



emami* limited

Date : 4th August, 2017

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

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata - 700 001

Dear Sirs ,

34th Annual General Meeting- Voting Results

We Would like to inform you that all the resolutions have been passed with requisite majority at 34th Annual General Meeting of the Company as set out in the AGM Notice .

In compliance 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,

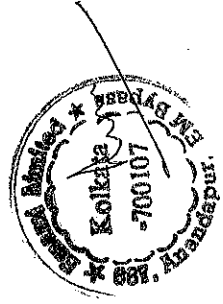
Yours faithfully,
For Emami Limited

A. K. Joshi
Company Secretary & VP- Legal

Encl. As above.

EMAMI LTD - 34TH AGM Attended and Voting Summary

| | |
|---------------------------------------------------------------------------------------|-----------------|
| Date of the AGM | August 02, 2017 |
| Total Number of Shareholders on record date | 44798 |
| No. of shareholders present in the meeting either in person or through proxy : | |
| Promoter & Promoter group | 82 |
| Public | 470 |
| Total | 552 |
| 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)

ORDINARY BUSINESS

Item No. 1- Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended March 31, 2017, together with the Reports of the Board of Directors and Auditors thereon.

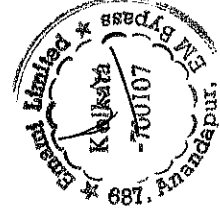
Resolution Required

Ordinary Resolution

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

Not Applicable

| 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 | 164378355 | 99.56960 | 164378355 | 0 | 100.00000 | |
| | Poll | | 710500 | 0.43040 | 710500 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 165088855 | 100.00000 | 165088855 | 0 | 100.00000 | |
| Public - Institutional holders | E-Voting | 41692440 | 27784059 | 66.64050 | 27784059 | 0 | 100.00000 | |
| | Poll | | 0 | | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 27784059 | 66.64050 | 27784059 | 0 | 100.00000 | |
| Public - Non Institution | E-Vote | 20186324 | 2042250 | 10.11700 | 2042247 | 3 | 99.99990 | 0.00010 |
| | Poll | | 134 | 0.00070 | 134 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 2042384 | 10.11770 | 2042381 | 3 | 99.99990 | 0.00010 |
| | Total | 226967619 | 194915298 | 85.87802 | 194915295 | 3 | 100.00000 | 0.00000 |



Item No. 2- Approval of Interim Dividend already paid and Declaration of Final Dividend on Equity Shares for the Financial Year 2016-17

Resolution Required
Ordinary Resolution

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

Not Applicable

| 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 | 164378355 | 99.56960 | 164378355 | 0 | 100.00000 | |
| | Poll | | 710500 | 0.43040 | 710500 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 165088855 | 100.00000 | 165088855 | 0 | 100.00000 | |
| Public - Institutional holders | E-Voting | 41692440 | 30718080 | 73.67780 | 30718080 | 0 | 100.00000 | |
| | Poll | | 0 | | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 30718080 | 73.67780 | 30718080 | 0 | 100.00000 | |
| Public - Non Institution | E-Vote | 20186324 | 2042260 | 10.11700 | 2042260 | 0 | 100.00000 | |
| | Poll | | 134 | 0.00070 | 134 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 2042394 | 10.11770 | 2042394 | 0 | 100.00000 | |
| Total | | 226967619 | 197849329 | 87.17073 | 197849329 | 0 | 100.00000 | 0.00000 |



Item No. 3 - Appointment of a Director in place of Shri. R. S. Goenka (DIN 00152880), who retires by rotation and being eligible, offers himself for reappointment.
Resolution Required

Ordinary Resolution

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

Not Applicable

| 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 | 164378355 | 99.56960 | 164378355 | 0 | 100.00000 | |
| | Poll | | 710500 | 0.43040 | 710500 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 165088855 | 100.00000 | 165088855 | 0 | 100.00000 | |
| Public - Institutional holders | E-Voting | 41692440 | 30718080 | 73.67780 | 17597388 | 13120692 | 57.28670 | 42.71330 |
| | Poll | | 0 | | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 41692440 | 73.67780 | 17597388 | 13120692 | 57.28670 | 42.71330 |
| Public - Non Institution | E-Vote | 20186324 | 30718080 | 73.67780 | 17597388 | 13120692 | 57.28670 | 42.71330 |
| | Poll | | 2042260 | 10.11700 | 2042257 | 3 | 99.99990 | 0.00010 |
| | Postal Ballot (if applicable) | | 134 | 0.00070 | 134 | 0 | 100.00000 | |
| | Total | | 2042394 | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| Total | | 226967619 | 197849329 | 87.17073 | 184728634 | 13120695 | 93.36834 | 6.63166 |



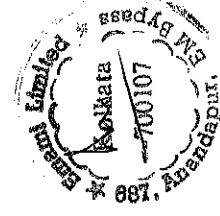
Item No. 4- Appointment of a Director in place of Shri Mohan Goenka (DIN 00150034), who retires by rotation and being eligible, offers himself for reappointment.

