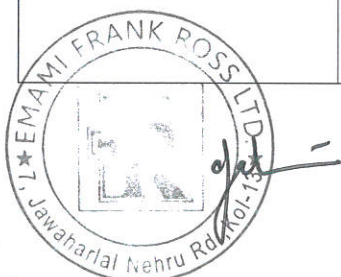
E-mail : info@frankrosspharmacy.com, Website : www.frankrosspharmacy.com

CIN No. U24232WB1919PLC003123



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CouponRate	Fixedrate-0%p.a. Non-cumulativeandpaidonlyintheeventof profits: • Whenprofit*is0%- 5%ofrevenuefromoperations,additional rate-4%subject to maximum of profit earned during the year • When profit* is 5% - 10% of revenue from operations, additional rate- 6% subject to maximum of profit earned during the year • When profit* is 10% - 15% of revenue from operations, additional rate - 9% subject to maximum of profit earned during the year <i>*ProfitaftertaxbutbeforeinterestonOCDs</i>
Security	TheOCDswillbe unsecured
ConversionRate	The OCDs can be converted into equity shares, at the option of the Subscriber at any time during the tenure of OCDs. The conversion shall be at a price representing a 25% discount to the fair market value(FMV) of the equity shares of the Company as determined and based on the valuation reached by the IBBI registered valuer. Valuation report should not be older than 6 months from the date of conversion., in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules thereunder. Provided that the conversion price shall in no event be less than the face value of the equity shares of the Company, in compliance with Section 53 of the Companies Act, 2013. The number of equity shares to be issued upon conversion shall be determined by dividing the outstanding principal amount of the OCDs sought to be converted by the applicable conversion price (i.e., FMV minus 25%), subject to the minimum face value requirement stated above. Any fractional shares arising upon conversion shall be rounded down to the nearest whole number and no cash or other consideration shall be paid in lieu thereof.
Redemption	Since the OCDs are optionally convertible into the equity shares of the Company, they may be redeemed at any time after the date of issue at the option of the Issuer if the subscriber does not exercise the option of conversion. If the OCDs are redeemed, then the OCDs shall be redeemed at a premium to ensure an internal rate of return of 10% p.a.



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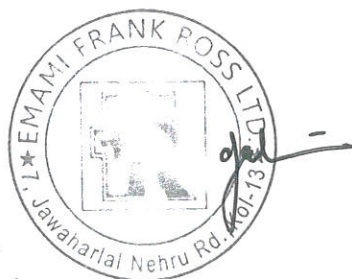
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Transferability and transmission	The OCDs shall not be transferable by endorsement and delivery. The OCDs shall be transferable by novation that is, by a written request made to the Board of Directors to transfer the OCDs to a proposed transferee. The Board shall have the sole right to decline any such request, or mandate the transfer of the OCD to such person as may be indicated by the Board, at a price not less than the price indicated by the transferor In case of transmission of OCD by operation of law, the Board of Directors of the Issuer shall register the transmission on production of such evidence as the Board may deem fit
Voting rights and resolutions of Debenture Holder	The Debenture Holders shall be entitled to be present at a meeting of debenture holders and vote on any resolution which affects the rights and interests of the debenture holders. All questions affecting the rights and interest of the debenture holders shall be decided by vote of the majority in value outstanding on the date of the resolution
Notices and reports/ voting rights	Till the time the OCDs are actually converted into equity shares of the Company, the Debenture Holders: i. will not be entitled to any rights and privileges of shareholders other than those available to them under statutory requirements ii. shall also not be entitled to receive notices of any general meetings, reports and accounts of the Company, except notice of the meeting where any matter to be taken up affect its rights and interests The meetings of debentures holders shall be governed by rules analogous to rules applying to a meeting of members of the Company



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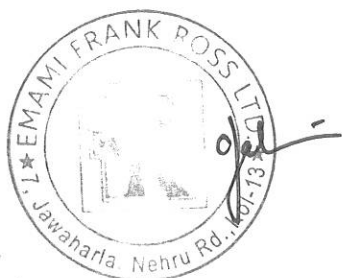
EMAMI FRANK ROSS LTD.

Revised Terms and Conditions for Diwakar Finvest Private Limited

of

6700 Zero Coupon Unsecured Optionally Convertible Debentures of Rs. 1,00,000/- each,
aggregating to Rs. 67,00,00,000/-

Authority for the issue	The Zero Coupon Un-secured Optionally Convertible Debentures ("OCDs") are being issued in pursuance of Articles of Association of the Company and by the Board of Directors pursuant to the authority granted herein and by the applicable clauses of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof)
Purpose of Issue	3. To provide long-term funds for the business needs of the Company 4. To also reward the allottees for the support extended to the Company by making the debentures optionally convertible into equity shares and thereby the allottees can take part in the management of the Company
Nature	The OCDs shall rank <i>pari passu</i> inter se
Tenure	10 years The OCDs shall be Optionally convertible into the equity shares of the Company at any time at the option of the subscriber within a period of 10 years from the date of allotment
Face Value	Rs. 1,00,000/- each
Offer Price	At par
Terms of repayment	The OCDs shall be optionally convertible into the equity shares of the Company at any time at the option of the subscriber within a period of 10 years from the date of allotment. The OCDs shall be redeemed at the end of tenure of the OCD, if not converted into equity shares.

