



CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of the 42nd (Forty Second) Annual General Meeting (AGM) of Members of Emami Limited (CIN: L63993WB1983PLC036030), held on Friday, 29th day of August, 2025 at 11:30 A.M. (IST) through Video Conferencing ("VC") or Other Audiovisual Means ("OAVM").

Dear Sir,

I, Raj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretaries, appointed by the Board of Directors of **Emami Limited** ("the Company") for the purpose of scrutinizing the process of voting through Remote-Voting and electronic voting at the Annual General Meeting, pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended, Regulation 44 of SEBI (LODR) Regulations, 2015 read with applicable circulars issued by the Ministry of Corporate Affairs(MCA) and Securities and Exchange Board of India (SEBI) and Secretarial Standards on General Meetings, in respect of the below mentioned Resolutions proposed at the 42nd Annual General Meeting of the Company held on Friday, 29th day of August, 2025 at 11:30 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), do hereby submit my report as follows:

- (a) The Notice dated 31st July, 2025 convening the 42nd Annual General Meeting of the Company along with the Statement under Section 102 of the Act setting out all material facts in respect of Resolutions mentioned therein, was sent electronically on 4th August, 2025, to the members of the Company whose email addresses were registered with the Company/ Depositories/ RTA.





- (b) Since this AGM was held pursuant to the aforesaid MCA Circulars through VC or OAVM, physical attendance of the members has been dispensed with. Accordingly, in terms of above-mentioned MCA and SEBI circulars, the facility for appointment of proxies by the members were also dispensed with.
- (c) The Company provided remote e-voting facility offered by Central Depository Services (India) Limited (CDSL) to its shareholders. At the Annual General Meeting, the Company provided electronic voting facility offered by CDSL to the shareholders who did not cast their vote through remote e-voting.
- (d) The members holding shares either in physical or dematerialized form, as on the "Cut Off" date i.e. Friday, 22nd August, 2025 were entitled to vote on the proposed resolutions.
- (e) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period for remote e-voting commenced on Monday, 25th August, 2025 at 9:00 AM (IST) and ended on Thursday, 28th August, 2025 at 5:00 PM (IST).
- (f) The members present at the meeting exercised their voting rights electronically through facility offered by Central Depository Services (India) Limited (CDSL).
- (g) After conclusion of voting at the 42nd Annual General Meeting, the votes cast electronically at the meeting were counted first, and thereafter, the votes cast through remote e-voting were unblocked in presence of Ms. Dimple Sonthalia and Ms. Namrata Chandalia, who acted as witnesses in accordance with Rule 20 the Companies (Management & Administration) Rules, 2014 as amended.
- (h) Thereafter, the details containing, inter alia, list of the members, who voted "For" or "Against" on each of the resolutions that were put to vote through





remote e-voting and electronic voting during the AGM were derived from the report generated from the e-voting website of CDSL, www.evotingindia.com.

- (i) A total of 769 Members have cast their vote, out of which 759 Members have cast their votes through remote e-voting and 10 Members have cast their votes electronically during the AGM and all such votes are valid.

I now submit my consolidated report as under on the result of the remote e-voting and poll conducted at the meeting.

	Number of votes (shares) cast through Remote E- voting. (1)	Number of Votes (shares) cast through e-voting during the meeting (2)	Total (1)+(2)=(3)	% of total number of valid votes cast
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ORDINARY BUSINESS

Item No.1 as an Ordinary Resolution: To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended on March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon.

(1) Voted in favour of the resolution	38,79,87,901	387	38,79,88,288	99.9998
(2) Voted against the resolution	603	--	603	0.0002
Total	38,79,88,504	387	38,79,88,891	100
(3) Invalid votes:	--	--	--	--

Item No.2 as an Ordinary Resolution: To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2025 and Report of Auditors thereon.





(1) Voted in favour of the resolution	38,79,87,849	387	38,79,88,236	99.9998
(2) Voted against the resolution	655	--	655	0.0002
Total	38,79,88,504	387	38,79,88,891	100
(3) Invalid votes	--	--	--	--

Item No.3 as an Ordinary Resolution: To confirm the payment of three Interim Dividends aggregating to Rs. 10/- per equity share declared for the financial year 2024-25.