Ordinary Resolution

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

Not Applicable

| 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 | 164378355 | 99.56960 | 164378355 | 0 | 100.00000 | |
| | Poll | | 710500 | 0.43040 | 710500 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 165088855 | 100.00000 | 165088855 | 0 | 100.00000 | |
| Public - Institutional holders | E-Voting | 41692440 | 30718080 | 73.67780 | 30718080 | 0 | 100.00000 | |
| | Poll | | 0 | | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 30718080 | 73.67780 | 30718080 | 0 | 100.00000 | |
| Public - Non Institution | E-Vote | 20186324 | 2042260 | 10.11700 | 2041897 | 363 | 99.98220 | 0.01780 |
| | Poll | | 134 | 0.00070 | 134 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 2042394 | 10.11770 | 2042031 | 363 | 99.98220 | 0.01780 |
| Total | | 226967619 | 197849329 | 87.17073 | 197848966 | 363 | 99.99982 | 0.00018 |



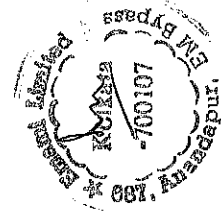
Item No. 5- Appointment of a Director in place of Shri S.K. Goenka (DIN 00149916), who retires by rotation and being eligible, offers himself for reappointment.
Resolution Required

Ordinary Resolution

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

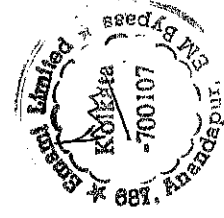
Not Applicable

| 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 | 164378355 | 99.56960 | 164378355 | 0 | 100.00000 | |
| | Poll | | 710500 | 0.43040 | 710500 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 165088855 | 100.00000 | 165088855 | 0 | 100.00000 | |
| Public - Institutional holders | E-Voting | 41692440 | 30718080 | 73.67780 | 30718080 | 0 | 100.00000 | |
| | Poll | | 0 | | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 30718080 | 73.67780 | 30718080 | 0 | 100.00000 | |
| Public - Non Institution | E-Vote | 20186324 | 2042260 | 10.11700 | 2041897 | 363 | 99.98220 | 0.01780 |
| | Poll | | 134 | 0.00070 | 134 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 2042394 | 10.11770 | 2042031 | 363 | 99.98220 | 0.01780 |
| | Total | 226967619 | 197849329 | 87.17073 | 197848966 | 363 | 99.99982 | 0.00018 |



Item No. 6- Appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (Firm registration No 301003E/E300005), as Statutory Auditors to hold office from conclusion of 34th AGM till the conclusion of 39th AGM and to fix their remuneration.

| Resolution Required | | Ordinary Resolution | | | | | | | | | |
|---------------------------------------------------------------------------|-------------------------------|------------------------|-------------------------|-----------------------------------------------------------|----------------------------|-------------------------|--------------------------------------------------------|------------------------------------------------------|--|--|--|
| Whether promoter/promoter group are interested in the agenda/resolution ? | | Not Applicable | | | | | | | | | |
| 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 | 164378355 | 99.56960 | 164378355 | 0 | 100.00000 | | | | |
| | Poll | | 710500 | 0.43040 | 710500 | 0 | 100.00000 | | | | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | | | | |
| | Total | | 165088855 | 100.00000 | 165088855 | 0 | 100.00000 | | | | |
| Public - Institutional holders | E-Voting | 41692440 | 30718080 | 73.67780 | 30718080 | 0 | 100.00000 | | | | |
| | Poll | | 0 | | 0 | 0 | | | | | |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | | | | |
| | Total | | 30718080 | 73.67780 | 30718080 | 0 | 100.00000 | | | | |
| Public - Non Institution | E-Vote | 20186324 | 2042260 | 10.11700 | 2041897 | 363 | 99.98220 | 0.01780 | | | |
| | Poll | | 134 | 0.00070 | 134 | 0 | 100.00000 | | | | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | | | | |
| | Total | | 2042394 | 10.11770 | 2042031 | 363 | 99.98220 | 0.01780 | | | |
| Total | | 226967619 | 197849329 | 87.17073 | 197848966 | 363 | 99.99982 | 0.00018 | | | |



SPECIAL BUSINESS

Item No. 7- Approval to reappointment of Shri K. N. Memani (DIN 00020696), as an Independent Director of the Company for a term of five years.
 Resolution Required

