

## Quarterly Corporate Governance Report

1. Name of Listed Entity: **Emami Limited**

2. Quarter ending: **1<sup>st</sup> July 2022 to 30<sup>th</sup> September 2022**

### I. Composition of Board of Directors

Title	Name of the Director	PAN & DIN	Category	Initial Date of Appointment	Date of reappointment	Date of Cessation	Tenure	Date of Birth	Whether special resolution passed? (Refer Regulation 17 (1A) of Listing Regulations)	Date of passing special resolution	No of Directorship in listed entities including this listed entity	No. of Independent Directorship in listed entities including this entity	No. of memberships in Audit / Stakeholder Committee(s) in listed entities including this listed entity	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity
Mr.	R. S. Agarwal	PAN: AGBPA2227J DIN: 00152996	Non-Executive – Non Independent Director	03/05/1994	01/04/2022	-	N/A	06-01-1946	Yes	27-03-2022	1	None	None	None
Mr.	R. S. Goenka	PAN: AEGPG8285B DIN: 00152880	Non-Executive – Chairman	03/05/1994	01/04/2022	-	N/A	06-01-1947	Yes	27-03-2022	1	None	1	None
Mr.	K. N. Memani	PAN: AFGPM1164C DIN: 00020696	Non-Executive - Independent Director	15/05/2006	02/08/2017	01/08/2022	8 Years	01-01-1939	Yes	01-08-2018	None	None	None	None
Mr.	Y. P. Trivedi	PAN: AAFPT3468G DIN: 00001879	Non-Executive - Independent Director	30/01/2010	02/08/2017	01/08/2022	8 Years	06-01-1929	Yes	01-08-2018	1	1	1	None
Mr.	S. B. Ganguly	PAN: AEIPG7306K DIN: 00012220	Non-Executive - Independent Director	30/01/2010	02/08/2017	01/08/2022	8 Years	23-10-1942	Yes	01-08-2018	None	None	1	1
Mr.	Amit Kiran Deb	PAN: AFOPD8770P DIN: 02107792	Non-Executive - Independent Director	30/01/2010	02/08/2017	01/08/2022	8 Years	26-12-1948	NA	-	6	6	7	4
Mr.	P. K. Khaitan	PAN: AFYPK7991R DIN: 00004821	Non-Executive - Independent Director	24/06/2013	02/08/2017	01/08/2022	8 Years	25-03-1941	Yes	01-08-2018	6	4	5	2
Mrs.	Mamta Binani	PAN: AEAPB1095A DIN: 00462925	Non-Executive - Independent Director	29/10/2021	29/10/2021	-	11 months	10/10/1972	NA	-	5	5	4	0



Title	Name of the Director	PAN & DIN	Category	Initial Date of Appointment	Date of reappointment	Date of Cessation	Tenure	Date of Birth	Whether special resolution passed? (Refer Regulation 17 (1A) of Listing Regulations)	Date of passing special resolution	No of Directorship in listed entities including this listed entity	No. of Independent Directorship in listed entities including this entity	No. of memberships in Audit / Stakeholder Committee(s) in listed entities including this listed entity	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity
Mr.	C. K. Dhanuka	PAN: ADGPD0857K DIN: 00005684	Non-Executive - Independent Director	02/08/2017	02/08/2022	-	5 Years 2 months	19-01-1954	Yes	25/06/2022	7	2	10	2
Mr.	Debabrata Sarkar	PAN: AISPS8116R DIN: 02502618	Non-Executive - Independent Director	21/02/2019	21/02/2019	-	3 years 7 months	03-11-1953	NA	-	2	2	8	3
Mr.	Sushil Kumar Goenka	PAN: AHNPG1610Q DIN: 00149916	Executive Director	17/05/1995	01/04/2022	-	N/A	06-05-1956	NA	-	1	None	None	None
Mr.	Mohan Goenka	PAN: ADZPG7446G DIN: 00150034	Executive Director	15/01/2005	15/01/2021	-	N/A	21-01-1973	NA	-	1	None	1	None
Mr.	Aditya Vardhan Agarwal	PAN: ADAPA0465A DIN: 00149717	Non-Executive - Non Independent Director	15/01/2005	07/11/2012	-	N/A	06-01-1975	NA	-	2	None	None	None
Mr.	Harsha Vardhan Agarwal	PAN: ADBPA0877F DIN: 00150089	Managing Director	15/01/2005	01/04/2022	-	N/A	12-07-1976	NA	-	1	None	1	None
Mrs.	Priti A Sureka	PAN: ALBPS5796H DIN: 00319256	Executive Director	30/01/2010	30/01/2020	-	N/A	23-05-1972	NA	-	1	None	None	None
Mr.	Prashant Goenka	PAN: ADVPG2530R DIN: 00703389	Executive Director	20/01/2014	20/01/2019	-	N/A	30-10-1973	NA	-	1	None	1	None
Mr.	Anand Nandkishore Rathi	PAN: AADPR6532R DIN: 00112853	Non-Executive - Independent Director	02/08/2022	02/08/2022	-	2 months	25-06-1946	Yes	09-09-2022	2	1	3	1
Mr.	Anjani Kumar Agrawal	PAN: AEYPA1004J DIN: 08579812	Non-Executive - Independent Director	02/08/2022	02/08/2022	-	2 months	18-07-1958	Yes	09-09-2022	4	4	7	4



