

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE BOARD MEETING OF EMAMI LIMITED HELD ON THURSDAY, 17TH SEPTEMBER, 2026, AT EMAMI TOWER, 687, E.M. BYPASS, KOLKATA – 700 107

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A. BUYBACK OF EQUITY SHARES

“RESOLVED THAT Pursuant to the provisions of Sections 68, 69, 70 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable) and other relevant Rules made thereunder, each as amended from time to time (**“Companies Act”**) (including any statutory amendment(s), modification(s) or re-enactments from time to time), the provisions of the Securities and Exchange Board of India (Buyback Regulations) 2018 (**“Buyback Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), each as amended (including any statutory amendment(s), modification(s) or re-enactments from time to time) and Article 52A of the Articles of Association of the Company, and subject to such other approvals, permissions, consents, exemptions, and sanctions of the Securities and Exchange Board of India (**“SEBI”**), the Registrar of Companies, Kolkata - I at Kolkata, West Bengal (the **“ROC”**) and / or other authorities, institutions or bodies, as may be applicable (together with SEBI and ROC, the **“Appropriate Authorities”**), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by the Appropriate Authorities while granting such approvals, permissions, consents, exemptions and sanctions which may be agreed to by the Board of Directors of the Company (the **“Board”** which expression shall be deemed to include any committee constituted by the Board and / or officials, which the Board may constitute / authorise to exercise its powers, including the powers conferred by the board resolution), the Board at its meeting held on 17th September, 2026, (**“Board Meeting”**), approved the buyback of fully paid-up equity shares of the face value of ₹ 1/- (Indian Rupees One Only) (**“Equity Shares”**) of the Company, each from its shareholders /beneficial owners (other than those who are promoters, members of the promoter group, and persons in control (and their associates of the Company), from the open market through stock exchange mechanism for an aggregate amount not exceeding ₹ 28,200.00 Lakhs (Rupees Twenty Eight Thousand and Two Hundred Lakhs Only) (**“Maximum Buyback Size”**), and at a price not exceeding ₹ 475.00/- (Rupees Four Hundred and Seventy Five Only) per Equity Share (**“Maximum Buyback Price”**), payable in cash (the process being referred hereinafter as **“Buyback”**) and that the Maximum Buyback Size and Maximum Buyback Price do not include buyback tax, filing fees, advisory fees, intermediaries fees, public announcement publication expenses, printing and dispatch expenses if any, brokerage, costs, fees, turnover charges, taxes such as securities transaction tax, goods and service tax (if any) and stamp duty and other incidental and related expenses (collectively referred to as **“Transaction Costs”**) and that the Maximum Buyback Size represents 9.28% and 9.98% of the aggregate of the total paid-up capital and free reserves of the Company based on the audited standalone and consolidated financial statements of the Company as at March 31, 2026, respectively whichever is lower (being the latest available audited standalone and consolidated financial statements of the Company)

which is not more than 10% of the total paid-up capital and free reserves of the Company in accordance with the proviso to the Regulation 5(i)(b) of the Buyback Regulations;

RESOLVED FURTHER THAT the Maximum Buyback Size and the Maximum Buyback Price, the indicative maximum number of Equity Shares bought back would be 59,36,842 (Fifty Nine Lakhs Thirty Six Thousand Eight Hundred and Forty Two Only) Equity Shares (“**Maximum Buyback Shares**”), which will not exceed 25% of the total number of Equity Shares in the total paid-up equity capital of the Company and the Company will comply with the requirement of maintaining a minimum public shareholding of at least 25% of the total paid up equity share capital of the Company as provided under Regulation 38 of the Listing Regulations, as amended, during the Buyback period and upon completion thereof;

RESOLVED FURTHER THAT the Company shall utilize at least 75% of the Maximum Buyback Size i.e. ₹ 21,150.00 Lakhs (Rupees Twenty One Thousand One Hundred and Fifty Lakhs Only) (“**Minimum Buyback Size**”) for the Buyback, and based on the Minimum Buyback Size and the Maximum Buyback Price the Company will purchase an indicative minimum of 44,52,632 (Forty Four Lakhs Fifty Two Thousand Six Hundred and Thirty Two) Equity Shares (“**Minimum Buyback Shares**”). Further the Company shall ensure at least seventy-five percent of the amount earmarked for buy-back, will, be utilized for buying-back Equity shares and 40% of Maximum Buyback Size i.e. ₹ 11,280.00 Lakhs (Rupees Eleven Thousand Two Hundred and Eighty Lakhs Only) is utilised within the initial first half from the opening of the offer. If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of the Maximum Buyback Size) but will always be subject to the Maximum Buyback Size;

