

**MINUTES OF THE PROCEEDINGS OF THE TWENTYEIGHTH ANNUAL
GENERAL MEETING OF THE MEMBERS OF EMAMI LIMITED HELD ON
SATURDAY, 13th AUGUST 2011 AT 11.00 AM AT SOUTH CITY SCHOOL
AUDITORIUM, 375, PRINCE ANWAR SHAH ROAD, KOLKATA 700 068,
WEST BENGAL**

Present

Members present in person : 284

Proxy present : 101

Directors Present:

Shri R.S.Agarwal,	Executive Chairman
Shri R.S.Goenka,	Director
Shri Viren J Shah,	Director
Shri Y. P. Trivedi,	Director
Shri S. K. Todi,	Director (Chairman of Audit Committee)
Shri Amit Kiran Deb,	Director
Shri S. B. Ganguly,	Director
Vaidya Suresh Chaturvedi,	Director
Shri S. K. Goenka,	Managing Director
Shri Mohan Goenka,	Whole- time Director
Shri A.V. Agarwal	Whole- time Director
Shri H. V. Agarwal,	Whole- time Director
Smt Priti Sureka	Whole- time Director

Statutory Auditors:

Shri J K Choudhary, Partner,
M/S. S. K Agrawal & Co., Chartered Accountants

In Attendance:

Shri N H Bhansali, CEO-Finance, Strategy & Business Development

Shri A. K. Joshi, Company Secretary & AVP-Legal

Shri R. S. Agarwal, Chairman of the Company took the Chair.



After ascertaining that the requisite quorum for the meeting was present, the Chairman called the meeting to order.

The Chairman welcomed all those present at the Annual General Meeting and briefed the members about performance of the Company during the year 2010-2011 alongwith the performance of the company during the current year.

The Notice dated 19th May 2011 convening the 28th Annual General Meeting & Explanatory statement annexed thereto was taken as read with permission of the meeting.

The Auditors' Report dated 19th May 2011 on the Annual Accounts was read.

The Register of Directors' Shareholdings under section 307 of the Companies Act, 1956 was laid before the Meeting and remained open and accessible for inspection during the continuance of the Meeting.

Thereafter, following Resolutions were put to the meeting:

1. As an Ordinary Resolution:

Adoption of Accounts

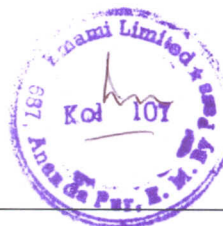
"RESOLVED That the audited Balance Sheet of the Company as on 31st March, 2011 and the Profit and Loss Account for the year ended on that date alongwith the Reports of Directors and Auditors thereon, Management Discussion & Analysis and Corporate Governance Report be and are hereby received, approved and adopted."

Proposed by Shri Joytirindra Narayan Kundu and seconded by Shri Mahesh Bubna.

Thereafter, the Chairman invited from the members present for clarifications or query, if any on the Report and Accounts of the Company.

The Members complimented the management for the Company's growth and also raised queries on the Report and Accounts which were replied to their satisfaction. The Chairman thanked the Members for their kind comments, concerns and suggestions.

Thereafter, the Resolution was put to vote.



The resolution was passed unanimously.

2. As an Ordinary Resolution:

Declaration of Dividend

"RESOLVED that the Company do hereby declare dividend @ 350% on the Equity Shares of Re 1/- each for the Financial Year ended 31.03.2011 to the members of the Company."

The resolution was proposed by Shri Manoj Kumar Gupta and seconded by Shri Madhu Sudan Dey.

Thereafter, the Resolution was put to vote.

The resolution was passed unanimously.

3. As an Ordinary Resolution:

Re-appointment of Shri H V Agarwal

"RESOLVED that Shri H V Agarwal, Director, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company."

Proposed by Shri Joydeep Chowdhury and Seconded by Shri Mahesh Bubna.

Thereafter, the Resolution was put to vote.

The resolution was passed unanimously.

4. As an Ordinary Resolution:

Reappointment of Shri A V Agarwal

"RESOLVED that Shri A V Agarwal, Director, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company."

Proposed by Shri Prasenjit Dey and seconded by Shri Mahesh Bubna.

Thereafter, the Resolution was put to vote.



The resolution was passed unanimously.

5. As an Ordinary Resolution:

Reappointment of Shri R S Goenka

"RESOLVED that Shri R S Goenka, Director, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company."