Special Resolution

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

Not Applicable

| 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 | 164378355 | 99.56960 | 164378355 | 0 | 100.00000 | |
| | Poll | | 710500 | 0.43040 | 710500 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 16508855 | 100.00000 | 16508855 | 0 | 100.00000 | |
| Public - Institutional holders | E-Voting | 41692440 | 27584059 | 66.16080 | 9276043 | 18308016 | 33.62830 | 66.37170 |
| | Poll | | 0 | | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 41692440 | 66.16080 | 9276043 | 18308016 | 33.62830 | 66.37170 |
| Public - Non Insitution | E-Vote | 20186324 | 2042243 | 10.11700 | 1532044 | 510199 | 75.01770 | 24.98230 |
| | Poll | | 134 | 0.00070 | 134 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 20186324 | 10.11760 | 1532178 | 510199 | 75.01940 | 24.98060 |
| Total | | 226967619 | 194715291 | 85.78990 | 175897076 | 18818215 | 90.33552 | 9.66448 |



Item No. 8- Approval to reappointment of Shri Y. P. Trivedi (DIN 00001879), as an Independent Director of the Company for a term of five years.

Resolution Required

Special Resolution

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

Not Applicable

| 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 | 164378355 | 99.56960 | 164378355 | 0 | 100.00000 | |
| | Poll | | 710500 | 0.43040 | 710500 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 165088855 | 100.00000 | 165088855 | 0 | 100.00000 | |
| Public - Institutional holders | E-Voting | 41692440 | 30518080 | 73.19810 | 30518080 | 0 | 100.00000 | |
| | Poll | | 0 | | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 30518080 | 73.19810 | 30518080 | 0 | 100.00000 | |
| Public - Non Institution | E-Vote | 20186324 | 2042260 | 10.11700 | 2042257 | 3 | 99.99990 | 0.00010 |
| | Poll | | 134 | 0.00070 | 134 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 2042394 | 10.11770 | 2042391 | 3 | 99.99990 | 0.00010 |
| | Total | 226967619 | 197649329 | 87.08261 | 197649326 | 3 | 100.00000 | 0.00000 |



Item No. 9- Approval to reappointment of Shri S. B. Ganguly (DIN 01838353) as an Independent Director of the Company for a term of five years.

Resolution Required

Special Resolution

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

Not Applicable

| 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 | 164378355 | 99.56960 | 164378355 | 0 | 100.00000 | |
| | Poll | | 710500 | 0.43040 | 710500 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 165088855 | 100.00000 | 165088855 | 0 | 100.00000 | |
| Public - Institutional holders | E-Voting | 41692440 | 30518080 | 73.19810 | 13673769 | 16844311 | 44.80550 | 55.19450 |
| | Poll | | 0 | | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 41692440 | 73.19810 | 13673769 | 16844311 | 44.80550 | 55.19450 |
| Public - Non Institution | E-Vote | 20186324 | 2042243 | 10.11700 | 2042145 | 98 | 99.99520 | 0.00480 |
| | Poll | | 134 | 0.00070 | 134 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 20186324 | 10.11700 | 2042279 | 98 | 99.99520 | 0.00480 |
| Total | | 226967619 | 197649312 | 87.08260 | 180804903 | 16844409 | 91.47763 | 8.52237 |



Item No. 10- Approval to reappointment of Shri A. K. Deb (DIN 02107792), as an Independent Director of the Company for a term of five years.

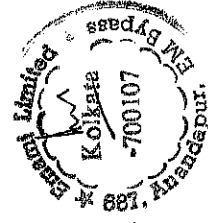
Resolution Required

Special Resolution

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

Not Applicable

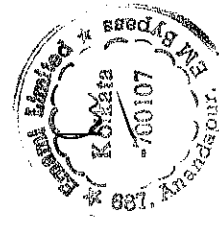
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in favour (4) | No of votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
|--------------------------------|-------------------------------|------------------------|-------------------------|-----------------------------------------------------------|----------------------------|-------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoter & Promoter Group | E-Voting | 165088855 | 164378355 | 99.56960 | 164378355 | 0 | 100.00000 | |
| | Poll | | 710500 | 0.43040 | 710500 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 165088855 | 100.00000 | 165088855 | 0 | 100.00000 | |
| Public - Institutional holders | E-Voting | 41692440 | 30518080 | 73.19810 | 29279043 | 1239037 | 95.94000 | 4.06000 |
| | Poll | | 0 | | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 30518080 | 73.19810 | 29279043 | 1239037 | 95.94000 | 4.06000 |
| Public - Non Institution | E-Vote | 20186324 | 2042260 | 10.11700 | 2042257 | 3 | 99.99990 | 0.00010 |
| | Poll | | 134 | 0.00070 | 134 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 2042394 | 10.11770 | 2042391 | 3 | 99.99990 | 0.00010 |
| Total | | 226967619 | 197649329 | 87.08261 | 196410289 | 1239040 | 99.37311 | 0.62689 |



