

**EVEREADY INDUSTRIES INDIA LTD.**

CIN:L31402WB1934PLC007993

Registered Office: 1, Middleton Street, Kolkata – 700 071

Phone: 033-2288-3950; Fax: 033-2288-4059; Email: investorrelation@eveready.co.in;

Website: www.evereadyindia.com

**NOTICE**

Notice is hereby given that the Eighty-first Annual General Meeting of the Members of Eveready Industries India Ltd. will be held on Monday, July 25, 2016, at 3.00 p.m., at Rotary Sadan, 94/2, Chowringhee Road, Kolkata – 700 020 to transact the following business :

**Ordinary Business**

1. To receive, consider and adopt :
  - a. the audited financial statements of the Company for the financial year ended March 31, 2016, and the Reports of the Directors and the Auditors thereon; and
  - b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2016.
2. To confirm the interim dividend paid during the year and to declare a final dividend for the financial year ended March 31, 2016.
3. To appoint a Director in place of Mr. Suvamoy Saha (DIN: 00112375), who retires by rotation and being eligible, offers himself for re-appointment.
4. To pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED that M/s Deloitte Haskins & Sells, Chartered Accountants, (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**

5. To pass the following Resolution as an **Ordinary Resolution**:

“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, 2017, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, be and is hereby ratified.”
6. To pass the following Resolution as a **Special Resolution**:

“RESOLVED that pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other laws and regulations as may be applicable from time to time, consent of the Members, be and is hereby accorded to the reclassification of the status of the shareholding of Bennett, Coleman & Co. Ltd., being 3,07,400 equity shares aggregating to 0.42% of the paid up capital of the Company, from the ‘Promoter and Promoter Group’ shareholding of the Company to the ‘Public’ shareholding of the Company.

RESOLVED further that the Board of Directors of the Company, be and is hereby authorized to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper and expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

By Order of the Board

**Tehnaz Punwani**  
Vice President - Legal  
& Company Secretary

Kolkata  
May 06, 2016

**A Member entitled to attend and vote at the Annual General Meeting (the Meeting/AGM) is entitled to appoint a Proxy to attend and vote instead of himself/herself and such Proxy need not be a Member. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the commencement of the Meeting.** A person can act as Proxy on behalf of Members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent of the paid up capital of the Company carrying voting rights. A Member holding more than ten percent of the paid up capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or shareholder.

Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

Members are requested to bring their attendance slip and Annual Report to the Meeting. Duplicate admission slips will not be provided at the venue of the AGM.

The Register of Members of the Company will remain closed from July 18, 2016 to July 25, 2016 (both days inclusive).

Duly executed and stamped transfer deeds, along with the relative Share Certificates, should be submitted to the Company's Registrars & Share Transfer Agents before the closure of the Register of Members for transfer registration.

The Final Dividend if approved at the Meeting shall be credited/dispatched on or before August 23, 2016 to those Members whose names are on the Register of Members on July 25, 2016 or their mandatees. In respect of shares held in electronic form, the final dividend will be paid to the beneficial owners of the shares as on July 18, 2016 as per details provided by the Depositories for the purpose.

Members holding shares in dematerialized form should intimate to the concerned Depository Participant(s), the necessary bank account details. Members holding shares in physical form may intimate the Registrar and Share Transfer Agents, the necessary bank details for ECS credit directly to their bank accounts wherever ECS facility is available or for printing of their bank account details on the dividend warrants to prevent possibilities of fraud in encashing the warrants. In case of any change in the bank particulars, the change should be intimated to the Depository Participant(s), (in case of dematerialized shares) and the Registrar and Share Transfer Agents (in case of physical shares), immediately so that the changed particulars may be used for dividend payment.

