

August 2, 2023

BSE Limited
P.J. Towers,
Dalal Street, Fort
Mumbai - 400 001

The National Stock Exchange
of India Ltd
Exchange Plaza, C-1,
Block – G,
Bandra Kurla Complex
Bandra (East)
Mumbai - 400 051

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

Subject : **PROCEEDINGS OF THE ANNUAL GENERAL MEETING HELD ON
AUGUST 2, 2023 AND SCRUTINISER'S REPORT**

Dear Sirs,

In accordance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we write to inform you that the 88th Annual General Meeting (AGM) of the Members of the Company was held on August 2, 2023 at 11.00 A.M. through Video Conferencing (VC) / Other Audio Visual Means, (OAVM).

In terms of the Notice of the said AGM, setting out the business to be transacted thereat, all the Resolutions from Item No. 1 to 5 of the Notice of the AGM, have been duly passed and approved by the Members as follows :

Item No.	Resolution	Ordinary/ Special	Result
Ordinary Business			
1.	Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, and the Reports of the Directors and Auditors and thereon; and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and the Report of the Auditors thereon.	Ordinary	Passed by requisite majority
2.	Appointment of a Director in place of Mr. Girish Mehta (DIN: 00048002) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Passed by requisite majority
Special Business			
3.	Payment of the same remuneration to Mr. Suvamoy Saha (DIN: 001112375), Managing Director of the Company, as per the terms approved by the Members of the Company on April 30, 2022, by way of an Ordinary resolution, as set out at the Explanatory Statement annexed to the Notice convening this	Special	Passed by requisite majority

	Meeting, as minimum remuneration, notwithstanding the limits specified under Section 197 read with Schedule V of the Companies Act 2013, for the remainder of his tenure, effective April 1, 2023 till March 7, 2025 and the waiver of recovery of the remuneration paid / payable to Mr. Saha in excess of the specified limits for the financial year 2022-23 and consequential retention thereof by him.		
4.	Payment of a gross commission of Rs. 2,10,00,000/- per annum payable @ Rs. 17,50,000/- per month to Mr. Arjun Lamba (DIN: 00124804), Non-Executive Director, notwithstanding the limits/slabs specified under Section 197 read with Schedule V of the Companies Act 2013, for a period of 3 years, effective the date of the approval of the Shareholders.	Special	Passed by requisite majority
5.	Ratification of Remuneration of the Cost Auditor.	Ordinary	Passed by requisite majority

The voting on all the above Resolutions was conducted by way of voting through electronic means from a place other than the venue of the Meeting (remote e-Voting) and also by way of e-Voting system provided during the AGM to enable the Members attending the AGM through VC/OAVM, who had not already cast their vote by remote e-voting, to exercise their voting right during the AGM.

We enclose herewith the Scrutinizer's Report for the remote e-Voting and e-Voting during the AGM, exercised by the Members in respect of the business transacted at the 88th AGM of the Members of the Company.

Kindly take the above on record.

Very truly yours,
EVEREADY INDUSTRIES INDIA LTD.

**TEHNAZ
PUNWANI**

Digitally signed by
TEHNAZ PUNWANI
Date: 2023.08.02
18:26:18 +05'30'

(T. PUNWANI)

**VICE PRESIDENT – LEGAL
& COMPANY SECRETARY**

Enclo : As Above.

A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practising Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

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CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

**The Chairman
of the 88th Annual General Meeting of
Eveready Industries India Limited
2, Rainey Park
Kolkata - 700 019**

Dear Sir,

I, Atul Kumar Labh, Practising Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 88th Annual General Meeting (“AGM”) of the members of “*Eveready Industries India Limited*” (“*Company*”) held on Wednesday, the 2nd day of August, 2023 at 11:00 A.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in terms of MCA Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated 5th May, 2022 and 10/2022 dated 28th December, 2022 (collectively referred as “MCA Circulars”) for the purpose of scrutinizing the electronic voting (“e-voting”) process through remote e-voting and e-voting at the AGM in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, MCA Circulars and the Rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the AGM dated the 9th day of May, 2023. My responsibility as a scrutinizer for remote e-voting and e-voting at the AGM is restricted to make a Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited (“NSDL”), the agency engaged by the Company to provide the facilities for both remote e-voting and e-voting at the AGM.



