

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**)

Kol-70010

regd. office: 687 anandapur e. m. bypass kolkata 700107 india phone: 91 33 6613 6264 tele fax: 91 33 6613 6600 e-mail: contact@emamigroup.com website: www.emamiltd.in CIN: L63993WB1983PLC036030





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.emamiltd.in and on the website of BSE and NSE at https://www.bseindia.com and https://www.evotingindia.com respectively and website of CDSL at https://www.evotingindia.com

This is for your information and record

Kol-70010?

Thanking You, Yours Faithfully,

For Emami Limited

A. K. Joshi

Company Secretary & VP-Legal

Encl. As above.



emam^{*} 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	e Agenda / Resolution ?	No						
Whether Resolution					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)]*	% of votes against on votes polled (7)=[(5)/(2)] *100	
	Remote Evoting		239333412	99.97494	239333412	0	100.00	C	
	Evoting at AGM	220202412	0		0	0			
Promoter	Postal Ballot (if applicable)	239393412							
&Promoter Group	Total	7 [239333412	99.97494	239333412	0	100.00	(
	Remote Evoting		154055314	90.89150	142806151	11249163	92.69797	7.30203	
	Evoting at AGM	1,0402/4/	0	0	0	0			
Public-Institutional	Postal Ballot (if applicable)	169493646							
holders	Total	7 - [154055314	90.89150	142806151	11249163	92.69797146	7.302028543	
	Remote Evoting		9975789	28.00089	9973357	2432	99.97562	0.02438	
	Evoting at AGM	25/2//92	0	0	0	0			
Public-Non	Postal Ballot (if applicable)	35626682							
Institution holders	Total	7	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. Goenk Resolution)	a (DIN:00152880) hencefo	orth as Non-Executive	Director of the compan	y designated as "Non-Exec	cutive Chairman" wi	ith effect from 1st Apri	l, 2022. (Special
Resolution required	(Ordinary/ Special)				Special			
	Promoter Group Are Interested In Th	ne Agenda / Resolution ?			No			
Whether Resolution					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)]*	% of votes against on votes polled (7)=[(5)/(2)] *100
	Remote Evoting		239333412	99.97494	239333412	0	100.00	0
Promoter	Evoting at AGM Postal Ballot (if applicable)	239393412	0		0	0		
&Promoter Group	Total		239333412	99.97494	239333412	0	100.00	0
	Remote Evoting		154055314	90.89150	132314601	21740713	85.88772	14.11228
Public-Institutional	Evoting at AGM Postal Ballot (if applicable)	169493646	0	0	0	0		
holders	Total	-	154055314	90.89150	132314601	21740713	85.88772277	14.11227723
lioiders	Remote Evoting		9975839	28.00103	9971509	4330	99.95660	0.04340
Í	Evoting at AGM	-	0	0	0	0		
D. LU:- XI	Postal Ballot (if applicable)	35626682	<u> </u>					
Public-Non Institution holders	Total	-	9975839	28.00103	9971509	4330	99,95660	0.04340
mstitution holders		and the second s	7713037	20.00103	3371203	1000		
2	Total	444513740		90.74288	381619522	21745043	94.60908	5.39092
3 Resolution required	Appointment of Shri Sushil Kum							5.39092
Resolution required	Appointment of Shri Sushil Kum	ar Goenka (DIN: 0014991			and payment of remunera			5.39092
Resolution required	Appointment of Shri Sushil Kum (Ordinary/ Special) Promoter Group Are Interested In Th	ar Goenka (DIN: 0014991			and payment of remunera Ordinary			5.39092
Resolution required Whether Promoter /	Appointment of Shri Sushil Kum (Ordinary/ Special) Promoter Group Are Interested In Th	ar Goenka (DIN: 0014991			<mark>and payment of remunera</mark> Ordinary No			% of votes against on votes polled (7)=[(5)/(2)] *100
Resolution required Whether Promoter / Whether Resolution	Appointment of Shri Sushil Kum (Ordinary/ Special) Promoter Group Are Interested In This pass or not?	ar Goenka (DIN: 0014991 ne Agenda / Resolution ? No.of shares held	6) as "Whole time Dir	% of votes polled on outstanding shares	and payment of remunera Ordinary No Yes No.of votes in	tion thereof. (Ordina	% of votes in favour on votes polled (6)=[(4)/(2)]*	% of votes against on votes polled (7)=[(5)/(2)]
Resolution required Whether Promoter / Whether Resolution Category	Appointment of Shri Sushil Kum (Ordinary/ Special) Promoter Group Are Interested In This pass or not? Mode of Voting Remote Evoting Evoting at AGM	ar Goenka (DIN: 0014991 ne Agenda / Resolution ? No.of shares held	No.of votes	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	And payment of remuneral Ordinary No Yes No.of votes in favour (4)	No.of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*	% of votes against on votes polled (7)=[(5)/(2)] *100
Resolution required Whether Promoter / Whether Resolution	Appointment of Shri Sushil Kum (Ordinary/ Special) Promoter Group Are Interested In This pass or not? Mode of Voting Remote Evoting	ar Goenka (DIN: 0014991 ne Agenda / Resolution ? No.of shares held (1)	No.of votes	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	And payment of remuneral Ordinary No Yes No.of votes in favour (4)	No.of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*	% of votes against on votes polled (7)=[(5)/(2)] *100
