

EVEREADY **INDUSTRIES INDIA LTD.**

1, MIDDLETON STREET, KOLKATA - 700 071

PHONE : 2288-2147, 2288-3950

FAX : (033) 2288-4059

E-mail : contactus@eveready.co.inWebsite : www.evereadyindia.com

September 26, 2019

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

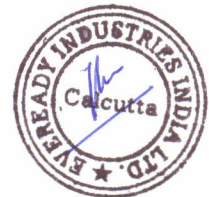
Subject : **PROCEEDINGS OF THE ANNUAL GENERAL MEETING HELD ON
SEPTEMBER 26, 2019 AND SCRUTINISER'S REPORT**

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 84th Annual General Meeting (AGM) of the Members of the Company was held on September 26, 2019 at 11.00 a.m. at Kala Kunj (within the premises of Kala Mandir), 48, Shakespeare Sarani, Kolkata – 700 017.

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 9 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, 2019, 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. Amritanshu Khaitan who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Passed by requisite majority
3.	Appointment of Auditors to fill the casual vacancy caused by the resignation of Price Waterhouse & Co Chartered Accountants LLP.	Ordinary	Passed by requisite majority
4.	Appointment of Auditors and fixing of their remuneration.	Ordinary	Passed by requisite majority
Special Business			
5.	Appointment of Ms. Arundhati Dhar as an Independent Director of the Company, for a period of five years with effect from May 21, 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.inWebsite : www.evereadyindia.com

Special Business			
6.	Appointment of Mr. Mahesh Shah as an Independent Director of the Company, for a period of five years with effect from May 27, 2019.	Ordinary	Passed by requisite majority
7.	Appointment of Mr. Kamalkishore C. Jani as an Independent Director of the Company, for a period of five years with effect from July 6, 2019.	Ordinary	Passed by requisite majority
8.	Approval of Creation of Charges/ Mortgages, etc.	Special	Passed by requisite majority
9.	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 voting through ballot paper made available at the AGM to enable the Members attending the AGM, who had not already cast their vote by remote e-voting, to exercise their voting right at the AGM.

We enclose herewith the Scrutinizer's Report for the remote E-Voting and ballot paper voting, exercised by the Members in respect of the business transacted at the 84th 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**

Enclo : 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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

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

Website : www.aklabh.com

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 84th 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 84th Annual General Meeting of the members of “**Eveready Industries India Limited**” (“**Company**”) held on Thursday, 26th September, 2019 at Kala Kunj, 48 Shakespeare Sarani, Kolkata – 700017 at 11:00 A.M. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process 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 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 14th August, 2019. My responsibility as a scrutinizer for remote e-voting and voting through physical ballots 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) and of voting through physical ballots as provided by M/s. Maheshwari Datamatics Private Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.



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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

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

Website : www.aklabh.com

I submit my report as under:

1. The remote e-voting period remained open from 10.00 A.M. IST on Monday, the 23rd September, 2019 up to 5.00 P.M. IST on Wednesday, the 25th September, 2019.
2. The Shareholders holding shares as on the “cut off” date, i.e. 19th September, 2019 were entitled to vote on the proposed 9 (Nine) resolutions as mentioned in the Notice dated 14th August, 2019 of the Annual General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
4. The locked ballot boxes were subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Thursday, the 26th September, 2019 around 12:55 P.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Rachana Agarwal, residing at 162/2, Benaras Road, Salkia, Howrah - 711106 and Mrs. Anushree Dasgupta residing at 28/N Dwijen Mukherjee Road, Behala, Kolkata – 700060, who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [**EVEN : 111537**] and votes casted through physical ballot papers distributed at the AGM venue are as under:



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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

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

Website : www.aklabh.com

<A> ORDINARY BUSINESS:

a) Resolution 1

Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2019 and 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:*

<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	99	25273060	
Voting by ballot	28	819	
Total	127	25273879	77.32%

(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	23	7414740	
Voting by ballot	3	30	
Total	26	7414770	22.68%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
6	339



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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

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

Website : www.aklabh.com

b) Resolution 2

Appointment of Mr. Amritanshu Khaitan (DIN: 00213413) who retires by rotation and being eligible, offers himself for re-appointment

(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	106	32645675	
Voting by ballot	28	819	
Total	134	32646494	99.87%

(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	16	42125	
Voting by ballot	3	30	
Total	19	42155	0.13%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	339



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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

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

Website : www.aklabh.com

c) Resolution 3 : Ordinary Resolution

Appointment of Auditors to fill the casual vacancy caused by the resignation of Price Waterhouse & Co. Chartered Accountants, LLP

(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	110	32645831	
Voting by ballot	28	819	
Total	138	32646650	99.87%

(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	41969	
Voting by ballot	3	30	
Total	15	41999	0.13%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
6	339



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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

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

Website : www.aklabh.com

d) Resolution 4 : Ordinary Resolution

Appointment of Auditors and fixing of their Remuneration

(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	112	32648541	
Voting by ballot	28	819	
Total	140	32649360	99.88%

(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	39259	
Voting by ballot	3	30	
Total	13	39289	0.12%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
6	339



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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

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

Website : www.aklabh.com

 SPECIAL BUSINESS:

e) Resolution 5 : Ordinary Resolution

Appointment of Ms. Arundhuti Dhar (DIN: 03197285) as an Independent Director of the Company for a period of 5 years with effect from 21st May, 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	104	29558884	
Voting by ballot	28	819	
Total	132	29559703	99.86%

(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	15	42015	
Voting by ballot	3	30	
Total	18	42045	0.14%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
6	339



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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

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

Website : www.aklabh.com

f) Resolution 6 : Ordinary Resolution

Appointment of Mr. Mahesh Shah (DIN: 00405556) as an Independent Director of the Company for a period of 5 years with effect from 27th May, 2019

(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	105	29558890	
Voting by ballot	28	819	
Total	133	29559709	99.86%

(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	14	42009	
Voting by ballot	3	30	
Total	17	42039	0.14%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	339



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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

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

Website : www.aklabh.com

g) Resolution 7 : Ordinary Resolution

Appointment of Mr. Kamalkishore C. Jani (DIN: 02535299) as an Independent Director of the Company for a period of 5 years with effect from 6th July, 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	106	29563802	
Voting by ballot	28	819	
Total	134	29564621	99.87%

(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	13	37097	
Voting by ballot	3	30	
Total	16	37127	0.13%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
6	339



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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

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

Website : www.aklabh.com

h) Resolution 8 : Special Resolution

Approval of Creation of Charges/Mortgages, etc.

(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	99	24655630	
Voting by ballot	28	819	
Total	127	24656449	83.29%

(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	19	4945169	
Voting by ballot	3	30	
Total	22	4945199	16.71%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
6	339



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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

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

Website : www.aklabh.com

i) Resolution 9 : Ordinary Resolution

Ratification of Remuneration of 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	107	29559090	
Voting by ballot	28	819	
Total	135	29559909	99.86%

(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	41809	
Voting by ballot	3	30	
Total	15	41839	0.14%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
6	339



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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

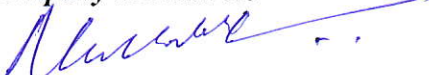
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

8. All the resolutions proposed hereinabove have been passed with requisite majority.
9. The physical ballot forms, remote e-voting register and 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 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



Place: Kolkata

Dated: 26.09.2019

UDIN - F004848A000016068



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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

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

Website : www.aklabh.com

Witness:

1. *Rachana Agarwal.*

(Rachana Agarwal)
162/2, Benaras Road, Salkia
Howrah 711106

2. *Dasgupta*

(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