Title	Name of the Director	PAN & DIN	Category	Initial Date of Appointment	Date of reappointment	Date of Cessation	Tenure	Date of Birth	Whether special resolution passed? (Refer Regulation 17 (1A) of Listing Regulations)	Date of passing special resolution	No of Directorship in listed entities including this listed entity	No. of Independent Directorship in listed entities including this entity	No. of memberships in Audit / Stakeholder Committee(s) in listed entities including this listed entity	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity
Mr.	Anjan Snehmoy Chatterjee	PAN: AABPC1526A DIN: 00200443	Non-Executive - Independent Director	02/08/2022	02/08/2022		2 months	16-02-1959	Yes	09-09-2022	2	1	2	None
Ms.	Avani Vishal Davda	PAN: ASPPS9952A DIN: 07504739	Non-Executive - Independent Director	02/08/2022	02/08/2022		2 months	09-02-1979	Yes	09-09-2022	4	4	4	None
Mr.	Rajiv Khaitan	PAN: AEXPK7117B DIN: 00071487	Non-Executive - Independent Director	02/08/2022	02/08/2022		2 months	13-04-1960	Yes	09-09-2022	2	2	3	None
		Whether Regular chairperson appointed: <b>Yes</b> Whether Chairperson is related to Managing Director or CEO: <b>No</b>												

## II. Composition of Committee

Name of Committee	Whether regular chairperson appointed	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
<b>Audit Committee</b>	Yes	Shri S. B. Ganguly	Non-Executive - Independent Director	Chairperson	30-01-2010	01-08-2022
		Shri C. K. Dhanuka	Non-Executive - Independent Director	Member	11-08-2017	
		Shri Amit Kiran Deb	Non-Executive - Independent Director	Member	24-05-2010	
		Shri R. S. Goenka	Non-Executive – Non-Independent Director	Member	28-03-2001	
		Shri Debabrata Sarkar	Non-Executive - Independent Director	Member	02-08-2021	
		Shri Anand Nandkishore Rathi	Non-Executive - Independent Director	Chairperson	02-08-2022	
		Shri Anjani Kumar Agrawal	Non-Executive - Independent Director	Member	02-08-2022	
<b>Nomination &amp; Remuneration Committee</b>	Yes	Shri Amit Kiran Deb	Non-Executive - Independent Director	Chairperson	30-01-2010	01-08-2022
		Shri S.B. Ganguly	Non-Executive - Independent Director	Member	19-08-2010	01-08-2022
		Shri C. K. Dhanuka	Non-Executive - Independent Director	Member	11-08-2017	
		Shri Anand Nandkishore Rathi	Non-Executive - Independent Director	Chairperson	02-08-2022	
		Shri Anjani Kumar Agrawal	Non-Executive - Independent Director	Member	02-08-2022	



