

10th September, 2025

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

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

Sub.: Minutes of the 42nd Annual General Meeting of Emami Limited held on 29th August, 2025

Dear Sir/ Madam,

We are enclosing herewith a copy of the minutes of the 42nd Annual General Meeting of the members of the Company held on Friday, 29th August, 2025 through Video Conferencing/ Other Audio Visual Means.

The minutes will also be available on the website of the Company at www.emamilttd.in

This is for your information and records.

Thanking you,

Yours faithfully,
For Emami Limited

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

(Encl: As above)

MINUTES OF THE FORTY SECOND ANNUAL GENERAL MEETING (42ND AGM) OF THE MEMBERS OF EMAMI LIMITED HELD ON FRIDAY, 29TH AUGUST, 2025 AT 11:30 A.M. (IST) THROUGH VIDEO CONFERENCE/ OTHER AUDIO VISUAL MEANS FROM ITS REGISTERED OFFICE AT EMAMI TOWER, 687, ANANDAPUR, E.M. BYPASS, KOLKATA - 700107, WEST BENGAL (DEEMED VENUE OF THE MEETING).

MEETING COMMENCED AT 11:30 A.M. (IST) AND CONCLUDED AT 2:00 P.M. (IST)

PRESENT:

138 Members (including authorized representatives of body corporates) participated at the AGM through VC.

The following directors of the Company were also present via VC/OAVM:

Shri R. S. Goenka	Chairman Chairman of Finance & Management Committee and Risk Management Committee
Shri R. S. Agarwal	Chairman Emeritus
Shri H. V. Agarwal	Vice Chairman & Managing Director
Shri Mohan Goenka	Vice Chairman & Whole time Director
Shri Sushil Kr. Goenka	Whole-Time Director Chairman of ESG & CSR Committee
Smt. Priti A. Sureka	Whole-Time Director
Shri Prashant Goenka	Whole-Time Director
Shri A. V. Agarwal	Non-Executive Director
Shri Anand Rathi	Independent Director Chairman of Audit Committee and Nomination & Remuneration Committee
Shri C. K. Dhanuka	Independent Director Chairman of Stakeholders Relationship Committee
Shri Debabrata Sarkar	Independent Director
Shri Anjani Kr. Agrawal	Independent Director
Shri Anjanmoy Chatterjee	Independent Director
Shri Rajiv Khaitan	Independent Director
Smt. Mamta Binani	Independent Director

IN ATTENDANCE:

Shri N. H. Bhansali	CEO - Finance, Strategy & Business Development and Chief Financial Officer
Shri Rajesh Sharma	President - Finance & Investor Relations
Smt. Shagun Tulsyan	President – Legal & Revenue
Shri Ravi Varma	Company Secretary & Compliance Officer
Shri Ashok Purohit	Dy. Company Secretary
Shri Raj Kumar Banthia	M/s. MKB & Associates, Secretarial Auditor and Scrutinizer
Shri Shivam Chowdhary	M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, Statutory Auditor
Shri Vipson Jain	M/s V. K. Jain & Co., Cost Auditor

MEMBERS PRESENT (As % of the total paid-up equity share capital of the Company as on cut-off date i.e. August 22, 2025):

Members present in person	124 members holding 2,83,96,013 equity shares (representing 6.51%)
Members present through Authorised Representatives	14 members holding 21,10,84,997 equity shares (representing 48.36%)
Total Number of Attendees present	138 members holding 23,94,81,010 equity shares (representing 54.86%)

PROCEEDINGS

Shri R. S. Goenka, Chairman of the Company presided over the Meeting and welcomed the members to the 42nd Annual General Meeting ('the AGM') of Emami Limited ('the Company'). The Chairman informed that the requisite quorum was present and called the meeting to order.

The Chairman thereafter, informed that Smt. Avani Davda, Independent Director, could not attend the Meeting.

