emami limited

Date: 9th August 2014

The Secretary,
The BSE Limited
Phiroze Jeejeebhoy Towers,
24th Floor,
Dalal Street,
Mumbai-400 001

The Secretary,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla,
Complex (E)
Mumbai 400 051

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

Dear Sirs,

Sub: Compliance to Clause 35A & 35B of the Listing Agreement – Details of Voting Results of the Annual General Meeting (AGM) held on 9th August, 2014

The 31st Annual General Meeting of the Equity Shareholders of the Company was held on 9th August, 2014 at 11.30 A.M. at South City International School Auditorium, 375, Prince Anwar Shah Road, Kolkata – 700068.

In accordance with Clause 35A & 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company had provided E-Voting facility, to facilitate all Equity Shareholders of the Company (as at cut-off date of 11th July, 2014) to cast their votes electronically on all businesses proposed in the

Emami Limited Kol-107 E. M. By Pass

Notice of AGM. The E-Voting period commenced on Monday, August 4, 2014 at 10.00 a.m. and concluded on Tuesday, August 5, 2014 at 6.00 p.m.

Based on the report dated August 7, 2014 submitted by Mr. Manoj Kumar Banthia (CP No. 7596), Practising Company Secretary, who was appointed as by the Company as Scrutinizer for E-voting, the Chairman of the AGM declared that all resolutions contained in Item Nos. 1 to 19 of the Notice of AGM were approved with requisite majority by the Equity Shareholders of the Company through E-voting.

Copy of the Scrutinizer's report along with requisite particulars of E-voting results as per Clause 35A of the Listing Agreement is enclosed for your information and record.

Thanking you,

For Emami Limited

A K Joshi
Company Secretary & AVP-Legal

Enc. As above

Details of Voting Results at 31st Annual General Meeting held on August 9, 2014

(Pursuant to Clause 35A of the Listing Agreement)

A. Details of Attendance at Annual General Meeting:

Particulars	Details
Date of AGM	August 9, 2014
Total number of Equity shareholders as on Book Closure	24,103
No. of Equity Shareholders present in the meeting either in person or through proxy	
a) Promoters & Promoter Group	68
b) Public	480
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
a) Promoters & Promoter Group	Not Applicable
b) Public	Not Applicable
Details of Agenda	As detailed in "B" below
Resolution required	
Mode of Voting	
Voting Results	

B. Details of E-Voting for all items proposed at Annual General Meeting

ORDINARY BUSINESS

Item No. 1 – Ordinary Resolution

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014, the Audited Statement of Profit & Loss Account of the Company for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Category of Shareholders	No of Shares Held	No of Votes Polled	% of Votes polled on outstanding Shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	165,088,855	165,013,706	99.95	165,013,706	-	100.00	-
Public - Institutional holders	41,329,233	32,260,240	78.06	32,260,240	-	100.00	-
Public - Others	20,549,531	8,456,494	41.15	8,456,452	42	100.00	0.00
	226,967,619	**205,730,440**	**90.64**	**205,730,398**	**42**	**100.00**	**0.00**



Item No. 2 - Ordinary Resolution

To confirm the Interim Dividend and declare Final Dividend on Equity Shares.

Category of Shareholders	No of Shares Held	No of Votes Polled	% of Votes polled on outstanding Shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	165,088,855	165,013,706	99.95	165,013,706	-	100.00	-
Public - Institutional holders	41,329,233	32,739,002	79.22	32,739,002	-	100.00	-
Public - Others	20,549,531	8,456,494	41.15	8,456,452	42	100.00	0.00
	226,967,619	**206,209,202**	**90.85**	**206,209,160**	**42**	**100.00**	**0.00**

Item no. 3 – Ordinary Resolution

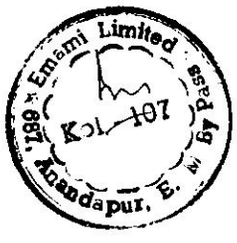
To appoint a Director in place of Shri A. V. Agarwal, who retires by rotation and being eligible, offers himself for re-appointment.

