

**emami\* limited**

Date: 5<sup>th</sup> August, 2016

**The Secretary,**  
National Stock Exchange Ltd.  
Plot no. C/1, G Block  
Bandra Kurla Complex  
Bandra (E)  
Mumbai - 400 051

**The Secretary,**  
The Bombay Stock Exchange Limited.  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
Mumbai - 400 001.

**The Secretary,**  
The Calcutta Stock Exchange,  
7, Lyons Range,  
Kolkata-700001

Dear Sirs,

**33<sup>rd</sup> Annual General Meeting- Voting Results**

We would like to inform you that all resolutions have been passed with requisite majority at 33<sup>rd</sup> Annual General meeting of the Company as set out in the AGM Notice.

In compliance of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are enclosing herewith voting results in the prescribed format along with Scrutinizer's Report.

This is for your information and record.

Thanking You,

Yours faithfully,  
**For Emami Limited,**

**A K Joshi**  
**Company Secretary & VP-Legal**  
Encl: As Above

EMAMI LIMITED - 33 AGM Attended and Voting Summary

Format for Voting Result

Date of the AGM	August 03,2016
Total Number of Shareholders on record date	37909
No. of shareholders present in the meeting either in person or through proxy :	
Promoter & Promoter group	83
Public	485
<b>Total</b>	<b>568</b>
No. of shareholders attended the meeting through Video Conferencing	N.A.
Promoter & Promoter group	
Public	
<b>Total</b>	

Agenda- wise disclosure (to be disclosed separately for agenda item)

1 Ordinary Business			Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended March 31, 2016, together with the Reports of the Board of Directors and Auditors thereon.					
Whether promoter/promoter group are interested in the agenda/resolution ?								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	16508855	164768855	99.8062	164768855	0	100.0000	
	Poll		320000	0.1938	320000	0	100.0000	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		165088855	100.0000	165088855	0	100.0000	
Public - Institutional holders	E-Voting	42421785	33446576	78.8429	33446576	0	100.0000	
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		33446576	78.8429	33446576	0	100.0000	
Public - Non Institution	E-Vote	19456979	7142478	36.7091	7142478	0	100.0000	
	Poll		5234	0.0269	5234	0	100.0000	



	Postal Ballot (if applicable)	N.A.	0.0000	N.A.	N.A.	N.A.	N.A.	
	Total	7147712	36.7360	7147712	0	100.0000		
<b>Total</b>		<b>226967619</b>	<b>205683143</b>	<b>90.6222</b>	<b>205683143</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

<b>2 Ordinary Business</b>			Declaration of Dividend on Equity Shares.					
Whether promoter/promoter group are interested in the agenda/resolution ?								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	165088855	164768855	99.8062	164768855	0	100.0000	
	Poll		320000	0.1938	320000	0	100.0000	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		165088855	100.0000	165088855	0	100.0000	
Public - Institutional holders	E-Voting	42421785	34443547	81.1931	34443547	0	100.0000	
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		34443547	81.1931	34443547	0	100.0000	
Public - Non Institution	E-Vote	19456979	7142488	36.7091	7142488	0	100.0000	
	Poll		5234	0.0269	5234	0	100.0000	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		7147722	36.7360	7147722	0	100.0000	
<b>Total</b>		<b>226967619</b>	<b>206680124</b>	<b>91.0615</b>	<b>206680124</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

<b>3 Ordinary Business</b>		Appointment of a Director in place of Smt. Priti A Sureka (holding DIN 00319256), who retires by rotation and being eligible, offers herself for reappointment.					
Whether promoter/promoter group are interested in the agenda/resolution ?							



Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	165088855	164768855	99.8062	164768855	0	100.0000	
	Poll		320000	0.1938	320000	0	100.0000	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		165088855	100.0000	165088855	0	100.0000	
Public - Institutional holders	E-Voting	42421785	34443547	81.1931	34327042	116505	99.6618	0.3382
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		34443547	81.1931	34327042	116505	99.6618	0.3382
Public - Non Institution	E-Vote	19456979	7142488	36.7091	7142178	310	99.9957	0.0043
	Poll		5234	0.0269	5234	0	100.0000	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		7147722	36.7360	7147412	310	99.9957	0.0043
<b>Total</b>		<b>226967619</b>	<b>206680124</b>	<b>91.0615</b>	<b>206563309</b>	<b>116815</b>	<b>99.9435</b>	<b>0.0565</b>

<b>4 Ordinary Business</b>			Appointment of a Director in place of Shri Prashant Goenka (holding DIN 00703389), who retires by rotation and being eligible, offers himself for reappointment.					
Whether promoter/promoter group are interested in the agenda/resolution ?								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	165088855	164768855	99.8062	164768855	0	100.0000	
	Poll		320000	0.1938	320000	0	100.0000	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		165088855	100.0000	165088855	0	100.0000	
Public - Institutional holders	E-Voting	42421785	34443547	81.1931	34327042	116505	99.6618	0.3382
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		34443547	81.1931	34327042	116505	99.6618	0.3382



Public - Non Institution	E-Vote	19456979	7142488	36.7091	7142178	310	99.9957	0.0043
	Poll		5234	0.0269	5234	0	100.0000	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		7147722	36.7360	7147412	310	99.9957	0.0043
<b>Total</b>		<b>226967619</b>	<b>206680124</b>	<b>91.0615</b>	<b>206563309</b>	<b>116815</b>	<b>99.9435</b>	<b>0.0565</b>

<b>5 Ordinary Business</b>			Appointment of a Director in place of Shri A. V. Agarwal (holding DIN 00149717), who retires by rotation and being eligible, offers himself for reappointment.					
Whether promoter/promoter group are interested in the agenda/resolution ?								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	165088855	164768855	99.8062	164768855	0	100.0000	
	Poll		320000	0.1938	320000	0	100.0000	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		165088855	100.0000	165088855	0	100.0000	
Public - Institutional holders	E-Voting	42421785	34443547	81.1931	34327042	116505	99.6618	0.3382
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		34443547	81.1931	34327042	116505	99.6618	0.3382
Public - Non Institution	E-Vote	19456979	7142488	36.7091	7142177	311	99.9956	0.0044
	Poll		5234	0.0269	5234	0	100.0000	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		7147722	36.7360	7147411	311	99.9956	0.0044
<b>Total</b>		<b>226967619</b>	<b>206680124</b>	<b>91.0615</b>	<b>206563308</b>	<b>116816</b>	<b>99.9435</b>	<b>0.0565</b>

<b>6 Ordinary Business</b>			Ratification of appointment of M/s S. K. Agrawal & Co., Chartered Accountants, (Firm registration No. 306033E) as Statutory Auditors for financial year 2016-17 and to fix their remuneration.					
Whether promoter/promoter group are interested in the agenda/resolution ?								

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	165088855	164768855	99.8062	164768855	0	100.0000	
	Poll		320000	0.1938	320000	0	100.0000	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		165088855	100.0000	165088855	0	100.0000	
Public - Institutional holders	E-Voting	42421785	34443547	81.1931	32100038	2343509	93.1961	6.8039
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		34443547	81.1931	32100038	2343509	93.1961	6.8039
Public - Non Institution	E-Vote	19456979	7142488	36.7091	7142266	222	99.9969	0.0031
	Poll		5234	0.0269	5234	0	100.0000	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		7147722	36.7360	7147500	222	99.9969	0.0031
<b>Total</b>		<b>226967619</b>	<b>206680124</b>	<b>91.0615</b>	<b>204336393</b>	<b>2343731</b>	<b>98.8660</b>	<b>1.1340</b>

**7 Special Business** Approval to reappointment of Shri Mohan Goenka (holding DIN 00150034) as a Whole-time Director of the Company.

Whether promoter/promoter group are interested in the agenda/resolution ?

