



emami* limited

Date: 20th September, 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

Sub: Proceedings of the 39th Annual General Meeting

Dear Sirs,

We are enclosing herewith a copy of the Proceedings of the 39th Annual General Meeting of the members of the Company held on Friday, 9th September, 2022 through Video Conferencing / Other Audio Visual Means.

Recorded proceedings of the AGM is also available at the investors section of the Company's website at www.emamilttd.in.

This is for your information and records.

Thanking You,
Yours Sincerely,
For Emami Limited

A. K. Joshi
Company Secretary & VP-Legal

Encl. as above



PROCEEDINGS OF THE THIRTY NINTH ANNUAL GENERAL MEETING (39th AGM) OF THE MEMBERS OF EMAMI LIMITED HELD ON FRIDAY, 9TH SEPTEMBER 2022 AT 11:30 A.M. (IST) THROUGH VIDEO CONFERENCE / OTHER AUDIO VISUAL MEANS FROM ITS REGISTERED OFFICE AT EMAMI TOWER, 687, ANANDAPUR, E.M. BYPASS, KOLKATA - 700107, WEST BENGAL (DEEMED VENUE OF THE MEETING) MEETING COMMENCED AT 11:30 A.M. (IST) AND CONCLUDED AT 2:10 P.M. (IST)

PRESENT:

Shri R. S. Agarwal	Chairman Emeritus
Shri R. S. Goenka	Non-Executive Chairman Chairman of Finance Committee & Risk Management Committee
Shri C. K. Dhanuka	Independent Director Chairman of Stakeholders' Relationship Committee
Shri Debabrata Sarkar	Independent Director
Smt. Mamta Binani	Independent Director
Shri Anand Nandkishore Rathi	Independent Director, Chairman of Audit Committee & Nomination and Remuneration Committee
Shri Anjani Kumar Agrawal	Independent Director
Shri Anjan Snehmoy Chatterjee	Independent Director
Smt. Avani V Davda	Independent Director
Shri Rajiv Khaitan	Independent Director Chairman of Corporate Governance Committee
Shri S. K. Goenka	Whole time Director Chairman of Corporate Social Responsibility Committee





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Shri Mohan Goenka	Vice Chairman & Whole time Director Chairman of Share Transfer Committee
Shri A. V. Agarwal	Non-Executive Director
Shri H. V. Agarwal	Vice Chairman & Managing Director
Smt. Priti A Sureka	Whole time Director
Shri Prashant Goenka	Whole time Director

IN ATTENDANCE:

Shri N. H. Bhansali	CEO - Finance, Strategy & Business Development and Chief Financial Officer
Shri Rajesh Sharma	President - Finance & Investor Relations
Shri A. K. Joshi	Company Secretary & VP-Legal
Shri Ashok Purohit	Dy. Company Secretary
Shri Raj Kumar Banthia	Partner, M/S. MKB & Associates, Secretarial Auditor and Scrutinizer
Shri Shivam Choudhary	Representative, M/S S. R. Batliboi & Co. LLP, Chartered Accountants, Statutory Auditors
Shri Vipson Jain	Representative, M/s V. K. Jain & Co., Cost Accountants, Cost Auditors

MEMBERS PRESENT (As % of the total paid-up equity share capital of the Company as on cut-off date i.e. September 2, 2022) :

Members present in person	117 Members holding 3,06,66,092 Equity Shares (Representing 6.95%).
Members Present through Authorised Representatives	17 Members holding 20,95,34,750 equity shares (Representing 47.50%).
Total Number of Attendees present	134 Members holding 24,02,00,842 equity shares (representing 54.45%).





CHAIRMAN

Shri R S Goenka, Non-Executive Chairman presided the Meeting.

Shri R. S. Goenka, Co-founder & Non-Executive Chairman along with Shri. R. S. Agarwal, Co-founder & Chairman Emeritus welcomed the members to the 39th Annual General Meeting (39th AGM) of the Company. The Chairman informed that the requisite quorum was present and called the meeting to order.

The Chairman added that the Company had convened the 39th AGM through Video Conferencing / Other Audio Visual Means, in conformity with the circulars issued by the Ministry of Corporate Affairs, applicable provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 and the Company had taken all the requisite steps to ensure that the Members were able to attend and vote at this 39th AGM in a seamless manner.

