



emami*limited

Date: 9th August, 2019

The Secretary
The National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, G. Block
Bandra Kurla Complex, Bandra (E)
Mumbai: 400051

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai: 400001

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata: 700001

Dear Sirs,

Sub: 36th Annual General Meeting held on 8th August, 2019

We would like to inform you that all the Resolutions have been passed by the requisite majority at 36th Annual General Meeting (AGM) of the Company as set out in the AGM Notice .

Incompliance of Regulation 44(3) of SEBI (Listing Obligation 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

emami* limited

Date of the AGM	August 08,2019
Total Number of Shareholders on record date	79391
No. of shareholders present in the meeting either in person or through proxy :	
Promoter & Promoter group	73
Public	709
Total	782
No. of shareholders attended the meeting through Video Conferencing	N.A.
Promoter & Promoter group	
Public	
Total	

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, 2019, together with the Reports of the Board of Directors and Auditors thereon.
Whether promoter/promoter group are interested in the agenda/resolution ?	NO

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	239393412	239333412	99.97490	239333412	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		239333412	99.97490	239333412	0	100	0
Public - Institutional holders	E-Voting	170192474	138458008	81.35380	138458008	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		138458008	81.35380	138458008	0	100	0



Public - Non Institution	E-Vote	44349352	15509811	34.97190	15509725	86	99.999	0.00060
	Poll		52	0.00010	52	0	100	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		15509863	34.97200	15509777	86	99.999	0.00060
Total		453935238	393301283	86.64260	393301197	86	99.99998	0.00002

2 Ordinary business

Approval of Dividend on Equity Shares for the Financial Year 2018-19

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

NO

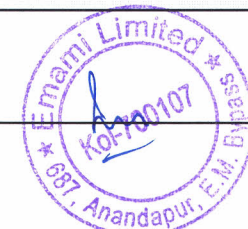
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	239393412	239333412	99.97490	239333412	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		239333412	99.97490	239333412	0	100	0
Public - Institutional holders	E-Voting	170192474	138458008	81.35380	138458008	0	100	0
	Poll		0	0.00	0	0		0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		138458008	81.35380	138458008	0	100	0
Public - Non Institution	E-Vote	44349352	15509831	34.97190	15509747	84	99.9995	0.00050
	Poll		52	0.00010	52	0	100	0
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		15509883	34.97210	15509799	84	99.99950	0.00050
Total		453935238	393301303	86.64260	393301219	84	99.99998	0.00002

3 Ordinary business

Appointment of a Director in place of Shri A.V. Agarwal (DIN 00149717) who retires by rotation and being eligible, offers himself for reappointment..

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

NO

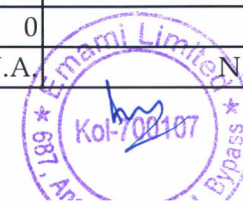


Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	239393412	239333412	99.97490	239333412	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		239333412	99.97490	239333412	0	100	0
Public - Institutional holders	E-Voting	170192474	132169413	77.65880	130882343	1287070	99.026	0.9738
	Poll		0		0	0		0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		132169413	77.65880	130882343	1287070	99.026	0.974
Public - Non Institution	E-Vote	44349352	14709831	33.16810	14709497	334	99.998	0.002
	Poll		52	0.00010	52	0	100	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		14709883	33.16820	14709549	334	99.998	0.00230
Total		453935238	386212708	85.08102	384925304	1287404	99.667	0.33334

4 Ordinary business Appointment of a Director in place of Shri R.S. Goenka (DIN 00152880), who retires by rotation and being eligible, offers himself for reappointment.

Whether promoter/promoter group are interested in the agenda/resolution ?
NO

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	239393412	239333412	99.97490	239333412	0	100	0
	Poll		0	0.00000	0	0		0
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		239333412	99.97490	239333412	0	100	0
Public - Institutional holders	E-Voting	170192474	134473077	79.01240	120069723	14403354	89.289	10.71100
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.



