



emami\* limited

Date: 11<sup>th</sup> June, 2018

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 Sir,

**Results of Postal Ballot with Scrutinizer's Report**

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing Scrutinizer's Report and Results of the Postal Ballot conducted for seeking of shareholders' approval for the following Resolutions:

- i) Increase in Authorised Share Capital and consequent amendment to Memorandum of Association of the Company.
- ii) Issue of Bonus Shares.
- iii) Payment of commission to the Non-Executive Directors including Independent Directors.

The voting period (both for e-voting and postal ballot) was open from 11<sup>th</sup> May, 2018 9:00 a.m. (IST) and ended on 9<sup>th</sup> June, 2018 up to 5:00 p.m (IST). The approval is deemed to have been received on the last date of receipt of postal ballot forms, i.e. on 9<sup>th</sup> June, 2018.

This is for your information and record.

Thanking you,

Yours faithfully,

**For Emami Limited**

**A.K. Joshi**

**Company Secretary & VP- Legal**

Enclosed as above.

**EMAMI LTD**  
Consolidated Report of Voting at Held on 04-05-2018 (E-Voting + Ballot)

Sl NO	Resolution	Mode	No. of folio/ Ballots Received	Total no of Shares held	Votes cast in favour of Resolutions		% of Votes in Favour of the Resolutio	Votes cast against the Resolutions		% of Votes against the Resolutio	Invalid Votes	
					No. of folios/No.B allots received	Votes		No. of folios/No.B allots received	Votes		No. of folios/No. Ballots received	Votes
1	Ordinary Resolution-Increase in Authorized Share Capital from Rs 25 Crores to Rs 50 Crores	E-Voting	349	201287649	331	199418924	99.05582	18	1868725	0.92824	0	0
		Physical	235	32093	211	31811	0.01580	3	282	0.00014	21	9188
		Total	584	201319742	542	199450735	99.07162	21	1869007	0.92838	21	9188
2	Special Resolution - Capitalization of Free Reserves for Issue of Bonus Shares	E-Voting	349	201287649	343	201287342	99.98391	6	307	0.00015	0	0
		Physical	235	32093	213	32053	0.01592	1	40	0.00002	21	9188
		Total	584	201319742	556	201319395	99.99983	7	347	0.00017	21	9188
3	Ordinary Resolution - Payment of Commission to Non-Executive Directors including Independent Directors	E-Voting	347	200441185	304	197270604	98.40244	43	3170581	1.58155	0	0
		Physical	235	32092	194	31410	0.01567	19	682	0.00034	22	9189
		Total	582	200473277	498	197302014	98.41811	62	3171263	1.58189	22	9189

CERTIFIED TO BE TRUE COPY



EMAMI LTD - Attended and Voting Summary

Format for Voting Result

Cut off Date	May 04, 2018
Total Number of Shareholders on record date	52864
No. of shareholders present in the meeting either in person or through proxy :	
Promoter & Promoter group	0
Public	0
Total	0
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 Resolution-Increase in Authorized Share Capital from Rs 25 Crores to Rs 50 Crores						
Whether promoter/promoter group are interested in the agenda/resolution ?		0						
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	165088855	100.00000	165088855	0	100.00000	
	Poll		0	0.00000	0	0		
	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	41526860	29288735	70.52960	27420421	1868314	93.62100	6.37900
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		29288735	70.52960	27420421	1868314	93.62100	6.37900
Public - Non Institution	E-Vote	20351904	6910059	33.95290	6909648	411	99.99410	0.00590
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		32093	0.15770	31811	282	99.12130	0.87870
	Total		6942152	34.11060	6941459	693	99.99000	0.01000
Total		226967619	201319742	88.69976	199450735	1869007	99.07162	0.92838
2.		Special Resolution - Capitalization of Free Reserves for Issue of Bonus Shares						