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	165088855	164768855	99.8062	164768855	0	100.0000	
	Poll		320000	0.1938	320000	0	100.0000	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		165088855	100.0000	165088855	0	100.0000	
Public - Institutional holders	E-Voting	42421785	34443547	81.1931	34123560	319987	99.0710	0.9290
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		34443547	81.1931	34123560	319987	99.0710	0.9290

Public - Non Institution	E-Vote	19456979	7142488	36.7091	7142185	303	99.9958	0.0042
	Poll		5234	0.0269	5234	0	100.0000	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		7147722	36.7360	7147419	303	99.9958	0.0042
<b>Total</b>		<b>226967619</b>	<b>206680124</b>	<b>91.0615</b>	<b>206359834</b>	<b>320290</b>	<b>99.8450</b>	<b>0.1550</b>

<b>8 Special Business</b>			Approval to reappointment of Shri H.V. Agarwal (holding DIN 00150089) as a Whole-time Director of the Company.					
Whether promoter/promoter group are interested in the agenda/resolution ?								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	165088855	164768855	99.8062	164768855	0	100.0000	
	Poll		320000	0.1938	320000	0	100.0000	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		165088855	100.0000	165088855	0	100.0000	
Public - Institutional holders	E-Voting	42421785	34443547	81.1931	34123560	319987	99.0710	0.9290
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		34443547	81.1931	34123560	319987	99.0710	0.9290
Public - Non Institution	E-Vote	19456979	7142488	36.7091	7141975	513	99.9928	0.0072
	Poll		5234	0.0269	5234	0	100.0000	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		7147722	36.7360	7147209	513	99.9928	0.0072
<b>Total</b>		<b>226967619</b>	<b>206680124</b>	<b>91.0615</b>	<b>206359624</b>	<b>320500</b>	<b>99.8449</b>	<b>0.1551</b>

<b>9 Special Business</b>			Approval to reappointment of Shri S.K. Goenka (holding DIN 00149916) as a Managing Director of the Company.					
Whether promoter/promoter group are interested in the agenda/resolution ?								

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	165088855	164768855	99.8062	164768855	0	100.0000	
	Poll		320000	0.1938	320000	0	100.0000	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		165088855	100.0000	165088855	0	100.0000	
Public - Institutional holders	E-Voting	42421785	34443547	81.1931	34123560	319987	99.0710	0.9290
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		34443547	81.1931	34123560	319987	99.0710	0.9290
Public - Non Institution	E-Vote	19456979	7142488	36.7091	7141975	513	99.9928	0.0072
	Poll		5234	0.0269	5234	0	100.0000	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		7147722	36.7360	7147209	513	99.9928	0.0072
<b>Total</b>		<b>226967619</b>	<b>206680124</b>	<b>91.0615</b>	<b>206359624</b>	<b>320500</b>	<b>99.8449</b>	<b>0.1551</b>

<b>10 Special Business</b>		Regularization/Appointment of Smt. Rama Bijapurkar (holding DIN 00001835) as an Independent Director of the Company for the period of three years.						
<b>Whether promoter/promoter group are interested in the agenda/resolution ?</b>								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	165088855	164768855	99.8062	164768855	0	100.0000	
	Poll		320000	0.1938	320000	0	100.0000	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		165088855	100.0000	165088855	0	100.0000	
Public - Institutional holders	E-Voting	42421785	34443547	81.1931	34443547	0	100.0000	
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		34443547	81.1931	34443547	0	100.0000	





Public - Non Institution	E-Vote	19456979	7142488	36.7091	7142178	310	99.9957	0.0043
	Poll		5234	0.0269	5234	0	100.0000	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		7147722	36.7360	7147412	310	99.9957	0.0043
<b>Total</b>		<b>226967619</b>	<b>206680124</b>	<b>91.0615</b>	<b>206679814</b>	<b>310</b>	<b>99.9999</b>	<b>0.0001</b>

<b>11 Special Business</b>		Approval to continuation of office by Shri R. S. Agarwal (holding DIN 00152996) as an Executive Chairman of the Company after attaining the age of 70 years during his term of appointment.						
Whether promoter/promoter group are interested in the agenda/resolution ?								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	165088855	164768855	99.8062	164768855	0	100.0000	
	Poll		320000	0.1938	320000	0	100.0000	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		165088855	100.0000	165088855	0	100.0000	
Public - Institutional holders	E-Voting	42421785	34443547	81.1931	34443547	0	100.0000	
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		34443547	81.1931	34443547	0	100.0000	
Public - Non Institution	E-Vote	19456979	7142488	36.7091	7141660	828	99.9884	0.0116
	Poll		5234	0.0269	5234	0	100.0000	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		7147722	36.7360	7146894	828	99.9884	0.0116
<b>Total</b>		<b>226967619</b>	<b>206680124</b>	<b>91.0615</b>	<b>206679296</b>	<b>828</b>	<b>99.9996</b>	<b>0.0004</b>