Category of Shareholders	No of Shares Held	No of Votes Polled	% of Votes polled on outstanding Shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	165,088,855	165,013,706	99.95	165,013,706	-	100.00	-
Public - Institutional holders	41,329,233	32,739,002	79.22	32,628,599	110,403	99.66	0.34
Public - Others	20,549,531	8,456,494	41.15	8,456,352	142	100.00	0.00
	226,967,619	**206,209,202**	**90.85**	**206,098,657**	**110,545**	**99.95**	**0.05**

Item no. 4 – Ordinary Resolution

To appoint a Director in place of Shri R. S. Goenka, who retires by rotation and being eligible, offers himself for re-appointment.

Category of Shareholders	No of Shares Held	No of Votes Polled	% of Votes polled on outstanding Shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	165,088,855	165,013,706	99.95	165,013,706	-	100.00	-
Public - Institutional holders	41,329,233	32,739,002	79.22	32,490,599	248,403	99.24	0.76
Public - Others	20,549,531	8,456,494	41.15	8,456,352	142	100.00	0.00
	226,967,619	**206,209,202**	**90.85**	**205,960,657**	**248,545**	**99.88**	**0.12**



Item no. 5 – Ordinary Resolution

To re-appoint Auditors M/s. S. K. Agrawal & Co., Chartered Accountants, as the Statutory Auditors of the Company to hold office for a period of 3 years from conclusion of this Annual General Meeting up to the conclusion of the 34th Annual General Meeting of the Company at a remuneration to be decided by the Board of Directors.

Category of Shareholders	No of Shares Held	No of Votes Polled	% of Votes polled on outstanding Shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	165,088,855	165,013,706	99.95	165,013,706	-	100.00	-
Public - Institutional holders	41,329,233	32,173,599	77.85	32,173,598	1	100.00	0.00
Public - Others	20,549,531	8,456,494	41.15	8,454,991	1,503	99.98	0.02
	226,967,619	**205,643,799**	**90.60**	**205,642,295**	**1,504**	**100.00**	**0.00**

SPECIAL BUSINESS

Item No. 6 - Ordinary Resolution

To appoint Shri Prashant Goenka, who was appointed as an Additional Director, as a Director of the Company liable to retire by rotation.

Category of Shareholders	No of Shares Held	No of Votes Polled	% of Votes polled on outstanding Shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	165,088,855	165,013,706	99.95	165,013,706	-	100.00	-
Public - Institutional holders	41,329,233	32,739,002	79.22	32,739,002	-	100.00	-
Public - Others	20,549,531	8,456,491	41.15	8,456,449	42	100.00	0.00
	226,967,619	**206,209,199**	**90.85**	**206,209,157**	**42**	**100.00**	**0.00**

Item No. 7 - Ordinary Resolution

To appoint Shri M.D. Mallya, who was appointed as an Additional Director, as an Independent Director of the Company to hold office for a term of three consecutive years upto 34th Annual General Meeting of the Company and whose office shall, henceforth, not be liable to determination by retirement of directors by rotation.

Category of Shareholders	No of Shares Held	No of Votes Polled	% of Votes polled on outstanding Shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	165,088,855	165,013,706	99.95	165,013,706	-	100.00	-
Public - Institutional holders	41,329,233	32,739,002	79.22	31,428,189	1,310,813	96.00	4.00
Public - Others	20,549,531	8,456,494	41.15	8,455,372	1,122	99.99	0.01
	226,967,619	**206,209,202**	**90.85**	**204,897,267**	**1,311,935**	**99.36**	**0.64**



Item No. 8 - Ordinary Resolution

To appoint Shri K. N. Memani as an Independent Director of the Company to hold office for a term of three consecutive years upto 34th Annual General Meeting of the Company and whose office shall, henceforth, not be liable to determination by retirement of directors by rotation.