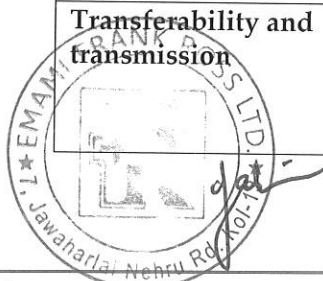


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CouponRate	Fixedrate-0%p.a. Non-cumulativeandpaidonlyintheeventof profits: • Whenprofit*is0%- 5%ofrevenuefromoperations,additional rate-4%subject to maximum of profit earned during the year • When profit* is 5% - 10% of revenue from operations, additional rate- 6% subject to maximum of profit earned during the year • When profit* is 10% - 15% of revenue from operations, additional rate - 9% subject to maximum of profit earned during the year <i>*ProfitaftertaxbutbeforeinterestonOCDs</i>
Security	TheOCDswillbe unsecured
ConversionRate	The OCDs can be converted into equity shares, at the option of the Subscriber at any time during the tenure of OCDs. The conversion shall be at a price representing a 25% discount to the fair market value(FMV) of the equity shares of the Company as determined and based on the valuation reached by the IBBI registered valuer. Valuation report should not be older than 6 months from the date of conversion, in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules thereunder. Provided that the conversion price shall in no event be less than the face value of the equity shares of the Company, in compliance with Section 53 of the Companies Act, 2013. The number of equity shares to be issued upon conversion shall be determined by dividing the outstanding principal amount of the OCDs sought to be converted by the applicable conversion price (i.e., FMV minus 25%), subject to the minimum face value requirement stated above. Any fractional shares arising upon conversion shall be rounded down to the nearest whole number and no cash or other consideration shall be paid in lieu thereof.
Redemption	Since the OCDs are optionally convertible into the equity shares of the Company, they may be redeemed at any time after the date of issue at the option of the Issuer if the subscriber does not exercise the option of conversion. If the OCDs are redeemed, then the OCDs shall be redeemed at a premium to ensure an internal rate of return of 10% p.a.
Transferability and transmission	The OCDs shall not be transferable by endorsement and delivery. The OCDs shall be transferable by novation that is, by a written request made to the Board of Directors to transfer the OCDs to a



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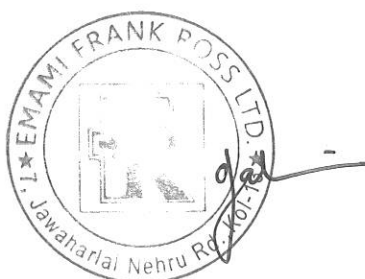
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CIN No. U24232WB1919PLC003123



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	proposed transferee. The Board shall have the sole right to decline any such request, or mandate the transfer of the OCD to such person as may be indicated by the Board, at a price not less than the price indicated by the transferor In case of transmission of OCD by operation of law, the Board of Directors of the Issuer shall register the transmission on production of such evidence as the Board may deem fit
Voting rights and resolutions of Debenture Holder	The Debenture Holders shall be entitled to be present at a meeting of debenture holders and vote on any resolution which affects the rights and interests of the debenture holders. All questions affecting the rights and interest of the debenture holders shall be decided by vote of the majority in value outstanding on the date of the resolution
Notices and reports/ voting rights	Till the time the OCDs are actually converted into equity shares of the Company, the Debenture Holders: iii. will not be entitled to any rights and privileges of shareholders other than those available to them under statutory requirements iv. shall also not be entitled to receive notices of any general meetings, reports and accounts of the Company, except notice of the meeting where any matter to be taken up affect its rights and interests The meetings of debentures holders shall be governed by rules analogous to rules applying to a meeting of members of the Company



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EMAMI FRANK ROSS LTD.