<b>12 Special Business</b>		Approval to continuation of office by Shri R. S. Goenka (holding DIN 00152880) as Whole-time Director of the Company upon attaining the age of 70 years during his term of appointment.						
Whether promoter/promoter group are interested in the agenda/resolution ?								



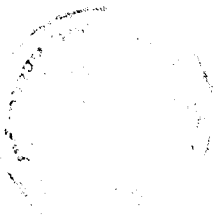
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	165088855	164768855	99.8062	164768855	0	100.0000	
	Poll		320000	0.1938	320000	0	100.0000	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		165088855	100.0000	165088855	0	100.0000	
Public - Institutional holders	E-Voting	42421785	34443547	81.1931	34099647	343900	99.0016	0.9984
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		34443547	81.1931	34099647	343900	99.0016	0.9984
Public - Non Institution	E-Vote	19456979	7142488	36.7091	7141660	828	99.9884	0.0116
	Poll		5234	0.0269	5234	0	100.0000	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		7147722	36.7360	7146894	828	99.9884	0.0116
<b>Total</b>		<b>226967619</b>	<b>206680124</b>	<b>91.0615</b>	<b>206335396</b>	<b>344728</b>	<b>99.8332</b>	<b>0.1668</b>

**13 Special Business** Ratification of the fee of Rs.1,35,000 (Rupees One lakh thirty five thousand only) payable to M/S V. K. Jain & Co, Cost Auditors for conducting audit of the cost records of the Company for the financial year 2016-17.

Whether promoter/promoter group are interested in the agenda/resolution ?

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	165088855	164768855	99.8062	164768855	0	100.0000	
	Poll		320000	0.1938	320000	0	100.0000	
	Postal Ballot (if applicable)		N.A.	0.0000	N.A.	N.A.	N.A.	N.A.
	Total		165088855	100.0000	165088855	0	100.0000	
Public - Institutional holders	E-Voting	42421785	34443547	81.1931	34443547	0	100.0000	
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		34443547	81.1931	34443547	0	100.0000	

Public - Non Institution	E-Vote		19456979	7142488		36.7091	7142327		161	99.9977	0.0023			
	Poll	Postal Ballot (if applicable)		5234	N.A.		5234	N.A.				0	100.0000	
Total	7147722		206680124		91.0615		206679963		161		99.9999		0.0001	
Total	7147722		206680124		91.0615		206679963		161		99.9999		0.0001	





### SCRUTINIZER'S REPORT

**[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015]**

**August 04, 2016**

To

The Chairman of the 33<sup>rd</sup> (Thirty Third) Annual General Meeting (AGM) of Members of Emami Limited (CIN: L63993WB1983PLC036030), held on Wednesday, 3<sup>rd</sup> day of August, 2016 at the South City International School Auditorium, 375 Prince Anwar Shah Road, Kolkata-700068, West Bengal at 11:30 am.

**Dear Sir,**

I, Manoj 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 e-Voting and voting by use of ballot 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 by Companies (Management & Administration) Amendment Rules, 2015, Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings in respect of the below mentioned Resolutions proposed at the 33<sup>rd</sup> Annual General Meeting of the Company held on Wednesday, 03 August 2016 at South City International School Auditorium, 375 Prince Anwar Shah Road, Kolkata-700068, West Bengal at 11:30 am, do hereby submit my report as follows:

- (a) The Notice dated 5<sup>th</sup> May, 2016 convening the 33<sup>rd</sup> 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 by 9<sup>th</sup> July, 2016 to the members of the company.





