

**EVEREADY INDUSTRIES INDIA LTD**  
**MINUTES OF THE 80<sup>th</sup> ANNUAL GENERAL MEETING OF THE**  
**MEMBERS OF THE COMPANY HELD ON FRIDAY, AUGUST 21, 2015 AT 11.00 A.M.**  
**AT ROTARY SADAN, 94/2 CHOWRINGHEE ROAD, KOLKATA – 700 020**

**PRESENT :**

Mr. A. Khaitan	-	Vice Chairman & Member
Mr. Amritanshu Khaitan	-	Managing Director & Member
Mr. S. Saha	-	Wholetime Director & CFO
Mr. S.R. Dasgupta	-	Director & Member
Mrs. R. Nirula	-	Director
Mrs. T. Punwani	-	Secretary & Member

3848 Members in person

34 Members by proxy

11 Members by their Authorised Representatives

Mr. A. Bandyopadhyay	-	M/s. Deloitte Haskins & Sells, Chartered Accountants, Statutory Auditors of the Company.
Mrs. Suhita Mukhopadhyay	-	MKB Associates, Companies Secretaries Secretarial Auditor of the Company
Mr. A. K. Labh	-	Practising Company Secretary & Scrutinizer

**IN MEMORY OF MR. DEEPAK KHAITAN**

Before the commencement of the proceeding of the Meeting, Mr. S. Saha, spoke a few words in memory of Late Mr. Deepak Khaitan, the Vice Chairman and Managing Director of the Company from June 1999 to August 2011 and subsequently, a Non-executive Vice Chairman of the Company till he passed away for his heavenly abode on March 9, 2015. Thereafter the Meeting observed silence for one minute as a mark of respect to the departed soul.

**CHAIRMAN**

In the absence of the Chairman, Mr. Aditya Khaitan, Vice Chairman, took the Chair after being proposed, in accordance with Article 87 of the Articles of Association of the Company.

**QUORUM**

The Secretary informed the Chairman that the requisite quorum as required under the Companies Act, 2013 was present. The Chairman declared the Meeting duly called and constituted, welcomed the Members and proceeded with the business of the Meeting. The Chairman announced that the Company had received 72 Proxies covering 15316 shares held in the Company.

Certified to be true  
EVEREADY INDUSTRIES INDIA LTD.

  
**TEHNAZ PUNWANI**  
Senior General Manager - Legal  
& Company Secretary

## **STATUTORY REGISTERS AND DOCUMENTS**

The Statutory Registers and Documents required to be available for the Members during the Meeting remained open and accessible during the continuance of the Meeting.

## **SPEECH**

At the request of the Chairman, Mr. Amritanshu Khaitan, Managing Director read the Message from the Managing Director as follows :

Dear Shareholders

The Global Economy in the financial year 2014-15 witnessed inconsistent patterns of growth across major geographies. India's Economic Performance, however rebounded to 7.4% under the new method of calculating GDP adopted by the Government. The growth came on the back of gradually improving performance in the industrial landscape, stable growth in the service sector and a resilient agricultural sector. Inflation is now moderating and both the fiscal and current account deficits are narrowing down. The Government's Policy initiatives are certainly in the right directions. However, more structural reforms are needed for the US\$ 2.1 Trillion Economy to accelerate sustainably.

The government's 'Make in India' initiative is expected to boost the confidence of indigenous manufacturers and encourage domestic expertise to make the most of the positive environment. We, at Eveready, welcome the dynamism of the new government and are committed to enrich lives with our portable energy and lighting solutions.

Eveready continues to be the industry frontrunner in the portable energy (dry battery and flashlight) segment, with sales of over 1.2 billion batteries and 25 million flashlights every year.

We are honoured that Eveready continues to be one of the most trusted brands to millions of people across India for generations. From India's metros to the small cities and towns to sleepy hamlets, one brand still commands a lot of respect and recall. We promise to strengthen this trust and deliver consistent quality across all our product categories.

In FY 2014-15, we recorded a total revenue at Rs 1,278 crores - a growth of 11%. Your Company achieved healthy net profits of Rs. 49 crores, a significant increase from Rs. 13.60 crores in FY 2013-14, as we attained a higher growth margin.

The year saw us successfully counter multiple challenges from cheaper imports to declining rural demand through our extensive pan-India presence and brand leadership. As a result, we registered encouraging sales growth across product categories.

For our battery division, our sales volumes in the 'D' size category declined marginally, but the 'AAA' size category recorded healthy double-digit growth. Going forward, we shall continue to improve our margins and strengthen our distribution capabilities to take advantage of future market opportunities.

