

## 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  
☎ (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381  
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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 80<sup>th</sup> Annual General Meeting of the Members of *Eveready Industries India Limited* ("the Company") held on Friday, 21<sup>st</sup> 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 24<sup>th</sup> 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 17<sup>th</sup> August, 2015 up to 5.00 PM IST on Thursday, the 20<sup>th</sup> August, 2015.



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2. The Shareholders holding shares as on the "cut off" date, i.e. 14<sup>th</sup> August, 2015 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the notice dated 24<sup>th</sup> day of July, 2015 of the Annual General Meeting of the Company.
3. The votes were unblocked on Friday, the 21<sup>st</sup> 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.
4. 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>).
5. The result of the remote e-voting [EVEN : 102270] is as under:

#### <A> ORDINARY BUSINESS:

##### a) Resolution 1

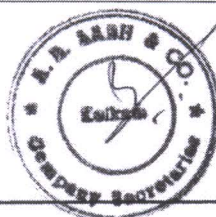
***Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2015, the Reports of the Directors and Auditors and the Consolidated Financial Statements for the said financial year***

| Total No. of votes cast | Total No. of votes cast<br>in favour | Total No. of<br>votes cast<br>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<br>in favour | Total No. of<br>votes cast<br>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<br>in favour | Total No. of<br>votes cast<br>against |
|-------------------------|--------------------------------------|---------------------------------------|
| 40768118                | 40574007                             | 194111                                |

**<B> 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<br>in favour | Total No. of<br>votes cast<br>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<br>in favour | Total No. of<br>votes cast<br>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<br>in favour | Total No. of<br>votes cast<br>against |
|-------------------------|--------------------------------------|---------------------------------------|
| 40768118                | 40754092                             | 14026                                 |

6. 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.
7. The result of the voting through ballot forms are as under :

**<A> ORDINARY BUSINESS:****a) Resolution 1**

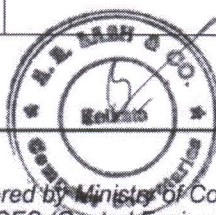
***Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2015, the Reports of the Directors and Auditors and the Consolidated Financial Statements for the said financial year***

| Total No. of votes cast | Total No. of votes cast<br>in favour | Total No. of<br>votes cast<br>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<br>in favour | Total No. of<br>votes cast<br>against |
|-------------------------|--------------------------------------|---------------------------------------|
| 49052                   | 49051                                | 1                                     |



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**c) Resolution 3****Type of Resolution : Ordinary Resolution****Appointment of Auditors and fixing of their remuneration**

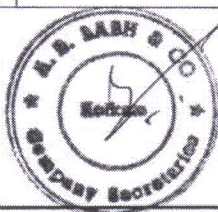
| Total No. of votes cast | Total No. of votes cast<br>in favour | Total No. of<br>votes cast<br>against |
|-------------------------|--------------------------------------|---------------------------------------|
| 49052                   | 48901                                | 151                                   |

**<B> 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<br>in favour | Total No. of<br>votes cast<br>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<br>in favour | Total No. of<br>votes cast<br>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<br>in favour | Total No. of<br>votes cast<br>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

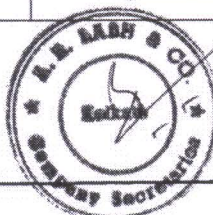
#### *Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2015, the Reports of the Directors and Auditors and the Consolidated Financial Statements for the said financial year*

| Total No. of votes cast | Total No. of votes cast<br>in favour | Total No. of<br>votes cast<br>against |
|-------------------------|--------------------------------------|---------------------------------------|
| 40817120                | 40816456<br>(99.998%)                | 664<br>(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<br>in favour | Total No. of<br>votes cast<br>against |
|-------------------------|--------------------------------------|---------------------------------------|
| 40817170                | 40623093<br>(99.525%)                | 194077<br>(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<br>in favour | Total No. of<br>votes cast<br>against |
|-------------------------|--------------------------------------|---------------------------------------|
| 40817170                | 40622908<br>(99.524%)                | 194262<br>(0.476%)                    |

**<B> 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<br>in favour | Total No. of<br>votes cast<br>against |
|-------------------------|--------------------------------------|---------------------------------------|
| 40817170                | 40814102<br>(99.992%)                | 3068<br>(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<br>in favour | Total No. of<br>votes cast<br>against |
|-------------------------|--------------------------------------|---------------------------------------|
| 40816920                | 40816221<br>(99.998%)                | 699<br>(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<br>in favour | Total No. of<br>votes cast<br>against |
|-------------------------|--------------------------------------|---------------------------------------|
| 40817170                | 40802988<br>(99.965%)                | 14182<br>(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)

Practicing 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

