



# EMAMI FRANK ROSS LTD.

## **NOTICE OF EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that Extraordinary General Meeting ("EGM") of the members of Emami Frank Ross Limited will be held on 29<sup>th</sup> July, 2025 at 12.30 P.M 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 item of Special Business:

### **SPECIAL BUSINESS**

#### **ITEM NO. 1**

### **TO APPROVE THE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS**

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

**"RESOLVED THAT** pursuant to Sections 23, 42, 62 and 179 and all other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company and subject to the approval of the shareholders of the Company at the Extra-ordinary General Meeting ("EGM"), and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the **"Board"** which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the approval of the Board be and is hereby accorded to the Company to create, offer, issue, and allot on preferential basis 3,03,00,000 (Three Crore Three Lakh) Equity Shares of Rs.10/- each at a premium of Rs.23/- each, to Diwakar Finvest Pvt Ltd, Smt. Priti A Sureka and Suraj Finvest Pvt Ltd, on such terms as mentioned in the explanatory statement and details mentioned therein.

**"RESOLVED FURTHER THAT** the equity shares shall be allotted within a period of 60 (sixty) days from the date of passing of this Special Resolution."

**"RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted shall be subject to the provisions of Memorandum and Articles of Association of the Company and shall rank pari passu with the existing Shares of the Company in all respects."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to these resolutions, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable for this purpose, to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection with or incidental thereto as the Board in its absolute discretion may deem fit, without it being required to seek any further consent or

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approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of the powers herein conferred by this resolution on it, to any committee and/or person(s), as it may in its absolute discretion deem fit in order to give effect to these resolutions."

By order of the Board

For Emami Frank Ross Limited

SD/-

Place: Kolkata

Managing Director & CEO

DIN: 00604926

Date: 03/07/2025

## NOTES:

1. In accordance with the Ministry of Corporate Affairs ("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.

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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](mailto: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.
9. The cut-off date for the purpose of e-voting is 22<sup>nd</sup> July, 2025. Members whose names are appearing on the Register of members as on 22<sup>nd</sup> July, 2025 are entitled to vote through e-voting.
10. The e-voting facility will start from 26<sup>th</sup> July, 2025 and will end on 28<sup>th</sup> July, 2025.

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

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

The voting period begins on 26<sup>th</sup> July, 2025 and will end on 28<sup>th</sup> July, 2025.

- (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.

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

Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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</li> </ol>

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with NSDL Depository	<p>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 &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**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**

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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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000.

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

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

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> </ul>

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Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>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.</li> </ul>
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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](http://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](mailto: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](mailto:cs@frankrosspharmacy.com) or [info@frankrosspharmacy.com](mailto: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:

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.

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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](mailto: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 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**.

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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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911

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

### EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

1. Section 62(1)(c) of the Companies Act, 2013, inter-alia, provides that where at any time, a Company having a share capital proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered to any person, if it is authorised by a Special Resolution either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer (or an independent Chartered Accountant having ten years of experience) subject to such conditions as may be prescribed.
2. Further, Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014, provides that for the purposes of clause (c) of sub-section (1) of Section 62, if authorized by a special resolution passed in a general meeting, shares may be issued by any company in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of Section 62 and such issue on preferential basis should also comply with conditions laid down in Section 42 of the Act.
3. Pursuant to the Section 179(3) of the Companies Act, 2013, the Board of the Company has scheduled a meeting of Shareholders to consider the issue of further Equity Shares to Diwakar Finvest Pvt Ltd, Smt. Priti A Sureka, Suraj Finvest Pvt Ltd who has shown interest to subscribe to 3,03,00,000 Equity Shares of Rs. 10/- each at a premium of Rs. 23/- each on a preferential allotment basis.
4. The price of the shares is determined at Rs. 33/- per share based on the Valuation report given by an independent chartered accountant Mr. Manish Gadia.
5. None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution.