Item No.11 - Approval to reappointment of Shri P. K. Khaitan (DIN 00004821), as an Independent Director of the Company for a term of five years.
Resolution Required

Special Resolution

| Whether promoter/promoter group are interested in the agenda/resolution ? | | Not Applicable | | | | | | |
|---------------------------------------------------------------------------|-------------------------------|------------------------|-------------------------|-----------------------------------------------------------|----------------------------|-------------------------|--------------------------------------------------------|------------------------------------------------------|
| 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 | 164378355 | 99.56960 | 164378355 | 0 | 100.00000 | |
| | Poll | | 710500 | 0.43040 | 710500 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 165088855 | 100.00000 | 165088855 | 0 | 100.00000 | |
| Public - Institutional holders | E-Voting | 41692440 | 30518080 | 73.19810 | 16472057 | 14046023 | 53.97470 | 46.02530 |
| | Poll | | 0 | | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 41692440 | 30518080 | 73.19810 | 16472057 | 14046023 | 53.97470 |
| Public - Non Institution | E-Vote | 20186324 | 30518080 | 73.19810 | 16472057 | 14046023 | 53.97470 | 46.02530 |
| | Poll | | 2042258 | 10.11700 | 2041990 | 268 | 99.98690 | 0.01310 |
| | Postal Ballot (if applicable) | | 134 | 0.00070 | 134 | 0 | 100.00000 | |
| | Total | | 2042392 | 10.11770 | 2042124 | 268 | 99.98690 | 0.01310 |
| Total | | 226967619 | 197649327 | 87.08261 | 183603036 | 14046291 | 92.89333 | 7.10667 |



Item No. 12- Approval to reappointment of Shri M. D. Malliya (DIN 01804955) as an Independent Director of the Company for a term of five years.

Resolution Required

Special Resolution

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

Not Applicable

| 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 | 164378355 | 99.56960 | 164378355 | 0 | 100.00000 | |
| | Poll | | 710500 | 0.43040 | 710500 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 165088855 | 100.00000 | 165088855 | 0 | 100.00000 | |
| Public - Institutional holders | E-Voting | 41692440 | 30518080 | 73.19810 | 30518080 | 0 | 100.00000 | |
| | Poll | | 0 | | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 30518080 | 73.19810 | 30518080 | 0 | 100.00000 | |
| Public - Non Institution | E-Vote | 20186324 | 2042260 | 10.11700 | 2041992 | 268 | 99.98690 | 0.01310 |
| | Poll | | 134 | 0.00070 | 134 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 2042394 | 10.11770 | 2042126 | 268 | 99.98690 | 0.01310 |
| | Total | 226967619 | 197649329 | 87.08261 | 197649061 | 268 | 99.99986 | 0.00014 |



Item No. 13- Approval to appointment of Shri C.K Dhanuka (DIN 00005684), as an Independent Director of the Company for a term of five years.

Resolution Required

Ordinary Resolution

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

Not Applicable

| 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 | 164378355 | 99.56960 | 164378355 | 0 | 100.00000 | |
| | Poll | | 710500 | 0.43040 | 710500 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 165088855 | 100.00000 | 165088855 | 0 | 100.00000 | |
| Public - Institutional holders | E-Voting | 41692440 | 30518080 | 73.19810 | 28795328 | 1722752 | 94.35500 | 5.64500 |
| | Poll | | 0 | | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| Total | | | 30518080 | 73.19810 | 28795328 | 1722752 | 94.35500 | 5.64500 |
| Public - Non Institution | E-Vote | 20186324 | 2042258 | 10.11700 | 2042040 | 218 | 99.98930 | 0.01070 |
| | Poll | | 134 | 0.00070 | 134 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | | 2042392 | 10.11770 | 2042174 | 218 | 99.98930 |
| Total | | 226967619 | 197649327 | 87.08261 | 195926357 | 1722970 | 99.12827 | 0.87173 |



Item No. 14- Approval to reappointment of Shri R. S. Agarwal (DIN 00152996) as Executive Chairman of the Company for a period of five years w.e.f 1st April 2017 to 31st March 2022 on terms and conditions as enumerated in the agreement.