Revised Terms and Conditions for Deeve Commercial Limited

of

700 Zero Coupon Unsecured Optionally Convertible Debentures of Rs. 1,00,000/- each, aggregating to Rs. 7,00,00,000/-,

Authority for the issue	The Zero Coupon Un-secured Optionally Convertible Debentures ("OCDs") are being issued in pursuance of Articles of Association of the Company and by the Board of Directors pursuant to the authority granted herein and by the applicable clauses of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof)
Purpose of Issue	5. To provide long-term funds for the business needs of the Company 6. To also reward the allottees for the support extended to the Company by making the debentures optionally convertible into equity shares and thereby the allottees can take part in the management of the Company
Nature	The OCDs shall rank pari passu inter se
Tenure	10 years The OCDs shall be Optionally convertible into the equity shares of the Company at any time at the option of the subscriber within a period of 10 years from the date of allotment
Face Value	Rs. 1,00,000/- each
Offer Price	At par
Terms of repayment	The OCDs shall be optionally convertible into the equity shares of the Company at any time at the option of the subscriber within a period of 10 years from the date of allotment. The OCDs shall be redeemed at the end of tenure of the OCD, if not converted into equity shares.
Coupon Rate	Fixed rate - 0% p.a. Non-cumulative and paid only in the event of profits: • When profit* is 0% - 5% of revenue from operations, additional rate - 4% subject to maximum of profit earned during the year • When profit* is 5% - 10% of revenue from operations, additional rate - 6% subject to maximum of profit earned during the year • When profit* is 10% - 15% of revenue from operations, additional rate - 9% subject to maximum of profit earned during the year



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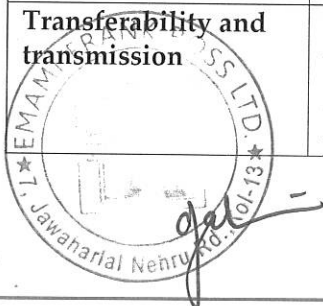
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	<i>*ProfitaftertaxbutbeforeinterestonOCDs</i>
Security	TheOCDswillbe unsecured
ConversionRate	The OCDs can be converted into equity shares, at the option of the Subscriber at any time during the tenure of OCDs. The conversion shall be at a price representing a 25% discount to the fair market value(FMV)of the equity shares of the Company as determined and based on the valuation reached by the IBBI registered valuer. Valuation report should not be older than 6 months from the date of conversion, in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules thereunder. Provided that the conversion price shall in no event be less than the face value of the equity shares of the Company, in compliance with Section 53 of the Companies Act, 2013. The number of equity shares to be issued upon conversion shall be determined by dividing the outstanding principal amount of the OCDs sought to be converted by the applicable conversion price (i.e., FMV minus 25%), subject to the minimum face value requirement stated above. Any fractional shares arising upon conversion shall be rounded down to the nearest whole number and no cash or other consideration shall be paid in lieu thereof.
Redemption	Since the OCDs are optionally convertible into the equity shares of the Company, they may be redeemed at any time after the date of issue at the option of the Issuer if the subscriber does not exercise the option of conversion. If the OCDs are redeemed, then the OCDs shall be redeemed at a premium to ensure an internal rate of return of 10% p.a.
Transferability and transmission	The OCDs shall not be transferable by endorsement and delivery. The OCDs shall be transferable by novation that is, by a written request made to the Board of Directors to transfer the OCDs to a proposed transferee. The Board shall have the sole right to decline



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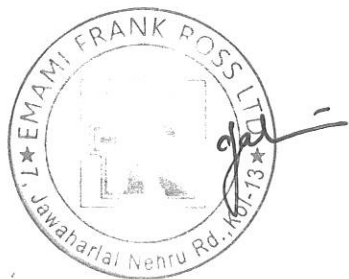
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	any such request, or mandate the transfer of the OCD to such person as may be indicated by the Board, at a price not less than the price indicated by the transferor In case of transmission of OCD by operation of law, the Board of Directors of the Issuer shall register the transmission on production of such evidence as the Board may deem fit
Voting rights and resolutions of Debenture Holder	The Debenture Holders shall be entitled to be present at a meeting of debenture holders and vote on any resolution which affects the rights and interests of the debenture holders. All questions affecting the rights and interest of the debenture holders shall be decided by vote of the majority in value outstanding on the date of the resolution
Notices and reports/ voting rights	Till the time the OCDs are actually converted into equity shares of the Company, the Debenture Holders: v. will not be entitled to any rights and privileges of shareholders other than those available to them under statutory requirements vi. shall also not be entitled to receive notices of any general meetings, reports and accounts of the Company, except notice of the meeting where any matter to be taken up affect its rights and interests The meetings of debentures holders shall be governed by rules analogous to rules applying to a meeting of members of the Company



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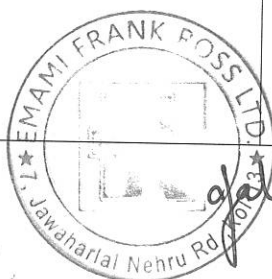
EMAMI FRANK ROSS LTD.