RESOLVED FURTHER THAT the company shall deposit with a scheduled commercial bank as appointed by the company for the Buy-back, in cash, a sum of at least 25 % of the Maximum Buyback Size by way of security for fulfilment of the obligations under the applicable Buyback Regulations;

RESOLVED FURTHER THAT the Buy-back period shall in any case close within sixty-six Working Days i.e. [29 December, 2026] from the date of opening of the offer. Further, post the public announcement, the Buy-back shall not be withdrawn or terminated and bids placed shall not be withdrawn;

RESOLVED FURTHER THAT the Company shall implement the Buyback using the "Open Market Route through Stock Exchange Mechanism" as prescribed under SEBI Buyback Regulations and other applicable Regulations, if any including any further amendments thereof;

RESOLVED FURTHER THAT as required by the Buy Back Regulations, the Company shall not Buy Back shares from the promoters, member of promoter group, persons in control of the Company and their associates;

RESOLVED FURTHER THAT the Company will use the platform of BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) for the purpose of the Buyback;

RESOLVED FURTHER THAT the Buyback from shareholders/ beneficial owners who are non-resident shareholders, Overseas Corporate Bodies (OCB's), Foreign Institutional Investors, Foreign Portfolio Investors and shareholders of foreign nationality, if any, shall be subject to such approvals, if and to the extent necessary or required from concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999 and rules and regulations framed there under, if any;

RESOLVED FURTHER THAT assuming the consummation of the proposed Buyback, it would not result in any change in control or management of the Company.

RESOLVED FURTHER THAT the Company has complied and shall continue to comply with Section 70 of the Act, wherein:

1. It shall not directly or indirectly purchase its own shares through a subsidiary company including its own subsidiary companies, if any; or through any investment company or group of investment companies.
2. There are no defaults subsisting in the repayment of deposits or interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable there on to any financial institution or banking company (including interest payable thereon); and
3. The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act;

RESOLVED FURTHER THAT the proposed Buyback shall be made by the Company from time to time under the Listing Regulations and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011 ("**SEBI Takeover Regulations**"), from its free reserves and/or surplus and/or such other sources or by such mechanisms as may be permitted by law, and on such terms and conditions as the Board may, in its absolute discretion, decide from time to time, and deem fit;

RESOLVED FURTHER THAT nothing contained herein above shall confer any right on the part of any shareholder to offer, or any obligation on the part of the Company or the Board to buyback any shares and/or impair any power of the Company or the Board to terminate any process in relation to such Buyback if so permissible by law;

RESOLVED FURTHER THAT in terms of Regulation 24 (iii) of the Buyback Regulations, the Board do hereby nominate Shri Arpit Shah, having ICSI Membership No. (A35265), an existing whole-time employee of the Company and a qualified Company Secretary, as the Compliance Officer for the Buyback in accordance with the Buyback Regulations, with effect from 17th September, 2026;

RESOLVED FURTHER THAT Shri Arpit Shah shall discharge all duties, responsibilities and obligations of the Compliance Officer for the Buyback under the applicable provisions of the Companies Act, 2013, Buyback Regulation and other applicable regulations, circulars, directions and guidelines, the requirements of the Security Exchange Board of India and the stock exchanges and other applicable laws;

RESOLVED FURTHER THAT Shri Arpit Shah shall, in particular, be responsible for overseeing and ensuring compliance in connection with the proposed Buyback of securities of the Company, including coordination with the merchant banker, registrar, stock exchanges, SEBI and other intermediaries and authorities, and for redressal of investor grievances relating to the buy-back;

