

August 7, 2017

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  
AUGUST 7, 2017 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 82<sup>nd</sup> Annual General Meeting (AGM) of the Members of the Company was held on August 7, 2017 at 11.00 a.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 8 of the Notice of the AGM, have been duly passed and approved by the Members as follows :

Item No.	Resolution	Ordinary/ Special	Result
<b>Ordinary Business</b>			
1.	Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2017, the Report 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 Mr. Brij Mohan Khaitan who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Passed by requisite majority
3.	Appointment of Auditors and fixing of their remuneration.	Ordinary	Passed by requisite majority
<b>Special Business</b>			
4.	Appointment of Mr. Ajay Kaul as an Independent Director of the Company, for a period of five years with effect from May 30, 2017.	Ordinary	Passed by requisite majority

5.	Re-appointment of Mr. Amritanshu Khaitan as a Managing Director of the Company for a period of five years with effect from May 5, 2017.	Ordinary	Passed by requisite majority
6.	Re-appointment of Mr. Suvamoy Saha as a Wholetime Director of the Company for a period of five years with effect from March 22, 2017.	Ordinary	Passed by requisite majority
7.	Ratification of Remuneration of the Cost Auditor.	Ordinary	Passed by requisite majority
8.	Place of keeping of Register & Index of Members.	Special	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 82<sup>nd</sup> 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**

Encl : As Above.



## **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 82<sup>nd</sup> 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 82<sup>nd</sup> Annual General Meeting of the members of “*Eveready Industries India Limited*” (“*Company*”) held on Monday, 7<sup>th</sup> August, 2017 at Rotary Sadan, 94/2 Chowringhee Road, Kolkata – 700020 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 30<sup>th</sup> May, 2017. 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**

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I submit my report as under:

1. The remote e-voting period remained open from 10:00 A.M. IST on Friday, the 4<sup>th</sup> August, 2017 up to 5:00 P.M. IST on Sunday, the 6<sup>th</sup> August, 2017.
2. The Shareholders holding shares as on the "cut off" date, i.e. 31<sup>st</sup> July, 2017 were entitled to vote on the proposed 8 (Eight) resolutions as mentioned in the notice dated 30<sup>th</sup> May, 2017 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 Monday, the 7<sup>th</sup> August, 2017 around 11:50 A.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Asit Kumar Labh, residing at 71, N. D. Road, Kolkata - 700008 and Ms. Amrita Sapat, residing at 59, Kalicharan Ghosh Road, Kolkata - 700050 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 : 106471**] 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 of the Company for the financial year ended March 31, 2017, 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:*

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	157	45427264	
Voting by ballot	7	171207	
<b>Total</b>	<b>164</b>	<b>45598471</b>	<b>99.9996%</b>

*(ii) Voted against the Resolution:*

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	2	162	
Voting by ballot	0	0	
<b>Total</b>	<b>2</b>	<b>162</b>	<b>0.0004%</b>

*(iii) Invalid Votes:*

<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
0	0



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## b) Resolution 2

**Appointment of Mr. Brij Mohan Khaitan (DIN: 00023771), who retires by rotation and being eligible, offers himself for re-appointment**

(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	146	43901156	
Voting by ballot	7	171207	
<b>Total</b>	<b>153</b>	<b>44072363</b>	<b>99.9001%</b>

(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	44076	
Voting by ballot	0	0	
<b>Total</b>	<b>10</b>	<b>44076</b>	<b>0.0999%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



**c) Resolution 3 : Ordinary Resolution****Appointment of Auditors**(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	153	45429335	
Voting by ballot	7	171207	
<b>Total</b>	<b>160</b>	<b>45600542</b>	<b>99.9832%</b>

(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	5	7641	
Voting by ballot	0	0	
<b>Total</b>	<b>5</b>	<b>7641</b>	<b>0.0168%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



**<B> SPECIAL BUSINESS:****d) Resolution 4 : Ordinary Resolution*****Appointment of Mr. Ajay Kaul (DIN: 00062135) as an Independent Director of the Company, with effect from May 30, 2017******(i) Voted in favour of the Resolution:***

