

June 19, 2020

To,
BSE Limited
25th Floor, P.J. Towers, Dalal Street,
Mumbai-400 001

To,
The Manager - Corporate Compliance
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East)
Mumbai- 400 051

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

Dear Sir / Madam,

Sub : Annual Secretarial Compliance Report

In Compliance of Regulation 24A of SEBI (LODR) Regulations, 2015 we are submitting the Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2020.

This is for your information an record.

Thanking You,

For Emami Limited



A. K. Joshi

Company Secretary & V P - Legal



**SECRETARIAL COMPLIANCE REPORT OF EMAMI LIMITED FOR THE YEAR
ENDED 31.03.2020**

I, Manoj Kumar Banthia, Partner, MKB & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by Emami Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2020 in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, as applicable, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.





- (c) No actions has taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder..
- (d) There were no observations made in the secretarial compliance report of previous year.
- (e) During the year under review no appointment/ re-appointment/ resignation of statutory auditor of the Company had occurred. Further the terms of appointment of its existing statutory auditor has been modified in accordance with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019. In this regard, we report that the Company has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

Date: 19.06.2020
Place: Kolkata
UDIN: A011470B000357631

For **MKB & Associates**
Company Secretaries

Manoj Kumar Banthia
[Partner]

ACS no. 11470

COP no. 7596

FRN: P2010WB042700