Resolution Required

Special Resolution

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

Not Applicable

| 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 | 164378355 | 99.56960 | 164378355 | 0 | 100.00000 | |
| | Poll | | 710500 | 0.43040 | 710500 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 165088855 | 165088855 | 100.00000 | 165088855 | 0 | 100.00000 |
| Public - Institutional holders | E-Voting | 41692440 | 30518080 | 73.19810 | 30034365 | 483715 | 98.41500 | 1.58500 |
| | Poll | | 0 | | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 41692440 | 30518080 | 73.19810 | 30034365 | 483715 | 98.41500 |
| Public - Non Institution | E-Vote | 20186324 | 2042243 | 10.11700 | 2042240 | 3 | 99.99990 | 0.00010 |
| | Poll | | 134 | 0.00070 | 134 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 20186324 | 2042377 | 10.11760 | 2042374 | 3 | 99.99990 |
| Total | | 226987619 | 197649312 | 87.08260 | 197165594 | 483718 | 99.75526 | 0.24474 |



Item No. 15- Approval to reappointment of Shri R. S. Goenka (DIN 00152880) as Whole time Director of the Company for a period from 8th November 2017 to 31st March 2022 on terms and condition as enumerated in the agreement.

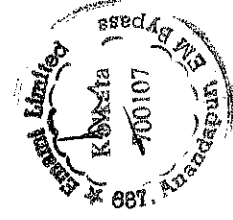
Resolution Required

Special Resolution

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

Not Applicable

| 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 | 164378355 | 99.56960 | 164378355 | 0 | 100.00000 | |
| | Poll | | 710500 | 0.43040 | 710500 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 165088855 | 100.00000 | 165088855 | 0 | 100.00000 | |
| Public - Institutional holders | E-Voting | 41692440 | 30518080 | 73.19810 | 16021982 | 14496098 | 52.50000 | 47.50000 |
| | Poll | | 0 | | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 41692440 | 73.19810 | 16021982 | 14496098 | 52.50000 | 47.50000 |
| Public - Non Institution | E-Vote | 20186324 | 2042258 | 10.11700 | 2042255 | 3 | 99.99990 | 0.00010 |
| | Poll | | 134 | 0.00070 | 134 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 20186324 | 10.11770 | 2042389 | 3 | 99.99990 | 0.00010 |
| Total | | 226967619 | 197649327 | 87.08261 | 183153226 | 14496101 | 92.66575 | 7.33425 |



Item No. 16- approval to the increase in monthly remuneration of Smt. Priti A Sureka (DIN: 00319256) , whole-Time Director of the Company with effect from February 1, 2017 and other terms and conditions remaining the same as per the supplementary agreement dated February 21, 2017

Resolution Required

Ordinary Resolution

| Whether promoter/promoter group are interested in the agenda/resolution ? | | Not Applicable | | | | | | |
|---------------------------------------------------------------------------|-------------------------------|------------------------|-------------------------|-----------------------------------------------------------|----------------------------|-------------------------|--------------------------------------------------------|------------------------------------------------------|
| 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 | 164378355 | 99.56960 | 164378355 | 0 | 100.00000 | |
| | Poll | | 710500 | 0.43040 | 710500 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 165088855 | 100.00000 | 165088855 | 0 | 100.00000 | |
| Public - Institutional holders | E-Voting | 41692440 | 30518080 | 73.19810 | 30518080 | 0 | 100.00000 | |
| | Poll | | 0 | | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 30518080 | 73.19810 | 30518080 | 0 | 100.00000 | |
| Public - Non Insitution | E-Vote | 20186324 | 2042258 | 10.11700 | 2041877 | 381 | 99.98130 | 0.01870 |
| | Poll | | 134 | 0.00070 | 134 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 2042392 | 10.11770 | 2042011 | 381 | 99.98130 | 0.01870 |
| | Total | 226967619 | 197649327 | 87.08261 | 197648946 | 381 | 99.99981 | 0.00019 |



Item No. 17-approval to the increase in monthly remuneration of Shri Prashant Goenka (DIN: 007033389) , whole-Time Director of the Company with effect from February 1, 2017 and other terms and conditions remaining the same as per the supplementary agreement dated February 21, 2017

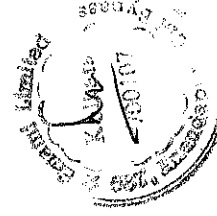
Resolution Required

Ordinary Resolution

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

Not Applicable

| 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 | 164378355 | 99.56960 | 164378355 | 0 | 100.00000 | |
| | Poll | | 710500 | 0.43040 | 710500 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 165088855 | 100.00000 | 165088855 | 0 | 100.00000 | |
| Public - Institutional holders | E-Voting | 41692440 | 30518080 | 73.19810 | 30518080 | 0 | 100.00000 | |
| | Poll | | 0 | | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 30518080 | 73.19810 | 30518080 | 0 | 100.00000 | |
| Public - Non Institution | E-Vote | 20186324 | 2042258 | 10.11700 | 2041877 | 381 | 99.98130 | 0.01870 |
| | Poll | | 134 | 0.00070 | 134 | 0 | 100.00000 | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 2042392 | 10.11770 | 2042011 | 381 | 99.98130 | 0.01870 |
| | Total | 226967619 | 197649327 | 87.08261 | 197648946 | 381 | 99.99981 | 0.00019 |