	Total		134473077	79.012	120069723	14403354	89.289	10.71100
Public - Non Institution	E-Vote	44349352	15509831	34.972	15509497	334	99.998	0.00220
	Poll		52	0.00010	52	0	100	0
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		15509883	34.97210	15509549	334	99.99780	0.00220
Total		453935238	389316372	85.76474	374912684	14403688	96.30026	3.69974

5 Ordinary business

Appointment of a Director in place of Shri S.K. Goenka (DIN 00149916), who retires by rotation and being eligible, offers himself for reappointment

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

NO

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	239393412	239333412	99.97490	239333412	0	100	0
	Poll		0	0.00000	0	0		0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		239333412	99.97490	239333412	0	100	0
Public - Institutional holders	E-Voting	170192474	134473077	79.01240	133526007	947070	99.296	0.70430
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		134473077	79.01240	133526007	947070	99.29570	0.70430
Public - Non Institution	E-Vote	44349352	15509831	34.97190	15509493	338	99.99780	0.00220
	Poll		52	0.00010	52	0	100	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		15509883	34.97210	15509545	338	99.99780	0.00220
Total		453935238	389316372	85.76474	388368964	947408	99.75665	0.24335

6 Special business

Regularization/ Appointment of Shri Debabrata Sarkar (DIN 02502618)) as an Independent Director of the Company for the period of 5 (five) years.



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

NO

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	239393412	239333412	99.97490	239333412	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		239333412	99.97490	239333412	0	100	0
Public - Institutional holders	E-Voting	170192474	132169413	77.65880	132169413	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		132169413	77.65880	132169413	0	100	0
Public - Non Institution	E-Vote	44349352	14709831	33.16810	14709525	306	99.998	0.00210
	Poll		52	0.00010	52	0	100	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		14709883	33.16820	14709577	306	99.998	0.00210
Total		453935238	386212708	85.08102	386212402	306	99.99992	0.00008

7 Special business

Approval of re-appointment of Shri Prashant Goenka (DIN 00703389) as a Whole-time Director of the Company for the period of 5 (five) years with effect from January 20, 2019.

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

NO

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	239393412	239333412	99.97490	239333412	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		239333412	99.97490	239333412	0	100	0



Public - Institutional holders	E-Voting	170192474	134473077	79.01240	134206169	266908	99.802	0.19850
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		134473077	79.01240	134206169	266908	99.802	0.19850
Public - Non Institution	E-Vote	44349352	15477363	34.89870	15476898	465	99.997	0.00300
	Poll		52	0.000	52	0	100	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		15477415	34.899	15476950	465	99.997	0.00300
Total		453935238	389283904	85.75759	389016531	267373	99.93132	0.06868

8 Special business

Ratification of the fee of Rs. 1,50,000 (Rupees one lac fifty 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 2019-20.

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

NO

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	239393412	239333412	99.97490	239333412	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		239333412	99.97490	239333412	0	100	0
Public - Institutional holders	E-Voting	170192474	138458008	81.35380	138458008	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		138458008	81.35380	138458008	0	100	0
Public - Non Institution	E-Vote	44349352	15477363	34.89870	15477184	179	99.999	0.00120
	Poll		52	0.00010	52	0	100	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		15477415	34.89890	15477236	179	99.999	0.00120
Total		453935238	393268835	86.63545	393268656	179	99.99995	0.00005





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]

To

The Chairman of the 36th (Thirty Sixth) Annual General Meeting (AGM) of Members of Emami Limited (CIN: L63993WB1983PLC036030), held on Thursday, 8th day of August, 2019 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 forms 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 36th Annual General





Meeting of the Company held on Thursday, 8th August 2019 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 27th May, 2019 convening the 36th 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 13th July, 2019 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. 1st August, 2019 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 Sunday, August 04, 2019 at 9:00 AM (IST) and ended on Wednesday, August 07, 2019 at 5:00 PM (IST).