Category of Shareholders	No of Shares Held	No of Votes Polled	% of Votes polled on outstanding Shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	165,088,855	165,013,706	99.95	165,013,706	-	100.00	-
Public - Institutional holders	41,329,233	32,284,002	78.11	31,995,201	288,801	99.11	0.89
Public - Others	20,549,531	8,456,494	41.15	8,455,402	1,092	99.99	0.01
	226,967,619	205,754,202	90.65	205,464,309	289,893	99.86	0.14

Item No. 9 - Ordinary Resolution

To appoint Shri Y. P. Trivedi as an Independent Director of the Company to hold office for a term of three consecutive years upto 34th Annual General Meeting of the Company and whose office shall, henceforth, not be liable to determination by retirement of directors by rotation.

Category of Shareholders	No of Shares Held	No of Votes Polled	% of Votes polled on outstanding Shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	165,088,855	165,013,706	99.95	165,013,706	-	100.00	-
Public - Institutional holders	41,329,233	32,739,002	79.22	32,739,002	-	100.00	-
Public - Others	20,549,531	8,456,494	41.15	8,455,822	672	99.99	0.01
	226,967,619	206,209,202	90.85	206,208,530	672	100.00	0.00

Item No. 10 - Ordinary Resolution

To appoint Shri S. B. Ganguly as an Independent Director of the Company to hold office for a term of three consecutive years upto 34th Annual General Meeting of the Company and whose office shall, henceforth, not be liable to determination by retirement of directors by rotation.

Category of Shareholders	No of Shares Held	No of Votes Polled	% of Votes polled on outstanding Shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	165,088,855	165,013,706	99.95	165,013,706	-	100.00	-
Public - Institutional holders	41,329,233	32,739,002	79.22	32,739,002	-	100.00	-
Public - Others	20,549,531	8,456,494	41.15	8,456,352	142	100.00	0.00
	226,967,619	206,209,202	90.85	206,209,060	142	100.00	0.00

Emami Limited 687, Anandapur, E. M. By Pass Kol-107

Item no. 11 - Ordinary Resolution

To appoint Shri A. K. Deb as an Independent Director of the Company to hold office for a term of three consecutive years upto 34th Annual General Meeting of the Company and whose office shall, henceforth, not be liable to determination by retirement of directors by rotation.

Category of Shareholders	No of Shares Held	No of Votes Polled	% of Votes polled on outstanding Shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	165,088,855	165,013,706	99.95	165,013,706	-	100.00	-
Public - Institutional holders	41,329,233	32,739,002	79.22	32,739,002	-	100.00	-
Public - Others	20,549,531	8,456,494	41.15	8,455,552	942	99.99	0.01
	226,967,619	206,209,202	90.85	206,208,260	942	100.00	0.00

Item no. 12 – Ordinary Resolution

To appoint Shri Sajjan Bhajanka as an Independent Director of the Company to hold office for a term of three consecutive years upto 34th Annual General Meeting of the Company and whose office shall, henceforth, not be liable to determination by retirement of directors by rotation.

Category of Shareholders	No of Shares Held	No of Votes Polled	% of Votes polled on outstanding Shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	165,088,855	165,013,706	99.95	165,013,706	-	100.00	-
Public - Institutional holders	41,329,233	32,739,002	79.22	16,315,300	16,423,702	49.83	50.17
Public - Others	20,549,531	8,456,494	41.15	8,455,552	942	99.99	0.01
	226,967,619	206,209,202	90.85	189,784,558	16,424,644	92.03	7.97

Item no. 13 – Ordinary Resolution

To appoint Vaidya Suresh Chaturvedi as an Independent Director of the Company to hold office for a term of three consecutive years upto 34th Annual General Meeting of the Company and whose office shall, henceforth, not be liable to determination by retirement of directors by rotation.

Category of Shareholders	No of Shares Held	No of Votes Polled	% of Votes polled on outstanding Shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	165,088,855	165,013,706	99.95	165,013,706	-	100.00	-
Public - Institutional holders	41,329,233	32,284,002	78.11	32,284,001	1	100.00	0.00
Public - Others	20,549,531	8,456,494	41.15	8,454,921	1,573	99.98	0.02
	226,967,619	205,754,202	90.65	205,752,628	1,574	100.00	0.00



Item no. 14 - Ordinary Resolution

To appoint Shri P K Khaitan as an Independent Director of the Company to hold office for a term of three consecutive years upto 34th Annual General Meeting of the Company and whose office shall, henceforth, not be liable to determination by retirement of directors by rotation.