**Certified to be true  
EVEREADY INDUSTRIES INDIA LTD.**

  
**TEHNAZ PUNWANI**  
Senior General Manager - Legal  
& Company Secretary



In our flashlights division, we enjoy 70% of the organised market and 40% of the total (both organised and unorganised) flashlight market. In the face of evolving competitive markets, we are introducing new models of flashlights and lamps that use LED bulbs.

Our prospects are promising in the electrical and lighting products business as the Indian LED market is expected to grow at a CAGR of 35.9% from 2014 to 2019, and reach Rs. 21,600 crores by 2020. We offer value-for-money 'brightest range of LED lamps', which address various lighting solutions. We are also expanding our LED product portfolio to cater to the consistently growing LED market. We continue to leverage our wide distribution network and deepen our product portfolio to include lighting products, luminaires and devices.

In our packet tea division, without additional investment in advertising for Tez, Jaago, Premium Gold and Classic, our tea brands registered robust sales. We will continue to provide a sustainable turnover, adding scale to our operations and profitability.

We have added extensions like luminaires, tubelights, electrical appliances, primarily rechargeable fans and LED bulbs to our lighting solutions products. We increased our marketing efforts to enhance visibility of our new products basket. In addition, we are driving more automation for our sales force and introduced the Tableau software to enhance our existing data management systems. We are also putting a strong emphasis on products quality, cost optimisation and distribution capabilities to retain our market leadership.

I am thankful to our entire team for working hard to implement our strategies for future growth. We will also continue to touch more lives with better energy and lighting solutions, and remain dedicated to enhancing value for all stakeholders. At the same time, we will continue to drive our social initiatives to make a difference to the lives of those around us.

Although it is hard to fill the vacuum created by Mr. Deepak Khaitan's untimely demise, let us all commit ourselves to living by his ideals to take Eveready to new heights of excellence and value creation.

#### **NOTICE OF MEETING & FINANCIAL STATEMENTS ETC.**

With the consent of the Members present, the Notice convening the Meeting, the Financial Statements, Directors' Report and Auditor's Report, as well as the Consolidated Financial Results for the year ended March 31, 2015, having been circulated to the Members and also laid before the Meeting were taken as read.

#### **E-VOTING**

The Chairman stated that the Company had provided remote e-voting facility to the Members from August 17, 2015 (10.00 AM) to August 20, 2015 (5:00 PM) to cast their votes at a venue other than that of the Annual General Meeting, pursuant to the Companies Act, 2013 and Rules thereof, as well as the Listing Agreement, in respect of all the resolutions mentioned in the Notice.

The Chairman further informed that facility for voting by way of ballot paper was available at the Meeting for the Members who had not cast their votes electronically and that Mr. A. K. Labh, Practising Company Secretary, who was appointed as Scrutinizer in connection with the remote e-voting process and ballot process, present at the meeting would distribute the Ballot Papers for the

Certified to be true  
EVEREADY INDUSTRIES INDIA LTD.

  
TEHNAZ PUNWANI  
Senior General Manager - Legal  
& Company Secretary

same. The Chairman, thereafter requested the Members present to exercise their vote through ballot paper in the boxes kept in the hall, if they had not cast their votes electronically. Thereafter the distribution of ballot papers commenced.

The Chairman thereafter invited the Members present to put forward their questions and observations if any in relation to the Accounts of the Company under review.

In reply to the queries raised by various members, the following explanations and clarifications were given:

1. Dry Batteries and Flashlights are the key product segments of the Company.
2. \* The Company is expanding its LED product portfolio to cater to the consistently growing LED market to include lighting products, luminaires and devices.
3. The Company has forayed into the business of electrical solutions and added extensions like electrical appliances and rechargeable fans.
4. The Company is working on investing in new electrical outlets and modern format retail stores. This along with existing distribution network should help the Company to achieve the desired growth in this business.
5. It is expected that the Electrical and Packet Tea businesses should provide steady turnover and stable profits in the years to come.
6. The Company continues to re-energize its brand and tag line of "Give Me Red" through print and television advertisements.
7. The Company's credit rating was improved from A- to A+ and the same has been upgraded systematically over the past 2 years.
8. Everspark Hong Kong Private Ltd. is a wholly owned subsidiary of the Company, set up by the Company for the purpose of availing credit lines and purchase of goods for the Company. A Corporate Guarantee for the said credit has been given by the Company.
9. The Company has an In-house Internal Auditor as mentioned in the Annual Report.
10. The Company continues to concentrate on improving its operating results.
11. Suggestions regarding the provision of certain details together would be considered and implemented, if required.