The Chairman apprised the members that the Company had convened the AGM through Video Conferencing/ Other Audio Visual Means ('VC/OAVM'), in conformity with the provisions of the Companies Act, 2013 ('the Act') read with the rules issued thereunder and the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India. The Company had taken all the requisite steps to ensure that the Members were able to attend and vote at the AGM in a seamless manner.

Thereafter, the Chairman requested the Board Members to introduce themselves and confirmed that Shri N. H. Bhansali, Chief Financial Officer and Shri Ravi Varma, Company Secretary of the Company, along with the representatives of M/s. S. R. Batliboi & Co LLP - Statutory Auditors, M/s. MKB & Associates - Secretarial Auditors and Scrutinizer for the AGM and M/s V. K. Jain & Co., Cost Accountants - Cost Auditors had also joined the meeting.

The Chairman informed the members that the reports of the Statutory and Secretarial Auditors did not contain any qualification, hence the reports were considered as read.

Thereafter, the Chairman informed the members that the documents, as referred to in the Notice, along with the Statutory Registers were also available for inspection in electronic mode during the AGM.

The Chairman addressed the members highlighting the performance and operations of the Company and delivered his speech which covered the brand Emami's evolution, navigating the macro economy challenges, Indian FMCG industry overview, Emami's growth strategies, commitment towards sustainability, etc.

Thereafter, the Chairman invited Shri Ravi Varma, Company Secretary to brief the members about the agenda items of the AGM and instructions of voting thereof.

The Company Secretary informed that the Company had availed the services of Central Depository Services (India) Limited ('CDSL') to provide facility for remote e-voting, participation in the AGM through VC/OAVM and e-voting during the AGM.

The Company Secretary also added that in accordance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of the Listing Regulations, the members were given an opportunity for remote e-voting which was available from 9:00 A.M. IST on Monday, 25th August, 2025 to 5:00 P.M. IST on Thursday, 28th August, 2025.

He clarified that there would be no voting by show of hands, as the AGM was being conducted virtually and thereafter briefed about each of resolutions stated below and informed that objective and explanations for special business were given in the notice of the AGM.

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended on March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon (as an Ordinary Resolution):

"RESOLVED THAT the Standalone Audited Financial Statements of the Company for the financial year ended on March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon as laid before the meeting be and are hereby received, considered and adopted."

2. To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2025 and Report of Auditors thereon (as an Ordinary Resolution):

"RESOLVED THAT the Consolidated Audited Financial Statements of the Company and Auditor's report thereon for the financial year ended on March 31, 2025 as laid before the meeting be and are hereby received, considered and adopted."

3. To confirm the payment of three Interim Dividends aggregating to ₹ 10/- (Rupees Ten) per equity share declared for the financial year 2024-25 (as an Ordinary Resolution):

"RESOLVED THAT the Company do confirm the payment of three Interim Dividends - 1st Interim dividend of ₹ 4/-, 2nd Interim dividend of ₹ 4/- and 3rd Special Interim dividend of ₹ 2/- ,aggregating to ₹ 10/- (Rupees Ten) per equity share made by the Company on 43,65,00,000 fully paid-up Equity shares of ₹ 1/- each for the financial year ended on March 31, 2025 declared by the Board of Directors of the Company at their respective meetings held on 7th November, 2024, 27th January, 2025 and 16th May, 2025".

4. To re-appoint Shri Mohan Goenka (DIN: 00150034), who retires by rotation and being eligible, offers himself for re-appointment as a Director (as an Ordinary Resolution):

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Mohan Goenka, Vice-Chairman & Whole Time Director (DIN: 00150034), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation".

5. To re-appoint Shri Sushil Kumar Goenka (DIN: 00149916), who retires by rotation and being eligible, offers himself for re-appointment as a Director (as an Ordinary Resolution):

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Sushil Kumar Goenka, Whole Time Director (DIN: 00149916), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation".

SPECIAL BUSINESS

6. To re-appoint Shri R. S. Agarwal (DIN: 00152996), who retires by rotation and being eligible, offers himself for re-appointment as a Director (as a Special Resolution):

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and other applicable provisions, if any and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to continue the directorship of Shri R. S. Agarwal (DIN: 00152996), who has attained the age of 75 (seventy five) years, liable to retire by rotation and who being eligible offered himself for the re-appointment."