Resolution required Whether Promoter / Whether Resolution Category Promoter	Appointment of Shri Sushil Kum (Ordinary/ Special) Promoter Group Are Interested In This pass or not? Mode of Voting Remote Evoting Evoting at AGM Postal Ballot (if applicable) Total	ar Goenka (DIN: 0014991 ne Agenda / Resolution ? No.of shares held (1)	No.of votes polled (2) 239333412	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 99.97494	Ordinary No Yes No.of votes in favour (4) 239333412 0	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
Resolution required Whether Promoter / Whether Resolution Category Promoter &Promoter Group	Appointment of Shri Sushil Kum (Ordinary/ Special) Promoter Group Are Interested In This pass or not? Mode of Voting Remote Evoting Evoting at AGM Postal Ballot (if applicable) Total Remote Evoting Evoting at AGM	ar Goenka (DIN: 0014991 ne Agenda / Resolution ? No.of shares held (1)	No.of votes polled (2) 239333412 239333412	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 99.97494	And payment of remuneral Ordinary No Yes No.of votes in favour (4) 239333412 0 239333412	No.of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]* 100 100.00	% of votes against on votes polled (7)=[(5)/(2)] *100
Resolution required Whether Promoter / Whether Resolution Category Promoter &Promoter Group Public-Institutional	Appointment of Shri Sushil Kum (Ordinary/ Special) Promoter Group Are Interested In This pass or not? Mode of Voting Remote Evoting Evoting at AGM Postal Ballot (if applicable) Total Remote Evoting	ar Goenka (DIN: 0014991 ne Agenda / Resolution ? No.of shares held (1) 239393412	No.of votes polled (2) 239333412 239333412	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 99.97494	Ordinary No Yes No.of votes in favour (4) 239333412 0 239333412 138965914	No.of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]* 100 100.00	% of votes against on votes polled (7)=[(5)/(2)] *100
Resolution required Whether Promoter / Whether Resolution Category Promoter &Promoter Group	Appointment of Shri Sushil Kum (Ordinary/ Special) Promoter Group Are Interested In This pass or not? Mode of Voting Remote Evoting Evoting at AGM Postal Ballot (if applicable) Total Remote Evoting Evoting at AGM Postal Ballot (if applicable) Total Remote Evoting Evoting at AGM Postal Ballot (if applicable) Total Remote Evoting	ar Goenka (DIN: 0014991 ne Agenda / Resolution ? No.of shares held (1) 239393412 169493646	No.of votes polled (2) 239333412 0 239333412 154055314 0	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 99.97494 99.89150 0	And payment of remuneral Ordinary No Yes No.of votes in favour (4) 239333412 0 239333412 138965914 0	No.of votes against (5) 0 0 15089400 0	% of votes in favour on votes polled (6)=[(4)/(2)]* 100 100.00 100.00 90.20521	% of votes against on votes polled (7)=[(5)/(2)] *100
Resolution required Whether Promoter / Whether Resolution Category Promoter &Promoter Group Public-Institutional holders	Appointment of Shri Sushil Kum (Ordinary/ Special) Promoter Group Are Interested In This pass or not? Mode of Voting Remote Evoting Evoting at AGM Postal Ballot (if applicable) Total Remote Evoting Evoting at AGM Postal Ballot (if applicable) Total Remote Evoting Evoting at AGM Postal Ballot (if applicable) Total Remote Evoting Evoting at AGM	ar Goenka (DIN: 0014991 ne Agenda / Resolution ? No.of shares held (1) 239393412	No.of votes polled (2) 239333412 0 239333412 154055314 0 154055314 9975839	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 99.97494 99.89150 0	And payment of remuneration Ordinary No Yes No.of votes in favour (4) 239333412 0 239333412 138965914 0 138965914	No.of votes against (5) 0 0 15089400	% of votes in favour on votes polled (6)=[(4)/(2)]* 100 100.00 90.20521	% of votes against on votes polled (7)=[(5)/(2)] *100 9.79479
Resolution required Whether Promoter / Whether Resolution Category Promoter &Promoter Group Public-Institutional	Appointment of Shri Sushil Kum (Ordinary/ Special) Promoter Group Are Interested In This pass or not? Mode of Voting Remote Evoting Evoting at AGM Postal Ballot (if applicable) Total Remote Evoting Evoting at AGM Postal Ballot (if applicable) Total Remote Evoting Evoting at AGM Postal Ballot (if applicable) Total Remote Evoting	ar Goenka (DIN: 0014991 ne Agenda / Resolution ? No.of shares held (1) 239393412 169493646	No.of votes polled (2) 239333412 0 239333412 154055314 0 154055314 9975839	% of votes polled on outstanding shares (3)=[(2)/(1)]*100 99.97494 99.89150 0	And payment of remuneration Ordinary No Yes No.of votes in favour (4) 239333412 0 239333412 138965914 0 138965914	No.of votes against (5) 0 0 15089400	% of votes in favour on votes polled (6)=[(4)/(2)]* 100 100.00 90.20521	% of votes against on votes polled (7)=[(5)/(2)] *100 9.79479

