

**MINUTES OF THE PROCEEDINGS OF THE THIRTIETH ANNUAL GENERAL  
MEETING OF THE MEMBERS OF EMAMI LIMITED HELD ON WEDNESDAY,  
7<sup>th</sup> AUGUST 2013 AT 11.30 AM AT SOUTH CITY SCHOOL AUDITORIUM, 375,  
PRINCE ANWAR SHAH ROAD, KOLKATA 700 068, WEST BENGAL**

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**Present:**

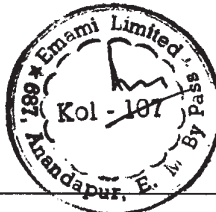
|                           |                                                     |
|---------------------------|-----------------------------------------------------|
| Shri R.S. Agarwal,        | Executive Chairman                                  |
| Shri R.S. Goenka,         | Whole-time Director                                 |
| Shri Y. P. Trivedi,       | Independent Director                                |
| Shri Amit Kiran Deb,      | Independent Director                                |
| Shri Sajjan Bhajanka,     | Independent Director                                |
| Shri S. B. Ganguly,       | Independent Director & Chairman, Audit<br>Committee |
| Vaidya Suresh Chaturvedi, | Independent Director                                |
| Shri S. K. Goenka,        | Managing Director                                   |
| Shri Mohan Goenka,        | Whole-time Director                                 |
| Shri A.V. Agarwal,        | Non Executive Director                              |
| Shri H. V. Agarwal,       | Whole-time Director                                 |
| Smt. Priti A Sureka,      | Whole-time Director                                 |
| Shri N.H. Bhansali,       | CEO-Finance, Strategy & Business<br>Development     |
| Shri A.K. Joshi           | Company Secretary & AVP-Legal                       |

**Invitee:**

Shri S K Agrawal, Partner,  
M/S. S. K Agrawal & Co., Chartered Accountants, Statutory Auditors

Members present in person including representatives: 469

Proxy present: 36



**Chairman:**

Shri R. S. Agarwal, Executive 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 and commenced the proceedings.

The Chairman welcomed all those present at the Annual General Meeting and introduced the directors present to the members.

The Chairman and the directors paid respects to honour the memory of Director, Late Shri Viren J Shah, who passed away on 9<sup>th</sup> March 2013 and observed a minute's silence as a mark of respect to Late Shri Viren J Shah.

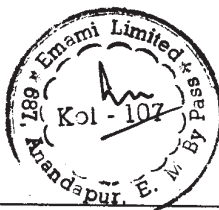
The Register of Directors' Shareholdings under section 307 of the Companies Act, 1956 was laid before the Meeting and remained open and accessible for inspection during the continuance of the Meeting.

The chairman then addressed the members covering inter-alia the following key areas:

- Performance of the Company in the Financial Year 2012-13,
- Vision of the Company,
- Distribution network of the Company,
- Domestic & International Performance,
- Wealth Creation of Shareholders,
- Declaration of Dividend & Bonus Issue,
- Awards & Accolades Received by the Company,
- Financial performance of the Company in the current year,
- Confidence and faith reposed by the shareholders and efforts of the employees & Management.

The Notice dated 25<sup>th</sup> June, 2013 convening the 30<sup>th</sup> Annual General Meeting & Explanatory statement annexed thereto was taken as read with permission of the meeting.

The Auditors' Report dated 6<sup>th</sup> May 2013 on the Annual Accounts was read.



Thereafter, the 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 31<sup>st</sup> March, 2013 and the Profit and Loss Account for the year ended on that date alongwith the Directors’ Report and Management Discussion Analysis, Auditors’ Report and Corporate Governance Report be and are hereby received, approved and adopted.”

Proposed by Shri Arup Kumar Das (DP ID: IN 302679, Client ID: 3258105) and seconded by Shri Bharat Kumar Mehta (DP ID: IN 301250, Client ID: 28263989).

Thereafter, the Chairman invited the members present to raise their queries, if any on the Reports and Accounts of the Company.

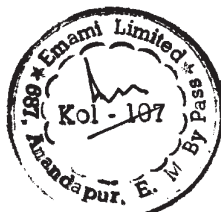
The Members complimented the management for the Company’s performance, growth, CSR activities, awards & accolades etc. and also raised queries on the Reports and Accounts which were replied to their satisfaction. The Chairman thanked the Members for their comments and suggestions.