Thereafter the Chairman thanked the members for their participation, suggestions and comments.

**Certified to be true  
EVEREADY INDUSTRIES INDIA LTD.**

  
**TEHNAZ PUNWANI**  
Senior General Manager - Legal  
& Company Secretary

## **RESOLUTIONS**

After the Question & Answer Session, the Chairman read the Resolutions and the Members present were invited to propose and second the Resolutions as contained in the Notice and the same were as follows :

### **ORDINARY BUSINESS**

#### **Resolution No. 1**

##### **Ordinary Resolution**

Proposed by : Mr. J. N. Kundu  
Seconded by : Mr. S. S. Mohapatra

“RESOLVED that the Audited Financial Statements of the Company being the Balance Sheet as at March 31, 2015 and the Profit and Loss Account for the year ended March 31, 2015, the Cash Flow Statement for the year ended March 31, 2015, the Reports of the Directors and the Auditors and the Consolidated Financial Statements and the Report of the Auditors thereon, for the year ended March 31, 2015 be and are hereby received, considered and adopted.”

#### **Resolution No. 2**

##### **Ordinary Resolution**

Proposed by : Mr. K. L. Mallick  
Seconded by : Mr. S. Pal

“RESOLVED that Mr. Aditya Khaitan (DIN: 00023788) who retires by rotation at this Meeting in accordance with Section 152 of the Companies Act, 2013 and Article 110 of the Articles of Association of the Company be and is hereby re-appointed a Director of the Company.”

#### **Resolution No. 3**

##### **Ordinary Resolution**

Proposed by : Mr. B. N. Kundu  
Seconded by : Mr. D. Karwa

“RESOLVED that M/s Deloitte Haskins & Sells, Chartered Accountants, (Firm's Registration No. 302009E) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company.”

### **SPECIAL BUSINESS**

#### **Resolution No. 4**

##### **Special Resolution**

Proposed by : Mr. J. N. Kundu  
Seconded by : Mr. K. L. Mallick

“RESOLVED that pursuant to Section 42, 62(1)(c), 71 and all other applicable provisions, if any, of

**Certified to be true  
EVEREADY INDUSTRIES INDIA LTD.**

  
**TEHNAZ PUNWANI**  
Senior General Manager - Legal  
& Company Secretary



the Companies Act, 2013 ("the Act") including the rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into with the Stock Exchanges where the equity shares of the Company are listed and subject to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR") (including any amendment thereto or re-enactment thereof, for the time being in force), the provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, applicable rules, regulations, guidelines or laws and/or any approval, consent, permission or sanction of the Securities and Exchange Board of India ("SEBI"), the Government of India ("GOI"), the Stock Exchanges, Department of Industrial Policy & Promotion, Reserve Bank of India and any other appropriate authorities, institutions or bodies (hereinafter collectively referred to as the "appropriate authorities") and subject to such conditions as may be prescribed while granting any such approval, consent, permission and/or sanction (hereinafter referred to as the "requisite approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitutes to exercise its powers including the powers conferred by this Resolution), the Board be and is hereby authorized to issue, offer and allot equity shares/fully convertible debentures / partly convertible debentures / non-convertible debentures with warrants/any other securities (other than warrants), which are convertible into or exchangeable with equity shares on such date as may be determined by the Board but not later than 60 months from the date of allotment (collectively referred to as "QIP Securities"), to the Qualified Institutional Buyers ("QIBs") on private placement basis in accordance with Chapter VIII of the SEBI ICDR, whether or not such QIBs are Members of the Company, on the basis of placement document(s) and/or an offer document and / or private placement offer letter and/or such other documents/writings/ circulars / memoranda in such manner, at such time or times in one or more tranche or tranches, by way of cash at par or at such price or prices subject to such price not being less than the price calculated in accordance with Chapter VIII of the SEBI ICDR, and on such terms and conditions and in such manner as the Board may, in its absolute discretion, determine, considering the prevailing market conditions and other relevant factors, in consultation with the Book Running Lead Managers, Advisors or other intermediaries, provided however that the aggregate amount raised by issue of QIP Securities as above shall not exceed a sum of Rs. 150 Crores.

RESOLVED further that the relevant date for the determination of the applicable price for the issue of the QIP Securities shall be the date on which the Board decides to open the proposed issue, or the date on which the holder of the QIP Securities which are convertible into or exchangeable with equity shares at a later date becomes entitled to apply for the equity shares, as the case may be ("Relevant Date").