Whether promoter/promoter group are interested in the agenda/resolution ?		0						
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	165088855	100.00000	165088855	0	100.00000	
	Poll		0	0.00000	0	0		
	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	41526860	29288735	70.52960	29288735	0	100.00000	
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		29288735	70.52960	29288735	0	100.00000	
Public - Non Institution	E-Vote	20351904	6910059	33.95290	6909752	307	99.99560	0.00440
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		32093	0.15770	32053	40	99.87540	0.12460
	Total		6942152	34.11060	6941805	347	99.99500	0.00500
<b>Total</b>		<b>226967619</b>	<b>201319742</b>	<b>88.69976</b>	<b>201319395</b>	<b>347</b>	<b>99.99983</b>	<b>0.00017</b>

3 .		Ordinary Resolution - Payment of Commission to Non-Executive Directors including Independent Directors						
Whether promoter/promoter group are interested in the agenda/resolution ?		0						
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	165088855	100.00000	165088855	0	100.00000	
	Poll		0	0.00000	0	0		
	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	41526860	28442271	68.49130	25273546	3168725	88.85910	11.14090
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		28442271	68.49130	25273546	3168725	88.85910	11.14090
Public - Non Institution	E-Vote	20351904	6910059	33.95290	6908203	1856	99.97310	0.02690
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		32092	0.15770	31410	682	97.87490	2.12510
	Total		6942151	34.11060	6939613	2538	99.96340	0.03660
<b>Total</b>		<b>226967619</b>	<b>200473277</b>	<b>88.32682</b>	<b>197302014</b>	<b>3171263</b>	<b>98.41811</b>	<b>1.58189</b>

CERTIFIED TO BE TRUE





**SCRUTINIZER'S REPORT**

[Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Rule 20 as amended by Companies (Management & Administration) Amendment Rules, 2015]

11<sup>th</sup> June, 2018

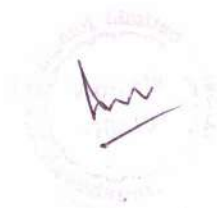
To  
The Managing Director  
Emami Limited  
Emami Tower, 687, Anandapur  
E M Bypass  
Kolkata - 700 107

Dear Sir,

**Sub:** Scrutinizer's Report on Postal Ballot & Voting through E-voting conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 and Rule 20, *mutatis mutandis*, of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I, Manoj Kumar Banthia, Partner of M/s. MKB & Associates, Practicing Company Secretaries, appointed by the Board of Directors of Emami Limited (the Company) at its meeting held on 3<sup>rd</sup> May, 2018 for the purpose of scrutinizing the postal ballot process and voting through e-voting conducted for seeking approval of members of the Company by Ordinary/Special Resolutions the following:

1. Resolution No. 1 as Ordinary Resolution for Increase in Authorised Share Capital and consequent amendment to Memorandum of Association of the Company





2. Resolution No. 2 as Special Resolution for Issue of Bonus Shares
3. Resolution No. 3 as Ordinary Resolution for Payment of Commission to the Non-Executive Directors including Independent Directors

do hereby submit my report as follows:

- (a) The notice dated 3<sup>rd</sup> May, 2018 alongwith the Statement under Section 102 of the Act, setting out all material facts in respect of the resolution mentioned therein was sent to the shareholders of the Company electronically by email and physically by other permitted means to the members whose names appear on the register of members/ list of beneficial owners as received from the National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 4<sup>th</sup> May, 2018.
- (b) The Company has completed the dispatch of Notice and Postal Ballot forms along with postage prepaid business reply envelope by Courier, Registered Post and email on 10<sup>th</sup> May, 2018 .The Company also provided e-voting facility offered by Central Depository Services (India) Limited (CDSL) to its shareholders.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut off" date i.e. 4<sup>th</sup> May, 2018 were entitled to vote on the proposed resolution.
- (d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period commenced on Friday, 11<sup>th</sup> May, 2018 at 9:00 AM and ended on Saturday, 9<sup>th</sup> June, 2018 at 5:00 PM.
- (e) All physical ballots received up to close of working hours i.e. 5.00 P.M on Saturday, 9<sup>th</sup> June, 2018 being the last date and time fixed by the Company for