Name of Committee	Whether regular chairperson appointed	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
Risk Management Committee	Yes	Shri R. S. Goenka	Non-Executive – Non-Independent Director	Chairperson	29-10-2015	
		Shri S. B. Ganguly	Non-Executive - Independent Director	Member	29-10-2015	01-08-2022
		Shri Harsha V. Agarwal	Executive Director	Member	29-10-2015	
		Smt. Priti A Sureka	Executive Director	Member	29-10-2015	
		Shri Sushil K. Goenka	Executive Director	Member	29-10-2015	
		Shri Mohan Goenka	Executive Director	Member	29-10-2015	
		Smt Mamta Binani	Non-Executive - Independent Director	Member	03-02-2022	
		Shri Debabrata Sarkar	Non-Executive - Independent Director	Member	02-08-2022	
Stakeholders Relationship Committee	Yes	Shri C. K. Dhanuka	Non-Executive - Independent Director	Chairperson	11-08-2017	
		Shri S. B. Ganguly	Non-Executive - Independent Director	Member	19-08-2010	01-08-2022
		Shri Harsha V. Agarwal	Executive Director	Member	19-08-2010	
		Shri Prashant Goenka	Executive Director	Member	11-08-2017	
		Shri Mohan Goenka	Executive Director	Member	19-08-2010	
		Shri Rajiv Khaitan	Non-Executive - Independent Director	Member	02-08-2022	
Corporate Social Responsibility Committee	Yes	Shri Sushil K. Goenka	Executive Director	Chairperson	31-03-2014	
		Shri Amit Kiran Deb	Non-Executive - Independent Director	Member	31-03-2014	01-08-2022
		Shri Mohan Goenka	Executive Director	Member	31-03-2014	
		Shri Harsha V. Agarwal	Executive Director	Member	31-03-2014	
		Smt. Priti A Sureka	Executive Director	Member	31-03-2014	
		Shri Prashant Goenka	Executive Director	Member	11-08-2017	
		Shri Anjan Snehmoy Chatterjee	Non-Executive - Independent Director	Member	02-08-2022	
Finance Committee	Yes	Shri R. S. Goenka	Non-Executive – Non-Independent Director	Chairperson		
		Shri Sushil K. Goenka	Executive Director	Member		
		Shri Mohan Goenka	Executive Director	Member		
		Shri Aditya V. Agarwal	Non-Executive – Non-Independent Director	Member		
		Shri Harsha V. Agarwal	Executive Director	Member		
		Smt. Priti A Sureka	Executive Director	Member		



Name of Committee	Whether regular chairperson appointed	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
Corporate Governance Committee	Yes	Shri Rajiv Khaitabn	Non-Executive - Independent Director	Chairperson		
		Shri R.S. Goenka	Non-Executive – Non-Independent Director	Member		
		Smt Mamta Binani	Non-Executive - Independent Director	Member		
		Ms. Avani V Davda	Non-Executive - Independent Director	Member		
Share Transfer Committee	Yes	Shri Mohan Goenka	Executive Director	Chairperson		
		Shri Aditya V. Agarwal	Non-Executive – Non-Independent Director	Member		
		Shri Harsha V. Agarwal	Executive Director	Member		
		Smt. Priti A Sureka	Executive Director	Member		

### III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	No. of Directors present	No. of Independent Directors present	Maximum gap between any two consecutive (in number of days)
13 <sup>th</sup> May 2022	29 <sup>th</sup> July 2022	Yes	15	7	76 days

### IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present	Number of independent directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
<i>Audit Committee</i>					
29 <sup>th</sup> July 2022	Yes	4	3	13 <sup>th</sup> May 2022	76 days
<i>Risk Management Committee</i>					
29 <sup>th</sup> July 2022	Yes	7	2	12 <sup>th</sup> May 2022	-



<b>CSR Committee</b>					
29 <sup>th</sup> July 2022	Yes	6	1	12 <sup>th</sup> May 2022	-
<b>Nomination &amp; Remuneration Committee</b>					
29 <sup>th</sup> July 2022	Yes	3	3	13 <sup>th</sup> May 2022	-
<b>Finance Committee</b>					
21 <sup>st</sup> July 2022	Yes	3	0	16 <sup>th</sup> June 2022	-
<b>Share Transfer Committee</b>					
8 <sup>th</sup> August 2022	Yes	4	0	18 <sup>th</sup> May 2022	-
19 <sup>th</sup> September 2022	Yes	4	0	-	-

#### V. Related Party Transactions

Subject	Compliance status (Yes / No / NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

#### VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: **Yes**
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: **Yes**
  - Audit Committee
  - Nomination & remuneration committee
  - Stakeholders relationship committee
  - Risk management committee (applicable to the top 500 listed entities)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
- This report and/or the report submitted in the previous quarter have been placed before Board of Directors/ Any comments/observations/advice of Board of Directors may be mentioned here:\*

\*Note: Regarding Affirmation No.5 Please note that this CGR Report will be placed in the next Board Meeting.

The Report submitted in the previous quarter was placed before the Board of Directors at its meeting held on 29<sup>th</sup> July 2022 and no comments/ observations/ advice made on this report by Board of Directors.



## VII. Half Yearly Affirmations

Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	YES
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	YES
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	YES
Presence of Chairperson of the Stakeholder Relationship Committee at the annual general meeting	20(3)	YES
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	YES

For Emami Limited



A. K. Joshi  
Company Secretary & VP-Legal

**Additional Half-Yearly Disclosure**

<b>Applicability of Disclosure</b>	<b>Not Applicable</b>
Reason for Non-Applicability	The Company has not given any loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the Company to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them during the Half year ended 30th Sep,2022

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six Months</b>
Promoter or any other entity controlled by them	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL



(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL

## II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

For Emami Limited

A. K. Joshi

Company Secretary & VP-Legal