7. To ratify and approve the remuneration payable to M/s. V. K. Jain & Co, Cost Accountants (Firm Registration No: 00049) for the Financial year 2025-26. (as an Ordinary Resolution):

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies

(Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the Members be and is hereby accorded for payment of remuneration of ₹ 2,00,000 (Rupees Two lakhs only) plus applicable taxes and out of pocket expenses for conducting audit of the cost accounting records of the Company for the financial year 2025-26 as may be applicable to the Company to M/s. V. K. Jain & Co., Cost Accountants (Firm Registration No: 00049) who were re-appointed as Cost Auditors of the Company by the Board of Directors of the Company at its meeting held on 16th May, 2025.

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

8. To appoint M/s. MKB & Associates, Peer reviewed firm of Company Secretaries in Practice (Firm Registration No. P2010WB042700) as Secretarial Auditors for a term of 5 (Five) consecutive years, and fix their remuneration in this regard. (as an Ordinary Resolution):

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 (the "Act") and other applicable provisions of the Act, if any, and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof, for the time being in force), M/s. MKB & Associates, Peer reviewed firm of Company Secretaries in Practice (Firm Registration No. P2010WB042700), be and is hereby appointed as Secretarial Auditor of the Company for a term of 5 (five) consecutive years commencing from April 1, 2025 and ending on March 31, 2030, on such terms and conditions including remuneration as set out in the explanatory statement annexed with the notice.

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

9. Re-Appointment of Shri Sushil Kumar Goenka (DIN: 00149916) as “Whole Time Director” of the Company. (as a Special Resolution):

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors), Rules, 2014 and Schedule V thereof, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), and all applicable guidelines issued by the Central Government from time to time, Articles of Association of the Company and such other approvals, as may be necessary, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Shri Sushil Kumar Goenka (DIN: 00149916) as Whole Time Director of the Company, whose office shall be liable to retire by rotation and who will be attaining the age of 70 (seventy) years during his tenure, for a period of 5 (five) years w.e.f 1st April, 2026 to 31st March, 2031, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice and agreement dated 31st July, 2025 entered into between the Company and Shri Sushil Kumar Goenka.

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

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

RESOLVED FURTHER THAT the Board of the Directors (including any Committee thereof) be and is hereby authorized to do all acts, deeds and things as it may in its absolute discretion deem necessary, as may be deemed proper and expedient to give effect

to this aforesaid Resolution and to settle any question, difficulty or doubt that may arise in the said regard."

10. Re-Appointment of Shri Mohan Goenka (DIN: 00150034) as "Vice-Chairman & Whole Time Director" of the Company. (as an Ordinary Resolution):

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule V thereof, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), and all applicable guidelines issued by the Central Government from time to time, Articles of Association of the Company and such other approvals, as may be necessary, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Shri Mohan Goenka (DIN: 00150034) as Vice-Chairman & Whole Time Director of the Company, whose office shall be liable to retire by rotation, for a period of 5 (five) years w.e.f 15th January, 2026 to 14th January, 2031, on the terms and conditions including remuneration as set out in the Explanatory Statement and agreement dated 31st July, 2025 entered into between the Company and Shri Mohan Goenka.

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

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

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

Thereafter, the Chairman requested the moderator to call the registered speaker shareholders one by one for their queries and suggestions, if any. The speaker shareholders shared their views, suggestions and raised queries at the AGM.

After completion of questions/comments from the speakers, the Chairman thanked all the speaker shareholders for the compliments & appreciations, questions & suggestions and invited Shri N. H. Bhansali, Chief Financial Officer of the Company to answer the same.

The Chief Financial Officer acknowledged the unstinted support of the members, their appreciation & suggestions and informed the members that their suggestions would be evaluated. Thereafter, the queries of the members were replied by him.

