

Quarterly Corporate Governance Report

1. Name of Listed Entity: Emami Limited

2. Quarter ending: 1st January, 2024 to 31st March, 2024

I. Composition of Board of Directors

Title	Name of the Director	PAN & DIN	Category	Date of Birth	Whether director is disqualified	Current status	Whether special resolution passed? (Refer Regulation 17 (1A) of Listing Regulations)	Date of passing special resolution	Initial Date of Appointment	Date of reappointment	Date of Cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No. of Independent Directorship in listed entities including this entity (Refer Regulation 17A(1) of Listing Regulations)	No. of memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	R. S. Agarwal	DIN: 00152996	Non-Executive – Non Independent Director	06-01-1946	No	Active	Yes	27/03/2022	03/05/1994	01/04/2022	-	-	1	-	-	-
Mr.	R. S. Goenka	DIN: 00152880	Non-Executive – Non Independent Director – Chairperson related to Promoter	06-01-1947	No	Active	Yes	27/03/2022	03/05/1994	01/04/2022	-	-	1	-	1	-
Mr.	C. K. Dhanuka	DIN: 00005684	Non-Executive - Independent Director	19-01-1954	No	Active	NA	-	02/08/2017	02/08/2022	-	79.30	7	2	10	2
Mr.	Debabrata Sarkar	DIN: 02502618	Non-Executive - Independent Director	03-11-1953	No	Active	NA	-	21/02/2019	21/02/2024	-	61.11	2	2	7	-
Mrs.	Mamta Binani	DIN: 00462925	Non-Executive - Independent Director	10-10-1972	No	Active	NA	-	29/10/2021	29/10/2023	-	29.03	6	6	4	-

Mr.	Anand Nandkishore Rathi	DIN: 00112853	Non-Executive - Independent Director	25-06-1946	No	Active	Yes	09/09/2022	02/08/2022	02/08/2022	-	19.30	2	1	4	1
Mr.	Anjani Kumar Agrawal	DIN: 08579812	Non-Executive - Independent Director	18-07-1958	No	Active	NA	-	02/08/2022	02/08/2022	-	19.30	4	4	7	-
Mr.	Anjan Snehmoy Chatterjee	DIN: 00200443	Non-Executive - Independent Director	16-02-1959	No	Active	NA	-	02/08/2022	02/08/2022	-	19.30	2	1	2	-
Mrs.	Avani Vishal Davda	DIN: 07504739	Non-Executive - Independent Director	09-02-1979	No	Active	NA	-	02/08/2022	02/08/2022	-	19.30	5	5	4	-
Mr.	Rajiv Khaitan	DIN: 00071487	Non-Executive - Independent Director	13-04-1960	No	Active	NA	-	02/08/2022	02/08/2022	-	19.30	1	1	1	-
Mr.	Sushil Kumar Goenka	DIN: 00149916	Executive Director	06-05-1956	No	Active	NA	-	17/05/1995	01/04/2022	-	-	1	-	-	-
Mr.	Mohan Goenka	DIN: 00150034	Executive Director – Vice Chairman & Whole Time Director	21-01-1973	No	Active	NA	-	15/01/2005	15/01/2021	-	-	1	-	1	-
Mr.	Aditya Vardhan Agarwal	DIN: 00149717	Non-Executive - Non Independent Director	06-01-1975	No	Active	NA	-	15/01/2005	07/11/2012	-	-	2	-	-	-
Mr.	Harsha Vardhan Agarwal	DIN: 00150089	Executive Director – Vice Chairman & Managing Director	12-07-1976	No	Active	NA	-	15/01/2005	01/04/2022	-	-	1	-	1	-
Mrs.	Priti A Sureka	DIN: 00319256	Executive Director	23-05-1972	No	Active	NA	-	30/01/2010	30/01/2020	-	-	1	-	-	-
Mr.	Prashant Goenka*	DIN: 00703389	Executive Director	30-10-1973	No	Active	NA	-	20/01/2014	20/01/2024	-	-	1	-	1	-

Note: - * Mr. Prashant Goenka has been reappointed as an Executive Director for a further period of 5 years w.e.f. 20th January, 2024, pursuant to ordinary Resolution passed in the Postal Ballot dated 13.01.2024.