Item No. 18- 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 2017-18

| Rresolution Required | | Ordinary Resolution | | | | | | | | | |
|---------------------------------------------------------------------------|-------------------------------|------------------------|-------------------------|-----------------------------------------------------------|----------------------------|-------------------------|--------------------------------------------------------|------------------------------------------------------|--|--|--|
| Whether promoter/promoter group are interested in the agenda/resolution ? | | Not Applicable | | | | | | | | | |
| 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 | 164378355 | 99.56960 | 164378355 | 0 | 100.00000 | | | | |
| | Poll | | 710500 | 0.43040 | 710500 | 0 | 100.00000 | | | | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. | | | |
| | Total | | 16508855 | 100.00000 | 165088855 | 0 | 100.00000 | | | | |
| Public - Institutional holders | E-Voting | 41692440 | 30718080 | 73.67780 | 30718080 | 0 | 100.00000 | | | | |
| | Poll | | 0 | | 0 | 0 | | | | | |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | | | |
| | Total | | 30718080 | 73.67780 | 30718080 | 0 | 100.00000 | | | | |
| Public - Non Institution | E-Vote | 20186324 | 2042260 | 10.11700 | 2042257 | 3 | 99.99990 | 0.00010 | | | |
| | Poll | | 134 | 0.00070 | 134 | 0 | 100.00000 | | | | |
| | Postal Ballot (if applicable) | | N.A. | 0.00000 | N.A. | N.A. | N.A. | N.A. | | | |
| | Total | | 2042394 | 10.11770 | 2042391 | 3 | 99.99990 | 0.00010 | | | |
| | Total | 226967619 | 197849329 | 87.17073 | 197849326 | 3 | 100.00000 | 0.00000 | | | |





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 34th (Thirty Fourth) Annual General Meeting (AGM) of Members of Emami Limited (CIN: L63993WB1983PLC036030), held on Wednesday, 2nd day of August, 2017 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 34th Annual General





Meeting of the Company held on Wednesday, 02 August 2017 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 4th May, 2017 convening the 34th 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 8th July, 2017 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. 27th July, 2017 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 29, 2017 at 9:00 AM (IST) and ended on Tuesday, August 1, 2017 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 34th 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. Aishwarya Banthia and Ms. Mudhra 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) 322 Members have cast their votes through remote e-voting and all such votes are valid, 17 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: To receive, consider and adopt the Audited Financial Statements (including Consolidated Audited Financial Statements) of the Company for the financial year ended 31st March, 2017, together with the Reports of the Board of Directors and Auditors thereon.

| | | | | |
|---------------------------------------|------------------|---------------|------------------|------------|
| (1) Voted in favour of the resolution | 194204661 | 710634 | 194915295 | 100 |
| (2) Voted against the resolution | 3 | 0 | 3 | 0 |
| Total | 194204664 | 710634 | 194915298 | 100 |
| (3) Invalid votes: | 0 | 0 | 0 | -- |

Item No. 2 as an Ordinary Resolution: To approve Interim Dividend already paid and Declaration of Final Dividend on Equity shares for the Financial Year 2016-17.

| | | | | |
|---------------------------------------|-----------|--------|-----------|-----|
| (1) Voted in favour of the resolution | 197138695 | 710634 | 197849329 | 100 |
| (2) Voted against the resolution | 0 | 0 | 0 | -- |





| | | | | |
|--------------------|-----------|--------|-----------|-----|
| Total | 197138695 | 710634 | 197849329 | 100 |
| (3) Invalid votes: | 0 | 0 | 0 | -- |

Item No.3 as an Ordinary Resolution: To appoint a Director in place of Shri R.S. Goenka (DIN 00152880), who retires by rotation and being eligible, offers himself for re-appointment.

| | | | | |
|---------------------------------------|-----------|--------|-----------|---------|
| (1) Voted in favour of the resolution | 184018000 | 710634 | 184728634 | 93.3683 |
| (2) Voted against the resolution | 13120695 | 0 | 13120695 | 6.6317 |
| Total | 197138695 | 710634 | 197849329 | 100 |
| (3) Invalid votes: | 0 | 0 | 0 | -- |

Item No.4 as an Ordinary Resolution: To appoint a director in place of Shri Mohan Goenka (DIN 00150034), who retires by rotation and being eligible, offers himself for reappointment.

| | | | | |
|---------------------------------------|-----------|--------|-----------|---------|
| (1) Voted in favour of the resolution | 197138332 | 710634 | 197848966 | 99.9998 |
|---------------------------------------|-----------|--------|-----------|---------|





| | | | | |
|----------------------------------|------------------|---------------|------------------|------------|
| (2) Voted against the resolution | 363 | 0 | 363 | 0.0002 |
| Total | 197138695 | 710634 | 197849329 | 100 |
| (3) Invalid votes: | 0 | 0 | 0 | -- |

