

September 29, 2020

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
SEPTEMBER 29, 2020 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 85th Annual General Meeting (AGM) of the Members of the Company was held on September 29, 2020 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 6 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 Audited Financial Statements of the Company for the financial year ended March 31, 2020, the Reports of the Directors and Auditors and the Consolidated Financial Statements and Auditors Report for the said financial year.	Ordinary	Passed by requisite majority
2.	Appointment of a Director in place of Mr. Aditya Khaitan who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Passed by requisite majority
Special Business			
3.	Appointment of Mr. Roshan L. Joseph as an Independent Director of the Company, for a period of five years with effect from October 4, 2019.	Ordinary	Passed by requisite majority



EVEREADY

INDUSTRIES INDIA LTD.

1, MIDDLETON STREET, KOLKATA - 700 071
PHONE : 2288-2147, 2288-3950
FAX : (033) 2288-4059
E-mail : contactus@eveready.co.in
Website : www.evereadyindia.com

Special Business			
4.	Appointment of Mr. Suvamoy Saha as a Non-Executive Director of the Company, liable to retire by rotation effect from May 4, 2020.	Ordinary	Passed by requisite majority
5.	Approval of a new set of Articles of Association of the Company	Special	Passed by requisite majority
6.	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 85th AGM of the Members of the Company.

Kindly take the above on record.

Very truly yours,
EVEREADY INDUSTRIES INDIA LTD.



(T. PUNWANI)
VICE PRESIDENT – LEGAL
& COMPANY SECRETARY

Encl : As Above.

A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

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

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e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

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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 85th Annual General Meeting of
Eveready Industries India Limited
1, Middleton Street
Kolkata - 700 071**

Dear Sir,

I, Atul Kumar Labh, Practicing 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 85th Annual General Meeting (“AGM”) of the members of “*Eveready Industries India Limited*” (“Company”) held on Tuesday, the 29th day of September, 2020 at 11:00 A.M. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in terms of MCA Circular No. 20/2020 dated 5th May, 2020 read with Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 (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 19th day of August, 2020. 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 Saturday, the 26th day of September, 2020 up to 5.00 P.M. IST on Monday, the 28th day of September, 2020.
2. The shareholders holding shares as on the “cut off” date, i.e. the 22nd day of September, 2020 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the Notice dated the 19th day of August, 2020 of the AGM of the Company.
3. The Company has 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 has not been cast by them through remote e-voting.
4. The votes were unblocked on Tuesday, the 29th day of September, 2020 around 12:45 P.M. after the completion of the AGM in the presence of two witnesses, namely, Mr. Amit Kumar Labh, residing at 71, Narsingh Dutta Road, Kolkata – 700008 and Mr. Asit Kumar Labh, residing at 25, Bhuvan Mohan Roy Road, Kolkata – 700008, 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 : 113826] is as under:



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<A> ORDINARY BUSINESS:

a) Resolution 1

Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2020, the Reports of the Directors and Auditors and the Consolidated Financial Statements & Auditors Report for the said financial year

(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	176	17374466	
E-voting at AGM	4	5760	
Total	180	17380226	99.38%

(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	11	108903	
E-voting at AGM	0	0	
Total	11	108903	0.62%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
17	2710923



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b) Resolution 2

Appointment of Mr. Aditya Khaitan (DIN: 00023788) 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	174	19563174	
E-voting at AGM	3	5743	
Total	177	19568917	99.62%

(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	17	75488	
E-voting at AGM	1	17	
Total	18	75505	0.38%

(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 : Ordinary Resolution

Appointment of Mr. Roshan L. Joseph (DIN: 02053857) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years, effective October 4, 2019

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

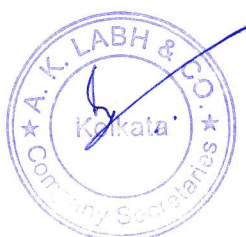
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	170	17472294	
E-voting at AGM	1	168	
Total	171	17472462	88.94%

(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	20	2166319	
E-voting at AGM	3	5592	
Total	23	2171911	11.06%

(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 : Ordinary Resolution

Appointment of Mr. Suvamoy Saha (DIN: 00112375) as Non-Executive Director of the Company, liable to retire by rotation, effective May 4, 2020

(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	179	31847327	
E-voting at AGM	2	243	
Total	181	31847570	93.49%

(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	17	2213854	
E-voting at AGM	2	5517	
Total	19	2219371	6.51%

(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 : Special Resolution

Alteration of the Articles of Association of the Company

(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	174	17482379	
E-voting at AGM	3	260	
Total	177	17482639	99.96%

(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	12	941	
E-voting at AGM	1	5500	
Total	13	6441	0.04%

(iii) *Invalid Votes:*

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f) Resolution 6 : Ordinary Resolution

Ratification of Remuneration of the Cost Auditor

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

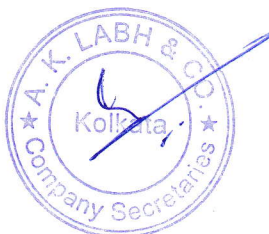
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	176	17482531	
E-voting at AGM	2	5668	
Total	178	17488199	99.99%

(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	10	789	
E-voting at AGM	2	92	
Total	12	881	0.01%

(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 including other related papers / registers and records 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)
Practicing Company Secretary
FCS – 4848 / CP No. – 3238
UDIN : F004848B000811412



Place: Kolkata

Dated: 29.09.2020



A. K. LABH

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Witness:

1. *Amit Kumar Labh*

(Amit Kumar Labh)
71, Narsingh Dutta Road
Kolkata - 700008



2. *Asit Kumar Labh*

(Asit Kumar Labh)
25, Bhuvan Mohan Roy Road
Kolkata - 700008

Received the Report of the Scrutinizer
For Eveready Industries India Limited

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