II. Composition of Committees						
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
Audit Committee	Yes	Shri Anand Nandkishore Rathi	Non-Executive - Independent Director	Chairperson	02-08-2022	-
		Shri R. S. Goenka	Non-Executive – Non-Independent Director	Member	28-03-2001	-
		Shri C. K. Dhanuka	Non-Executive - Independent Director	Member	11-08-2017	-
		Shri Debabrata Sarkar	Non-Executive - Independent Director	Member	02-08-2021	-
		Shri Anjani Agrawal	Non-Executive - Independent Director	Member	02-08-2022	-
Nomination & Remuneration Committee	Yes	Shri Anand Nandkishore Rathi	Non-Executive - Independent Director	Chairperson	02-08-2022	-
		Shri R. S. Goenka	Non-Executive – Non-Independent Director	Member	07-08-2023	
		Shri C. K. Dhanuka	Non-Executive - Independent Director	Member	11-08-2017	-
		Shri Anjani Agrawal	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 Rajiv Khaitan	Non-Executive - Independent Director	Member	02-08-2022	-
		Shri Mohan Goenka	Executive Director – Vice Chairman & Whole Time Director	Member	19-08-2010	-
		Shri Harsha Vardhan Agarwal	Executive Director – Vice Chairman & Managing Director	Member	19-08-2010	-
		Shri Prashant Goenka	Executive Director	Member	11-08-2017	-
Risk Management Committee	Yes	Shri R. S. Goenka	Non-Executive – Non-Independent Director	Chairperson	29-10-2015	-
		Shri Debabrata Sarkar	Non-Executive - Independent Director	Member	02-08-2022	-
		Shri Sushil K. Goenka	Executive Director	Member	29-10-2015	-
		Shri Mohan Goenka	Executive Director – Vice Chairman & Whole Time Director	Member	29-10-2015	-
		Shri Harsha Vardhan Agarwal	Executive Director – Vice Chairman & Managing Director	Member	29-10-2015	-
		Smt. Priti A Sureka	Executive Director	Member	29-10-2015	-
		Smt. Mamta Binani	Non-Executive - Independent Director	Member	03-02-2022	-
Corporate Social Responsibility		Shri Sushil Kumar Goenka	Executive Director	Chairperson	31-03-2014	-
		Shri Anjan Snehmoy Chatterjee	Non-Executive - Independent Director	Member	02-08-2022	-

II. Composition of Committees						
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
Committee	Yes	Shri Mohan Goenka	Executive Director – Vice Chairman & Whole Time Director	Member	31-03-2014	-
		Shri Harsha Vardhan Agarwal	Executive Director – Vice Chairman & Managing Director	Member	31-03-2014	-
		Smt. Priti A Sureka	Executive Director	Member	31-03-2014	-
		Shri Prashant Goenka	Executive Director	Member	11-08-2017	-
Finance Committee		Shri R. S. Goenka	Non-Executive – Non-Independent Director	Chairperson	28-05-2008	
		Shri Sushil Kumar Goenka	Executive Director	Member	28-05-2008	
		Shri Mohan Goenka	Executive Director – Vice Chairman & Whole Time Director	Member	28-05-2008	
		Shri Aditya Vardhan Agarwal	Non-Executive – Non-Independent Director	Member	28-05-2008	
		Shri Harsha Vardhan Agarwal	Executive Director – Vice Chairman & Managing Director	Member	28-05-2008	
		Smt. Priti A Sureka	Executive Director	Member	30-01-2010	
Corporate Governance Committee	Yes	Shri Rajiv Khaitan	Non-Executive - Independent Director	Chairperson	02-08-2022	
		Shri R. S. Goenka	Non-Executive – Non-Independent Director	Member	30-07-2010	
		Smt. Mamta Binani	Non-Executive - Independent Director	Member	02-08-2022	
		Smt. Avani Vishal Davda	Non-Executive - Independent Director	Member	02-08-2022	
Share Transfer Committee	Yes	Shri Mohan Goenka	Executive Director – Vice Chairman & Whole Time Director	Chairperson	15.01.2005	
		Shri Aditya Vardhan Agarwal	Non-Executive – Non-Independent Director	Member	15.01.2005	
		Shri Harsha Vardhan Agarwal	Executive Director – Vice Chairman & Managing Director	Member	19.08.2010	
		Smt. Priti A Sureka	Executive Director	Member	30.01.2010	

