Emami LIMITED

31st August, 2026

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 43rd Annual General Meeting of Emami Limited held on 25th August, 2026

Dear Sir/ Madam,

We are enclosing herewith a copy of the minutes of the 43rd Annual General Meeting of the members of the Company held on Tuesday, 25th August, 2026 through Video Conferencing/ Other Audio Visual Means. The minutes will also be available on the website of the Company at www.emamiltd.in

This is for your information and record.

Thanking you,

Yours faithfully,
For Emami Limited

Ravi Varma Digitally signed by Ravi Varma
Date: 2026.08.31 14:19:38 +05'30'

Ravi Varma
Company Secretary & Compliance Officer
Membership No: F9531

(Encl: As above)

EMAMI LIMITED
Regd. Office: Emami Tower, 687 Anandapur, E.M. Bypass, Kolkata 700107, West Bengal, India
T: +91 33 6613 6264 E: contact@emamigroup.com W: www.emamiltd.in
CIN: L63993WB1983PLC036030

MINUTES OF THE FORTY THIRD ANNUAL GENERAL MEETING (43RD AGM) OF THE MEMBERS OF EMAMI LIMITED HELD ON TUESDAY, 25TH AUGUST, 2026 AT 4:00 P.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 4:00 P.M. (IST) AND CONCLUDED AT 6:25 P.M. (IST)
===

PRESENT:

134 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 Raj Kumar Banthia	M/s. MKB & Associates, Practicing Company Secretaries, 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 Accountants, Cost Auditor

MEMBERS PRESENT (As % of the total paid-up equity share capital of the Company as on cut-off date i.e. August 18, 2026):

Members present in person	129 members holding 4,74,86,808 equity shares (representing 10.88%)
Members present through Authorised Representatives	5 members holding 20,84,85,272 equity shares (representing 47.76%)
Total Number of Attendees present	134 members holding 25,59,72,080 equity shares (representing 58.64%)

PROCEEDINGS

Shri R. S. Goenka, Chairman of the Company presided over the Meeting and welcomed the members to the 43rd 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.

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

The Chairman informed 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 meeting and M/s V. K. Jain & Co., Cost Accountants - Cost Auditors had 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 FY26 Performance, Architecture behind the resilience, expanding the core brands, creation of next generation growth engines, support of technology to the business, 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 and 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 Thursday, 20th August, 2026 to 5:00 P.M. IST on Monday, 24th August, 2026.

He clarified that there would be no voting by show of hands, as this meeting 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 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, 2026 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, 2026 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, 2026 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, 2026 as laid before the meeting be and are hereby received, considered and adopted."

3. To re-appoint Shri Harsha Vardhan Agarwal (DIN: 00150089), 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 Harsha Vardhan Agarwal, Vice-Chairman & Managing Director (DIN: 00150089), 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".

4. To re-appoint Shri Aditya Vardhan Agarwal (DIN: 00149717), 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 Aditya Vardhan Agarwal, Non-executive Director (DIN: 00149717), 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 Prashant Goenka (DIN: 00703389), 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 Prashant Goenka, Whole-time Director (DIN: 00703389), 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 approve remuneration of Shri Harsha Vardhan Agarwal (DIN: 00150089) as "Vice-Chairman & Managing Director" of the Company. (as an Ordinary Resolution):

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the Act, including any statutory modification(s) or re-enactment thereof and upon the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors, the consent of Members of the Company be and is hereby accorded to increase the remuneration of Shri Harsha Vardhan Agarwal, Vice-Chairman & Managing Director of the Company from existing salary of ₹ 30 Lacs to ₹ 34 Lacs, with effect from 1st April, 2026 for the remaining period of his present term of appointment i.e. upto 31st March, 2027, and the supplemental agreement dated 21st May, 2026 entered into between the Company and Shri Harsha Vardhan Agarwal, Vice-Chairman & Managing Director be and is hereby approved."

7. Re-Appointment of Shri Harsha Vardhan Agarwal (DIN: 00150089) as "Vice-Chairman & Managing 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 (including any statutory modification or re-enactment thereof) & Schedule V thereof, the Articles of Association of the Company, applicable provisions of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company, be and is hereby accorded to the re-appointment of Shri Harsha Vardhan Agarwal (DIN: 00150089) as Vice Chairman & Managing Director of the Company for the period of five years with effect from 1st April, 2027 on the terms and conditions as set out in the Explanatory Statement annexed to this Notice convening this meeting and Agreement dated 21st May, 2026, entered into between the Company and Shri Harsha Vardhan Agarwal.

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 Harsha Vardhan Agarwal 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 such 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."

<u>8. To ratify and approve the remuneration payable to M/s. V. K. Jain & Co, Cost Accountants (Firm Registration No: 00049) for the Financial year 2026-27.</u> <u>(as an Ordinary Resolution)</u>**<u>:</u>**

"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 reenactment 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 lacs only) plus applicable taxes and out of pocket expenses for conducting audit of the cost accounting records of the Company for the financial year 2026-27 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 21st May, 2026.

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."

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 thanked the Members for their unstinted support, for appreciation and suggestions given and said 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 8 of the Notice of the 43rd Annual General Meeting 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 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 Wednesday, 26th August, 2026, which was submitted to the Stock exchanges and made available on the websites of the Company, CDSL and Stock exchanges. The Summary of the Report is given in the annexure and forms part of the minutes.

All the resolutions were passed with the requisite majority.

Place: Kolkata — **R. S. Goenka**

Date: 31.08.2026 — **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 those members who had not voted earlier were permitted to vote through electronic means during the 43rd AGM of 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., Thursday, 20th August, 2026 to 5:00 P. M., Monday, 24th August, 2026.

The Consolidated Results based on voting of shareholders as per the report of M/s. MKB & Associates, Practising Company Secretaries, dated 26th August, 2026 are as follows:

Resolution 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, 2026 together with the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)	99.9994	0.0006
2	To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2026 and Report of Auditors thereon. (Ordinary Resolution)	99.9995	0.0005
3	To re-appoint Shri Harsha Vardhan Agarwal (DIN: 00150089), who retires by rotation and being eligible, offers himself for re-appointment as a Director. (Ordinary Resolution)	99.6870	0.3130

Resolution No.	Particulars	% Voted in Favour	% Voted Against
4	To re-appoint Shri Aditya Vardhan Agarwal (DIN: 00149717), who retires by rotation and being eligible, offers himself for re-appointment as a Director. (Ordinary Resolution)	93.4651	6.5349
5	To re-appoint Shri Prashant Goenka (DIN: 00703389), who retires by rotation and being eligible, offers himself for reappointment as a Director. (Ordinary Resolution)	95.6713	4.3287
6	Remuneration of Shri Harsha Vardhan Agarwal (DIN: 00150089) Vice-Chairman and Managing Director of the Company. (Ordinary Resolution)	99.9064	0.0936
7	Re-appointment of Shri Harsha Vardhan Agarwal (DIN: 00150089) as 'Vice-Chairman and Managing Director' of the Company. (Ordinary Resolution)	99.6730	0.3270
8	To ratify the remuneration payable to M/s. V.K. Jain and Co., Cost Accountants (Firm Registration No. 00049) for the financial year 2026-2027. (Ordinary Resolution)	99.9990	0.0010

All the resolutions were passed with requisite majority.

Place: Kolkata **R. S. Goenka**
Date: 31.08.2026 **Chairman**