Thereafter, the Chairman introduced the Board Members and confirmed that the Chief Financial Officer, the Company Secretary, the representatives of M/s. S. R. Batliboi & Co LLP, Statutory Auditors, M/s. MKB & Associates, Secretarial Auditors and Scrutinizer for the meeting and the representative of M/s V. K. Jain & Co., Cost Accountants, Cost Auditor had attended the meeting.

The Chairman informed that there were no qualifications, observations or comments in the Statutory Auditors Report and the Secretarial Audit Report, hence the auditors' report was not required to be read.

Thereafter, the Chairman informed the members that Registers and documents as required under the Companies Act, 2013 and referred in the Notice of 39th AGM for inspection by the members during the continuance of the meeting were available for inspection by members, electronically.



Thereafter, the Chairman addressed the members covering the performance and operations of the Company through PowerPoint presentation.

The Chairman acknowledged the contribution by veteran Directors, namely Dr Y. P. Trivedi, Dr K. N. Memani, Shri P. K. Khaitan, Shri S. B. Ganguly and Shri Amit Kiran Deb who have completed their 2nd tenure as Independent Directors on 1st August 2022 and conveyed gratitude for contributing their rich knowledge, diverse industry experience and invaluable guidance to charter a high standard of corporate governance. The Chairman said that the Company had benefited immensely from these industry stalwarts and is proud to have been associated with them over the years.

Thereafter, the Chairman welcomed New Independent Directors namely Shri Anand Rathi, Shri Anjani Agrawal, Shri Anjan Chatterjee, Smt Avani V Davda and Shri Rajiv Khaitan and stated that their wide and diverse experience and knowledge, would play an instrumental role in formalizing the future growth path and strategic direction for Emami in the days to come.

The Chairman briefed about the succession plan implemented during the year by the founders and expressed his confidence in the next generation of promoter-directors who steer forward the active business responsibilities of the Company and drive the Company's growth to newer heights.

The Chairman in his speech covered Economy, the company's financial performance, E-Commerce and D2C, Acquisitions and Strategic Partnerships, profitability, growth & rewards to the shareholders, acknowledgement of the contribution of employees, the company's Sustainability and Community Initiatives and CSR initiatives etc.

Thereafter, the Chairman invited Shri A. K. Joshi, Company Secretary to brief the members about the summarized agenda items of 39th AGM and instructions of voting.





The Company Secretary informed that the Company had availed the services of Central Depository Services (India) Limited to provide facility for voting through remote e-voting and for participation in the 39th AGM through Video Conferencing / Other Audio Video Visual means and Voting through electronic means during the meeting.

The Secretary added that in accordance with the provisions of Section 108 of The Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the members were given opportunity to vote by e-voting facility which was available from 9 AM IST on Monday, 5th September 2022 to 5 PM IST on Thursday, 8th September 2022.

The Secretary clarified that there will be no voting by show of hands, as this meeting is being conducted virtually.

Thereafter, Shri A. K. Joshi, Company Secretary, briefed about each of resolutions and informed that objective and explanations were given in the notice of AGM.

ORDINARY BUSINESS

1. Adoption of the Audited Financial Statements of the Company for the financial year ended on March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon and the Consolidated Audited Financial Statements of the Company for the Financial year ended March 31, 2022.

The following Ordinary resolution was passed by the members with the requisite majority :

“RESOLVED THAT the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial year ended on March 31, 2022 together with the Directors’ Report and Management Discussion Analysis Report, Auditors Report and Corporate





Governance Report as laid before the meeting be and are hereby received, approved and adopted.”

2. Confirmation of payment of two Interim Dividends aggregating to Rs. 8/- per equity share for the financial year 2021-22.

The following Ordinary resolution was passed by the members with the requisite majority :

“RESOLVED THAT the Company do confirm the payment of two Interim Dividends of ₹ 4/- each aggregating to ₹ 8/- (Rupees Eight only) per equity share made by the Company on 44,45,13,740 fully paid-up Equity shares of ₹ 1/- each for the Financial year ended on March 31, 2022 declared by the Board of Directors at their respective meetings held on October 29, 2021 and February 3, 2022”

3. Appointment of a Director in place of Smt. Priti A Sureka (DIN - 00319256) who retires by rotation and being eligible, offers herself for re-appointment.

The following Ordinary resolution was passed by the members with the requisite majority:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with Article 99 of the Articles of Association of the Company, Smt. Priti A Sureka, Director (DIN 00319256), who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation”

4. Appointment of a Director in place of Shri Prashant Goenka (DIN- 00703389) who retires by rotation and being eligible, offers himself for re-appointment.