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)
6 th November, 2023	9 th February, 2024	Yes	15	7	94 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)	
<u>Audit Committee</u>						
7 th February, 2024	Yes	5	4	6 th November, 2023	92 days	
<u>Risk Management Committee</u>						
7 th February, 2024	Yes	7	2	6 th November, 2023	92 days	
<u>CSR Committee</u>						
7 th February, 2024	Yes	6	1	6 th November, 2023	92 days	
<u>Nomination & Remuneration Committee</u>						
-	-	-	-	6 th November, 2023	-	
<u>Finance Committee</u>						
12 th February, 2024	Yes	5	0	6 th November, 2023	97 days	
27 th March, 2024	Yes	6	0	-	-	
<u>Share Transfer Committee</u>						
16 th January, 2024	Yes	4	0	17 th November, 2023	59 days	
7 th March, 2024	Yes	3	0	-	-	
<u>Corporate Governance Committee</u>						
7 th February, 2024	Yes	4	3	-	-	
<u>Stakeholders Relationship Committee</u>						
7 th February, 2024	Yes	5	2	-	-	
<u>Separate meeting of Independent Directors</u>						
9 th February, 2024	Yes	7	7	-	-	

Details of Cyber security incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Other details of cyber security incidence or breaches or loss of data event	-
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	-

Annexure I

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

Annexure I

VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (Applicable on Top 1000 committees)	Yes Yes Yes Yes
3	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

4	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
5	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
6	Note: Regarding Affirmation No. 5, please note that the CG Report submitted for the previous quarter ending December 31, 2023 was placed in the Board Meeting dated 9 th February, 2024. Further, this CG Report for the Quarter ended March 31, 2024 will be placed in the next Board Meeting	

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes	-	http://www.emamilttd.in/about-us/1/company-profile.php
2	Terms and conditions of appointment of independent directors	Yes	-	https://www.emamilttd.in/#Compliance
3	Composition of various committees of board of directors	Yes	-	https://www.emamilttd.in/#Compliance
4	Code of conduct of board of directors and senior management personnel	Yes	-	https://www.emamilttd.in/#Compliance
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	-	https://www.emamilttd.in/#Compliance
6	Criteria of making payments to non-executive directors	Yes	-	https://www.emamilttd.in/#Compliance
7	Policy on dealing with related party transactions	Yes	-	https://www.emamilttd.in/#Compliance
8	Policy for determining 'material' subsidiaries	Yes	-	https://www.emamilttd.in/#Compliance
9	Details of familiarization programmes imparted to independent directors	Yes	-	https://www.emamilttd.in/#Compliance
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	-	https://www.emamilttd.in/investors/investors-services/investor-contact/
11	email address for grievance redressal and other relevant	Yes	-	https://www.emamilttd.in/investors/investors-

	details			services/investor-contact/
12	Financial results	Yes	-	https://www.emamilttd.in/investors/results/
13	Shareholding pattern	Yes	-	https://www.emamilttd.in/investors/stock-exchange-filings/shareholding-pattern/
14	Details of agreements entered into with the media companies and/or their associates	NA	-	
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	-	http://www.emamilttd.in/investor-info/index.php#NoticeAndCorporateAnnouncements
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes	-	https://www.emamilttd.in/#Compliance
16	New name and the old name of the listed entity	NA	-	
17	Advertisements as per regulation 47 (1)	Yes	-	https://www.emamilttd.in/investors/
18	Credit rating or revision in credit rating obtained	Yes	-	https://www.emamilttd.in/investors/results/financial-reports/annual-reports/
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	-	https://www.emamilttd.in/investors/results/financial-reports/subsidiary-company-reports/
20	Secretarial Compliance Report	Yes	-	https://www.emamilttd.in/#Compliance
21	Materiality Policy as per Regulation 30 (4)	Yes	-	https://www.emamilttd.in/#Compliance
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	-	https://www.emamilttd.in/#Compliance
23	Disclosures under regulation 30(8)	Yes	-	https://www.emamilttd.in/#Compliance
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes	-	https://www.emamilttd.in/#Compliance
25	Dividend Distribution policy as per Regulation 43A(1)	Yes	-	https://www.emamilttd.in/#Compliance
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes	-	https://www.emamilttd.in/#Compliance
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	-	https://www.emamilttd.in/#Compliance
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	-	https://www.emamilttd.in/#Compliance

29	Disclosure of notes on website in terms of Listing Regulations explanatory	-	-	-
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Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)		
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	

27	Quorum of Risk Management Committee meeting	21(3B)		
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors & Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	

Annexure II

III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1.	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	-

Additional Half Yearly Disclosure		
1	Applicability of Disclosure	Not Applicable
2	Reason for Non-Applicability	The Company has not extended any loans/guarantee/security to its promoters or directors or any other entity controlled by them.

Signatory Details		
Name of signatory	Sandeep Kumar Sultania	
Designation of person	Company Secretary, Compliance Officer & VP- Sales Commercial	
Place	Kolkata	
Date	16-04-2024	