

July 26, 2016

BSE Limited
1st Floor, New Trading Ring,
Rotunda Building,
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 JULY 25, 2016 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 81st Annual General Meeting (AGM) of the Members of the Company was held on July 25, 2016 at 3.00 p.m. at Rotary Sadan, 94/2, Chowringhee Road, Kolkata - 700 020.

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, 2016, the Reports of the Directors and Auditors and the Consolidated Financial Statements for the said financial year.	Ordinary	Passed by requisite majority
2.	Confirmation of Interim Dividend paid and declaration of Final Dividend for the financial year ended March 31, 2016.	Ordinary	Passed by requisite majority
3.	Appointment of Mr. Suvamoy Saha who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Passed by requisite majority
4.	Appointment of Auditors and fixing of remuneration.	Ordinary	Passed by requisite majority
Special Business			
5.	Ratification of Remuneration of the Cost Auditor.	Ordinary	Passed by requisite majority
6.	Reclassification of the status of 0.42% shareholding from Promoter and Promoter Group shareholding of the Company.	Special	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

The voting on all of 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 Scrutiniser's Report for the remote E-Voting and ballot paper voting, exercised by the Members in respect of the business transacted at the 81st AGM of the Members of the Company.

Kindly take the above on record.

Thanking you,

Very truly yours,
EVEREADY INDUSTRIES INDIA LTD.



(T. PUNWANI)

**VICE PRESIDENT – LEGAL
& COMPANY SECRETARY**

Encl : As Above

A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

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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]

The Chairman
Eveready Industries India Limited
1, Middleton Street
Kolkata – 700071

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 81st Annual General Meeting of the members of “*Eveready Industries India Limited*” (“*Company*”) held on Monday, 25th July, 2016 at Rotary Sadan, 94/2, Chowringhee Road, Kolkata-700020 at 3.00 P.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 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 remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 6th May, 2016. 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 remote e-voting / physical ballot facilities.

I submit my report as under:

1. The remote e-voting period remained open from 10.00 AM IST on Friday, the 22nd July, 2016 up to 5.00 PM IST on Sunday, the 24th July, 2016.



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- The Shareholders holding shares as on the "cut off" date, i.e. 18th July, 2016 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the notice dated 6th May, 2016 of the Annual General Meeting of the Company.
- 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 votes were unblocked on Monday, the 25th July, 2016 around 5.30 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 and Mr. Biswarup Ganguly, residing at 27/2, Suren Tagore Road, Kolkata – 700019 who are not in employment of the Company.
- The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
- The combined result of the remote e-voting [**EVEN : 104158**] and votes casted through physical ballot papers distributed at the AGM venue are as under:

<A> **ORDINARY BUSINESS:**

a) **Resolution 1**

Adoption of Audited Financial Statements for the financial year ended March 31, 2016, the Reports of the Directors and Auditors and the Consolidated Financial Statements 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	130	40333784	
Voting by ballot	71	1893	
Total	201	40335677	99.9999%



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(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	1	50	
Voting by ballot	0	0	
Total	1	50	0.0001%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
17	341

b) Resolution 2

Confirmation of Interim Dividend paid and declaration of Final Dividend for the financial year ended March 31, 2016

(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	130	40333759	
Voting by ballot	71	1893	
Total	201	40335652	99.9998%



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(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	1	75	
Voting by ballot	0	0	
Total	1	75	0.0002%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
17	341

c) Resolution 3

Appointment of Mr. Suvamoy Saha (DIN : 00112375), 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	124	40332850	
Voting by ballot	69	1875	
Total	193	40334725	99.9983%



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(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	5	652	
Voting by ballot	2	18	
Total	7	670	0.0017%

(iii) *Invalid* Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
17	341

d) Resolution 4 : Ordinary Resolution

Appointment of Auditors and fixing of their remuneration

(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	127	40315601	
Voting by ballot	71	1893	
Total	198	40317494	99.9548%



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(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	4	18233	
Voting by ballot	0	0	
Total	4	18233	0.0452%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
17	341

 SPECIAL BUSINESS:

e) Resolution 5 : 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	125	40322050	
Voting by ballot	71	1893	
Total	196	40323943	99.9715%



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(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	5	11495	
Voting by ballot	0	0	
Total	5	11495	0.0285%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
17	341

f) Resolution 6 : Special Resolution

Reclassification of the status of 0.42% shareholding from Promoter & Promoter Group shareholding of the Company

(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	128	40333552	
Voting by ballot	70	2164	
Total	198	40335716	99.9993%



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(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	3	282	
Voting by ballot	1	13	
Total	4	295	0.0007%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
17	341

- All the resolutions proposed hereinabove have been passed with requisite majority.
- 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: 26.07.2016



A. K. LABH

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Witness :

1. *Amrita Sampat*

(Amrita Sampat)

59, Kalicharan Ghosh Road
Kolkata - 700 050

2. *Biswarup Ganguly*

(Biswarup Ganguly)

27/2, Suren Tagore Road
Kolkata - 700 019

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

Punwani

(Tehnaz Punwani)
Vice President - Legal
& Company Secretary