The following Ordinary resolution was passed by the members with the requisite majority:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with Article 99 of the Articles of Association of the Company, Shri Prashant Goenka, Director (DIN 00703389), who





retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation”

5. Appointment of a Director in place of Shri Mohan Goenka (DIN-00150034) who retires by rotation and being eligible, offers himself for re-appointment.

The following Ordinary resolution was passed by the members with the requisite majority:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with Article 99 of the Articles of Association of the Company, Shri Mohan Goenka, Director (holding DIN 00150034), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation”

6. Re-appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company for the second term of five years from the conclusion of this 39th Annual General Meeting till the conclusion of the 44th Annual General Meeting of the Company to be held in the year 2027 and fix their Remuneration.

The following Ordinary resolution was passed by the members with the requisite majority :

“RESOLVED THAT pursuant to the provisions of Sections 139, 141 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and upon the recommendation of the Audit Committee and Board of Directors of the Company, M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Firm registration No. 301003E/ E300005), be and are hereby re-appointed as Statutory Auditors of the Company for the second term of five years from the conclusion of this 39th Annual





General Meeting till the conclusion of the 44th Annual General Meeting of the Company to be held in the year 2027, at such remuneration as may be decided by the Board of Directors of the Company based on the recommendation of the Audit Committee in consultation with the Auditors plus applicable taxes and reimbursement of out of pocket expenses incurred by them for the purpose of audit”

SPECIAL BUSINESS

7. Appointment of Shri Anand Nandkishore Rathi (DIN:00112853) as an Independent Director of the Company for the period of five years from 2nd August, 2022 to 1st August, 2027.

The following Special Resolution was passed by the members with the requisite majority :

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Shri Anand Nandkishore Rathi (DIN: 00112853), who was appointed as an Additional Director under the category of Independent Director of the Company by the Board of Directors pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of 5 (Five) Years from 2nd August, 2022 to 1st August, 2027, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board





of Directors of the Company from time to time within the overall limits under the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of the Directors be and is hereby authorized to do all acts, deeds and things as it may in its absolute discretion deem necessary, as may be deemed proper and expedient to give effect to this aforesaid Resolution and to settle any question or doubt that may arise in the said regard.”

8. Appointment of Shri Anjani Kumar Agrawal (DIN: 08579812) as an Independent Director of the Company for a period of 5 years from 2nd August, 2022 to 1st August, 2027.

The following Special Resolution was passed by the members with the requisite majority:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Shri Anjani Kumar Agrawal (DIN: 08579812), who was appointed as an Additional Director under the category of Independent Director of the Company by the Board of Directors pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of 5 (Five) Years from 2nd August, 2022 to 1st August, 2027, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board





of Directors of the Company from time to time within the overall limits under the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of the Directors be and is hereby authorized to do all acts, deeds and things as it may in its absolute discretion deem necessary, as may be deemed proper and expedient to give effect to this aforesaid Resolution and to settle any question or doubt that may arise in the said regard.”

9. Appointment of Shri Anjan Snehmoy Chatterjee (DIN: 00200443) as an Independent Director of the Company for a period of 2 Years from 2nd August, 2022 to 1st August, 2024.

The following Special Resolution was passed by the members with the requisite majority:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Shri Anjan Snehmoy Chatterjee (DIN: 00200443), who was appointed as an Additional Director under the category of Independent Director of the Company by the Board of Directors pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of 2 (Two) Years from 2nd August, 2022 to 1st August, 2024, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board





of Directors of the Company from time to time within the overall limits under the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of the Directors be and is hereby authorized to do all acts, deeds and things as it may in its absolute discretion deem necessary, as may be deemed proper and expedient to give effect to this aforesaid Resolution and to settle any question or doubt that may arise in the said regard.”

10. Appointment of Smt. Avani Vishal Davda (DIN: 07504739) as an Independent Director of the Company for a period of 2 Years from 2nd August, 2022 to 1st August, 2024.

The following Special Resolution was passed by the members with the requisite majority:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Smt. Avani Vishal Davda (DIN: 07504739), who was appointed as an Additional Director under the category of Independent Director of the Company by the Board of Directors pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of 2 (Two) Years from 2nd August, 2022 to 1st August, 2024, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors





of the Company from time to time within the overall limits under the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of the Directors be and is hereby authorized to do all acts, deeds and things as it may in its absolute discretion deem necessary, as may be deemed proper and expedient to give effect to this aforesaid Resolution and to settle any question or doubt that may arise in the said regard.”

