



### 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]

August 06, 2015

To

The Chairman of the 32<sup>nd</sup> (Thirty Second) Annual General Meeting (AGM) of Members of Emami Limited (CIN: L63993WB1983PLC036030), held on Wednesday, 5<sup>th</sup> day of August, 2015 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, Practicing Company Secretary, appointed by the Board of Directors of **Emami Limited** (the Company) for the purpose of scrutinizing the process of voting through Remote Voting (E-voting & Ballot forms) and by use of ballot at the Annual General Meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015] in respect of the below mentioned Resolutions proposed at the 32<sup>nd</sup> Annual General Meeting of the Company held on Wednesday, 05 August 2015 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 13<sup>th</sup> May, 2015 convening the 32<sup>nd</sup> 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 on 10<sup>th</sup> July, 2015 to the members of the company.
- (b) The company provided remote e-voting facility offered by Central Depository Services Limited (CDSL) to its shareholders. The Company also provided voting through Ballot





forms for those members who did not have access to remote e-voting facility. 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 or Ballot facilities.

- (c) The members holding shares either in physical or dematerialized form, as on the "Cut Off" date i.e. 29<sup>th</sup> July, 2015 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 Saturday, 1<sup>st</sup> August, 2015 at 9:00 AM and ended on Tuesday, 4<sup>th</sup> August, 2015 at 5:00 PM .
- (e) All the Ballot forms received by the Scrutinizer upto the close of Business hours on 4<sup>th</sup> August, 2015 (5:00 P.M) (being the last date fixed for receipt of Ballot forms) were considered for scrutiny.
- (f) The member and/or their proxy at the meeting exercised their voting rights at the poll conducted at the venue as stated above.
- (g) After conclusion of voting at the 32<sup>nd</sup> 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 Mrs. Suhita Mukhopadhyay and Mrs. Rupanjana De, who acted as witnesses in accordance with Rule 20 the Companies (Management & Administration) Rules, 2014.
- (h) Thereafter, the details containing inter alia, list of the members, who voted "For" or "Against" on each of the resolution that were put to vote, were derived from the ballot forms received either by post or at the poll conducted at the meeting, as well as the report generation from the e-voting website of CSDL, <http://www.evotingindia.com> in respect of remote e-voting.



- (i) 3190 members have cast their votes through remote e-voting and all such votes are valid. 21 members have cast their votes through Ballot Forms out of which 1 ballot is invalid and 2 ballots have not been considered as such members had already voted through e-voting. Further, 38 members and/or their proxy cast their votes through poll at the AGM venue, out of which 4 ballots are invalid.

I now submit my consolidated report as under on the result of the remote e-voting, Ballot forms and poll conducted at the meeting.

|   | Number of votes (shares) cast through Remote E-voting<br>(1) | Number of votes (shares) cast through Ballot Forms<br>(2) | Number of votes (shares) cast on Poll at the meeting<br>(3) | Total<br>(1)+(2)+(3)=(4) | % of total number of valid votes cast |
|---|--|---|---|--------------------------|---------------------------------------|
| <b>Item No.1 as an Ordinary Resolution: Adoption of Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended March 31, 2015 together with Reports of the Board of Directors and Auditors thereon</b> |  |   |   |                          |                                       |
| (1) Voted in favour of the resolution   | 208351093  | 6887  | 255   | 208358235                | 99.99                                 |
| (2) Voted against the resolution  | 0  | 0   | 2   | 2                        | Negligible                            |
| <b>Total</b>  | <b>208351093</b>   | <b>6887</b>   | <b>257</b>  | <b>208358237</b>         | <b>100.00</b>                         |
| (3) Invalid votes:  | Nil  | 3   | 27  | 30                       | Nil                                   |
| <b>Item No. 2 as an Ordinary Resolution: Confirmation of Interim Dividend and declaration of Final Dividend on Equity Shares.</b>   |  |   |   |                          |                                       |
| (1) Voted in favour of the resolution   | 209302269  | 6887  | 257   | 209309413                | 100                                   |
| (2) Voted against the resolution  | 0  | 0   | 0   | 0                        | Negligible                            |
| <b>Total</b>  | <b>209302269</b>   | <b>6887</b>   | <b>257</b>  | <b>209309413</b>         | <b>100.00</b>                         |