Thereafter, the Resolution was put to vote and was passed unanimously.

**2. As an Ordinary Resolution:**

Declaration of Dividend

“RESOLVED that the Company do hereby declare dividend @ 800% (Rs 8/- per share) on 151,311,746 Equity Shares of Re 1/- each for the Financial Year ended 31.03.2013 to the members whose names appeared in the Register of Members on the Record date-i.e. 27<sup>th</sup> June 2013 with respect to shares held in physical form and to the beneficial owners as at the end of business on 27<sup>th</sup> June 2013 (Record Date) as per list submitted by National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in electronic form.”



The resolution was proposed by Shri Jyotindra Narayan Kundu (DP ID: IN301055, Client ID: 10567150) and seconded by Shri Manoj Kumar Gupta (DP ID: IN300450, Client ID: 11218986)

Thereafter, the Resolution was put to vote and was passed unanimously.

### 3. As an Ordinary Resolution:

#### Re-appointment of Shri Amit Kiran Deb

"RESOLVED that Shri Amit Kiran Deb, 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 Satya Narayan Pal (Folio No: S00198) and Seconded by Shri Kashmir Lal Mallik (Client ID: 1202650100002667)

Thereafter, the Resolution was put to vote and was passed unanimously.

### 4. As an Ordinary Resolution:

#### Reappointment of Shri Y.P. Trivedi

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

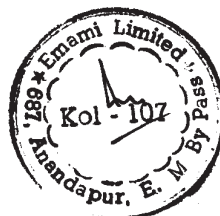
Proposed by Shri Madhu Sudan Dey (DP ID: IN300118, Client ID: 10931208) and seconded by Shri Manoj Kumar Gupta (DP ID: IN300450, Client ID: 11218986)

Thereafter, the Resolution was put to vote and was passed unanimously.

Shri R. S. Agarwal, being interested, requested Shri R. S. Goenka, to Chair the meeting for the next items of the agenda. Shri R. S. Goenka took the Chair.

### 5. As an Ordinary Resolution:

#### Reappointment of Smt. Priti A Sureka



"RESOLVED that Smt. Priti A Sureka, 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 Kumar Bubna (DP ID: IN301250, Client ID: 28234349) and seconded by Shri Madhu Sudan Dey (DP ID: IN300118, Client ID: 10931208)

Thereafter, the Resolution was put to vote and was passed with absolute majority.

#### 6. As an Ordinary Resolution:

##### Reappointment 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 Shri Jyotindra Narayan Kundu (DP ID: IN301055, Client ID: 10567150) and seconded by Shri Madhu Sudan Dey (DP ID: IN300118, Client ID: 10931208)

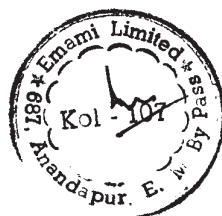
Thereafter, the Resolution was put to vote and was passed with absolute majority.

Shri R.S. Agarwal thanked Shri R. S. Goenka for chairing the meeting for the above agenda. He then took the Chair.

#### 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 2013-14 and that the Board of Directors of the Company be and is hereby authorised to fix their remuneration."



Proposed by Shri Manoj Kumar Gupta (DP ID: IN300450, Client ID: 11218986) and seconded by Shri Mahesh Kumar Bubna (DP ID: IN301250, Client ID: 28234349)

Thereafter, the Resolution was put to vote and was passed unanimously.

**8. As an Ordinary Resolution:**

**Appointment of Shri Pradip Kr. Khaitan as a Director of the Company**

"RESOLVED that Shri Pradip Kr. Khaitan who was appointed as an Additional Director of the Company with effect from 24<sup>th</sup> June 2013 by the Board of Directors to hold office upto the date of the forthcoming Annual General Meeting of the Company under Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose office shall be liable to retire by rotation".

Proposed by Shri Neeraj Gandhi (Client ID: 1201090000703434) and seconded by Shri Shyam Lal Rathie (DP ID: IN302679, Client ID: 30663947)

Thereafter, the Resolution was put to vote and was passed unanimously

**Vote of Thanks**

As there was no other business, the meeting concluded with a vote of thanks to the chair.

**CERTIFIED TO BE TRUE COPY**

**For Emami Limited**



**Company Secretary & AVP-Legal**

**R.S. Agarwal  
CHAIRMAN**