Information as required under Rule 13 of The Companies (Share Capital and Debenture) Rules, 2014 is as under:

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

E-mail : [info@frankrosspharmacy.com](mailto:info@frankrosspharmacy.com), Website : [www.frankrosspharmacy.com](http://www.frankrosspharmacy.com)

CIN No. U24232WB1919PLC003123



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- (i) The objects of the issue:  
The issue is being made to meet the imminent fund requirements of the Company.
- (ii) The total number of shares or other securities to be issued:  
3,03,00,000 (Three Crore Three Lakhs) Equity Shares of Rs.10/- each at a premium of Rs. 23/- each will be issued.
- (iii) The price or price band at/within which the allotment is proposed:  
The shares will be issued at a price of Rs. 33/- per share.
- (iv) Basis on which the price has been arrived at along with report of the registered valuer:  
The value has been set at Rs. 33/- per share based on the valuation report submitted by Mr. Manish Gadia.
- (v) Relevant date with reference to which the price has been arrived at:  
The relevant date has been taken as 26<sup>th</sup> May 2025.
- (vi) The class or classes of persons to whom the allotment is proposed to be made;  
The Company proposes to offer further Equity Shares to Diwakar Finvest Pvt Ltd, Smt. Priti A Sureka & Suraj Finvest Pvt Ltd.
- (vii) Intention of promoters, directors or key managerial personnel to subscribe to the offer:  
Not Applicable
- (viii) The proposed time within which the allotment shall be completed:  
Further Equity shares shall be allotted within a period of 60 (sixty) days from the date of passing of this Special Resolution.
- (ix) The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them;

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Name of the Proposed Allottee	Address	No. of Shares	% of Pre-Issue Capital	No. of Shares to be Allotted	Post Allotment Holding	% of Post-Issue Capital
Diwakar Finvest Pvt Ltd	687, Anandpur E M Bypass, 2nd Floor, Kolkata - 700 107	14,02,678	34.36%	1,36,23,371	1,50,26,049	43.70%
Smt. Priti A Sureka	Orbit Royale, 24A, Raja Santosh Road, Alipore, Kolkata - 700 027	2,04,135	5.00%	15,04,418	17,08,553	4.97%
Suraj Finvest Pvt Ltd	687, Anandpur E M Bypass, 2nd Floor, Kolkata - 700 107	15,35,137	37.60%	1,51,72,211	1,67,07,348	48.59%

**TOTAL**

**31,41,950 76.96% 3,03,00,000 3,34,41,950 97.26%**

(x) The change in control, if any, in the company that would occur consequent to the preferential offer;-  
No Change in Control of Management of Company

(xi) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;  
Not Applicable

(xii) The justification for the allotment proposed to be made for consideration in cash together with valuation report of the registered valuer.  
Not Applicable

(xiii) The pre issue and post issue shareholding pattern of the Company:

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of share holding	No. of Shares held	% of share holding
A	Promoters' holding:				
1	Indian				
	Individual	226238	5.541%	1730656	5.034%
	Bodies Corporate	3631562	88.950%	32427144	94.312%
	<b>Sub Total</b>	<b>3857800</b>	<b>94.491</b>	<b>34157800</b>	<b>99.346%</b>

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

E-mail : [info@frankrosspharmacy.com](mailto:info@frankrosspharmacy.com), Website : [www.frankrosspharmacy.com](http://www.frankrosspharmacy.com)

CIN No. U24232WB1919PLC003123



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2	Foreign Promoters	0	0	0	0
	<b>Sub Total(A)</b>	<b>3857800</b>	<b>94.491</b>	<b>34157800</b>	<b>99.346%</b>
B	Non-Promoters' holding:				
1	Institutional Investors	390	0.0096%	390	0.001%
2	Non-Institutional Investors	0	0	0	0
	Private Corporate Bodies	0	0	0	0
	Directors & Relatives	0	0	0	0
	Indian Public	224517	5.499	224517	0.653%
	Others (Including NRIs)		0	0	0
	<b>Sub Total(B)</b>	<b>224907</b>	<b>5.509</b>	<b>224907</b>	<b>0.654%</b>
	<b>GRAND TOTAL</b>	<b>4082707</b>	<b>100.00%</b>	<b>34382707</b>	<b>100.00%</b>

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.

For Emami Frank Ross Limited

SD/-

Place: Kolkata  
Managing Director & CEO  
DIN: 00604926

Date: 03/07/2025

Emami Group Venture