



emami* limited

Date: 28th March, 2022

The Manager-Listing
The National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, G. Block
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

Dear Sir/Madam,

Sub: Results of Postal Ballot together with Scrutinizer's Report

This is further to our letter dated 24th February, 2022 enclosing therewith the Postal Ballot Notice, seeking approval of the members of the company for following Resolutions:

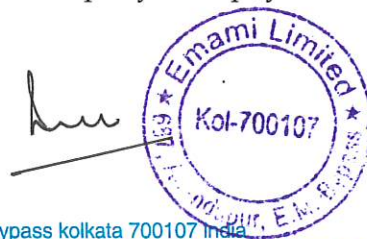
Resolution 1: Continuation of Shri R. S. Agarwal (DIN: 00152996) henceforth as Non-Executive Director of the Company designated as "Chairman Emeritus" with effect from 1st April, 2022. (**Special Resolution**)

Resolution 2: Continuation of Shri R. S. Goenka (DIN: 00152880) henceforth as Non-Executive Director of the Company designated as "Non-Executive Chairman" with effect from 1st April, 2022. (**Special Resolution**)

Resolution 3: Appointment of Shri Sushil Kumar Goenka (DIN: 00149916) as "Whole time Director" of the Company and payment of remuneration thereof. (**Ordinary Resolution**)

Resolution 4: Appointment of Shri Harsha Vardhan Agarwal (DIN: 00150089) as "Vice-Chairman cum Managing Director" of the Company with effect from 1st April, 2022 and payment of remuneration thereof. (**Ordinary Resolution**)

Resolution 5: Change in designation of Shri Mohan Goenka (DIN: 00150034) as "Vice-Chairman cum Whole Time Director" of the Company and payment of remuneration thereof. (**Ordinary Resolution**)



The aforesaid resolutions have been passed by the Members through Postal Ballot by remote e-voting process with requisite majority. Please find enclosed details of voting result pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with Scrutinizer's Report.

The e-voting results and the scrutinizer's report are also being uploaded on the website of the company i.e. <http://www.emamilttd.in> and on the website of BSE and NSE at <https://www.bseindia.com> and <https://www.nseindia.com> respectively and website of CDSL at <https://www.evotingindia.com>

This is for your information and record

Thanking You,
Yours Faithfully,
For Emami Limited



A. K. Joshi
Company Secretary & VP- Legal

Encl. As above.



emami* limited

Name of the Company	Emami Limited
Date of the Postal Ballot Notice	03-Feb-22
Voting Start Date	26-Feb-22
Voting End Date	27-Mar-22
Total Number of Shareholders on Record Date	86484
No. of Shareholders Voted through e-Voting through Postal Ballot Process	
Promoter & Promoter Group	87
Public	674
Total	761

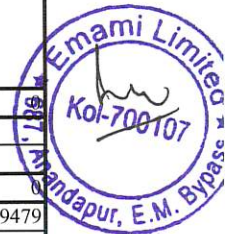
1	Continuation of Shri R. S. Agarwal (DIN:00152996) henceforth as Non-Executive Director of the Company designated as "Chairman Emeritus" with effect from 1st April, 2022. (Special Resolution)							
Resolution required (Ordinary/ Special)					Special			
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?					No			
Whether Resolution is pass or not?					Yes			
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No.of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	239393412	239333412	99.97494	239333412	0	100.00	0
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)							
	Total		239333412	99.97494	239333412	0	100.00	0
Public-Institutional holders	Remote Evoting	169493646	154055314	90.89150	142806151	11249163	92.69797	7.30203
	Evoting at AGM		0	0	0	0		
	Postal Ballot (if applicable)							
	Total		154055314	90.89150	142806151	11249163	92.69797146	7.302028543
Public-Non Institution holders	Remote Evoting	35626682	9975789	28.00089	9973357	2432	99.97562	0.02438
	Evoting at AGM		0	0	0	0		
	Postal Ballot (if applicable)							
	Total		9975789	28.00089	9973357	2432	99.97562	0.02438
Total		444513740	403364515	90.74287	392112920	11251595	97.21056	2.78944





