

# EVEREADY INDUSTRIES INDIA LTD

## NOTICE

Notice is hereby given pursuant to Section 192A(2) of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, that the resolution appended below relating to the sale and transfer of the Company's undertaking, at Chuapara, Dist. Jalpaiguri, West Bengal, comprising of buildings, structures, plants and machineries, equipments, apparatus and other assets, used for the purpose of blending and packaging of tea, is proposed to be passed as Ordinary Resolution by way of Postal Ballot. Members' consent is requested for the proposal contained in the Resolution appended below.

### **Ordinary Resolution :**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT the consent of the Company be and is hereby accorded pursuant to Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, to the Board of Directors of the Company ("the Board" which expression also includes a Committee thereof) to sell, transfer or otherwise dispose of the Blending and Packaging Factory at Chuapara ("the Undertaking") comprising of buildings, structures, plants and machineries, equipments, apparatus and other assets inclusive of permits, consents and approvals on "as is where is" basis to any person(s) and/or entity(ies) for such consideration and on such terms and conditions as the Board may consider fit and proper and also to do all such acts, deeds, matters and things as may be considered necessary or expedient to give effect to the same."

Registered Office:  
1 Middleton Street  
Kolkata 700071  
May 10, 2013.

By Order of the Board  
**T Punwani**  
Sr. General Manager - Legal  
& Company Secretary

### **Notes :**

1. The Explanatory Statement pursuant to Section 173 read with Section 192A of the Companies Act, 1956, in respect of the said Resolution is also annexed hereto.
2. In terms of Section 192A of the Companies Act, 1956 read with the Postal Ballot Rules, the item of business set out in the Notice above is sought to be passed by Postal Ballot.
3. The Board of Directors of the Company have appointed Mr. A. K. Labh, Practising Company Secretary as the Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
4. Members are requested to carefully read the instructions printed in the attached Postal Ballot Form and return the Form in original duly completed and signed in the attached self-addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before the close of working hours on 21.6.2013, to be eligible for being considered.

5. The Scrutinizer will submit the report to the Chairman/Wholetime Director of the Company after completion of scrutiny of the Postal Ballot Forms.
6. The Ordinary Resolution mentioned above shall be declared as passed if the number of votes cast in its favour exceeds the votes, if any, against the said Resolution.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173 READ WITH SECTION 192A OF THE COMPANIES ACT, 1956**

The Company has a Blending and Packaging Unit at Chuapara ("Chuapara") as one of its businesses / undertakings. The Chuapara unit comprises of buildings, structures, plants and machineries, equipments, apparatus and other assets used for the purpose of blending and packaging of tea.

The business of packet tea is currently on a fairly sound footing and the Company has ambitious plans for the business. However, with numerous outsourcing possibilities available, your Board is of the view that it would be advantageous/ cost-effective to the Company to unlock the value of the assets as abovementioned, in Chuapara ("the undertaking"). The consideration that will be received on sale / transfer of the said undertaking would serve to reduce the Company's debt and thus save on interest cost.

In terms of Section 293(1)(a) of the Companies Act, 1956 ("the Act"), consent of the shareholders in general meeting by ordinary resolution is required for the sale or disposal of whole or substantially the whole of any undertaking of the Company. In terms of Section 192A of the Act read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the consent / approval of the Members for the above purpose is required to be obtained by way of Postal Ballot.

In view of the above, the Board of Directors, vide Resolution passed by Circulation on 10.5.2013, have, subject to the approval of Members of the Company, resolved to sell, transfer or otherwise dispose of the undertaking at Chuapara comprising of buildings and other assets to any person(s) / entity(ies) in any manner as the Board may consider appropriate. The above Resolution is in the interest of the Company and the Board of Directors recommend the same for approval by the Members.

None of the Directors is interested in this Resolution except to the extent of their respective interest as shareholders of the Company.

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1 Middleton Street  
Kolkata 700071  
May 10, 2013.

By Order of the Board  
**T Punwani**  
Sr. General Manager - Legal  
& Company Secretary

**POSTAL BALLOT FORM**

Serial No. :

1.	Name & Registered Address of : The Sole / First Named Shareholder	
2.	Name(s) of the Joint Holder(s) : (if any)	
3.	Registered Folio Number/; DP ID No. / Client No.* <small>*(Applicable to investors holding Shares in dematerialized form)</small>	
4.	Number of Share(s) held	
5.	I/We hereby exercise my/our vote in respect of the Ordinary Resolution set out in the Notice dated 10.05.2013 to be passed through Postal Ballot by sending my/ our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below (tick in both boxes will render the ballot invalid).	

Description	No. of Shares	(FOR) I/We assent to the Resolution	(AGAINST) I/We dissent to the Resolution
Ordinary Resolution pursuant to Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, for sale, transfer or otherwise dispose of the Blending and Packaging Factory at Chuapara comprising of building and other assets.			

Place :

Date :

**CANCELLED**

\_\_\_\_\_  
Signature of the Member

**PLEASE SEND YOUR POSTAL BALLOT FORM IN THE ENVELOPE ENCLOSED HERewith**  
**NOTE : PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF**

## INSTRUCTIONS

1. A Member desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid envelope duly sealed. However, envelopes containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member will also be accepted.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be completed and signed by the Member as per specimen signature registered. In case of joint holding, the form should be completed and signed (as per specimen signature registered) by the first named Member and failing him by the next named Member and so on.
4. In case of shares held by companies, trusts, societies, etc the duly completed Postal Ballot should be signed by the authorized signatory, whose signature is already registered with the Company. In such cases the duly completed Postal Ballot Form should also be accompanied by a certified copy of the Board Resolution / Authority.
5. The votes should be cast either in favour or against by putting (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns will render the Form invalid.
6. Duly completed Postal Ballot Form with signature should be received by the Scrutinizer on or before the close of **working hours on 21.06.2013**. Postal Ballot Form received after this date will be treated as if no reply from the Member has been received. Incomplete, unsigned or incorrect Postal Ballot Form will be rejected.
7. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Members on 10.05.2013.
8. There shall be one Postal Ballot Form for every Folio / Client ID irrespective of the number of joint holders. A proxy shall not exercise the Postal Ballot.
9. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified hereinbefore. Members are requested not to send any paper (other than the resolution/authority as mentioned under item No. 4 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
10. Members who have registered their e-mail ids for receipt of documents in electronic mode under the 'Green Initiative' undertaken by MCA, are being sent the Postal Ballot Notice along with Postal Ballot Form on their registered e-mail ids. Such Members may download the Postal Ballot Form from [www.evereadyindustries.com](http://www.evereadyindustries.com) or seek duplicate Form from the Company. The Postal Ballot Form duly completed should be sent to the Scrutinizer so as to reach the Scrutinizer on or before the close of **working hours on 21.06.2013** to be eligible for being considered failing which, it will be strictly treated as if no reply has been received from the Member.
11. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
12. The result of the voting on the resolution will be declared **on or before 25.06.2013**. The results will thereafter be also informed to the stock exchanges, hosted on the Company's website [www.evereadyindustries.com](http://www.evereadyindustries.com) and published in newspapers.
13. The item of business covered by this Postal Ballot will not be transacted at any General Meeting even though Members who have not exercised their franchise through Postal Ballot might be present in person or through proxy at the meeting.