



emami* limited

Date: 6th August, 2015

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,

Sub: Report pursuant to Clause 35A of Listing Agreement

We wish to inform you that all the Resolutions placed at the 32nd Annual General Meeting of the Company held on Wednesday, 5th August, 2015 in terms of the Notice dated 13th May, 2015, have been passed by the Members of the Company with the requisite majority.

Enclosed please find the Report pursuant to Clause 35A of the Listing Agreement.

Thanking you,

Yours faithfully,
For Emami Limited

A.K. Joshi
Company Secretary & VP-Legal

Encl. as above.

Emami Limited

Details of Voting Results

Date of AGM	5 th August, 2015
Total Number of Shareholders as on Record Date (i.e. 29 th July, 2015 being the Cut-off date for the purpose of Voting)	29247
No. of Shareholders present in the Meeting either in person or through Proxy: Promoter and Promoter Group: Public:	74 456
No. of Shareholders who attended the meeting through Video Conferencing: Promoter and Promoter Group: Public:	N/A

Agenda-wise

ORDINARY BUSINESS

Resolution No. 1 - Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements (including Audited consolidated Financial Statements) of the Company for the financial year ended on March 31, 2015 together with the Reports of the Board of Directors and Auditors thereon.

Promoter / Public	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
	(1)	(2)	(3) = $[(2)/(1)] \times 100$	(4)	(5)	(6) = $[(4)/(2)] \times 100$	(7) = $[(5)/(2)] \times 100$
Promoter and Promoter Group	165088855	165088855	100.0000	165088855	0	100.0000	0.0000
Public - Institutional holders	40231526	33429266	83.0922	33420566	0	99.9740	0.0000
Public - Others	21647238	9848816	45.4969	9848814	2	100.0000	negligible
Total	226967619	208366937	91.8047	208358235	2	99.9958	negligible

Resolution No. 2 - Ordinary Resolution

To confirm the payment of Interim Dividend and declare Final Dividend on Equity Shares for the financial year ended on March 31, 2015.

Promoter / Public	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
	(1)	(2)	(3) = $[(2)/(1)] \times 100$	(4)	(5)	(6) = $[(4)/(2)] \times 100$	(7) = $[(5)/(2)] \times 100$
Promoter and Promoter Group	165088855	165088855	100.0000	165088855	0	100.0000	0.0000
Public - Institutional holders	40231526	34380432	85.4564	34371732	0	99.9747	0.0000
Public - Others	21647238	9848826	45.4969	9848826	0	100.0000	0.0000
Total	226967619	209318113	92.2238	209309413	0	99.9958	0.0000



Resolution No. 3 - Ordinary Resolution

To appoint a Director in place of Shri Mohan Goenka (holding DIN 00150034), who retires by rotation and being eligible, offers himself for re-appointment.

Promoter / Public	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
	(1)	(2)	(3) = $[(2)/(1)] \times 100$	(4)	(5)	(6) = $[(4)/(2)] \times 100$	(7) = $[(5)/(2)] \times 100$
Promoter and Promoter Group	165088855	165088855	100.0000	165088855	0	100.0000	0.0000
Public - Institutional holders	40231526	34380432	85.4564	33576515	795217	97.6617	2.3130
Public - Others	21647238	9848824	45.4969	9848824	0	100.0000	0.0000
Total	226967619	209318111	92.2238	208514194	795217	99.6159	0.3799

Resolution No. 4 - Ordinary Resolution

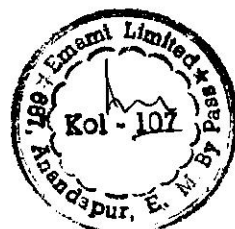
To appoint a Director in place of Shri S.K. Goenka (holding DIN 00149916), who retires by rotation and being eligible, offers himself for re-appointment.

Promoter / Public	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
	(1)	(2)	(3) = $[(2)/(1)] \times 100$	(4)	(5)	(6) = $[(4)/(2)] \times 100$	(7) = $[(5)/(2)] \times 100$
Promoter and Promoter Group	165088855	165088855	100.0000	165088855	0	100.0000	0.0000
Public - Institutional holders	40231526	34378532	85.4517	33574615	795217	97.6616	2.3131
Public - Others	21647238	9848826	45.4969	9848823	3	100.0000	negligible
Total	226967619	209316213	92.2229	208512293	795220	99.6159	0.3799

Resolution No. 5 - Ordinary Resolution

To appoint a Director in place of Shri H.V. Agarwal (holding DIN 00150089), who retires by rotation and being eligible, offers himself for re-appointment.