After queries of members were responded, the Chairman informed that e-voting on all the resolutions for the Ordinary and Special business(es) as set out in item numbers 1 to 10 of the Notice of the 42nd AGM by the concerned members who had not yet casted their votes electronically and were participating in the meeting would remain open for next 15 minutes after conclusion of the meeting to enable such Members to cast their votes.

The Chairman informed that the Company had appointed Shri Raj Kumar Banthia, Partner of M/s. MKB & Associates, Practicing Company Secretaries as Scrutinizer for ensuring that voting was carried out in a fair and transparent manner, and to submit the Scrutinizer's Report. He further informed that the combined results of remote e-voting already done and the electronic voting during the AGM would be made available within two working days from the conclusion of the meeting on the websites of the Company, CDSL, the Stock Exchanges where shares of the Company are listed, and on the Notice Board of the Company.

The Chairman thanked to all those present in the meeting and declared the meeting as concluded.

The Scrutinizer provided the consolidated report on e-voting on Friday, 29th August, 2025, summary of which is given in the annexure and forms part of the minutes.

All the resolutions were passed with requisite majority.

Place: Kolkata

Date: 10.09.2025

R. S. Goenka

Chairman

Annexure

Summary of Scrutinizer's Report

As per the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of remote e-voting and e-voting during the 42nd AGM to the members of the Company on the resolutions proposed in the notice convening the AGM. The remote e-voting was open from 9:00 A. M., Monday, 25th August, 2025 to 5:00 P. M., Thursday, 28th August, 2025.

The Consolidated Results based on voting of shareholders as per the report of M/s. MKB & Associates, Practising Company Secretaries, dated 29th August, 2025 is as follows:

Resoluti on No.	Particulars	% Voted in Favour	% Voted Against
1	To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended on March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)	99.9998	0.0002
2	To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2025 and Report of Auditors thereon. (Ordinary Resolution)	99.9998	0.0002
3	To confirm the payment of three Interim Dividends aggregating to Rs. 10/- per equity share declared for the financial year 2024-25. (Ordinary Resolution)	99.9998	0.0002
4	To re-appoint Shri Mohan Goenka (DIN: 00150034) who retires by rotation and being eligible, offers himself for re-appointment as a Director. (Ordinary Resolution)	99.6744	0.3256
5	To re-appoint Shri Sushil Kumar Goenka (DIN: 00149916) who retires by rotation and being eligible, offers himself for re-appointment as a Director. (Ordinary Resolution)	96.5458	3.4542

Resoluti on No.	Particulars	% Voted in Favour	% Voted Against
6	To re-appoint Shri R. S. Agarwal (DIN: 00152996), who has attained the age of 75 (seventy five) years and who retires by rotation and being eligible, offers himself for re-appointment as a Director. (Special Resolution)	83.7583	16.2417
7	To ratify and approve the remuneration payable to M/s. V. K. Jain & Co, Cost Accountants (Firm Registration No: 00049) for the Financial year 2025-2026. (Ordinary Resolution)	99.9995	0.0005
8	To approve appointment of M/s. MKB & Associates, peer reviewed firm of Company Secretaries in Practice (Firm Registration No. P2010WB042700) as Secretarial Auditors for a term of 5 (five) consecutive years commencing from April 1, 2025 and ending on March 31, 2030, and fix their remuneration in this regard. (Ordinary Resolution)	99.9995	0.0005
9	To approve re-appointment of Shri Sushil Kumar Goenka (DIN: 00149916) as "Whole Time Director" of the Company for a period of 5 (five) years w.e.f. 1 st April, 2026 to 31 st March, 2031. (Special Resolution)	96.7960	3.2040
10	To approve re-appointment of Shri Mohan Goenka (DIN: 00150034) as "Vice-Chairman & Whole Time Director" of the Company for a period of 5 (five) years w.e.f. 15 th January, 2026 to 14 th January, 2031. (Ordinary Resolution)	99.7542	0.2458

All the resolutions were passed with requisite majority.

Place: Kolkata
Date: 10.09.2025

R. S. Goenka
Chairman