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

| | | | | |
|---------------------------------------|------------------|---------------|------------------|------------|
| (1) Voted in favour of the resolution | 197138332 | 710634 | 197848966 | 99.9998 |
| (2) Voted against the resolution | 363 | 0 | 363 | 0.0002 |
| Total | 197138695 | 710634 | 197849329 | 100 |
| (3) Invalid votes: | 0 | 0 | 0 | -- |

Item No.6 as an Ordinary Resolution: To appoint M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005) as the statutory auditors to hold office from the conclusion of 34th Annual General Meeting till the Conclusion of 39th Annual General Meeting and to fix their remuneration.



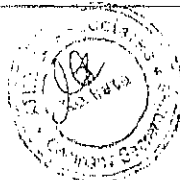


| | | | | |
|---------------------------------------|------------------|---------------|------------------|------------|
| (1) Voted in favour of the resolution | 197138332 | 710634 | 197848966 | 99.9998 |
| (2) Voted against the resolution | 363 | 0 | 363 | 0.0002 |
| Total | 197138695 | 710634 | 197849329 | 100 |
| (3) Invalid votes: | 0 | 0 | 0 | -- |

SPECIAL BUSINESS

Item No.7 as Special Resolution: To approve the re-appointment of Shri K.N. Memani (DIN 00020696) as an Independent Director of the Company for a period of five years from the Conclusion of 34th Annual General Meeting of the Company and whose office shall not be liable to retire by rotation.

| | | | | |
|---------------------------------------|------------------|---------------|------------------|------------|
| (1) Voted in favour of the resolution | 175186442 | 710634 | 175897076 | 90.3355 |
| (2) Voted against the resolution | 18818215 | 0 | 18818215 | 9.6645 |
| Total | 194004657 | 710634 | 194715291 | 100 |
| (3) Invalid votes: | 0 | 0 | 0 | -- |





Item No.8 as Special Resolution: To approve the re-appointment of Shri Y.P. Trivedi (DIN 00001879) as an Independent Director of the Company for a period of five years from the Conclusion of 34th Annual General Meeting of the Company and whose office shall not be liable to retire by rotation.

| | | | | |
|---------------------------------------|------------------|---------------|------------------|------------|
| (1) Voted in favour of the resolution | 196938692 | 710634 | 197649326 | 100 |
| (2) Voted against the resolution | 3 | 0 | 3 | 0 |
| Total | 196938695 | 710634 | 197649329 | 100 |
| (3) Invalid votes: | 0 | 0 | 0 | -- |

Item No.9 as Special Resolution: To approve the re-appointment of Shri S.B. Ganguly (DIN 01838353) as an Independent Director of the Company for a period of five years from the Conclusion of 34th Annual General Meeting of the Company and whose office shall not be liable to retire by rotation.

| | | | | |
|---------------------------------------|------------------|---------------|------------------|------------|
| (1) Voted in favour of the resolution | 180094269 | 710634 | 180804903 | 91.4776 |
| (2) Voted against the resolution | 16844409 | 0 | 16844409 | 8.5224 |
| Total | 196938678 | 710634 | 197649312 | 100 |
| (3) Invalid votes: | 0 | 0 | 0 | -- |





Item No.10 a Special Resolution: To approve the re-appointment of Shri A.K. Deb (DIN 02107792) as an Independent Director of the Company for a period of five years from the Conclusion of 34th Annual General Meeting of the Company and whose office shall not be liable to retire by rotation.

| | | | | |
|---------------------------------------|------------------|---------------|------------------|------------|
| (1) Voted in favour of the resolution | 195699655 | 710634 | 196410289 | 99.3731 |
| (2) Voted against the resolution | 1239040 | 0 | 1239040 | 0.6269 |
| Total | 196938695 | 710634 | 197649329 | 100 |
| (3) Invalid votes: | 0 | 0 | 0 | -- |

Item No.11 as a Special Resolution: To approve the re-appointment of Shri P.K. Khaitan (DIN 00004821) as an Independent Director of the Company for a period of five years from the Conclusion of 34th Annual General Meeting of the Company and whose office shall not be liable to retire by rotation.

| | | | | |
|---------------------------------------|------------------|---------------|------------------|------------|
| (1) Voted in favour of the resolution | 182892402 | 710634 | 183603036 | 92.8933 |
| (2) Voted against the resolution | 14046291 | 0 | 14046291 | 7.1067 |
| Total | 196938693 | 710634 | 197649327 | 100 |
| (3) Invalid votes: | 0 | 0 | 0 | -- |





Item No.12 as a Special Resolution: To approve the re-appointment of Shri M.D. Mallya (DIN 01804955) as an Independent Director of the Company for a period of five years from the Conclusion of 34th Annual General Meeting of the Company and whose office shall not be liable to retire by rotation.