**Certified to be true**  
**EVEREADY INDUSTRIES INDIA LTD.**

  
**TEHNAZ PUNWANI**  
Senior General Manager - Legal  
& Company Secretary

RESOLVED further that the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any QIP Securities referred to above or as may be necessary in accordance with the terms of the offering and that all such shares shall rank pari passu with the then existing shares of the Company in all respects, as may be provided under the terms of the issue and in the offering document.

RESOLVED further that the Board may at its absolute discretion, issue the QIP Securities at a discount of not more than 5% (five percent) on the price calculated for the QIP or such other discount as may be permitted under the applicable regulations to the QIP Floor Price as determined in accordance with the SEBI ICDR.

RESOLVED further that the QIP Securities shall be issued and allotted within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR.

RESOLVED further that for the purpose of giving effect to any issue or allotment of QIP Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its absolute discretion, deem necessary or desirable for such purpose, including without limitation the entering into of marketing and similar agreements and to remunerate the Book Running Lead Managers, and all other agencies/intermediaries by way of commission, brokerage, fees and the like as may be involved or connected in such offerings of QIP Securities, finalization of the number of QIP Securities to be issued in each tranche thereof, form, terms and timing of the issue of QIP Securities including for each tranche of such issue of QIP Securities, identification of the investors to whom QIP Securities are to be offered, utilization of the proceeds and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, making such other applications to concerned statutory or regulatory authorities, and to have powers on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its absolute discretion deem fit.

RESOLVED further that for the purpose of the aforesaid, the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in regard to the issue, offer and allotment of QIP Securities and utilization of the issue proceeds including but without limitation to the creation of such mortgage/hypothecation / charge on the Company's assets under Section 180(1) (a) of the said Act in respect of the aforesaid QIP Securities either on pari passu basis or otherwise or in the borrowing of loans as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED further that the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by the Government of India / Reserve Bank of India / Securities & Exchange Board of India / Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according / granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as agreed to by the Board.

**Certified to be true**  
**EVEREADY INDUSTRIES INDIA LTD.**

  
**TEHNAZ PUNWANI**  
Senior General Manager - Legal  
& Company Secretary



the Companies Act, 2013 ("the Act") including the rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into with the Stock Exchanges where the equity shares of the Company are listed and subject to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR") (including any amendment thereto or re-enactment thereof, for the time being in force), the provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, applicable rules, regulations, guidelines or laws and/or any approval, consent, permission or sanction of the Securities and Exchange Board of India ("SEBI"), the Government of India ("GOI"), the Stock Exchanges, Department of Industrial Policy & Promotion, Reserve Bank of India and any other appropriate authorities, institutions or bodies (hereinafter collectively referred to as the "appropriate authorities") and subject to such conditions as may be prescribed while granting any such approval, consent, permission and/or sanction (hereinafter referred to as the "requisite approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitutes to exercise its powers including the powers conferred by this Resolution), the Board be and is hereby authorized to issue, offer and allot equity shares/fully convertible debentures / partly convertible debentures / non-convertible debentures with warrants/any other securities (other than warrants), which are convertible into or exchangeable with equity shares on such date as may be determined by the Board but not later than 60 months from the date of allotment (collectively referred to as "QIP Securities"), to the Qualified Institutional Buyers ("QIBs") on private placement basis in accordance with Chapter VIII of the SEBI ICDR, whether or not such QIBs are Members of the Company, on the basis of placement document(s) and/or an offer document and / or private placement offer letter and/or such other documents/writings/ circulars / memoranda in such manner, at such time or times in one or more tranche or tranches, by way of cash at par or at such price or prices subject to such price not being less than the price calculated in accordance with Chapter VIII of the SEBI ICDR, and on such terms and conditions and in such manner as the Board may, in its absolute discretion, determine, considering the prevailing market conditions and other relevant factors, in consultation with the Book Running Lead Managers, Advisors or other intermediaries, provided however that the aggregate amount raised by issue of QIP Securities as above shall not exceed a sum of Rs. 150 Crores.

RESOLVED further that the relevant date for the determination of the applicable price for the issue of the QIP Securities shall be the date on which the Board decides to open the proposed issue, or the date on which the holder of the QIP Securities which are convertible into or exchangeable with equity shares at a later date becomes entitled to apply for the equity shares, as the case may be ("Relevant Date").

**Certified to be true**  
**EVEREADY INDUSTRIES INDIA LTD.**

  
**TEHNAZ PUNWANI**  
Senior General Manager - Legal  
& Company Secretary



RESOLVED further that the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolution.”