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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) Ordinary Resolution required (Ordinary/ Special) Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ? No Yes Whether Resolution is pass or not? % of votes in % of votes % of votes favour on against on polled on No.of No.of No.of votes No.of votes outstanding votes in votes polled votes polled Mode of Voting shares held Category against (5) polled (2) (7)=[(5)/(2)](6)=[(4)/(2)]*(1) shares favour (4) 100 *100 (3)=[(2)/(1)]*100239333412 99.97494 239333412 100.00 Remote Evoting Evoting at AGM 239393412 Postal Ballot (if applicable) Promoter 100.00 239333412 99.97494 239333412 &Promoter Group Total 0.32921 90.89150 153548147 507167 99.67079 Remote Evoting 154055314 Evoting at AGM 169493646 Postal Ballot (if applicable) Public-Institutional 507167 99.67078903 0.329210974 153548147 154055314 90.8915 holders Total 3938 99.96052 0.03948 9975789 28.00089 9971851 Remote Evoting Evoting at AGM 35626682 Postal Ballot (if applicable) Public-Non 0.03948 9975789 28.00089 9971851 3938 99.96052 Institution holders Total 90.74287 402853410 511105 99.87329 0.12671 444513740 403364515 Total 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 5 existing tenure and payment of remuneration thereof. (Ordinary Resolution) Ordinary Resolution required (Ordinary/ Special) Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ? No Yes Whether Resolution is pass or not? % of votes in % of votes % of votes favour on against on polled on No.of No.of No.of votes No.of votes votes polled votes polled outstanding votes in Mode of Voting shares held Category against (5) polled (2) (6)=[(4)/(2)]*(7)=[(5)/(2)]shares favour (4) (1)100 *100 (3)=[(2)/(1)]*100239333412 100.00 239333412 99.97494 Remote Evoting Evoting at AGM 239393412 Postal Ballot (if applicable) Promoter 100.00 239333412 99.97494 239333412 &Promoter Group Total 90.48268 9.51732 154055314 90.89150 139393375 14661939 Remote Evoting 0.00000 Evoting at AGM 169493646 Postal Ballot (if applicable) Public-Institutional 9.517321162 139393375 14661939 90.48267884 90.89150 154055314 Total holders 99.95139 0.04861 28.00103 9970990 4849 9975839 Remote Evoting 0.00000 Evoting at AGM 35626682 Postal Ballot (if applicable) Public-Non 4849 99.95139 0.04861 9970990 9975839 28.00103 Total Institution holders 96.36389 3.63611 388697777 14666788 403364565 90.74288 444513740 Total

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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 email 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").

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- (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 <u>www.evotingindia.com</u> 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.



PS

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			through lots	Consol	olidated 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

Ordianary 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			through lots	Consolidated Voting Result		
	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

Ordianary 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			through lots	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.

For MKB & Associates

Company Secretaries

Firm Reg No: P2010WB0

Date: 28.03.2022 Place: Kolkata

UDIN: A017190C003219213

Membership no. 17190 COP no. 18428