Category of Shareholders	No of Shares Held	No of Votes Polled	% of Votes polled on outstanding Shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	165,088,855	165,013,706	99.95	165,013,706	-	100.00	-
Public - Institutional holders	41,329,233	32,739,002	79.22	30,512,954	2,226,048	93.20	6.80
Public - Others	20,549,531	8,456,494	41.15	8,455,401	1,093	99.99	0.01
	226,967,619	**206,209,202**	**90.85**	**203,982,061**	**2,227,141**	**98.92**	**1.08**

Item no. 15 - Ordinary Resolution

To appoint Shri Prashant Goenka, as a Whole-time Director of the Company to hold office for a term of five years.

Category of Shareholders	No of Shares Held	No of Votes Polled	% of Votes polled on outstanding Shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	165,088,855	165,013,706	99.95	165,013,706	-	100.00	-
Public - Institutional holders	41,329,233	32,739,002	79.22	31,961,768	777,234	97.63	2.37
Public - Others	20,549,531	8,456,485	41.15	8,456,443	42	100.00	0.00
	226,967,619	**206,209,193**	**90.85**	**205,431,917**	**777,276**	**99.62**	**0.38**

Item no. 16 - Ordinary Resolution

To pay remuneration of Rs. 1.35 lacs to M/s. V. K. Jain & Co, Cost Accountants, who were appointed as cost auditor of the Company.

Category of Shareholders	No of Shares Held	No of Votes Polled	% of Votes polled on outstanding Shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	165,088,855	165,013,706	99.95	165,013,706	-	100.00	-
Public - Institutional holders	41,329,233	32,739,002	79.22	32,739,002	-	100.00	-
Public - Others	20,549,531	8,456,494	41.15	8,455,652	842	99.99	0.01
	226,967,619	**206,209,202**	**90.85**	**206,208,360**	**842**	**100.00**	**0.00**



Item no. 17 - Special Resolution

To alter Articles of Association of the Company.

Category of Shareholders	No of Shares Held	No of Votes Polled	% of Votes polled on outstanding Shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	165,088,855	165,013,706	99.95	165,013,706	-	100.00	-
Public - Institutional holders	41,329,233	32,739,002	79.22	32,739,002	-	100.00	-
Public - Others	20,549,531	8,456,269	41.15	8,456,227	42	100.00	0.00
	226,967,619	206,208,977	90.85	206,208,935	42	100.00	0.00

Item no. 18 - Special Resolution

To create mortgage, charge, hypothecation and other encumbrances on all or any part of the assets of the Company pursuant to the provisions of Section 180(1)(a) within the overall borrowing limit as permitted under the Companies Act, 2013.

Category of Shareholders	No of Shares Held	No of Votes Polled	% of Votes polled on outstanding Shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	165,088,855	165,013,706	99.95	165,013,706	-	100.00	-
Public - Institutional holders	41,329,233	23,309,002	56.40	10,716,928	12,592,074	45.98	54.02
Public - Others	20,549,531	8,456,494	41.15	8,456,451	43	100.00	0.00
	226,967,619	196,779,202	86.70	184,187,085	12,592,117	93.60	6.40

Item no. 19 - Special Resolution

To continue with existing related party transactions between the Company and its wholly owned subsidiaries.

Category of Shareholders	No of Shares Held	No of Votes Polled	% of Votes polled on outstanding Shares	No of Votes in favour	No of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	165,088,855	162,809,261	98.62	162,809,261	-	100.00	-
Public - Institutional holders	41,329,233	32,739,002	79.22	32,739,002	-	100.00	-
Public - Others	20,549,531	8,456,494	41.15	8,455,672	822	99.99	0.01
	226,967,619	204,004,757	89.88	204,003,935	822	100.00	0.00