Proposed by Shri Manoj Gupta and seconded by Shri Madhu Sudan Dey.

Thereafter, the Resolution was put to vote.

The resolution was passed unanimously.

6. As an Ordinary Resolution:

Reappointment of Shri K N Memani

"RESOLVED that Shri K N Memani, Director, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company."

Proposed by Shri Mahesh Kr. Bubna and seconded by Shri Manoj Gupta.

Thereafter, the Resolution was put to vote.

The resolution was passed unanimously.

7. As an Ordinary Resolution:

Reappointment of Auditors

"RESOLVED That M/s. S. K. Agrawal & Co., Chartered Accountants, be and are hereby re-appointed as Statutory Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company for audit of accounts of the Company, including Branch Offices, for the financial year 2011-12 and that the Board of Directors of the Company be and is hereby authorised to fix their remuneration."



Proposed by Shri Ranadeep Banerjee and seconded by Shri Joydeep Chowdhury.

Thereafter, the Resolution was put to vote.

The resolution was passed unanimously.

8. As an Ordinary Resolution:

Re-appointment of Shri S.K Goenka as Managing Director

"RESOLVED that pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII thereof, the consent of Shareholders of the Company be and is hereby accorded to the reappointment of Shri S.K. Goenka as Managing Director of the Company for a period of five years with effect from June 1, 2011 on the terms and conditions as enumerated in the Agreement dated February 14, 2011 as placed before the meeting."

Proposed by Shri Rajesh Agarwal and Seconded by Bharat Kumar Mehta.

Thereafter, the Resolution was put to vote.

The resolution was passed unanimously.

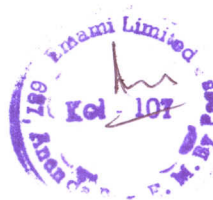
9. As an Ordinary Resolution:

Re-appointment of Shri Mohan Goenka as Whole Time Director

"RESOLVED that pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII thereof, the consent of Shareholders of the Company be and is hereby accorded to the reappointment of Shri Mohan Goenka as Whole Time Director of the Company for a period of five years with effect from January 15, 2011 on the terms and conditions as enumerated in the Agreement dated February 14, 2011 as placed before the meeting."

Proposed by Shri Sushil Kothari and seconded by Shri Mahesh Bubna.

Thereafter, the Resolution was put to vote.



The resolution was passed unanimously.

10. As an Ordinary Resolution:

Re-appointment of Shri A V Agarwal as Whole Time Director

"RESOLVED that pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII thereof, the consent of Shareholders of the Company be and is hereby accorded to the reappointment of Shri A.V.Agarwal as Whole Time Director of the Company for a period of five years with effect from January 15, 2011 on the terms and conditions as enumerated in the Agreement dated February 14, 2011 as placed before the meeting."

Proposed by Shri Neeraj Gandhi and seconded by Shri Bimal Chandra Basu.

Thereafter, the Resolution was put to vote.

The resolution was passed unanimously.

11. As an Ordinary Resolution:

Re-appointment of Sri H V Agarwal as Whole Time Director

"RESOLVED that pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII thereof, the consent of Shareholders of the Company be and is hereby accorded to the reappointment of Shri H.V. Agarwal as Whole Time Director of the Company for a period of five years with effect from January 15, 2011 on the terms and conditions as enumerated in the Agreement dated February 14, 2011 as placed before the meeting."

Proposed by Shri Rajesh Agarwal and seconded by Shri Manoj Gupta.

Thereafter, the Resolution was put to vote.

The resolution was passed unanimously.



12. As an Ordinary Resolution:

Revision of terms of appointment of Smt Priti Sureka, Whole Time Director

RESOLVED that pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII thereof, the consent of Shareholders of the Company be and is hereby accorded to the revision of the period of appointment and remuneration of Smt. Priti Sureka, Whole Time Director of the Company for the remaining part of her tenure of office with effect from February 1, 2011 as per terms and conditions enumerated in the Supplemental Agreement dated February 14, 2011 as placed before the meeting.

Proposed by Shri Madhu Sudan Dey and seconded by Shri Manoj Gupta.

Thereafter, the Resolution was put to vote.

The resolution was passed unanimously.

Vote of Thanks

As there was no other business, the Chairman thanked all those present and declared the meeting as concluded.

R. S. Agarwal
CHAIRMAN

CERTIFIED TO BE TRUE COPY

For Emami Limited


Company Secretary & AVP-Legal

