



emami* limited

Date: 2nd August, 2018

To,
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 Ltd.
Limited, Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai - 400 001.

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

Dear Sirs,

Sub: 35th Annual General Meeting- Voting Results

We would like to inform you that all the resolutions have been passed with requisite majority at 35th 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* limited

AGM Attended and Voting Summary

Voting Result

Date of the AGM	August 01,2018
Total Number of Shareholders on record date	61635
No. of shareholders present in the meeting either in person or through proxy :	
Promoter & Promoter group	91
Public	532
Total	623
No. of shareholders attended the meeting through Video Conferencing	N.A.
Promoter & Promoter group	
Public	
Total	

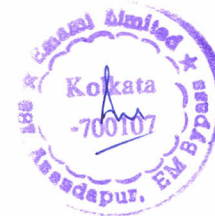




emami* limited

Agenda- wise disclosure

1 Ordinary business			Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended March 31, 2018, 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	330193412	330193412	100.00000	330193412	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		330193412	100.00000	330193412	0	100.00000	
Public - Institutional holders	E-Voting	84305923	57249810	67.90720	57249810	0	100.00000	
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		57249810	67.90720	57249810	0	100.00000	
Public - Non Institution	E-Vote	39435903	14831967	37.61030	14831961	6	100.00000	0.00000
	Poll		15676	0.03980	15676	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		14847643	37.65010	14847637	6	100.00000	0.00000
Total		453935238	402290865	88.62296	402290859	6	100.00000	0.00000





emami* limited

Agenda- wise disclosure

2 Ordinary business			Declaration of Dividend on Equity Shares					
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	330193412	330193412	100.00000	330193412	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		330193412	100.00000	330193412	0	100.00000	
Public - Institutional holders	E-Voting	84305923	62554238	74.19910	62554238	0	100.00000	
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		62554238	74.19910	62554238	0	100.00000	
Public - Non Institution	E-Vote	39435903	14831987	37.61040	14831963	24	99.99980	0.00020
	Poll		15676	0.03980	15676	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		14847663	37.65010	14847639	24	99.99980	0.00020
Total		453935238	407595313	89.79151	407595289	24	99.99999	0.00001





emami* limited

Agenda- wise disclosure

3 Ordinary business			Appointment of a Director in place of Shri H V Agarwal (holding DIN 00150089)' 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	330193412	330193412	100.00000	330193412	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		330193412	100.00000	330193412	0	100.00000	
Public - Institutional holders	E-Voting	84305923	62554238	74.19910	62554238	0	100.00000	
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		62554238	74.19910	62554238	0	100.00000	
Public - Non Institution	E-Vote	39435903	14831987	37.61040	14831981	6	100.00000	0.00000
	Poll		15676	0.03980	15676	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		14847663	37.65010	14847657	6	100.00000	0.00000
Total		453935238	407595313	89.79151	407595307	6	100.00000	0.00000





emami* limited

Agenda- wise disclosure

4 Ordinary business		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 ?		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	330193412	330193412	100.00000	330193412	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		330193412	100.00000	330193412	0	100.00000	
Public - Institutional holders	E-Voting	84305923	62554238	74.19910	62554238	0	100.00000	
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		62554238	74.19910	62554238	0	100.00000	
Public - Non Institution	E-Vote	39435903	14831987	37.61040	14831981	6	100.00000	0.00000
	Poll		15676	0.03980	15676	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		14847663	37.65010	14847657	6	100.00000	0.00000
Total		453935238	407595313	89.79151	407595307	6	100.00000	0.00000





emami* limited

Agenda- wise disclosure

5 Ordinary business		Appointment of a Director in place of Shri Prashant Goenka (holding DIN 00703389) ¹ 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	330193412	330193412	100.00000	330193412	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		330193412	100.00000	330193412	0	100.00000	
Public - Institutional holders	E-Voting	84305923	62330854	73.93410	45052980	17277874	72.28040	27.71960
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		62330854	73.93410	45052980	17277874	72.28040	27.71960
Public - Non Institution	E-Vote	39435903	14831987	37.61040	14793553	38434	99.74090	0.25910
	Poll		15676	0.03980	15676	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		14847663	37.65010	14809229	38434	99.74110	0.25890
Total		453935238	407371929	89.74230	390055621	17316308	95.74926	4.25074





emami* limited

Agenda- wise disclosure

6 Special business		Approval to reappointment of Smt Rama Bijapurkar (holding DIN 00001835) as an Independent Director to hold office for further term of 5 years from September1, 2018						
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	330193412	330193412	100.00000	330193412	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		330193412	100.00000	330193412	0	100.00000	
Public - Institutional holders	E-Voting	84305923	59888170	71.03670	31651474	28236696	52.85100	47.14900
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		59888170	71.03670	31651474	28236696	52.85100	47.14900
Public - Non Institution	E-Vote	39435903	13989921	35.47510	12793923	1195998	91.45100	8.54900
	Poll		15676	0.03980	15670	6	99.96170	0.03830
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		14005597	35.51480	12809593	1196004	91.46050	8.53950
Total		453935238	404087179	89.01868	374654479	29432700	92.71625	7.28375