11. Appointment of Shri Rajiv Khaitan (DIN: 00071487) as an Independent Director of the Company for a period of 2 Years from 2nd August, 2022 to 1st August, 2024.

The following Special Resolution was passed by the members with the requisite majority:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Shri Rajiv Khaitan (DIN: 00071487), who was appointed as an Additional Director under the category of Independent Director of the Company by the Board of Directors pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of 2 (Two) Years from 2nd August, 2022 to 1st August, 2024, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors



of the Company from time to time within the overall limits under the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of the Directors be and is hereby authorized to do all acts, deeds and things as it may in its absolute discretion deem necessary, as may be deemed proper and expedient to give effect to this aforesaid Resolution and to settle any question or doubt that may arise in the said regard.”

12. Ratification of the remuneration to be paid to M/s. V. K. Jain & Co., Cost Accountants (Firm Registration No. 00049), Cost Auditors of the Company for the financial year 2022-23.

The following Ordinary Resolution was passed by the members with the requisite majority:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force), the consent of the Company be and is hereby accorded for payment of remuneration of ₹1,65,000/- (Rupees One lac sixty five thousand only) plus applicable taxes and out of pocket expenses for conducting audit of the cost accounting records of the Company for the financial year 2022-23 as may be applicable to the Company to M/s. V. K. Jain & Co., Cost Accountants (Firm Registration No. 00049) who were re-appointed as Cost Auditors of the Company by the Board of Directors of the Company at its meeting held on 13th May 2022.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable for giving effect to this resolution.”



13. Approval for payment of commission not exceeding 1% per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act for a period of five years, commencing from April 1st, 2023 to non-executive directors of the company including independent Directors.

The following Ordinary Resolution was passed by the members with the requisite majority:

“RESOLVED that pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), as amended from time to time, a sum not exceeding 1% (one percent) per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, be paid to and distributed amongst the Non-executive Directors of the Company including Independent Directors or some or any of them (other than the Managing Director and Whole-time Directors) in such amounts or proportions and in such manner as may be directed by the Board of Directors on recommendation of Nomination & Remuneration Committee and such payments shall be made in respect of the profits of the Company for each year, for a period of five years, commencing from April 1st, 2023.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary in this matter.”

Question & Answer session and E-voting at the Meeting

Thereafter, the Chairman requested the moderator to call the registered speakers shareholders one by one for their queries and suggestions, if any.

The Members congratulated Shri R. S. Goenka, the Chairman for receiving Banga Bibhusan Award from the Govt. of West Bengal, appreciated company's performance, dividend payout, acquisitions and



the CSR Activities of the Company, and provided suggestions, sought clarifications on the accounts and performance of the Company.

After completion of questions/comments from the speakers, the Chairman thanked all the speaker shareholders for the compliments & appreciations, questions & suggestions and invited Shri N. H. Bhansali, CFO of the Company to answer the same.

Thereafter, the queries of the members were replied by Shri N. H. Bhansali, CFO of the Company. The CFO thanked the Members for their unstinted support, for appreciation and suggestions given and said that the suggestions would be evaluated.

After queries of members were responded, the Chairman ordered electronic voting on all the resolutions for the Ordinary and Special business as set out in item numbers 1 to 13 of the Notice of Annual General Meeting by the concerned Members who had not cast their votes yet electronically and were participating in the meeting. The voting remained open for next 15 minutes to enable the Members participating in the meeting to cast their votes.

The Chairman informed that the Company had appointed Shri Raj Kumar Banthia, Partner MKB & Associates, Practicing Company Secretaries as Scrutinizer for ensuring that voting was carried out in a fair and transparent manner, and to submit the Scrutinizer's Report and combined Results of e-voting already done and the electronic voting during the AGM would be available within two working days of the conclusion of the meeting on the Website of the Company, CDSL, the Stock Exchanges where shares of the Company are listed, and on the notice Board of the Company.

The Chairman thanked all those present and declared the meeting as concluded.

The scrutinizer provided the Consolidated Report on e-voting on Friday, 9th September, 2022. The Results of voting based on the report of scrutinizer dated 9th September, 2022 was declared on the same day,





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summary of which is given hereunder. All resolutions were passed with requisite majority.