(1) Voted in favour of the resolution	38,83,00,898	387	38,83,01,285	99.9998
(2) Voted against the resolution	586	--	586	0.0002
Total	38,83,01,484	387	38,83,01,871	100
(3) Invalid votes	--	--	--	--

Item No.4 as an Ordinary Resolution: To re-appoint Shri Mohan Goenka (DIN: 00150034) who retires by rotation and being eligible, offers himself for re-appointment as a director.

(1) Voted in favour of the resolution	38,70,37,062	387	38,70,37,449	99.6744
(2) Voted against the resolution	12,64,418	--	12,64,418	0.3256
Total	38,83,01,480	387	38,83,01,867	100





(3) Invalid votes	--	--	--	--
Item No.5 as an Ordinary Resolution: To re-appoint Shri Sushil Kumar Goenka (DIN: 00149916) who retires by rotation and being eligible, offers himself for re-appointment as a Director.				
(1) Voted in favour of the resolution	37,48,69,291	387	37,48,69,678	96.5458
(2) Voted against the resolution	1,34,11,986	--	1,34,11,986	3.4542
Total	38,82,81,277	387	38,82,81,664	100
SPECIAL BUSINESS				
Item No.6 as a Special Resolution: To re-appoint Shri R. S. Agarwal (DIN: 00152996), who has attained the age of 75 (seventy five) years and who retires by rotation and being eligible, offers himself for re-appointment as a Director.				
(1) Voted in favour of the resolution	32,52,17,570	387	32,52,17,957	83.7583
(2) Voted against the resolution	6,30,63,707	--	6,30,63,707	16.2417
Total	38,82,81,277	387	38,82,81,664	100
(3) Invalid votes:	--	--	--	--
Item No. 7 as an Ordinary Resolution: To ratify and approve the remuneration payable to M/s. V. K. Jain & Co, Cost Accountants (Firm Registration No: 00049) for the Financial year 2025-26.				





(1) Voted in favour of the resolution	38,82,99,447	387	38,82,99,834	99.9995
(2) Voted against the resolution	2033	--	2033	0.0005
Total	38,83,01,480	387	38,83,01,867	100
(3) Invalid votes:	--	--	--	--

Item No. 8 as an Ordinary Resolution: To approve appointment M/s. MKB & Associates, peer reviewed firm of Company Secretaries in Practice (Firm Registration No. P2010WB042700) as Secretarial Auditors for a term of 5 (five) consecutive years commencing from April 1, 2025 and ending on March 31, 2030, and fix their remuneration in this regard.

(1) Voted in favour of the resolution	38,82,49,432	387	38,82,49,819	99.9995
(2) Voted against the resolution	1763	--	1763	0.0005
Total	38,82,51,195	387	38,82,51,582	100
(3) Invalid votes:	--	--	--	--

Item No. 9 as a Special Resolution: To approve re-appointment of Shri Sushil Kumar Goenka (DIN: 00149916) as "Whole Time Director" of the Company for a period of 5 (five) years w.e.f. 1st April, 2026 to 31st March, 2031.

(1) Voted in favour of the resolution	37,58,40,898	387	37,58,41,285	96.7960
(2) Voted against the resolution	1,24,40,383	--	1,24,40,383	3.2040





Total	38,82,81,281	387	38,82,81,668	100
(3) Invalid votes:	--	--	--	--
Item No. 10 as an Ordinary Resolution: To approve re-appointment of Shri Mohan Goenka (DIN: 00150034) as "Vice-Chairman & Whole Time Director" of the Company for a period of 5 (five) years w.e.f. 15th January, 2026 to 14th January, 2031.				
(1) Voted in favour of the resolution	38,73,46,896	387	38,73,47,283	99.7542
(2) Voted against the resolution	9,54,588	--	9,54,588	0.2458
Total	38,83,01,484	387	38,83,01,871	100
(3) Invalid votes:	--	--	--	--

Based on the aforesaid results, the resolution no.(s) 1 to 10 as contained in the Notice have been passed with the requisite majority.

The remote e- voting register and other related papers/ registers and records is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the minutes of the Meeting are signed.

For MKB & Associates
Company Secretaries
Firm Reg No: P2010WB042700


Raj Kumar Banthia
Partner

Date: 29.08.2025
Place: Kolkata
UDIN: A017190G001114363

Membership no. 17190
COP no. 18428
Peer Review Certificate No.:6825/2025