RESOLVED FURTHER THAT all acts, deeds, matters and things done or undertaken by Shri Arpit Shah in his capacity as Compliance Officer for the Buyback including all filings made, which shall be signed electronically or otherwise by him for compliances of the Buyback Regulation, the Companies Act, 2013 and other applicable laws pursuant to this resolution shall be and are hereby authorised and confirmed;

RESOLVED FURTHER THAT Shri Subhabrata Biswas of M/s. Maheshwari Datamatics Pvt. Ltd, the Registrar and Transfer Agents, as persons responsible for Investors' services to redress the grievances of the investors;

RESOLVED FURTHER THAT in terms of Section 69 of the Companies Act, the Company shall transfer from its free reserves or securities premium account, a sum equal to the nominal value of the equity shares bought back through the Buyback, to the Capital Redemption Reserve account;

1. That immediately following the date of Board Meeting held on 17th September, 2026, there will be no grounds on which the Company could be found unable to pay its debts,
2. That as regards the Company's prospects for the year immediately following the date of the Board Meeting held on 17th September, 2026, approving the Buyback is passed, having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this Board Meeting.
3. In forming its opinion for the above purposes, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities).

RESOLVED FURTHER THAT the Board hereby confirms that:

1. All the Equity Shares of the Company are fully paid-up;
2. The Company shall not issue and allot any Equity Shares or specified securities (as defined in the Buyback Regulations) including by way of bonus till the date of expiry of buyback period for the offer made under these regulations, except in discharge of subsisting obligations through conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares, provided that the relevant details and the potential impact of such subsisting obligations, if any, shall be disclosed in the public announcement;

3. The Company, as per provisions of Section 68(8) of the Companies Act, shall not make a further issue of the same kind of shares or other securities including allotment of new shares under clause (a) and (c) of sub-section (1) of section 62 or other specified securities within a period of 6 months from completion of buyback period i.e., the date on which the payment of consideration to shareholders who have accepted the Buyback offer is made, except by way of a bonus issue or except in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares;
4. The Company, as per provisions of 24(i)(f) of Buyback Regulations, shall not raise further capital or specified securities (as defined in the Buyback Regulations) for a period of one year from the date of expiry of the Buyback period, i.e. date on which the payment of consideration to shareholders who have accepted the Buyback offer is made, except in discharge of its subsisting obligations like conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares, which are none as on the date of the Board Meeting;
5. The Company shall not Buyback locked-in Equity Shares and non-transferable/ disputed Equity Shares till the pendency of the lock-in/ dispute or till the Equity Shares become transferable/ clear;
6. The Company shall not Buyback its shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
7. The Company further confirms that there are no defaults subsisting in the repayment of any deposits (including interest payable thereon), redemption of debentures (including interest payable thereon) or preference shares (including dividend payable thereon), or repayment of any term loans to any financial institution or banking company (including interest payable thereon);
8. Funds borrowed, if any, from banks and financial institutions will not be used for the Buyback;
9. The Company shall not make any offer of buy-back within such period as may be prescribed under the Companies Act, 2013, from the date of closure of the preceding offer of buy-back, if any.;
10. There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date;
11. That the ratio of the aggregate of secured and unsecured debts owed by the Company to the paid-up equity share capital and free reserves after the Buyback shall be (i) less than or equal to 2:1, based on the standalone or consolidated financial statements of the company, whichever is lower or (ii) be less than or equal to 2:1, based on the standalone or consolidated financial statements of the company, whichever is lower, after excluding financial statements of all subsidiaries that are non-banking financial companies and housing finance companies regulated by Reserve Bank of India or National Housing Bank, as the case may be as on March 31, 2026;

12. The Company is not buying back its Equity Shares so as to delist its equity shares from the Stock Exchanges;
13. The Equity Shares bought back by the Company will be compulsorily extinguished in the manner and time frame prescribed in the SEBI Buyback Regulations and the Companies Act and will not be re-issued at a later date;
14. The Company confirms that all its subscribed, issued and paid up equity capital is listed and no Equity Shares are pending listing;
15. It is confirmed that there is not breach of the covenants as per the lenders agreements on the loans taken and the consent of lenders in this regard has been obtained by the Company.

