Manoj Kumar Banthia
Company Secretary

MKB & Associates
SHANTINIKETAN | 5TH FLOOR | ROOM NO. 511 | 8, CAMAC STREET | KOLKATA-700 017
TEL : 91 - 33 - 2282 1348, 3052 1719 | E-mail : mbanthia2010@gmail.com

SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Emami Limited
Kolkata

E-voting at the 31st Annual General Meeting of Emami Limited to be held on 9th August, 2014 at South City International School Auditorium, 375, Prince Anwar Shah Road, Kolkata-700068

I, Manoj Kumar Banthia, Proprietor of M/s MKB & Associates, Practicing Company Secretary, appointed by the Board of Directors of **Emami Limited** (the Company) to act as the Scrutinizer in terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the electronic voting process in respect of the Resolutions proposed at the 31st Annual General Meeting of the Company, do hereby submit my report as follows;

1. The e-voting services were provided by Central Depository Securities Limited (CDSL).

2. Voting rights were reckoned on the shares registered in the names of the Members as on Friday, 11th July, 2014.

3. The period for e-voting had begun at 10.00 a.m. on Monday, 4th August, 2014 and ended at 6.00 p.m. on Tuesday, 5th August, 2014.

4. The votes cast were unblocked on Wednesday, 6th August, 2014 at 11.00 a.m. in the presence of 2 witnesses, Mr. Saheb Ali and Ms. Swetha Vijayakumar, who are not in the employment of the Company.

5. Based on the reports generated from CDSL's e-voting website www.evotingindia.com, the results of e-voting are as under; Percentages have been taken up to two decimals.

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Ordinary Businesses:

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.

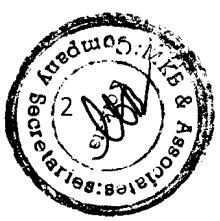
	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	205730398	99.99%	90.64%
Voted against the resolution	42	00.00%	00.00%
Invalid votes	Nil	Nil	Nil

Item no. 2 – Ordinary Resolution to confirm the Interim Dividend and declare Final Dividend on Equity Shares.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	206209160	99.99%	90.85%
Voted against the resolution	42	00.00%	00.00%
Invalid votes	Nil	Nil	Nil

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.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	206098657	99.95%	90.81%
Voted against the resolution	110545	00.05%	00.05%
Invalid votes	Nil	Nil	Nil



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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.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	205960657	99.88%	90.74%
Voted against the resolution	248545	00.12%	00.11%
Invalid votes	Nil	Nil	Nil

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.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	205642295	99.99%	90.60%
Voted against the resolution	1504	00.00%	00.00%
Invalid votes	Nil	Nil	Nil

Special Businesses:

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.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	206209157	99.99%	90.85%
Voted against the resolution	42	00.00%	00.00%
Invalid votes	Nil	Nil	Nil



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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 not henceforth, be liable to determination by retirement of directors by rotation.

	Number of votes cast	**% of total number of votes cast**	**% of vote to total number of shares**
Voted in favour of the resolution	204897267	99.36%	90.28%
Voted against the resolution	1311935	00.64%	00.58%
Invalid votes	Nil	Nil	Nil

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 not henceforth, be liable to determination by retirement of directors by rotation.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	205464309	99.86%	90.53%
Voted against the resolution	289893	00.14%	00.13%
Invalid votes	Nil	Nil	Nil

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 not henceforth, be liable to determination by retirement of directors by rotation.

	Number of votes cast	**% of total number of votes cast**	**% of vote to total number of shares**
Voted in favour of the resolution	206208530	99.99%	90.85%
Voted against the resolution	672	00.00%	00.00%
Invalid votes	Nil	Nil	Nil



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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 not henceforth, be liable to determination by retirement of directors by rotation.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	206209060	99.99%	90.85%
Voted against the resolution	142	00.00%	00.00%
Invalid votes	Nil	Nil	Nil

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 not henceforth be liable to determination by retirement of directors by rotation.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	206208260	99.99%	90.85%
Voted against the resolution	942	00.00%	00.00%
Invalid votes	Nil	Nil	Nil

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 not henceforth be liable to determination by retirement of directors by rotation.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	189784558	92.03%	83.62%
Voted against the resolution	16424644	07.97%	07.24%
Invalid votes	Nil	Nil	Nil



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Item no. 13 – Ordinary Resolution to appoint Shri 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 not henceforth be liable to determination by retirement of directors by rotation.

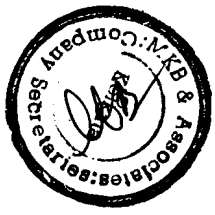
	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	205752628	99.99%	90.65%
Voted against the resolution	1574	00.00%	00.00%
Invalid votes	Nil	Nil	Nil

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 not henceforth be liable to determination by retirement of directors by rotation.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	203982061	98.92%	89.87%
Voted against the resolution	2227141	01.08%	00.98%
Invalid votes	Nil	Nil	Nil

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.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	205431917	99.62%	90.51%
Voted against the resolution	777276	00.38%	00.34%
Invalid votes	Nil	Nil	Nil



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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.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	206208360	99.99%	90.85%
Voted against the resolution	842	00.00%	00.00%
Invalid votes	Nil	Nil	Nil

Item no. 17 – Special Resolution to alter Articles of Association of the Company.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	206208935	99.99%	90.85%
Voted against the resolution	42	00.00%	00.00%
Invalid votes	Nil	Nil	Nil

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.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	184187085	93.60%	81.15%
Voted against the resolution	12592117	06.40%	05.55%
Invalid votes	Nil	Nil	Nil



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Item no. 19 – Special Resolution to continue with existing related party transactions between the Company and its wholly owned subsidiaries.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	204003935	99.99%	89.88%
Voted against the resolution	822	00.00%	00.00%
Invalid votes	Nil	Nil	Nil

(Votes cast by Related Parties on this Resolution have been ignored)

Thanking You,

Yours faithfully

Manoj Kumar Banthia
Company Secretary
Membership No. 14[illegible]0
COP No.: 7596

Date: August 7, 2014
Place: Kolkata

We, the undersigned, have witnessed that the votes were unblocked from CDSL's e-voting website www.evotingindia.com in our presence on Wednesday, 06 August, 2014.

Saheb Ali

Name: Saheb Ali
Address: M/s MKB & Associates
Shantiniketan, 8, Camac Street,
5th Floor, Room no. 511,
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Swetha Vijayakumar

Name: Swetha Vijayakumar
Address: M/s MKB & Associates
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5th Floor, Room no. 511,
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