|                                       |   |             |            |                  |               |
|---------------------------------------|---|-------------|------------|------------------|---------------|
| (3) Invalid votes:                    | Nil   | 3           | 27         | 30               | Nil           |
|                                       | <b>Item No.3 as an Ordinary Resolution: To appoint a director in place of Shri Mohan Goenka (DIN-00150034) who retires by rotation and being eligible, offers himself for re-appointment.</b> |             |            |                  |               |
| (1) Voted in favour of the resolution | 208507052   | 6887        | 255        | 208514194        | 99.62         |
| (2) Voted against the resolution      | 795217  | 0           | 0          | 795217           | 0.38          |
| <b>Total</b>                          | <b>209302269</b>  | <b>6887</b> | <b>255</b> | <b>209309411</b> | <b>100.00</b> |
| (3) Invalid votes:                    | Nil   | 3           | 27         |                  | Nil           |
|                                       | <b>Item No.4 as an Ordinary Resolution: to appoint a director in place of Shri S.K. Goenka (DIN-00149916) who retires by rotation and being eligible, offers himself for re-appointment</b>   |             |            |                  |               |
| (1) Voted in favour of the resolution | 208505152   | 6887        | 254        | 208512293        | 99.62         |
| (2) Voted against the resolution      | 795217  | 0           | 3          | 795220           | 0.38          |
| <b>Total</b>                          | <b>209300369</b>  | <b>6887</b> | <b>257</b> | <b>209307513</b> | <b>100.00</b> |
| (3) Invalid votes:                    | Nil   | 3           | 27         | 30               | Nil           |
|                                       | <b>Item No. 5 as an Ordinary Resolution: To appoint a director in place of Shri H.V.Agarawal (DIN-00150089) who retires by rotation and being eligible, offers himself for re-appointment</b> |             |            |                  |               |
| (1) Voted in favour of the resolution | 207027209   | 6887        | 255        | 207034351        | 99.62         |
| (2) Voted against the resolution      | 795427  | 0           | 2          | 795429           | 0.38          |
| <b>Total</b>                          | <b>207822636</b>  | <b>6887</b> | <b>257</b> | <b>207829780</b> | <b>100.00</b> |
| (3) Invalid votes:                    | Nil   | 3           | 27         | 30               | Nil           |
|                                       | <b>Item No.6 as an Ordinary Resolution: Ratification of appointment of M/s S.K.Agarwal &amp; Co, Chartered</b>  |             |            |                  |               |





| Accountants (Firm Registration No.306033E) as the Statutory Auditors of the financial year 2015-16 and to fix their remuneration  |                  |             |            |                  |               |
|---|------------------|-------------|------------|------------------|---------------|
| (1) Voted in favour of the resolution   | 208790379        | 6887        | 254        | 208797520        | 99.76         |
| (2) Voted against the resolution  | 511890           | 0           | 3          | 511893           | 0.24          |
| <b>Total</b>  | <b>209302269</b> | <b>6887</b> | <b>257</b> | <b>209309413</b> | <b>100.00</b> |
| (3) Invalid votes:  | Nil              | 3           | 27         | 30               | Nil           |
| Item No.7 as a Special Resolution: Consent of the Company u/s 42 and 71 of the Companies Act, 2013 to the Board of Director for issuing, making offer(s) or invitation(s) to subscriber to Unsecured Redeemable Non-Convertible Debentures ('NCDs') on private placement basis up to a sum of Rs.700 crores |                  |             |            |                  |               |
| (1) Voted in favour of the resolution   | 209302269        | 6587        | 557        | 209309413        | 99.99         |
| (2) Voted against the resolution  | 0                | 300         | 0          | 300              | Negligible    |
| <b>Total</b>  | <b>209302269</b> | <b>6887</b> | <b>557</b> | <b>209309713</b> | <b>100.00</b> |
| (3) Invalid votes:  | Nil              | 3           | 27         | 30               | Nil           |
| Item No.8 as a 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   |                  |             |            |                  |               |
| (1) Voted in favour of the resolution   | 209302269        | 6887        | 552        | 209309708        | 99.99         |
| (2) Voted against the resolution  | 0                | 0           | 3          | 3                | Negligible    |
| <b>Total</b>  | <b>209302269</b> | <b>6887</b> | <b>555</b> | <b>209309711</b> | <b>100.00</b> |
| (3) Invalid votes:  | Nil              | 3           | 27         | 30               | Nil           |
| Item No.9 as an Ordinary Resolution: Approval to reappointment of Smt. Priti A Sureka (holding DIN 00319256) as a Whole-time Director of the Company.   |                  |             |            |                  |               |



|                                       |   |             |            |                  |               |
|---------------------------------------|---|-------------|------------|------------------|---------------|
| (1) Voted in favour of the resolution | 209252758   | 6887        | 555        | 209260200        | 99.98         |
| (2) Voted against the resolution      | 49511   | 0           | 2          | 49513            | 0.02          |
| <b>Total</b>                          | <b>209302269</b>  | <b>6887</b> | <b>557</b> | <b>209309713</b> | <b>100.00</b> |
| (3) Invalid votes:                    | Nil   | 3           | 27         | 30               | Nil           |
|                                       | <b>Item No.10 as an Ordinary Resolution:</b> Consent of the Company under section 148(3) and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 for payment 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 . |             |            |                  |               |
| (1) Voted in favour of the resolution | 209302269   | 6587        | 252        | 209309108        | 99.99         |
| (2) Voted against the resolution      | 0   | 300         | 0          | 300              | Negligible    |
| <b>Total</b>                          | <b>209302269</b>  | <b>6887</b> | <b>252</b> | <b>209309408</b> | <b>100.00</b> |
| (3) Invalid votes:                    | Nil   | 3           | 27         | 30               | Nil           |

Thanking You,



Manoj Kumar Banthia  
Company Secretary  
Membership No.: 11470  
COP No.: 7596

Date: 6<sup>th</sup> August, 2015  
Place: Kolkata