RESOLVED FURTHER THAT no information or material that is likely to have a bearing on the decision of investors to participate in the Buyback has been suppressed or withheld or incorporated in a manner that would amount to mis-statement or misrepresentation and in the event of it transpiring at any point of time that any information or material has been suppressed or withheld or amount to a mis-statement or misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the Buyback Regulations;

RESOLVED FURTHER THAT any actions taken so far in connection with the Buyback by the officers of the Company be and are hereby ratified, confirmed and approved.”

B. APPOINTMENT OF VARIOUS INTERMEDIARIES FOR THE PURPOSE OF BUYBACK

“RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, Buyback Regulations and other applicable laws, IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*) and is hereby appointed as the Merchant Banker (Manager) for the Buyback at such remuneration as may be mutually agreed with them;

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, SEBI Buyback Regulations and other applicable laws, IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*) be and is hereby appointed as the Company's Broker for the Buyback at such brokerage fee as may be mutually agreed with them;

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, SEBI Buyback Regulations and other applicable laws, HDFC Bank Limited be and is hereby appointed as the Escrow banker for the Buyback at such fees as may be mutually agreed with them and within two working days of the public announcement, deposit in the Escrow Account requisite amount in accordance with Regulation 20 of the Buyback Regulations and the Manager to the Buyback be and is hereby authorized to operate the Escrow Account in accordance with the Buyback Regulations;

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, Buyback Regulations and other applicable laws, JayBeS Communication LLP be and is hereby appointed as the advertisement agency for the Buyback at such fees as may be mutually agreed with them;

RESOLVED FURTHER THAT M/s. Maheshwari Datamatics Pvt. Ltd., registrar and share transfer agent of the Company, be and is hereby appointed as the registrar to the Buyback and act as investors service centre for the purposes of the Buyback in terms of Regulation 24(iii) of the Buyback Regulations at such remuneration as may be mutually agreed with them;

RESOLVED FURTHER THAT the Board hereby takes on record the report dated September 17, 2026 issued by S.R. Batliboi & Co. LLP, Chartered Accountants (Firm's Registration No: 301003E/E300005), the statutory auditors of the Company, as required under clause (x) and (xi) of Schedule I of the Buyback Regulations;

RESOLVED FURTHER THAT the Company shall maintain a register of Equity Shares bought back wherein details of Equity Shares so bought, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and such other particulars as may be prescribed in relation to the Buyback shall be entered and that Shri Arpit Shah, Compliance Officer for the Buyback be and is hereby authorized (i) maintain a register of Equity Shares bought back wherein details of Equity Shares bought back be entered including consideration paid for the Equity Shares bought back, date of extinguishing of Equity Shares and such other particulars as may be prescribed in relation to the Buyback, and (ii) authenticate the entries made in the said register. The Company shall maintain a register in Form No. SH.10. in accordance with Companies Act;

RESOLVED FURTHER THAT the Company shall after the completion of the Buyback under the Companies Act file with the Registrar and the Securities and Exchange Board of India, a return in the Form No. SH. 11 along with the fee; Further, the Company shall file a declaration with the return filed with the Registrar in Form No. SH. 11, signed by two directors of the Company including the managing director, if any, to the extent applicable, certifying that the Buyback has been made in compliance with the provisions of the Companies Act and the rules made thereunder;

RESOLVED FURTHER THAT the particulars of the Equity Shares extinguished shall be furnished by the Company to NSE and BSE within seven days of such extinguishment and the dematerialized Equity Shares shall be extinguished in the manner as specified under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended and the bye-laws framed thereunder, each as amended, and that Shri Arpit Shah, Compliance Officer for the Buyback, be and is hereby authorized to do all such acts as may be required for this purpose;

RESOLVED FURTHER THAT any of the members of the Board/ Buyback Committee and/ or Shri N. H. Bhansali (CEO-Finance, Strategy & Business Development and CFO), Shri Rajesh Sharma (President – Finance & Investor Relations), and Smt. Sagun Tulsyan (President – Legal, Revenue and Corporate Affairs) of the Company be and are hereby severally authorized to do all acts, deeds, matters and things to give effect to this resolution.”

