



emami limited

Date : 3rd August, 2017

The Secretary
The National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, G. Block
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata - 700 001

Dear Sirs ,

34th Annual General Meeting- 2nd August, 2017

We enclose, in terms of regulation 30 of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015, a summary of the Proceedings of the Thirty Fourth Annual General Meeting of the Company.

This is for your information and record

Thanking you,

Yours faithfully,
For Emami Limited

A. K. Joshi
Company Secretary & VP- Legal

Encl. As above.

Summary of the proceedings of the 34th Annual General Meeting

The 34th Annual General Meeting (AGM) of the Members of Emami Limited commenced at 11:30 a.m. on Wednesday, 2nd August, 2017 at South City International School Auditorium, 375, Prince Anwar Shah Road, Kolkata 700 068 and concluded at 2.15 p.m.

- Shri. R. S Agarwal, Chairman, chaired the 34th AGM. The business before the Meeting was taken up as quorum was present at the beginning and throughout the Meeting. 492 Members were present in person and 60 Members were present through proxy at the Meeting.
- The Chairman introduced the Directors on the dais and advised Members that the registers and documents, as statutorily required, were available for inspection during the Meeting.
- The Chairman delivered his Speech.
- The Chairman covered the items of Ordinary as well as Special business before the meeting, as listed under serial No. 1 to 18 below. Shri Y. P Trivedi, Independent Director Chaired the proceedings in respect of the items of business where the R.S. Agarwal was deemed to be interested.
- The Chairman gave opportunity to the Members to ask questions or seek clarifications on the Agenda items. Thereafter, the Chairman and Shri. N.H. Bhansali, CEO – Finance, Strategy & Business Development and CFO, responded to the queries raised / clarifications sought by the Members.
- The facility to cast votes through remote e-voting was provided to the Members from 9:00 a.m. on 29th July, 2017 till 5:00 p.m. on 1st August, 2017. Voting through Postal Ballot facility was also provided at the Meeting venue to those Members who had not cast their votes through remote e- voting.

The items of business as per the Notice convening the 34th AGM were transacted as follows:

Ordinary Business

1. Adoption of the Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended March 31, 2017, together with the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)
2. Approval of Interim Dividend and Declaration of Final Dividend on Equity Shares for the Financial Year 2016-17. (Ordinary Resolution)
3. Appointment of Shri. R. S. Goenka (DIN 00152880), as a Director, who retires by rotation and being eligible, offers himself for reappointment. (Ordinary Resolution)
4. Appointment of Shri Mohan Goenka (DIN 00150034), as a Director, who retires by rotation and being eligible, offers himself for reappointment. (Ordinary Resolution)



5. Appointment of Shri. S.K. Goenka (DIN 00149916), as a Director, who retires by rotation and being eligible, offers himself for reappointment. (Ordinary Resolution)
6. Appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Firm registration No 301003E/E300005), as Statutory Auditors to hold office from conclusion of 34th AGM till the conclusion of 39th AGM and to fix their remuneration.

Special Business

7. Approval to reappointment of Shri K.N. Memani (DIN 00020696), as an Independent Director of the Company for a term of five years from conclusion of 34th Annual General Meeting of the Company. (Special Resolution)
8. Approval to reappointment of Shri Y. P. Trivedi (DIN 00001879), as an Independent Director of the Company for a term of five years from conclusion of 34th Annual General Meeting of the Company. (Special Resolution)
9. Approval to reappointment of Shri S. B. Ganguly (DIN 01838353), as an Independent Director of the Company for a term of five years from conclusion of 34th Annual General Meeting of the Company. (Special Resolution)
10. Approval to reappointment of Shri A. K. Deb (DIN 02107792), as an Independent Director of the Company for a term of five years from conclusion of 34th Annual General Meeting of the Company. (Special Resolution)
11. Approval to reappointment of Shri P. K. Khaitan (DIN 00004821), as an Independent Director of the Company for a term of five years from conclusion of 34th Annual General Meeting of the Company. (Special Resolution)
12. Approval to reappointment of Shri M. D. Mallya (DIN 01804955), as an Independent Director of the Company for a term of five years from conclusion of 34th Annual General Meeting of the Company. (Special Resolution)
13. Approval to appointment of Shri C.K Dhanuka (DIN 00005684), as an Independent Director of the Company for a term of five years from the date of 34th Annual General Meeting of the Company. (Ordinary Resolution)
14. Approval to reappointment of Shri R. S. Agarwal (DIN 00152996), as an Executive Chairman of the Company for a period of 5 years from 1st April 2017 to 31st March 2022. (Special Resolution)
15. Approval to reappointment of Shri R. S. Goenka (DIN 00152880), as a Wholetime Director of the Company for period from 8th November 2017 to 31st March 2022. (Special Resolution)



16. Approval to revision of remuneration of Smt Priti A Sureka, Wholetime Director w.e.f. 1st February 2017. (Ordinary Resolution)
17. Approval to revision of remuneration of Shri Prashant Goenka, Wholetime Director w.e.f. 1st February 2017. (Ordinary Resolution)
18. Ratification of the fee of Rs 1, 35,000 (Rupees One lakh thirty five thousand only) payable to M/S V. K. Jain & Co, Cost Auditors for conducting audit of the cost records of the Company for the financial year 2017-18. (Ordinary Resolution)

All the Resolutions for the consideration at the 34th AGM, as set out in the Notice, have been passed by the Members by the requisite majority through remote e-voting and ballot voting at the AGM venue.

