



SANDIP KUMAR KEJRIWAL FCS
Company Secretaries, Insolvency Professional
Trained Mediator (Mediation & Conciliation Committee, High Court, Calcutta)

FORM NO. MGT-13

Report of Scrutinizer(s)

[Pursuant to provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015]

To,

The Chairman


of One Hundred Fifth Annual General Meeting ("AGM/105TH AGM")
of the Members of Emami Frank Ross Limited (CIN: U24232WB1919PLC003123)
held on Saturday, 9th September, 2023 at 11.00 A.M (IST) through Video Conferencing / Other
Audio-Visual Means.

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on remote e-voting & e-voting conducted at the AGM pursuant the section 108 & 109 of the Companies Act, 2013 ("the Act") read with Companies (Management & Administration) Rules, 2014 for the purpose of AGM held on Saturday, 9th September, 2023 further read with General Circular Nos. 02/2022, 21/2021, 02/2021, 20/2020, 17/2020 and 14/2020 issued by the Ministry of Corporate Affairs (MCA)

I, Sandip Kumar Kejriwal, Practicing Company Secretary, appointed as Scrutinizer by Board of Directors of Emami Frank Ross Limited (the Company) for the purpose of scrutinizing the remote e-voting process and e-voting at AGM, pursuant to provisions of Section 108, 109 & 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Management and Administration) Rules, 2014, SEBI (LODR) Regulations, 2015 and Secretarial Standard issued by ICSI on General Meetings read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 39/2020 dated December 31, 2020 and other applicable Circulars issued by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "Circulars") and other applicable laws and regulations, if any (including any statutory modification or re-enactment thereof for the time being in force) that the following items of businesses appended below are proposed to be passed by the Members of



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Emami Frank Ross Limited (the "Company") through voting by electronic means ("Remote e-voting") & e-voting conducted at the AGM, do hereby submit my report as follows:

- a) The Notice of the One Hundred Fifth Annual General Meeting of Company dated 26.07.2023 was sent along with the Statement under Section 102 and 110 of the Act setting out all material facts in respect of Resolutions mentioned therein, to the Members of the Company.
- b) The Company provided e-voting facility offered by Central Depository Services (India) Limited (CDSL) to its equity shareholders.
- c) The Members holding shares, as on the cut off date i.e., 02.09.2023 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 Companies (Management and Administration) Rules 2014, as amended, the voting period for e-voting commenced on 05.09.2023 at 10.00 A.M. (IST) and ended on 08.09.2023 at 5.00 P.M. (IST)
- e) After conclusion of the voting, the votes cast through e-voting were unblocked in the presence of Sandeep Mishra and Divya Kumari who acted as witness in accordance with Rule 20 of the Companies (Management and Administration) Rules 2014.
- f) Thereafter, the details containing inter alia, list of the Members (Equity Share holder), who voted "For" or "Against" on each of the resolution(s) that were put to vote, were derived from the report generated from e-voting website of CDSL in respect of e-voting.

The MCA and SEBI vide its respective circulars has allowed companies to convene General Meeting of members through VC / OAVM facility during the present times of COVID-19 pandemic crisis. Voting by means of poll at the AGM by filing of physical ballot papers is therefore dispensed with as no physical AGM is convened. Members who have not voted during the remote e-voting period but attending the AGM, were allowed to cast their vote by e-voting conducted at the AGM. The e-voting process thus includes the consolidated number of e-votes cast during the remote e-voting period and the e-votes cast at the AGM.



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The compliance with the provisions of the Companies Act, 2013 and the Rules made there under in relation to Remote e-voting & e-voting conducted at the AGM by the shareholders on the resolutions proposed in the said Notice of the Company is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process through electronic voting are conducted in a fair and transparent manner and render Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman on the resolutions.

I now submit my report as under on the result of the e-voting by Equity Shareholders:-

ORDINARY BUSINESS:

Item No. 1-As an Ordinary Resolution:

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2023, together with the Reports of the Board of Directors and the Auditors thereon.