- (e) The member and/or their proxies 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 36th 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 Ms. Puja and Ms. Mudra Khetan, who acted as witnesses in accordance with Rule 20 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) 376 Members have cast their votes through remote e-voting and all such votes are valid, 3 Members and/or their proxy have cast their votes through poll at the AGM venue and all such votes are valid.

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
ORDINARY BUSINESS				
Item No. 1 as an Ordinary Resolution: Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon.				
(1) Voted in favour of the resolution	393301145	52	393301197	100
(2) Voted against the resolution	86	-	86	Negligible
Total	393301231	52	393301283	100
(3) Invalid votes:	-	-	-	-
Item No. 2 as an Ordinary Resolution: Declaration of Dividend on Equity Shares.				
(1) Voted in favour of the resolution	393301167	52	393301219	100
(2) Voted against the resolution	84	-	84	Negligible
Total	393301251	52	393301303	100





(3) Invalid votes:	-	-	-	-
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Item No. 3 as an Ordinary Resolution: Appointment of a Director in place of Shri A V Agarwal (holding DIN 00149717), who retires by rotation and being eligible, offers himself for re-appointment.

(1) Voted in favour of the resolution	384925252	52	384925304	99.667
(2) Voted against the resolution	1287404	-	1287404	0.333
Total	386212656	52	386212708	100
(3) Invalid votes:	-	-	-	-

Item No. 4 as an Ordinary Resolution: To appoint a director in place of Shri R. S. Goenka (holding DIN 00152880), who retires by rotation and being eligible, offers himself for re-appointment.

(1) Voted in favour of the resolution	374912632	52	374912684	96.300
(2) Voted against the resolution	14403688	-	14403688	3.700
Total	389316320	52	389316372	100
(3) Invalid votes:	-	-	-	-





Item No.5 as a Ordinary Resolution: To appoint a director in place of Shri S. K. Goenka (holding DIN 00149916) who retires by rotation and being eligible, offers himself for re-appointment.

(1) Voted in favour of the resolution	388368912	52	388368964	99.757
(2) Voted against the resolution	947408	-	947408	0.243
Total	389316320	52	389316372	100
(3) Invalid votes:	-	-	-	-

SPECIAL BUSINESS

Item No. 6 as Ordinary Resolution: Regularization/Appointment of Shri Debabrata Sarkar (DIN 02502618) as an Independent Director of the Company for the period of 5 (five) years.

(1) Voted in favour of the resolution	386212350	52	386212402	100
(2) Voted against the resolution	306	-	306	Negligible
Total	386212656	52	386212708	100
(3) Invalid votes:	-	-	-	-

Item No. 7 as Ordinary Resolution: Approval of re-appointment of Shri Prashant Goenka (DIN 00703389) as a Whole-time Director of the Company for the period of 5 (five) years with effect from January 20, 2019.





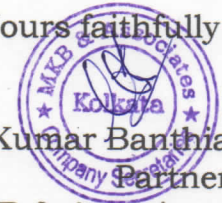
(1) Voted in favour of the resolution	389016479	52	389016531	99.931
(2) Voted against the resolution	267373	-	267373	0.069
Total	389283852	52	389283904	100
(3) Invalid votes:	-	-	-	-

Item No. 8 as Ordinary Resolution: Ratification of the fee of Rs. 1,50,000 (Rupees One lakh fifty 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 2019-20.

(1) Voted in favour of the resolution	393268604	52	393268656	100
(2) Voted against the resolution	179	-	179	Negligible
Total	393268783	52	393268835	100
(3) Invalid votes:	-	-	-	-

Thanking you,

Yours faithfully,



Manoj Kumar Banthia
Partner

MKB & Associates

Membership No.: 11470

COP No.: 7596

FRN: P2010WB042700

Date: 9th August, 2019

Place: Kolkata