- (b) 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 voting facility by way of poll to the shareholders who did not cast their vote through remote e-voting.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut Off" date i.e. 27<sup>th</sup> July, 2016 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 Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period for remote e-voting commenced on Saturday, July 30, 2016 at 9:00 AM (IST) and ended on Tuesday, August 2, 2016 at 5:00 PM (IST).
- (e) The member and/or their proxy at the meeting exercised their voting rights through ballot papers at the poll conducted at the Annual General Meeting as stated above.
- (f) After conclusion of voting at the 33<sup>rd</sup> Annual General Meeting, the votes cast at the meeting were counted first, and thereafter, the votes cast through remote e-voting were unblocked in presence of Miss Pritha Bose and Mr. Saheb Ali, who acted as witnesses in accordance with Rule 20 of the Companies (Management & Administration) Rules, 2014.
- (g) 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, were derived from the ballot forms received at the poll conducted at the meeting, as well as the report generated from the e-voting website of CSDL, <http://www.evotingindia.com> in respect of remote e-voting.
- (h) 372 Members have cast their votes through remote e-voting and all such votes are valid 42 Members and/or their proxy have cast their votes through poll at the AGM venue, out of which 11 are invalid.





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 on Poll at the meeting. (2)	Total (1)+(2)=(3)	% of total number of valid votes cast
<b>ORDINARY BUSINESS</b>				
<b>Item No.1 as an Ordinary Resolution:</b> To receive, consider and adopt the Audited Financial Statements (including Consolidated Audited Financial Statements) of the Company for the financial year ended 31 <sup>st</sup> March, 2016, together with the Reports of the Board of Directors and Auditors thereon.				
(1) Voted in favour of the resolution	205357909	325235	205683144	100%
(2) Voted against the resolution	NIL	NIL	NIL	NIL
<b>Total</b>	<b>205357909</b>	<b>325235</b>	<b>205683144</b>	<b>100%</b>
(3) Invalid votes:	0	137	137	NA
<b>Item No. 2 as an Ordinary Resolution:</b> To declare dividend on equity shares of the Company				
(1) Voted in favour of the resolution	206354890	325234	206680124	100%
(2) Voted against the resolution	NIL	NIL	NIL	NIL
<b>Total</b>	<b>20354890</b>	<b>325234</b>	<b>206680124</b>	<b>100%</b>





(3) Invalid votes:	0	137	137	NA
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**Item No.3 as an Ordinary Resolution:** 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.

(1) Voted in favour of the resolution	206238075	325235	206563310	99.94%
(2) Voted against the resolution	116815	0	116815	0.06%
<b>Total</b>	<b>206354890</b>	<b>325235</b>	<b>206680125</b>	<b>100%</b>
(3) Invalid votes:	0	137	137	NA

**Item No.4 as an Ordinary Resolution:** To appoint a director in place of Shri Prashant Goenka (DIN 00703389), who retires by rotation and being eligible, offers himself for reappointment.

(1) Voted in favour of the resolution	206238075	325235	206563310	99.94%
(2) Voted against the resolution	116815	0	116815	0.06%
<b>Total</b>	<b>206354890</b>	<b>325235</b>	<b>206680125</b>	<b>100%</b>





(3) Invalid votes:	0	137	137	NA
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**Item No.5 as a Ordinary Resolution:** To appoint a director in place of Shri A.V. Agarwal (DIN 00149717) who retires by rotation and being eligible, offers himself for re-appointment.

(1) Voted in favour of the resolution	206238074	325234	206563308	99.94%
(2) Voted against the resolution	116816	0	116816	0.06%
<b>Total</b>	<b>206354890</b>	<b>325234</b>	<b>206680124</b>	<b>100%</b>
(3) Invalid votes:	0	137	137	NA

**Item No.6 as an Ordinary Resolution:** To ratify the appointment of M/s S.K. Agrawal & Co Chartered Accountants (Firm Registration No. 306033E) as the statutory auditors for the financial year 2016-17 and to fix their remuneration.