The quorum was present throughout the meeting.

Place: Kolkata

Date: 20.09.2022

R. S. Goenka

CHAIRMAN





Annexure to the Minutes of 39th Annual General Meeting of Emami Ltd held on Friday, 9th September 2022 At 11:30 A.M. (IST) through Video Conference / Other Audio Visual Means.

The Consolidated Results as per the Report of M/S MKB & Associates, Company Secretaries dated 9th September, 2022 is as follow:

Resolut ion No.	Particulars	No. of votes cast	No. of votes in Favour	% Voted in Favour	No. of votes against	% Voted Against
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon and the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2022. (Ordinary Resolution)	40,88,49,576	40,78,06,735	99.74%	10,42,841	0.26%
2	To confirm the payment of two Interim Dividends aggregating to Rs 8/- per equity share declared for the financial year 2021-22. (Ordinary Resolution)	40,91,62,829	40,91,62,690	100%	139	Negligible
3	To appoint a Director in place of Smt. Priti A Sureka (DIN 00319256) who retires by rotation and being eligible, offers herself for re-appointment. (Ordinary Resolution)	40,90,93,858	39,28,03,225	96.02%	1,62,90,633	3.98%
4	To appoint a Director in place of Shri Prashant Goenka (DIN 00703389) who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)	40,90,93,858	38,61,54,027	94.39%	2,29,39,831	5.61%
5	To appoint a Director in place of Shri Mohan Goenka (DIN 00150034) who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)	40,90,93,858	39,33,60,116	96.15%	1,57,33,742	3.85%
6	To consider re-appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company for the second term	40,90,93,858	40,62,27,298	99.30%	28,66,560	0.70%





Resolut ion No.	Particulars	No. of votes cast	No. of votes in Favour	% Voted in Favour	No. of votes against	% Voted Against
	of five years from the conclusion of this 39th Annual General Meeting till the conclusion of the 44th Annual General Meeting of the Company to be held in the year 2027 and fix their remuneration (Ordinary Resolution)					
7	To appoint Shri Anand Nandkishore Rathi (DIN: 00112853) as an Independent Director of the Company for the period of five years from 2nd August, 2022 to 1st August, 2027. (Special Resolution)	40,90,93,743	40,73,22,133	99.57%	17,71,610	0.43%
8	To appoint Shri Anjani Kumar Agrawal (DIN: 08579812) as an Independent Director of the Company for a period of 5 years from 2nd August, 2022 to 1st August, 2027. (Special Resolution)	40,90,93,743	40,85,11,837	99.86%	5,81,906	0.14%
9	To appoint Shri Anjan Snehmoy Chatterjee (DIN: 00200443) as an Independent Director of the Company for a period of 2 Years from 2nd August, 2022 to 1st August, 2024. (Special Resolution)	40,90,93,858	40,90,93,291	100%	567	Negligible
10	To appoint Smt. Avani Vishal Davda (DIN: 07504739) as an Independent Director of the Company for a period of 2 Years from 2nd August, 2022 to 1st August, 2024. (Special Resolution)	40,90,93,743	40,86,23,740	99.89%	4,70,003	0.11%
11	To appoint Shri Rajiv Khaitan (DIN: 00071487) as an Independent Director of the Company for a period of 2 Years from 2nd August, 2022 to 1st August, 2024. (Special Resolution)	40,90,93,858	36,95,21,752	90.33%	3,95,72,106	9.67%





Resolution No.	Particulars	No. of votes cast	No. of votes in Favour	% Voted in Favour	No. of votes against	% Voted Against
12	To ratify the remuneration to be paid to M/s. V. K. Jain & Co., Cost Accountants (Firm Registration No. 00049), Cost Auditors of the Company for the financial year 2022-23. (Ordinary Resolution)	40,90,93,858	40,41,39,100	98.79%	49,54,758	1.21%
13	To approve payment of commission not exceeding 1% per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act for a period of five years, commencing from April 1st, 2023 to non-executive directors of the company. (Ordinary Resolution)	40,90,93,859	40,83,19,567	99.81%	7,74,292	0.19%

Based on the Report of the Scrutinizers, all Resolutions as set out in the Notice of 39th Annual General Meeting have been duly approved by the Members with requisite majority.

Place: Kolkata

Date: 20.09.2022

R. S. Goenka

CHAIRMAN

