

August 21, 2015

Bombay Stock Exchange Ltd.
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort
Mumbai – 400001

FAX NO. (022) 2272-2037 / 2039 / 3121

The National Stock Exchange of India Ltd.
Exchange Plaza, C-1,
Block –G, 5th Floor,
Bandra – Kurla Complex
Bandra (East)
Mumbai – 400051

FAX NO .(022) 2659-8120 / 8235 / 8237

The Calcutta Stock Exchange Association Ltd.
7, Lyons Range,
Kolkata – 700001

FAX NO. (033) 2210-4492 / 4500 / 2223

Dear Sirs,

This is to inform you that the 80th Annual General Meeting of the Members of the Company was held today, August 21, 2015.

Please find enclosed the Scrutiniser's Report for the remote e-voting and ballot paper voting exercised by the members in respect of the business transacted at the 80th Annual General Meeting of the Company. In terms of the said Report all the resolutions as set out in the Notice of the Meeting of the Company have been passed by the requisite majority.

This is for your reference and records.

Thanking you,

Very truly yours,
EVEREADY INDUSTRIES INDIA LTD.


(T. PUNWAND)
SENIOR GENERAL MANAGER – LEGAL
& COMPANY SECRETARY

Encl : As Above.

A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), 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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SCRUTINIZER'S REPORT

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

The Chairman
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 80th Annual General Meeting of the Members of *Eveready Industries India Limited* ("the Company") held on Friday, 21st day of August, 2015 at 11:00 AM at Rotary Sadan, 94/2, Chowringhee Road, Kolkata -700 020 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 on remote e-voting and voting through physical ballot process carried out 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 e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 24th July, 2015. My responsibility as a scrutinizer for the voting process through electronic means and 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 e-voting and physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 10:00 AM IST on Monday, the 17th August, 2015 up to 5.00 PM IST on Thursday, the 20th August, 2015.



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- The Shareholders holding shares as on the "cut off" date, i.e. 14th August, 2015 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the notice dated 24th day of July, 2015 of the Annual General Meeting of the Company.
- The votes were unblocked on Friday, the 21st day of August, 2015 around 4.00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711 102 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 who are not in employment of the Company.
- Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of NSDL (<https://www.evoting.nsdl.com>).
- The result of the remote e-voting [EVEN : 102270] is as under:

<A> **ORDINARY BUSINESS:**

a) Resolution 1

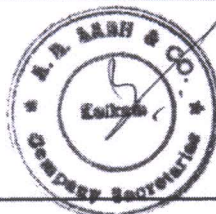
Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2015, the Reports of the Directors and Auditors and the Consolidated Financial Statements for the said financial year

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
40768068	40767555	513

b) Resolution 2

Appointment of Mr. Aditya Khaitan (DIN: 00023788) who retires by rotation and being eligible, offers himself for re-appointment

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
40768118	40574042	194076



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c) Resolution 3

Type of Resolution : Ordinary Resolution

Appointment of Auditors and fixing of their remuneration

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
40768118	40574007	194111

 SPECIAL BUSINESS:

d) Resolution 4

Type of Resolution : Special Resolution

Issue of Securities to Qualified Institutional Buyers

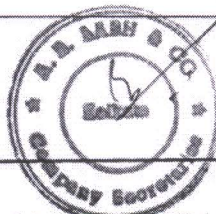
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
40768118	40765206	2912

e) Resolution 5

Type of Resolution : Special Resolution

FII / FPI shareholding limit in the Company

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
40767868	40767320	548



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f) Resolution 6

Type of Resolution : Ordinary Resolution

Ratification of Remuneration of the Cost Auditor

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
40768118	40754092	14026

- 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.
- The result of the voting through ballot forms are as under :

<A> ORDINARY BUSINESS:

a) Resolution 1

Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2015, the Reports of the Directors and Auditors and the Consolidated Financial Statements for the said financial year

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
49052	48901	151

b) Resolution 2

Appointment of Mr. Aditya Khaitan (DIN: 00023788) who retires by rotation and being eligible, offers himself for re-appointment

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
49052	49051	1



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c) Resolution 3

Type of Resolution : Ordinary Resolution

Appointment of Auditors and fixing of their remuneration

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
49052	48901	151

 SPECIAL BUSINESS:

d) Resolution 4

Type of Resolution : Special Resolution

Issue of Securities to Qualified Institutional Buyers

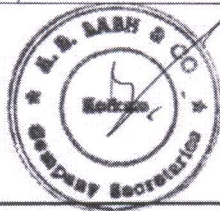
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
49052	48896	156

e) Resolution 5

Type of Resolution : Special Resolution

FII / FPI shareholding limit in the Company

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
49052	48901	151



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f) Resolution 6

Type of Resolution : Ordinary Resolution

Ratification of Remuneration of the Cost Auditor

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
49052	48896	156

8. Thus, the combined result of the remote e-voting [EVEN : 102270] and votes casted through physical ballot papers distributed at the venue are as under:

<A> ORDINARY BUSINESS:

a) Resolution 1

Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2015, the Reports of the Directors and Auditors and the Consolidated Financial Statements for the said financial year

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
40817120	40816456 (99.998%)	664 (0.002%)

b) Resolution 2

Appointment of Mr. Aditya Khaitan (DIN: 00023788) who retires by rotation and being eligible, offers himself for re-appointment

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
40817170	40623093 (99.525%)	194077 (0.475%)



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c) Resolution 3

Type of Resolution : Ordinary Resolution

Appointment of Auditors and fixing of their remuneration

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
40817170	40622908 (99.524%)	194262 (0.476%)

 SPECIAL BUSINESS:

d) Resolution 4

Type of Resolution : Special Resolution

Issue of Securities to Qualified Institutional Buyers

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
40817170	40814102 (99.992%)	3068 (0.008%)

e) Resolution 5

Type of Resolution : Special Resolution

FII / FPI shareholding limit in the Company

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
40816920	40816221 (99.998%)	699 (0.002%)



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f) Resolution 6

Type of Resolution : Ordinary Resolution

Ratification of Remuneration of the Cost Auditor

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
40817170	40802988 (99.965%)	14182 (0.035%)

9. All the resolutions proposed hereinabove have been passed with requisite majority.

10. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes in this regard.

Thanking You,

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

(CS A. K. LABH)
Practising Company Secretary
FCS - 4848 / CP No. - 3238



Place: Kolkata
Dated: 21.08.2015

Verified the contents and received the Report of the Scrutinizer
For Eveready Industries India Limited

(Tehnaz Punwani)
Sr. General Manager Legal
& Company Secretary

21/08/2015