C. ADOPTION OF DECLARATION OF SOLVENCY

“RESOLVED THAT in terms of Section 68(6) of the Companies Act read with applicable Buyback Regulations, the Board hereby adopts the Statement of Assets and Liabilities required as per Form SH-9 as at March 31, 2026 on standalone and consolidated basis as per draft placed before the Board and authorizes Shri Harsha Vardhan Agarwal (Vice-Chairman & Managing Director) (DIN: 00150089) and Shri S. K. Goenka (Whole-time Director) (DIN: 00149916), to sign the same.

RESOLVED FURTHER THAT as required under the provisions of Section 68(6) of the Companies Act, 2013 and applicable provisions of the Buyback Regulations, as amended, the Declaration of Solvency along with Annexures thereof be and is hereby approved for filing with the Registrar of Companies, Kolkata -I at Kolkata, West Bengal, Securities and Exchange Board of India, National Stock Exchange of India Limited, and BSE Limited after having it verified by an affidavit and that Shri Harsha Vardhan Agarwal (Vice-Chairman & Managing Director) and any one of the Directors of the Company be and are hereby authorized to sign the same on behalf of the Board.”

D. TO CONSTITUTE AND AUTHORISE THE BUYBACK COMMITTEE OF THE COMPANY TO HANDLE MATTERS RELATING TO BUYBACK

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, 2013, the Board does hereby constitute a Committee as the 'Buyback Committee' consisting of the following persons:

- a) Shri R. S. Goenka
- b) Shri Mohan Goenka
- c) Shri Harsha Vardhan Agarwal
- d) Smt. Priti A. Sureka

RESOLVED FURTHER THAT Shri Arpit Shah, Compliance Officer for the Buyback be and is hereby authorized to act as the Secretary to the committee.

RESOLVED FURTHER THAT the quorum for the Buyback committee meeting shall be atleast half of its total strength (i.e. two members)

RESOLVED FURTHER THAT the Buyback Committee be and is hereby authorized, to do all such acts, deeds and things as may be necessary, expedient or proper with regard to the implementation of the Buyback, including, but not limited to, the following:

1. finalizing the terms of the Buyback, including the aggregate amount to be utilized for the Buyback (subject to the Maximum Buyback Size), the price (subject to the Maximum Buyback Price) and the number of Equity Shares to be bought back within the statutory limits, schedule of activities, opening and closing date of the Buyback, time frame for completion of the Buyback, and making any amendment(s) and modification(s) to such terms as may be prescribed by the Appropriate Authorities;

2. The initiating of all necessary actions for preparation and issue of public announcement, post offer buyback announcement and related documents;
3. The preparation, finalization and filing of public announcement, post offer buyback announcement, certificates regarding extinguishment of Equity Shares and post-completion advertisement, which are required to be filed in connection with the Buyback on behalf of the board or if any, related documents and also the certificates for declaration of solvency and other filings with the SEBI,
4. make any alteration(s), modification(s), to the terms and conditions of the Buy-back Offer including amendment of buyback price (subject to overall buyback size) in accordance with the statutory requirements and as may deem necessary.
5. Identification of associates as per as per Buyback Regulation;
6. Instructions to depositories for freezing of ISIN of Promoter, Promoter group and their associates as per Buyback Regulation from the date of passing of the resolution by the board of directors till the closing of the offer; finalizing the terms of Buyback such as the schedule of activities for Buyback including finalizing the date of opening and closing of Buyback, the timeframe for completion of the Buyback;
7. appointing and finalizing the terms of merchant bankers, buying brokers, escrow agents, registrars, depository participants, advertising agency and such other intermediaries/ agencies / persons including by the payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
8. The appointment of depository participant, escrow banker, advertisement agencies, and other advisors, consultants or representatives and settlement of the remuneration for all such intermediaries/ agencies/ persons, including by the payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
9. arranging for bank guarantees and/ or transfer of cash to the escrow account as may be necessary for the Buyback in accordance with applicable law;
10. Obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law;
11. The making of all applications to the appropriate authorities for their requisite approvals;
12. Earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback;
13. The opening, operation and closure of cash escrow account and special account in accordance with the escrow agreement to be executed by the Company in this regard ;
14. The opening, operation and closure of demat escrow account in accordance with the escrow agreement to be executed by the Company with the depository participant including in accordance with applicable provisions of SEBI Buyback Regulations;
15. The opening, operation and closure of a trading account with a broker in accordance with the requirements;
16. decide the form (whether cash deposit or bank guarantee) and the amount to be deposited in the escrow account;
17. To settle all such questions, difficulties or doubts that may arise in relation to the implementation of the Buyback;
18. creating and maintaining requisite statutory registers and records and furnishing requisite returns to Appropriate Authorities;
19. obtaining all necessary consents, certificates and reports from statutory auditors and other third parties (including the lenders) as required under applicable laws;