emami limited

Agenda- wise disclosure

7 Special business			Approval for continuation of Directorship of Shri Y P Trivedi, Shri K N Memani, Shri S B Ganguly and Shri P K Khaitan who were reappointed as Independent Directors for a period of 5 years from 34th Annual General Meeting till conclusion of 39th Annual General Meeting and who have attained the age of 75 years, for the remaining period of their existing term of directorship as Independent Directors of the Company					
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	330193412	330193412	100.00000	330193412	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		330193412	100.00000	330193412	0	100.00000	
Public - Institutional holders	E-Voting	84305923	60111554	71.30170	44884753	15226801	74.66910	25.33090
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		60111554	71.30170	44884753	15226801	74.66910	25.33090
Public - Non Institution	E-Vote	39435903	13989921	35.47510	12755489	1234432	91.17630	8.82370
	Poll		15676	0.03980	15670	6	99.96170	0.03830
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		14005597	35.51480	12771159	1234438	91.18610	8.81390
Total		453935238	404310563	89.06790	387849324	16461239	95.92857	4.07143





emami* limited

Agenda- wise disclosure

8 Special business		Ratification of the fee of 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 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	330193412	330193412	100.00000	330193412	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		330193412	100.00000	330193412	0	100.00000	
Public - Institutional holders	E-Voting	84305923	62554238	74.19910	62554238	0	100.00000	
	Poll		0		0			
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		62554238	74.19910	62554238	0	100.00000	
Public - Non Institution	E-Vote	39435903	14831987	37.61040	14831957	30	99.99980	0.00020
	Poll		15676	0.03980	15676	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		14847663	37.65010	14847633	30	99.99980	0.00020
Total		453935238	407595313	89.79151	407595283	30	99.99999	0.00001





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 35th (Thirty Fifth) Annual General Meeting (AGM) of Members of Emami Limited (CIN: L63993WB1983PLC036030), held on Wednesday, 1st day of August, 2018 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 35th Annual General





Meeting of the Company held on Wednesday, 1st August 2018 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 15th June, 2018 convening the 35th 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 7th July, 2018 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. 25th July, 2018 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 Friday, July 27, 2018 at 9:00 AM (IST) and ended on Tuesday, July 31, 2018 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 35th 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. Shweta Singh 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) 335 Members have cast their votes through remote e-voting and all such votes are valid, 47 Members and/or their proxy have cast their votes through poll at the AGM venue out of which votes of 2 members constituting 72 shares were 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
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, 2018, together with the Reports of the Board of Directors and Auditors thereon.				
(1) Voted in favour of the resolution	402275183	15676	402290859	100
(2) Voted against the resolution	6	0	6	0
Total	402275189	15676	402290865	100
(3) Invalid votes:	0	72	72	--
Item No. 2 as an Ordinary Resolution: Declaration of Dividend on Equity Shares.				
(1) Voted in favour of the resolution	407579613	15676	407595289	100
(2) Voted against the resolution	24	0	24	0
Total	407579637	15676	407595313	100





(3) Invalid votes:	0	72	72	--
--------------------	---	----	----	----

Item No.3 as an Ordinary Resolution: Appointment of a Director in place of Shri H V Agarwal (holding DIN 00150089), who retires by rotation and being eligible, offers himself for re-appointment.

(1) Voted in favour of the resolution	407579631	15676	407595307	100
(2) Voted against the resolution	6	0	6	0
Total	407579637	15676	407595313	100
(3) Invalid votes:	0	72	72	--

Item No.4 as an Ordinary Resolution: To appoint a director in place of Smt. Priti A. Sureka (holding DIN 00319256), who retires by rotation and being eligible, offers himself for reappointment.

(1) Voted in favour of the resolution	407579631	15676	407595307	100
---------------------------------------	-----------	-------	-----------	-----





(2) Voted against the resolution	6	0	6	0
Total	407579637	15676	407595313	100
(3) Invalid votes:	0	72	72	--

Item No.5 as a Ordinary Resolution: To appoint a director in place of Shri Prashant Goenka (holding DIN 00703389) who retires by rotation and being eligible, offers himself for re-appointment.

(1) Voted in favour of the resolution	390039945	15676	390055621	95.75
(2) Voted against the resolution	17316308	0	17316308	4.25
Total	407356253	15676	407371929	100
(3) Invalid votes:	0	72	72	--





SPECIAL BUSINESS

Item No. 6 as Special Resolution: To approve the re-appointment of Smt Rama Bijapurkar (holding DIN 00001835) as an Independent Director of the Company to hold office for a further term of five years from September 1, 2018.

(1) Voted in favour of the resolution	374638809	15670	374654479	92.72
(2) Voted against the resolution	29432694	6	29432700	7.28
Total	404071503	15676	404087179	100
(3) Invalid votes:	0	72	72	--

Item No. 7 as Special Resolution: Approval for continuation of Directorship of Shri Y P Trivedi, Shri K N Memani, Shri S B Ganguly and Shri P K Khaitan who were reappointed as Independent Directors for a period of 5 years from 34th Annual General Meeting till conclusion of 39th Annual General Meeting and who have attained the age of 75 years, for the remaining period of their existing term of directorship as Independent Directors of the Company.

(1) Voted in favour of the resolution	387833654	15670	387849324	95.93
(2) Voted against the resolution	16461233	6	16461239	4.07





Total	404294887	15676	404310563	100
(3) Invalid votes:	0	72	72	--
Item No. 8 as Ordinary Resolution: Ratification of the fee of 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 2018-19.				
(1) Voted in favour of the resolution	407579607	15676	407595283	100
(2) Voted against the resolution	30	0	30	0
Total	407579637	15676	407595313	100
(3) Invalid votes:	0	72	72	--

Thanking you,

Yours faithfully,



Manoj Kumar Banthia
Partner

MKB & Associates
Membership No.: 11470
COP No.: 7596
FRN: P2010WB042700

Date: 2nd August, 2018
Place: Kolkata