Promoter / Public	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
	(1)	(2)	(3) = $[(2)/(1)] \times 100$	(4)	(5)	(6) = $[(4)/(2)] \times 100$	(7) = $[(5)/(2)] \times 100$
Promoter and Promoter Group	165088855	163609222	99.1037	163609222	0	100.0000	0.0000
Public - Institutional holders	40231526	34380432	85.4564	33576515	795217	97.6617	2.3130
Public - Others	21647238	9848826	45.4969	9848614	212	99.9978	0.0022
Total	226967619	207838480	91.5719	207034351	795429	99.6131	0.3827



Resolution No. 6 – Ordinary Resolution

To ratify the appointment of M/s S. K. Agrawal & Co, Chartered Accountants (Firm Registration No. 306033E) as the Statutory Auditors of the financial year 2015-16 and to fix their remuneration.

Promoter / Public	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
	(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter and Promoter Group	165088855	165088855	100.0000	165088855	0	100.0000	0.0000
Public - Institutional holders	40231526	34380432	85.4564	33859843	511889	98.4858	1.4889
Public - Others	21647238	9848826	45.4969	9848822	4	100.0000	negligible
Total	226967619	209318113	92.2238	208797520	511893	99.7513	0.2446

SPECIAL BUSINESS**Resolution No. 7 – Special Resolution**

Consent of the Company under section 42 and 71 of the Companies Act, 2013 to the Board of Director for issuing, making offer(s) or invitation(s) to subscribe to Unsecured Redeemable Non-Convertible Debentures ('NCDs') on private placement basis upto a sum of Rs 700 crores.

Promoter / Public	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
	(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter and Promoter Group	165088855	165088855	100.0000	165088855	0	100.0000	0.0000
Public - Institutional holders	40231526	34380432	85.4564	34371732	0	99.9747	0.0000
Public - Others	21647238	9849126	45.4983	9848826	300	99.9970	0.0030
Total	226967619	209318413	92.2239	209309413	300	99.9957	0.0001

Resolution No. 8 – Special Resolution

Consent of the Company under Section 180 (1) (c) of the Companies Act, 2013 to the Board to borrow up to a sum not exceeding Rs 1,500 crores over and above the aggregate of Paid-up Share Capital and Free Reserves.

Promoter / Public	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
	(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter and Promoter Group	165088855	165088855	100.0000	165088855	0	100.0000	0.0000
Public - Institutional holders	40231526	34380432	85.4564	34371732	0	99.9747	0.0000
Public - Others	21647238	9849124	45.4983	9849121	3	100.0000	negligible
Total	226967619	209318411	92.2239	209309708	3	99.9958	negligible



Resolution No. 9 – Ordinary Resolution

Approval to re-appointment of Smt. Priti A Sureka (holding DIN 00319256) as a Whole-time Director of the Company.

Promoter / Public	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
	(1)	(2)	(3) = $[(2)/(1)] \times 100$	(4)	(5)	(6) = $[(4)/(2)] \times 100$	(7) = $[(5)/(2)] \times 100$
Promoter and Promoter Group	165088855	165088855	100.0000	165088855	0	100.0000	0.0000
Public - Institutional holders	40231526	34380432	85.4564	34322431	49301	99.8313	0.1434
Public - Others	21647238	9849124	45.4983	9848914	212	99.9979	0.0022
Total	226967619	209318411	92.2239	209260200	49513	99.9722	0.0237

Resolution No. 10 – Ordinary Resolution

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 2015-16.

Promoter / Public	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
	(1)	(2)	(3) = $[(2)/(1)] \times 100$	(4)	(5)	(6) = $[(4)/(2)] \times 100$	(7) = $[(5)/(2)] \times 100$
Promoter and Promoter Group	165088855	165088855	100.0000	165088855	0	100.0000	0.0000
Public - Institutional holders	40231526	34380432	85.4564	34371732	0	99.9747	0.0000
Public - Others	21647238	9849124	45.4983	9848521	300	99.9939	0.0030
Total	226967619	209318411	92.2239	209309108	300	99.9956	0.0001