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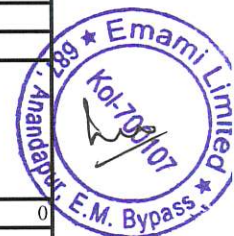
2		Continuation of Shri R. S. Goenka (DIN:00152880) henceforth as Non-Executive Director of the company designated as "Non-Executive Chairman" with effect from 1st April, 2022. (Special Resolution)						
Resolution required (Ordinary/ Special)					Special			
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?					No			
Whether Resolution is pass or not?					Yes			
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No.of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	239393412	239333412	99.97494	239333412	0	100.00	0
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)							
	Total		239333412	99.97494	239333412	0	100.00	0
Public-Institutional holders	Remote Evoting	169493646	154055314	90.89150	132314601	21740713	85.88772	14.11228
	Evoting at AGM		0	0	0	0		
	Postal Ballot (if applicable)							
	Total		154055314	90.89150	132314601	21740713	85.88772277	14.11227723
Public-Non Institution holders	Remote Evoting	35626682	9975839	28.00103	9971509	4330	99.95660	0.04340
	Evoting at AGM		0	0	0	0		
	Postal Ballot (if applicable)							
	Total		9975839	28.00103	9971509	4330	99.95660	0.04340
Total		444513740	403364565	90.74288	381619522	21745043	94.60908	5.39092
3		Appointment of Shri Sushil Kumar Goenka (DIN: 00149916) as "Whole time Director" of the company and payment of remuneration thereof. (Ordinary Resolution)						
Resolution required (Ordinary/ Special)					Ordinary			
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?					No			
Whether Resolution is pass or not?					Yes			
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No.of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	239393412	239333412	99.97494	239333412	0	100.00	
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)							
	Total		239333412	99.97494	239333412	0	100.00	
Public-Institutional holders	Remote Evoting	169493646	154055314	90.89150	138965914	15089400	90.20521	9.79479
	Evoting at AGM		0	0	0	0		
	Postal Ballot (if applicable)							
	Total		154055314	90.89150	138965914	15089400	90.20520642	9.794793577
Public-Non Institution holders	Remote Evoting	35626682	9975839	28.00103	9971441	4398	99.95591	0.04409
	Evoting at AGM		0	0	0	0		
	Postal Ballot (if applicable)							
	Total		9975839	28.00103	9971441	4398	99.95591	0.04409
Total		444513740	403364565	90.74288	388270767	15093798	96.25803	3.74197





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4 Appointment of Shri Harsha Vardhan Agarwal (DIN: 00150089) as `Vice` Chairman cum Managing Director` of the company 5 years from 1st April, 2022 to 31st March, 2027 and payment of remuneration thereof. (Ordinary Resolution)								
Resolution required (Ordinary/ Special)					Ordinary			
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?					No			
Whether Resolution is pass or not?					Yes			
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No.of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	239393412	239333412	99.97494	239333412	0	100.00	0
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)							
	Total		239333412	99.97494	239333412	0	100.00	0
Public-Institutional holders	Remote Evoting	169493646	154055314	90.89150	153548147	507167	99.67079	0.32921
	Evoting at AGM		0	0	0	0		
	Postal Ballot (if applicable)							
	Total		154055314	90.89150	153548147	507167	99.67078903	0.329210974
Public-Non Institution holders	Remote Evoting	35626682	9975789	28.00089	9971851	3938	99.96052	0.03948
	Evoting at AGM		0	0	0	0		
	Postal Ballot (if applicable)							
	Total		9975789	28.00089	9971851	3938	99.96052	0.03948
Total		444513740	403364515	90.74287	402853410	511105	99.87329	0.12671
5 Change in designation of Shri Mohan Goenka (DIN: 00150034) as `Vice-Chairman cum Whole time Director` of the company with effect from 1st April, 2022 for the remaining period of his existing tenure and payment of remuneration thereof. (Ordinary Resolution)								
Resolution required (Ordinary/ Special)					Ordinary			
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?					No			
Whether Resolution is pass or not?					Yes			
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No.of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	239393412	239333412	99.97494	239333412	0	100.00	0
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)							
	Total		239333412	99.97494	239333412	0	100.00	0
Public-Institutional holders	Remote Evoting	169493646	154055314	90.89150	139393375	14661939	90.48268	9.51732
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)							
	Total		154055314	90.89150	139393375	14661939	90.48267884	9.517321162
Public-Non Institution holders	Remote Evoting	35626682	9975839	28.00103	9970990	4849	99.95139	0.04861
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)							
	Total		9975839	28.00103	9970990	4849	99.95139	0.04861
Total		444513740	403364565	90.74288	388697777	14666788	96.36389	3.63611





SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Rule 20 as amended by Companies (Management & Administration) Amendment Rules, 2015]

28th March, 2022

To
The Managing Director
Emami Limited
Emami Tower
687, Anandapur, EM Bypass
Kolkata-700107

Dear Sir,

I, Raj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretaries has been appointed by the Board of Directors of Emami Limited (the Company) at its meeting held on 3rd February, 2022 for the purpose of scrutinizing the postal ballot process including voting through e-voting conducted for seeking approval of members of the Company on the items as mentioned in postal ballot notice dated 3rd February, 2022 do hereby submit my report as follows:

- (a) On 25th February, 2022 the Company has completed the dispatch of Notice of Postal Ballot electronically to all the members who have registered their e-mail addresses with the Company or with the Depositories/Depository Participant and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off date i.e. Friday, 18th February, 2022, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23rd, 2021 and 20/2021 dated December 8th, 2021 ("MCA Circulars").