**Resolution No. 5  
Special Resolution**

Proposed by : Mr. K. L. Mallick

Seconded by : Mr. D. Karwa

“RESOLVED that in supersession of all resolutions previously passed in this regard and pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, the Companies Act, 2013,

to the extent applicable, the Consolidated Foreign Direct Investment Policy Circular of 2014 (“Consolidated FDI Policy”), as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and all other applicable

laws, rules, regulations, guidelines and subject to the approvals, consents and permissions of the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India (“RBI”) and any other appropriate authorities, institutions or bodies as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the concerned authorities while granting such approvals, permissions and sanctions and the like, which may be agreed to by the Board of Directors of the Company (hereinafter called the Board, which term shall include any Committee thereof which the Board may have constituted or hereinafter constitutes to exercise its powers including the powers conferred by this resolution), consent of the Company be and is hereby accorded to the Board to permit the permitted foreign investors including Foreign Institutional Investors (“FIIs”)/Foreign Portfolio Investors (“FPIs”), registered with the Securities and Exchange Board of India (“SEBI”) to purchase or acquire, on their own account and/or on behalf of their SEBI approved sub-accounts, equity shares of the Company, on the recognized stock exchange or in any other manner, subject to the condition that, the aggregate holding of the FIIs/FPIs shall not exceed 49% of the paid up equity share capital of the Company, provided however that the shareholding of each FII/FPI, on its own account and on behalf of each of the SEBI approved sub-accounts in the Company, shall not exceed 10% (ten per cent) or such other limit as may be stipulated by RBI in each case, from time to time.

RESOLVED further that the Board be and is hereby authorized to do all such acts, deeds and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or other regulatory bodies and to represent the Company before any government authorities and delegating all or any of the powers conferred herein to any Committee or Directors of the Company.”

**Certified to be true  
EVEREADY INDUSTRIES INDIA LTD.**

  
**TEHNAZ PUNWANI**  
Senior General Manager - Legal  
& Company Secretary

**Resolution No. 6**  
**Ordinary Resolution**

Proposed by : Mr. B. N. Kundu  
Seconded by : Mr. U. Chakrobarty

“RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to M/s. Mani & Co., the Cost Auditors, appointed by the Board of Directors of the Company, for auditing the Cost Accounts of the Company in respect of the products, as applicable, for the year ending March 31, 2016, and as set out in the Explanatory Statement annexed to the Notice convening this Meeting, be and is hereby ratified.”

After completion of the voting through ballot paper at the venue of the Meeting, the Chairman advised the Members that after receipt of the Consolidated Report of the Scrutiniser, the results of the voting would be declared at the Registered Office of the Company and put up on the Website as well as submitted to the Stock Exchanges.

The meeting concluded with a vote of thanks to the Chair at 1.00 p.m.

**VOTING RESULTS**

The Scrutinizer’s Consolidated Report dated August 21, 2015, inter alia, containing the Voting Results of the remote e voting and the physical ballot at the venue of the AGM was received and declared, the same day as follows:

Sl. No.	Resolution No.	Total No. of Votes cast	Total No. of Votes in favour	Total No. of Votes cast against
<b>Ordinary Business</b>				
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. (Ordinary Resolution)	40817120	40816456 (99.998%)	664 (0.002%)
2.	Appointment of Mr. Aditya Khaitan (DIN:00023788) who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)	40817170	40623093 (99.525%)	194077 (0.475%)
3.	Appointment of Auditors and fixing of their remuneration. (Ordinary Resolution)	40817170	40622908 (99.524%)	194262 (0.476%)
<b>Special Business</b>				
4.	Issue of Securities to Qualified Institutional Buyers. (Special Resolution)	40817170	40814102 (99.992%)	3068 (0.008%)
5.	FII/ FPI Shareholding limit in the Company. (Special Resolution)	40816920	40816221 (99.998%)	699 (0.002%)
6.	Ratification of Remuneration of the Cost Auditor. (Ordinary Resolution)	40817170	40802988 (99.965%)	14182 (0.035%)

**Certified to be true**  
**EVEREADY INDUSTRIES INDIA LTD.**

  
**TEHNAZ PUNWANI**  
Senior General Manager - Legal  
& Company Secretary



In terms of the said Report and results, the said Resolutions under the Ordinary and Special Businesses, as set out in Items No. 1-6 in the Notice of the Annual General Meeting were duly approved by requisite majority and recorded hereunder as part of the proceedings of the 80<sup>th</sup> Annual General Meeting of the Members held on August 21, 2015.

SD/  
CHAIRMAN

Certified to be true  
EVEREADY INDUSTRIES INDIA LTD.

  
**TEHNAZ PUNWANI**  
Senior General Manager - Legal  
& Company Secretary