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I submit my report as under:

1. The remote e-voting period remained open from 10:00 A.M. IST on Sunday, the 30th day of July, 2023 up to 5:00 P.M. IST on Tuesday, the 1st day of August, 2023.
2. The shareholders holding shares as on the "cut off" date, i.e. the 26th day of July, 2023 were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the Notice of the AGM dated the 9th day of May, 2023.
3. The Company had also provided e-voting facility at the AGM to enable the shareholders attending the AGM through VC / OAVM to cast the votes in case the same had not been cast by them through remote e-voting.
4. The votes were unblocked on Wednesday, the 2nd day of August, 2023 around 12:35 P.M. IST after the completion of the AGM in the presence of two witnesses, namely Mr. Rohit Kumar, residing at Basundhara Apartment, Flat No. 6, 3rd Floor, 1 No. Airport, North 24 Parganas, Kolkata - 700079 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata - 700060, who are not in employment of the Company.
5. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
6. The combined result of the remote e-voting and e-voting at the AGM [EVEN : 124412] are as under:



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<A> ORDINARY BUSINESS:

a) Resolution 1

To receive, consider and adopt : a) the audited standalone financial statements of the Company for the financial year ended March 31, 2023 and the Reports of the Directors and the Auditors thereon; and b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2023 and the Report of the Auditors thereon

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	222	45317452	
E-voting at AGM	2	9001	
Total	224	45326453	99.9999%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	39	
E-voting at AGM	0	0	
Total	5	39	0.0001%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	1046134



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b) Resolution 2

To appoint a Director in place of Mr. Girish Mehta (DIN: 00948002), who retires by rotation and being eligible, offers himself for re-appointment

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	210	43600841	
E-voting at AGM	2	9001	
Total	212	43609842	96.2130%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	16	1716517	
E-voting at AGM	0	0	
Total	16	1716517	3.7870%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
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 SPECIAL BUSINESS:

c) Resolution 3 : Special Resolution

Payment of same remuneration to Mr. Suvamoy Saha (DIN: 001112375), Managing Director of the Company, as per the terms approved by the Members of the Company on April 30, 2022, notwithstanding the limits specified under Section 197 read with Schedule V of the Act, for the remainder of his tenure, effective April 1, 2023 till March 7, 2025 and the waiver of recovery of the remuneration paid / payable to Mr. Saha in excess of the specified limits for the financial year 2022-23 and consequential retention thereof by him

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	211	45314731	
E-voting at AGM	2	9001	
Total	213	45323732	99.9964%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	14	1627	
E-voting at AGM	0	0	
Total	14	1627	0.0036%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
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d) Resolution 4 : Special Resolution

Payment of gross Commission of Rs. 2,10,00,000/- per annum payable @ Rs. 17,50,000/- per month to Mr. Arjun Lamba (DIN: 00124804), Non-Executive Director, notwithstanding the limits/slabs specified under Section 197 read with Schedule V of the Companies Act 2013, for a period of 3 years, effective the date of the approval of the Shareholders

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	197	45255894	
E-voting at AGM	1	1	
Total	198	45255895	99.8467%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	28	60464	
E-voting at AGM	1	9000	
Total	29	69464	0.1533%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
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e) Resolution 5 : Ordinary Resolution

Ratification of Remuneration to the Cost Auditor

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	219	45316347	
E-voting at AGM	2	9001	
Total	221	45325348	99.9997%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	7	144	
E-voting at AGM	0	0	
Total	7	144	0.0003%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
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7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. The electronic data and e-voting registers shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly
For A. K. LABH & Co.
Company Secretaries



(CS A. K. LABH)
Practising Company Secretary
FCS : 4848 / CP No. - 3238
UIN : S1999WB026800
PRCN : 1038/2020
UDIN : F004848E000727361

Place : Kolkata
Dated : 02-08-2023



A. K. LABH

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Witness:

1. Rohit Kumar

(Rohit Kumar)

Basundhara Apartment, Flat No. 6, 3rd Floor
1 No. Airport, North 24 Parganas
Kolkata - 700079


2. 

(Anushree Dasgupta)

28/N, Dwijen Mukherjee Road, Behala
Kolkata - 700060



Received the Report of the Scrutinizer
For Eveready Industries India Limited



(Tehnaz Punwani)
Vice President – Legal & Company Secretary
ACS 7054