receipt of the Ballot Forms, were opened on 9<sup>th</sup> June, 2018 in my presence and scrutinized by me. The votes cast through postal ballot were counted first, and thereafter, the votes cast through e-voting were unblocked in presence of Ms. Shalu Kathuria and Ms. Mudra Khetan, not in employment of the Company, who acted as witnesses in accordance with Rule 20 of the Companies (Management & Administration) Rules, 2014.

- (f) The Postal Ballot forms were scrutinized and the signatures of the members who had cast their votes were verified with their specimen signatures registered with Maheshwari Datamatics Private Limited, Registrar & Share Transfer Agent or as provided by the depositories;
- (g) Particulars of all the Postal Ballot Forms received from the Members have been entered in a register separately maintained for the purpose.
- (h) Thereafter, the details containing, inter alia, list of the members, who voted "For" or "Against" on the resolutions were derived from the ballot forms received from the members of the Company as well as the report generated from the e-voting website of CDSL [www.evotingindia.com](http://www.evotingindia.com) in respect of voting through e-voting.
- (i) The Company in aggregate has received 235 (Two hundred thirty five) Postal Ballot forms representing 41,281 equity shares in the Company out of which 21 postal ballot forms representing 9188 equity shares were invalid for resolution nos. 1 & 2 and 22 postal ballot forms representing 9189 equity shares were invalid for resolution no. 3.
- (j) Members representing 20,12,87,649 equity shares have cast their votes through e-voting on Resolution.

I now submit my consolidated report as under on the result of the voting through e-voting and postal ballot.





**Resolution No. 1: Ordinary Resolution**

**Increase in Authorised Share Capital and consequent amendment to Memorandum of Association of the Company**

	Voting through e-voting		Voting through Ballots		Consolidated Voting Results		
	No. of Members	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	331	199418924	211	31811	542	199450735	99.0716
Voted against the resolution	18	1868725	3	282	21	1869007	0.9284
Invalid votes	0	0	21	9188	21	9188	NA
Abstained	0	0	0	0	0	0	NA

**Resolution No. 2: Special Resolution**

**Issue of Bonus Shares**

	Voting through e-voting		Voting through Ballots		Consolidated Voting Results		
	No. of Members	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	343	201287342	213	32053	556	201319395	99.9998
Voted against the resolution	6	307	1	40	7	347	0.0002
Invalid votes	0	0	21	9188	21	9188	NA
Abstained	0	0	0	0	0	0	NA







**Resolution No. 3: Ordinary Resolution**

**Payment of Commission to the Non-Executive Directors including Independent Directors**

	Voting through e-voting		Voting through Ballots		Consolidated Voting Results		
	No. of Members	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	304	197270604	194	31410	498	197302014	98.4181
Voted against the resolution	43	3170581	19	682	62	3171263	1.5819
Invalid votes	0	0	22	9189	22	9189	NA
Abstained	0	0	0	0	0	0	NA

In view of the above scrutiny, I hereby certify that the Ordinary/ Special Resolutions as aforesaid, as set out in notice dated 3<sup>rd</sup> May, 2018 has been approved and passed by the requisite majority.

The Postal Ballot Forms and other related papers/ registers and records have been handed over to the Company Secretary of the Company authorized by the Board to supervise the Postal Ballot process.

CERTIFIED TO BE TRUE COPY

**For Emami Limited**

*[Signature]*  
Company Secretary & VP-Legal

Date: 11.06.2018

Place: Kolkata

For MKB & Associates  
Company Secretaries

*[Signature]*  
Manoj Kumar Banthia  
[Partner]

ACS no. 11470

COP no. 7596

FRN: P2010WB042700