

August 6, 2018

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 6, 2018 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 83<sup>rd</sup> Annual General Meeting (AGM) of the Members of the Company was held on August 6, 2018 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 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, 2018, 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.	Declaration of a Dividend for the financial year ended March 31, 2018.	Ordinary	Passed by requisite majority
3.	Appointment of a Director in place of Mr. Aditya Khaitan who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Passed by requisite majority
Special Business			
4.	Continuation of the Directorship of Mr. Brij Mohan Khaitan, as Non-Executive Director and Chairman of the Company	Special	Passed by requisite majority
5.	Approval for making investments and giving loans, guarantees and securities in terms of Section 186 of the Companies Act, 2013.	Special	Passed by requisite majority
6.	Ratification of Remuneration of the Cost Auditor.	Ordinary	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](mailto:contactus@eveready.co.in)

Website : [www.evereadyindia.com](http://www.evereadyindia.com)

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 83<sup>rd</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**

Enclo : As Above.

# A. K. LABH

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



# A. K. LABH & Co.

**Company Secretaries**

40, Weston Street, 3rd Floor, Kolkata - 700 013

© (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : [aklabh@aklabh.com](mailto:aklabh@aklabh.com) / [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com)

Website : [www.aklabh.com](http://www.aklabh.com)

## **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 83<sup>rd</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 83<sup>rd</sup> Annual General Meeting of the members of “**Eveready Industries India Limited**” (“*Company*”) held on Monday, 6<sup>th</sup> August, 2018 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 29<sup>th</sup> May, 2018. 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.





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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 3<sup>rd</sup> August, 2018 up to 5.00 P.M. IST on Sunday, the 5<sup>th</sup> August, 2018.
2. The Shareholders holding shares as on the “cut off” date, i.e. 30<sup>th</sup> July, 2018 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the Notice dated 29<sup>th</sup> May, 2018 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 6<sup>th</sup> August, 2018 around 11:55 A.M. 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 Ms. Priti Priya Singh residing at 8/A, Kailash Saha Lane, Kolkata – 700007, 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 : 108605**] and votes casted through physical ballot papers distributed at the AGM venue are as under:



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## <A> ORDINARY BUSINESS:

### a) Resolution 1

**Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2018 and 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:*

<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	156	47209588	
Voting by ballot	16	3162	
<b>Total</b>	<b>172</b>	<b>47212750</b>	<b>100.00%</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	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
5	17





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## b) Resolution 2

### **Declaration of Dividend on Equity Shares for the financial year ended March 31, 2018**

(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	157	47210338	
Voting by ballot	16	3162	
<b>Total</b>	<b>173</b>	<b>47213500</b>	<b>100.00%</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	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
5	17



**c) Resolution 3**

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

(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	144	44538625	
Voting by ballot	16	3162	
<b>Total</b>	<b>160</b>	<b>44541787</b>	<b>98.928%</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	11	482556	
Voting by ballot	0	0	
<b>Total</b>	<b>11</b>	<b>482556</b>	<b>1.072%</b>

(iii) **Invalid** Votes:

<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
5	17



**<B> SPECIAL BUSINESS:****d) Resolution 4 : Special Resolution*****Continuation of Directorship of Mr. B. M. Khaitan as Non-Executive Director and Chairman of the Company******(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	150	45013392	
Voting by ballot	16	3162	
<b>Total</b>	<b>166</b>	<b>45016554</b>	<b>99.983%</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	5	7789	
Voting by ballot	0	0	
<b>Total</b>	<b>5</b>	<b>7789</b>	<b>0.017%</b>

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

<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
5	17





**e) Resolution 5 : Special Resolution****Approval to make investments and give loans, guarantees and securities***(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	116	43017708	
Voting by ballot	16	3162	
<b>Total</b>	<b>132</b>	<b>43020870</b>	<b>86.024%</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	42	6989659	
Voting by ballot	0	0	
<b>Total</b>	<b>42</b>	<b>6989659</b>	<b>13.976%</b>

*(iii) Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
5	17



**f) Resolution 6 : Ordinary Resolution*****Ratification of Remuneration of the Cost Auditor****(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	150	47208665	
Voting by ballot	16	3162	
<b>Total</b>	<b>166</b>	<b>47211827</b>	<b>99.999%</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	6	695	
Voting by ballot	0	0	
<b>Total</b>	<b>6</b>	<b>695</b>	<b>0.001%</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>
5	17





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8. All the resolutions proposed hereinabove have been passed with requisite majority.
9. 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: 06.08.2018

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*Witness :*

1. *Amrita Sampat*

(Amrita Sampat)

59, Kalicharan Ghosh Road

Kolkata – 700 050

2. *Priya Priya Singh*

(Priti Priya Singh)

8/A, Kailash Saha Lane

Kolkata – 700007



**Received the Report of the Scrutinizer**  
**For Eveready Industries India Limited**

**(Tehnaz Punwani)**  
**Vice President – Legal**  
**& Company Secretary**