20. To make all applications to the appropriate authority(ies) for their requisite approvals including for approvals as may be required from the RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, if any;
21. To sign the documents as may be necessary with regard to the Buyback and use the common seal of the Company, if any on relevant documents required to be executed for the Buyback and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, ROC, stock exchanges, depositories and/or other appropriate authorities;
22. To deal with stock exchanges (including their clearing corporations), and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the " Open Market Route through Stock Exchange Mechanism" as prescribed under SEBI Buyback Regulations and other applicable Regulations, if any, including any further amendments thereof;
23. Extinguishment of dematerialized shares in respect of the Equity Shares bought back by the Company and filing of certificates of extinguishment required to be filed in connection with the Buyback on behalf of the Company;
24. To do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient, usual or proper; and/or;
25. Sign, execute and deliver such documents as may be necessary or desirable in connection with or incidental to the Buyback; and
26. Any other ancillary activities related to buyback process.

RESOLVED FURTHER THAT the Buyback Committee shall have the power and authority to sub-delegate all or any of the authorities conferred upon it to any person/s of the Company, in order to give effect to the aforesaid resolutions and to revoke and substitute such delegation / sub-delegation of authority from time to time;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Buyback Committee be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the Board 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."

E. OPENING OF DEMAT ACCOUNT

"RESOLVED THAT, the Company be and is hereby authorized to open a Demat account named **"EMAMI LIMITED BUYBACK DEMAT ACCOUNT 2026"** for the Buyback of equity shares of the Company with M/s IIFL Capital Services Limited (formerly known as IIFL Securities Limited), Member of Bombay Stock Exchange Limited (BSE), National Stock Exchange of India Limited (NSE), Multi Commodity Exchange of India Ltd (MCX) and National Commodity & Derivatives Exchange Limited (NCDEX) and Depository Participant of National Securities Depositories Limited (NSDL) and Central Depositories Services (India) Limited (CDSL) for the purpose of placing buy orders for buyback of

securities through open market buyback (stock exchange mechanism), and opening of Escrow Demat account with the said member and the said member be and is hereby authorized to honor instructions oral or written, given on behalf of company by following authorized signatories.

RESOLVED FURTHER THAT the any two of following persons be and are hereby jointly authorised to sign, execute and submit such applications undertakings, agreements, DP instructions, execute requests for dematerialization / re-materialization of securities, debit & credit the said demat accounts, extinguishment of securities and other requisite documents, writings and deeds as may be deemed necessary or expedient to open and operate the aforesaid demat account and otherwise deal in shares of the Company for the purpose of Buyback of equity shares of the Company, through M/s IIFL Capital Services Limited (formerly known as IIFL Securities Limited) on behalf of company.

1. Shri Naresh Hiralal Bhansali, Authorised Signatory
2. Shri Rajesh Sharma, Authorised Signatory
3. Shri Sushil Kumar Kothari, Authorised Signatory
4. Shri Vikash Nahata, Authorised Signatory
5. Smt. Sagun Tulsyan, Authorised Signatory

RESOLVED FURTHER THAT the above-mentioned officials are authorized to sell, purchase, transfer, endorse, negotiate and or otherwise deal in securities and / or derivatives, with/through M/s IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*) on behalf of company.

RESOLVED FURTHER THAT the any two of the above mentioned officials be and hereby authorized to jointly, sign, execute and submit such applications undertaking, agreement DP instructions and other requisite documents, writings and deeds as may be deemed necessary or expedient to open and operate account and give effect to this resolution.