	Voting through e-voting		Voting during Annual General Meeting		Consolidated Voting Result		
	No. of Members who Voted	No. of Votes Cast	No. of Members who Voted	No. of Votes Cast	No. of Members who Voted	No. of Votes Cast	% of Total Member of Valid Votes Cast
Voted in favour of the Resolution	24	3857864	4	349	28	3858213	100
Voted against the Resolution	0	0	0	0	0	0	0
Invalid Vote	0	0	0	0	0	0	0
Total	24	3857864	4	349	28	3858213	100

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Item No. 2-As an Ordinary Resolution:

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2023 together with the report of the Auditors thereon

	Voting through e-voting		Voting during Annual General Meeting		Consolidated Voting Result		
	No. of Members who Voted	No. of Votes Cast	No. of Members who Voted	No. of Votes Cast	No. of Members who Voted	No. of Votes Cast	% of Total Member of Valid Votes Cast
Voted in favour of the Resolution	24	3857864	4	349	28	3858213	100
Voted against the Resolution	0	0	0	0	0	0	0
Invalid Vote	0	0	0	0	0	0	0
Total	24	3857864	4	349	28	3858213	100



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Item No. 3-As an Ordinary Resolution:

To appoint a Director in place of Mr. Gautam Jatia (DIN: 00604926) who retires by rotation and being eligible offers himself for re-appointment

	Voting through e-voting		Voting during Annual General Meeting		Consolidated Voting Result		
	No. of Members who Voted	No. of Votes Cast	No. of Members who Voted	No. of Votes Cast	No. of Members who Voted	No. of Votes Cast	% of Total Member of Valid Votes Cast
Voted in favour of the Resolution	24	3857864	4	349	28	3858213	100
Voted against the Resolution	0	0	0	0	0	0	0
Invalid Vote	0	0	0	0	0	0	0
Total	24	3857864	4	349	28	3858213	100





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Item No. 4-As an Ordinary Resolution:

- 1) To appoint a Director in place of Mrs. Chadaravalli Srinivasabhatta Nalini (DIN: 06806913) who retires by rotation and being eligible offers herself for re-appointment.

	Voting through e-voting		Voting during Annual General Meeting		Consolidated Voting Result		
	No. of Members who Voted	No. of Votes Cast	No. of Members who Voted	No. of Votes Cast	No. of Members who Voted	No. of Votes Cast	% of Total Member of Valid Votes Cast
Voted in favour of the Resolution	24	3857864	4	349	28	3858213	100
Voted against the Resolution	0	0	0	0	0	0	0
Invalid Vote	0	0	0	0	0	0	0
Total	24	3857864	4	349	28	3858213	100





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SPECIAL BUSINESS:

- 5) To consider and approve the re-appointment of Mr. Gautam Jatia (DIN: 00604926) as a Managing Director with revision in terms of remuneration and in this regard, to consider and if though fit, to pass the following resolution as a Special Resolution:

	Voting through e-voting		Voting during Annual General Meeting		Consolidated Voting Result		
	No. of Members who Voted	No. of Votes Cast	No. of Members who Voted	No. of Votes Cast	No. of Members who Voted	No. of Votes Cast	% of Total Member of Valid Votes Cast
Voted in favour of the Resolution	24	3857864	4	349	28	3858213	100
Voted against the Resolution	0	0	0	0	0	0	0
Invalid Vote	0	0	0	0	0	0	0
Total	24	3857864	4	349	28	3858213	100





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- 6) To consider and approve the re-appointment of Mr. Sujoy Chattaraj (DIN: 08818352) as a Whole Time Director with revision in terms of remuneration and in this regard, to consider and if though fit, to pass the following resolution as a Special Resolution:

	Voting through e-voting		Voting during Annual General Meeting		Consolidated Voting Result		
	No. of Members who Voted	No. of Votes Cast	No. of Members who Voted	No. of Votes Cast	No. of Members who Voted	No. of Votes Cast	% of Total Member of Valid Votes Cast
Voted in favour of the Resolution	24	3857864	4	349	28	3858213	100
Voted against the Resolution	0	0	0	0	0	0	0
Invalid Vote	0	0	0	0	0	0	0
Total	24	3857864	4	349	28	3858213	100





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7) Alteration of the Articles of Association of the Company to appoint a director nominated by Debenture Trustee(s) in terms of Regulation 15 (1)(e) of SEBI (DT) Regulations, 1993

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

	Voting through e-voting		Voting during Annual General Meeting		Consolidated Voting Result		
	No. of Members who Voted	No. of Votes Cast	No. of Members who Voted	No. of Votes Cast	No. of Members who Voted	No. of Votes Cast	% of Total Member of Valid Votes Cast
Voted in favour of the Resolution	24	3857864	4	349	28	3858213	100
Voted against the Resolution	0	0	0	0	0	0	0
Invalid Vote	0	0	0	0	0	0	0
Total	24	3857864	4	349	28	3858213	100



8) To enter into Material Related Party Transaction(s)

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

	Voting through e-voting		Voting during Annual General Meeting		Consolidated Voting Result		
	No. of Members who Voted	No. of Votes Cast	No. of Members who Voted	No. of Votes Cast	No. of Members who Voted	No. of Votes Cast	% of Total Member of Valid Votes Cast
Voted in favour of the Resolution	24	3857864	4	349	28	3858213	100
Voted against the Resolution	0	0	0	0	0	0	0
Invalid Vote	0	0	0	0	0	0	0
Total	24	3857864	4	349	28	3858213	100






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9) Increase in the limits for borrowings

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**: -

	Voting through e-voting		Voting during Annual General Meeting		Consolidated Voting Result		
	No. of Members who Voted	No. of Votes Cast	No. of Members who Voted	No. of Votes Cast	No. of Members who Voted	No. of Votes Cast	% of Total Member of Valid Votes Cast
Voted in favour of the Resolution	24	3857864	4	349	28	3858213	100
Voted against the Resolution	0	0	0	0	0	0	0
Invalid Vote	0	0	0	0	0	0	0
Total	24	3857864	4	349	28	3858213	100





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10) Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution: -

	Voting through e-voting		Voting during Annual General Meeting		Consolidated Voting Result		
	No. of Members who Voted	No. of Votes Cast	No. of Members who Voted	No. of Votes Cast	No. of Members who Voted	No. of Votes Cast	% of Total Member of Valid Votes Cast
Voted in favour of the Resolution	24	3857864	4	349	28	3858213	100
Voted against the Resolution	0	0	0	0	0	0	0
Invalid Vote	0	0	0	0	0	0	0
Total	24	3857864	4	349	28	3858213	100





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11) Raising of limits for inter corporate Loans under section 186 of the Companies Act, 2013
To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution: -

	Voting through e-voting		Voting during Annual General Meeting		Consolidated Voting Result		
	No. of Members who Voted	No. of Votes Cast	No. of Members who Voted	No. of Votes Cast	No. of Members who Voted	No. of Votes Cast	% of Total Member of Valid Votes Cast
Voted in favour of the Resolution	24	3857864	4	349	28	3858213	100
Voted against the Resolution	0	0	0	0	0	0	0
Invalid Vote	0	0	0	0	0	0	0
Total	24	3857864	4	349	28	3858213	100

My aforesaid Report of the votes cast "in favour" or "against" the resolutions and invalid votes based on the report generated from the e-voting system provided by Central Depository services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the company.

Based on the aforesaid results, the resolutions as contained in the Notice have been passed with requisite majority.

Thanking You.

Yours Sincerely,

FCS Sandip Kumar Kejriwal

[C.P No.-3821] [FCS No.-5152]

Scrutinizer for E-voting

Date : 09.09.2023

UDIN: F005152E000979281