| | | | | |
|---------------------------------------|------------------|---------------|------------------|------------|
| (1) Voted in favour of the resolution | 196938427 | 710634 | 197649061 | 99.9999 |
| (2) Voted against the resolution | 268 | 0 | 268 | 0.0001 |
| Total | 196938695 | 710634 | 197649329 | 100 |
| (3) Invalid votes: | 0 | 0 | 0 | -- |

Item No.13 as an Ordinary Resolution: To approve the appointment of Shri C.K. Dhanuka (DIN 00005684) as an Independent Director of the Company for a period of five years from the Conclusion of 34th Annual General Meeting of the Company and whose office shall not be liable to retire by rotation.

| | | | | |
|---------------------------------------|------------------|---------------|------------------|------------|
| (1) Voted in favour of the resolution | 195215723 | 710634 | 195926357 | 99.1283 |
| (2) Voted against the resolution | 1722970 | 0 | 1722970 | 0.8717 |
| Total | 196938693 | 710634 | 197649327 | 100 |
| (3) Invalid votes: | 0 | 0 | 0 | -- |





Item No.14 as a Special Resolution: To approve the re-appointment of Shri R.S. Agarwal (DIN 00152996) as an Executive Chairman of the Company for a period of five years with effect from April 1, 2017 to March 31, 2022 on terms and conditions as enumerated in the agreement.

| | | | | |
|---------------------------------------|------------------|---------------|------------------|------------|
| (1) Voted in favour of the resolution | 196454960 | 710634 | 197165594 | 99.7553 |
| (2) Voted against the resolution | 483718 | 0 | 483718 | 0.2447 |
| Total | 196938678 | 710634 | 197649312 | 100 |
| (3) Invalid votes: | 0 | 0 | 0 | -- |

Item No.15 as a Special Resolution: To approve the re-appointment of Shri R.S. Goenka (DIN 00152880) as a Whole-Time Director of the Company for a period from November 8, 2017 to March 31, 2022 on terms and conditions as enumerated in the agreement.

| | | | | |
|---------------------------------------|------------------|---------------|------------------|------------|
| (1) Voted in favour of the resolution | 182442592 | 710634 | 183153226 | 92.6657 |
| (2) Voted against the resolution | 14496101 | 0 | 14496101 | 7.3343 |
| Total | 196938693 | 710634 | 197649327 | 100 |
| (3) Invalid votes: | 0 | 0 | 0 | -- |





Item No.16 as an Ordinary Resolution: To approve the increase in monthly remuneration of Smt. Priti A Sureka (DIN: 00319256) , whole-Time Director of the Company with effect from February 1, 2017 and other terms and conditions remaining the same as per the supplementary agreement dated February 21, 2017.

| | | | | |
|---------------------------------------|------------------|---------------|------------------|------------|
| (1) Voted in favour of the resolution | 196938312 | 710634 | 197648946 | 99.9998 |
| (2) Voted against the resolution | 381 | 0 | 381 | 0.0002 |
| Total | 196938693 | 710634 | 197649327 | 100 |
| (3) Invalid votes: | 0 | 0 | 0 | -- |

Item No.17 as an Ordinary Resolution: To approve the increase in monthly remuneration of Shri Prashant Goenka (DIN: 00703389) , whole-Time Director of the Company with effect from February 1, 2017 and other terms and conditions remaining the same as per the supplementary agreement dated February 21, 2017.

| | | | | |
|---------------------------------------|------------------|---------------|------------------|------------|
| (1) Voted in favour of the resolution | 196938312 | 710634 | 197648946 | 99.9998 |
| (2) Voted against the resolution | 381 | 0 | 381 | 0.0002 |
| Total | 196938693 | 710634 | 197649327 | 100 |
| (3) Invalid votes: | 0 | 0 | 0 | -- |





Item No.18 as an Ordinary Resolution: To ratify the fees of Rs. 1,35,000 (Rupees One Lakh, Thirty Five Thousand only) payable to M/s V. K. Jain & Co. Cost Auditors for conducting the audit of the cost records of the Company for the financial year 2017-18.

| | | | | |
|---------------------------------------|------------------|---------------|------------------|------------|
| (1) Voted in favour of the resolution | 197138692 | 710634 | 197849326 | 100 |
| (2) Voted against the resolution | 3 | 0 | 3 | 0 |
| Total | 197138695 | 710634 | 197849329 | 100 |
| (3) Invalid votes: | 0 | 0 | 0 | -- |

Thanking You,

Yours Faithfully



Manoj Kumar Sinha

Partner

MKB & Associates

Membership No.: 11470

COP No.: 7596

Date: 3rd August, 2017

Place: Kolkata