<b><i>Mode of voting</i></b>	<b><i>Number of Members voted</i></b>	<b><i>Number of votes cast by them</i></b>	<b><i>% of total number of valid votes cast</i></b>
Remote e-voting	148	43944807	
Voting by ballot	7	171207	
<b>Total</b>	<b>155</b>	<b>44116014</b>	<b>99.9991%</b>

***(ii) Voted against the Resolution:***

<b><i>Mode of voting</i></b>	<b><i>Number of Members voted</i></b>	<b><i>Number of votes cast by them</i></b>	<b><i>% of total number of valid votes cast</i></b>
Remote e-voting	7	415	
Voting by ballot	0	0	
<b>Total</b>	<b>7</b>	<b>415</b>	<b>0.0009%</b>

***(iii) Invalid Votes:***

<b><i>Total number of members whose votes were declared invalid</i></b>	<b><i>Total number of votes cast by them</i></b>
0	0





**e) Resolution 5 : Ordinary Resolution****Re-appointment of Mr. Amritanshu Khaitan (DIN: 00213413) as Managing Director of the Company for a period of five years with effect from May 5, 2017***(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	148	44085956	
Voting by ballot	7	171207	
<b>Total</b>	<b>155</b>	<b>44257163</b>	<b>97.0383%</b>

*(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	8	1350767	
Voting by ballot	0	0	
<b>Total</b>	<b>8</b>	<b>1350767</b>	<b>2.9617%</b>

*(iii) Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



**f) Resolution 6 : Ordinary Resolution****Re-appointment of Mr. Suvamoy Saha (DIN: 00112375) as Whole-time Director of the Company for a period of five years with effect from March 22, 2017***(i) Voted in favour of the Resolution:*

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	148	45435731	
Voting by ballot	7	171207	
<b>Total</b>	<b>155</b>	<b>45606938</b>	<b>99.9981%</b>

*(ii) Voted against the Resolution:*

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	7	875	
Voting by ballot	0	0	
<b>Total</b>	<b>7</b>	<b>875</b>	<b>0.0019%</b>

*(iii) Invalid Votes:*

<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
0	0



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## g) Resolution 7 : 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	153	45436663	
Voting by ballot	7	171207	
<b>Total</b>	<b>160</b>	<b>45607870</b>	<b>99.9993%</b>

(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	5	313	
Voting by ballot	0	0	
<b>Total</b>	<b>5</b>	<b>313</b>	<b>0.0007%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



**h) Resolution 8 : Special Resolution*****Place of keeping of Register and Index of Members****(i) Voted in favour of the Resolution:*

<b><i>Mode of voting</i></b>	<b><i>Number of Members voted</i></b>	<b><i>Number of votes cast by them</i></b>	<b><i>% of total number of valid votes cast</i></b>
Remote e-voting	151	45436471	
Voting by ballot	7	171207	
<b>Total</b>	<b>158</b>	<b>45607678</b>	<b>99.9989%</b>

*(ii) Voted against the Resolution:*

<b><i>Mode of voting</i></b>	<b><i>Number of Members voted</i></b>	<b><i>Number of votes cast by them</i></b>	<b><i>% of total number of valid votes cast</i></b>
Remote e-voting	7	505	
Voting by ballot	0	0	
<b>Total</b>	<b>7</b>	<b>505</b>	<b>0.0011%</b>

*(iii) Invalid Votes:*

<b><i>Total number of members whose votes were declared invalid</i></b>	<b><i>Total number of votes cast by them</i></b>
0	0



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7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. 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: 07.08.2017

# A. K. LABH

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



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*Witness :*

1. *Asit Kumar Labh*

(Asit Kumar Labh)  
71, N. D. Road  
Kolkata – 700 008

2. *Amrita Sampat*

(Amrita Sampat)  
59, Kalicharan Ghosh Road  
Kolkata – 700 050



Received the Report of the Scrutinizer  
For Eveready Industries India Limited

*Tehnaz Punwani*

(Tehnaz Punwani)  
Vice President – Legal  
& Company Secretary