- (b) The Company has provided e-voting facility offered by Central Depository Services (India) Limited ("CDSL") to its shareholders.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut off" date i.e. Friday 18th February, 2022 were entitled to vote on the proposed resolutions.
- (d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period commenced on Saturday, 26th February, 2022 at 9:00 AM and ended on Sunday, 27th March, 2022 at 5:00 PM.
- (e) Since the voting on the postal ballot was conducted only through e-voting, reporting on number of physical postal ballot forms received, invalid does not arise.
- (f) Since the voting on the postal ballot was conducted only through e-voting, particulars of all the Postal Ballot Forms received from the Members physically does not arise.
- (g) The e-voting facility provided by CDSL was unlocked on Monday, 28th March, 2022 in the presence of two witnesses.
- (h) Thereafter, the details containing, inter-alia, list of the members, who voted "For" or "Against" on the resolutions were derived from the report generated from the e-voting website of CDSL www.evotingindia.com in respect of voting through e-voting.
- (i) 764 Members representing 403,364,565 equity shares have cast their votes through e-voting on the resolution.

I now submit my consolidated report as under on the results of the voting through e-voting.





Resolution No. 1

Special Resolution:

Continuation of Shri R. S. Agarwal (DIN:00152996) henceforth as Non-Executive Director of the Company designated as `Chairman Emeritus` with effect from 1st April, 2022.

	Voting through e-voting		Voting through Ballots		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	651	392112920	NA	NA	651	392112920	97.2106
Voted against the resolution	112	11251595	NA	NA	112	11251595	2.7894
Total	763	403364515	NA	NA	763	403364515	100.00

Resolution No. 2

Special Resolution:

Continuation of Shri R. S. Goenka (DIN:00152880) henceforth as Non-Executive Director of the company designated as `Non-Executive Chairman` with effect from 1st April, 2022.

	Voting through e-voting		Voting through Ballots		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	624	381619522	NA	NA	624	381619522	94.6091
Voted against the resolution	139	21745043	NA	NA	139	21745043	5.3909
Total	763	403364565	NA	NA	763	403364565	100.00





Resolution No. 3

Ordinary Resolution:

Appointment of Shri Sushil Kumar Goenka (DIN: 00149916) as `Whole time Director` of the company for a period of 4 years from 1st April, 2022 to 31st March, 2026 and payment of remuneration thereof.

	Voting through e-voting		Voting through Ballots		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	641	388270767	NA	NA	641	388270767	96.2580
Voted against the resolution	123	15093798	NA	NA	123	15093798	3.7420
Total	764	403364565	NA	NA	764	403364565	100.00

Resolution No. 4

Ordinary Resolution:

Appointment of Shri Harsha Vardhan Agarwal (DIN: 00150089) as `Vice`Chairman cum Managing Director` of the company 5 years from 1st April, 2022 to 31st March, 2027 and payment of remuneration thereof.

	Voting through e-voting		Voting through Ballots		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	731	402853410	NA	NA	731	402853410	99.8733
Voted against the resolution	29	511105	NA	NA	29	511105	0.1267
Total	760	403364515	NA	NA	760	403364515	100.00





Resolution No. 5

Ordinary Resolution:

Change in designation of Shri Mohan Goenka (DIN: 00150034) as `Vice-Chairman cum Whole time Director` of the company with effect from 1st April, 2022 for the remaining period of his existing tenure and payment of remuneration thereof.

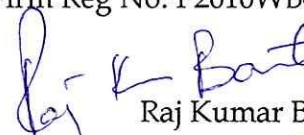
	Voting through e-voting		Voting through Ballots		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	641	388697777	NA	NA	641	388697777	96.3639
Voted against the resolution	123	14666788	NA	NA	123	14666788	3.6361
Total	764	403364565	NA	NA	764	403364565	100.00

Note: Three shareholders have voted both For and Against the resolutions bifurcating their total shareholding in the company. The said shareholders have been included twice in calculating the number of members who have voted on the resolutions.

In view of the above scrutiny, I hereby certify that the resolutions as aforesaid, as set out in notice dated 3rd February, 2022 has been approved and passed by the requisite majority.

Date: 28.03.2022
Place: Kolkata
UDIN: A017190C003219213

For MKB & Associates
Company Secretaries
Firm Reg No: P2010WB042750


Raj Kumar Banthia
Partner

Membership no. 17190
COP no. 18428