RESOLVED FURTHER THAT the above mentioned officials would have authority to act on behalf of the company and their actions will be binding on the company.”

F. OPENING OF CASH ESCROW ACCOUNT AND SPECIAL ESCROW BANK ACCOUNT

“RESOLVED THAT whereas pursuant to the applicable provisions of the Companies Act 2013 and the Securities and Exchange Board of India (Buy Back of Securities) Regulations 2018 as amended and other applicable laws, HDFC Bank Limited has been appointed as the Escrow banker for the Buy back at such fees as may mutually agreed with them in the Board meeting held on September 17, 2026, Escrow Agreement as placed before the meeting be and is hereby approved and any two of following signatories be and hereby jointly authorized as per the signing authority mentioned hereinafter, by the Buyback Committee for:

- i) Executing of escrow agreement to be entered between the Company, HDFC Bank Limited and IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*).
- ii) Opening, operating and closing of the escrow account to secure and undertake the performance of its obligations respectively, as may be prescribed under the Buyback Regulations and on such other terms and conditions as set out in the escrow agreement.
- iii) Sign any of the other documents for the above purpose.

iv) Mode of Operation: As per ESCROW agreement.

Authorised signatories of the Company for opening and closing of escrow account (any two jointly):

1. Shri Naresh Hiralal Bhansali;
2. Shri Rajesh Sharma;
3. Shri Sushil Kumar Kothari;
4. Shri Vikash Nahata;
5. Smt Sagun Tulsyan

RESOLVED FURTHER THAT an escrow account be opened in the name and style of Escrow Account "Emami Ltd-Escrow Buyback 2026" with HDFC Bank which will be operated by IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*) in the terms of Escrow Agreement.

RESOLVED FURTHER THAT HDFC Bank Ltd is hereby authorized to act upon instruction issued by IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*) in relation to operating and closing of the escrow account in accordance with the provisions of the Buyback Regulations and the Escrow Agreement.

RESOLVED FURTHER THAT this resolution be communicated to the Bank and remain in force until an amending resolution shall be passed by the Board/ Committee and the certified true copies of the aforesaid resolutions duly certified by Shri Naresh Hiralal Bhansali, CEO – Finance, Strategy & Business Development and CFO, Shri Rajesh Sharma, President – Finance & Investor Relations and Smt. Sagun Tulsyan, President- Legal, Revenue and Corporate Affairs of the Company, be furnished to HDFC Bank and it be requested to act thereon.

RESOLVED FURTHER THAT whereas pursuant to the applicable provisions of the Companies Act 2013 and the Securities and Exchange Board of India (Buy Back of Securities) Regulations 2018 as amended and other applicable laws, HDFC Bank Limited has been appointed as the Escrow banker for the Buy back at such fees as may mutually agreed with them in the Board meeting held on September 17, 2026, Escrow Agreement as placed before the meeting be and is hereby approved and any two of following signatories be and hereby jointly authorized:

- i) Executing of escrow agreement to be entered between the Company, HDFC Bank Limited and IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*).
- ii) Opening, operating and closing of the escrow account to secure and undertake the performance of its obligations respectively, as may be prescribed under the Buyback Regulations and on such other terms and conditions as set out in the escrow agreement.
- iii) Sign any of the other documents for the above purpose.
- iv) Mode of Operation: As per ESCROW agreement

Authorised signatories of the Company for opening and closing of escrow account (any two jointly)

1. Shri Naresh Hiralal Bhansali
2. Shri Rajesh Sharma
3. Shri Sushil Kumar Kothari
4. Shri Vikash Nahata
5. Smt Sagun Tulsyan

RESOLVED FURTHER THAT an escrow account be opened in the name and style of Escrow Account "Emami Ltd-Special Escrow Buyback 2026" with HDFC Bank Limited which will be operated by IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*) in the terms of Escrow Agreement.

RESOLVED FURTHER THAT HDFC Bank Ltd is hereby authorized to act upon instruction issued by IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*) in relation to operating and closing of the escrow account in accordance with the provisions of the Buyback Regulations and the Escrow Agreement.

Certified True Copy

For and on behalf of Emami Limited

N. H. Bhansali

CEO- Finance, Strategy & Business Development and CFO