Revised Terms and Conditions for PAN Emami Cosmed Limited

of

700 Zero Coupon Unsecured Optionally Convertible Debentures of Rs. 1,00,000/- each, aggregating to Rs. 7,00,00,000/-,

Authority for the issue	The Zero Coupon Un-secured Optionally Convertible Debentures ("OCDs") are being issued in pursuance of Articles of Association of the Company and by the Board of Directors pursuant to the authority granted herein and by the applicable clauses of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof)
Purpose of Issue	7. To provide long-term funds for the business needs of the Company 8. To also reward the allottees for the support extended to the Company by making the debentures optionally convertible into equity shares and thereby the allottees can take part in the management of the Company
Nature	The OCDs shall rank <i>pari passu</i> inter se
Tenure	10 years The OCDs shall be Optionally convertible into the equity shares of the Company at any time at the option of the subscriber within a period of 10 years from the date of allotment
Face Value	Rs. 1,00,000/- each
Offer Price	At par
Terms of repayment	The OCDs shall be optionally convertible into the equity shares of the Company at any time at the option of the subscriber within a period of 10 years from the date of allotment. The OCDs shall be redeemed at the end of tenure of the OCD, if not converted into equity shares.
Coupon Rate	Fixed rate - 0% p.a. Non-cumulative and paid only in the event of profits: - When profit* is 0% - 5% of revenue from operations, additional rate - 4% subject to maximum of profit earned during the year - When profit* is 5% - 10% of revenue from operations, additional rate - 6% subject to maximum of profit earned during the year - When profit* is 10% - 15% of revenue from operations,



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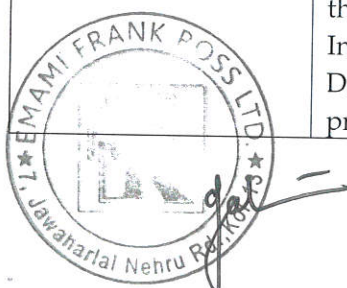
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	additional rate - 9% subject to maximum of profit earned during the year <i>*ProfitaftertaxbutbeforeinterestonOCDs</i>
Security	The OCDs will be unsecured
ConversionRate	The OCDs can be converted into equity shares, at the option of the Subscriber at any time during the tenure of OCDs. The conversion shall be at a price representing a 25% discount to the fair market value (FMV) of the equity shares of the Company as determined and based on the valuation reached by the IBBI registered valuer. Valuation report should not be older than 6 months from the date of conversion, in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules thereunder. Provided that the conversion price shall in no event be less than the face value of the equity shares of the Company, in compliance with Section 53 of the Companies Act, 2013. The number of equity shares to be issued upon conversion shall be determined by dividing the outstanding principal amount of the OCDs sought to be converted by the applicable conversion price (i.e., FMV minus 25%), subject to the minimum face value requirement stated above. Any fractional shares arising upon conversion shall be rounded down to the nearest whole number and no cash or other consideration shall be paid in lieu thereof.
Redemption	Since the OCDs are optionally convertible into the equity shares of the Company, they may be redeemed at any time after the date of issue at the option of the Issuer if the subscriber does not exercise the option of conversion. If the OCDs are redeemed, then the OCDs shall be redeemed at a premium to ensure an internal rate of return of 10% p.a.
Transferability and transmission	The OCDs shall not be transferable by endorsement and delivery. The OCDs shall be transferable by novation that is, by a written request made to the Board of Directors to transfer the OCDs to a proposed transferee. The Board shall have the sole right to decline any such request, or mandate the transfer of the OCD to such person as may be indicated by the Board, at a price not less than the price indicated by the transferor In case of transmission of OCD by operation of law, the Board of Directors of the Issuer shall register the transmission on production of such evidence as the Board may deem fit



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CIN No. U24232WB1919PLC003123



EMAMI FRANK ROSS LTD.

Voting rights and resolutions of Debenture Holder	The Debenture Holders shall be entitled to be present at a meeting of debenture holders and vote on any resolution which affects the rights and interests of the debenture holders. All questions affecting the rights and interest of the debenture holders shall be decided by vote of the majority in value outstanding on the date of the resolution
Notices and reports/ voting rights	Till the time the OCDs are actually converted into equity shares of the Company, the Debenture Holders: vii. will not be entitled to any rights and privileges of shareholders other than those available to them under statutory requirements viii. shall also not be entitled to receive notices of any general meetings, reports and accounts of the Company, except notice of the meeting where any matter to be taken up affect its rights and interests The meetings of debentures holders shall be governed by rules analogous to rules applying to a meeting of members of the Company

In view of the above, the Board of Directors recommends the passing of the resolution set out in **Item No. 3** as a **Special Resolution** by the shareholders.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company or in the entities mentioned as allottees of the OCDs.



For Emami Frank Ross Limited

Anurag Jato
Director
Din No 01184328

Emami Group Venture