(1) Voted in favour of the resolution	204011159	325234	204336393	98.87%
(2) Voted against the resolution	2343731	0	2343731	1.13%
<b>Total</b>	<b>206354890</b>	<b>325234</b>	<b>206680124</b>	<b>100%</b>







(3) Invalid votes:	0	137	137	NA
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**SPECIAL BUSINESS**

**Item No.7 as an Ordinary Resolution:** To approve the re-appointment of Shri Mohan Goenka (DIN 00150034) as a whole-time Director of the Company for the period of five years with effect from January 15, 2016 on such terms & conditions as stated in the Agreement.

(1) Voted in favour of the resolution	206034600	325234	206359834	99.84%
(2) Voted against the resolution	320290	0	320290	0.16%
<b>Total</b>	<b>206354890</b>	<b>325234</b>	<b>206680124</b>	<b>100%</b>
(3) Invalid votes:	0	137	137	NA

**Item No.8 as an Ordinary Resolution:** To approve the re-appointment of Shri H.V. Agarwal (DIN 00150089) as a whole-time Director of the Company for the period of five years with effect from January 15, 2016 on such terms & conditions as stated in the Agreement.

(1) Voted in favour of the resolution	206034390	325234	206359624	99.84%
(2) Voted against the resolution	320500	0	320500	0.16%
<b>Total</b>	<b>206354890</b>	<b>325234</b>	<b>206680124</b>	<b>100%</b>





(3) Invalid votes:	0	137	137	NA
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**Item No.9 as an Ordinary Resolution:** To approve the re-appointment of Shri S.K. Goenka (DIN 00149916) as Managing Director of the Company for the period of five years with effect from June 1, 2016 on such terms & conditions as stated in the Agreement.

(1) Voted in favour of the resolution	206034390	325234	206359624	99.84%
(2) Voted against the resolution	320500	0	320500	0.16%
<b>Total</b>	<b>206354890</b>	<b>325234</b>	<b>206680124</b>	<b>100%</b>
(3) Invalid votes:	0	137	137	NA

**Item No.10 as an Ordinary Resolution:** To regularize the appointment of Smt. Rama Bijapurkar (Din 00001835) as an Independent Director of the Company for a period of three years with effect from September 1, 2015.

(1) Voted in favour of the resolution	206354580	325234	206679814	100%
(2) Voted against the resolution	310	0	310	Negligible
<b>Total</b>	<b>206354890</b>	<b>325234</b>	<b>206680124</b>	<b>100%</b>





(3) Invalid votes:	0	137	137	NA
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**Item No.11 as an Special Resolution:** To approve the continuation of holding office of Whole-time Director by Shri R.S. Agarwal (DIN 00152996) upon attaining the age of 70 (seventy) years during his term of appointment.

(1) Voted in favour of the resolution	206354062	325234	206679296	100%
(2) Voted against the resolution	828	0	828	Negligible
<b>Total</b>	<b>206354890</b>	<b>325234</b>	<b>206680124</b>	<b>100%</b>
(3) Invalid votes:	0	137	137	NA

**Item No.12 as an Special Resolution:** To approve the continuation of holding office of Whole-time Director by Shri R.S. Goenka (DIN 00152880) upon attaining the age of 70 (seventy) years during his term of appointment.

(1) Voted in favour of the resolution	206010162	325234	206335396	99.83%
(2) Voted against the resolution	344728	0	344728	0.17%
<b>Total</b>	<b>206354890</b>	<b>325234</b>	<b>206680124</b>	<b>100%</b>





(3) Invalid votes:	0	137	137	NA
<b>Item No.13 as an Ordinary Resolution:</b> To ratify the fee of Rs. 1,35,000 (Rupees One Lakh and Thirty Five Thousand) payable to M/s V.K. Jain & Co, Cost Auditors for conducting audit of the cost records of the company for the Financial Year 2016-17.				
(1) Voted in favour of the resolution	206354729	325234	206679963	100%
(2) Voted against the resolution	161	0	161	Negligible
<b>Total</b>	<b>206354890</b>	<b>325234</b>	<b>206680124</b>	<b>100%</b>
(3) Invalid votes:	0	137	137	NA

Thanking You,

Yours Faithfully



Manoj Kumar Bantia  
Partner

MKB & Associates  
Membership No.: 11470  
COP No.: 7596

Date: 4<sup>th</sup> August, 2016

Place: Kolkata