Pursuant to the provisions of the Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying

with Companies) Rules 2012, the Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on August 21, 2015 (date of last AGM) on the website of the Company [www.evereadyindia.com](http://www.evereadyindia.com) and also on the website of the Ministry of Corporate Affairs [www.mca.gov.in](http://www.mca.gov.in). Members are requested to encash their Dividend Warrants for the accounting years ended 2010, 2011 and 2014, as Dividend remaining unclaimed for seven years are required to be transferred to the Investor Education & Protection Fund established by the Central Government.

The Securities & Exchange Board of India (SEBI), has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

Members are requested to register their email addresses with the Company or Registrar and Share Transfer Agents of the Company to [investorrelation@eveready.co.in](mailto:investorrelation@eveready.co.in) or [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) or with the Depositories for receiving all communication, including Annual Report, Notices and Documents through e-mail instead of physical copy.

The Notice of AGM, Annual Report, Attendance Slip and Proxy Form are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copies of the said documents are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the AGM is annexed. The details relating to the Director(s) proposed to be appointed/re-appointed, as required to be provided in terms of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India, are also annexed.

The Route Map to the venue of the Meeting is also annexed for the convenience of the Members.

Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office and Corporate Office of the Company during normal business hours (11.00 am to 1.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

### Voting through electronic means

1. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide facility for Members to exercise their right to vote on resolutions proposed at the Meeting by electronic means. The facility of casting the votes by the Members using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
2. The facility for voting through electronic voting system or through ballot or polling paper shall be made available at the Meeting and Members attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the Meeting.
3. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
4. The remote e-voting period commences from July 22, 2016 (10.00 a.m.) and ends on July 24, 2016, (5.00 p.m.). During this period Members holding shares as on the cut-off date, July 18, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be blocked by NSDL for voting thereafter. Once the vote on a Resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
5. The process and manner for remote e-voting are as under:
  - A. In case of Members who receive an email from NSDL [for Members whose email IDs are registered with the Company/ Depository Participant(s)]:
    - (i) Open email and open PDF file viz; "Eveready remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
    - (iii) Click on "Shareholder - Login".
    - (iv) Insert user ID and password as initial password/PIN noted in step (i) above. Click on "Login".
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - B. In case of Members who receive physical copy of the Notice of AGM [for Members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
    - (i) User ID and Initial password is provided in the Attendance Slip for the AGM:
    - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast your vote.
6. In case of queries/grievances, you may refer to the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or contact Mr. Rajiv Ranjan, Assitant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013, at the designated email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at telephone number +91 22 2499 4378 and/or Mr. S. Rajagopal, Vice President, Maheshwari Datamatics Pvt. Ltd., 6, Mangoe Lane, Kolkata 700 001, at the designated email ID: [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) or telephone number + 91 33 22435809, who will address the queries/grievances connected with the voting by electronic means.
7. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
8. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - (vi) Home page of remote e-voting opens. Click on "remote e-voting: Active Voting Cycles".
  - (vii) Select "EVEN" of "Eveready Industries India Limited".
  - (viii) Now you are ready for remote e-voting as "Cast Vote" page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Corporate and Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, through e-mail at [investorrelation@eveready.co.in](mailto:investorrelation@eveready.co.in) or [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) or to the Scrutinizer at [scrutinizeraklabh@gmail.com](mailto:scrutinizeraklabh@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

9. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of July 18, 2016.
10. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. July 18, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com).
11. Members already registered with NSDL for remote e-voting can use their existing user ID and password for casting their vote. In case of forgotten password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
12. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or the facility of voting at the AGM through ballot or polling paper.
13. Mr. A.K.Labh, Practising Company Secretary (FC-4848/CP-3238) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the voting process at the AGM in a fair and transparent manner.
14. The Chairman of the Meeting, shall, at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of Ballot Paper or Polling Paper for all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
15. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.
16. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.evereadyindia.com](http://www.evereadyindia.com) and on the website of NSDL within 24 hours of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

#### **DETAILS RELATING TO DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED**

Name	Mr. Suvamoy Saha	
Age	57 years	
Qualifications	B.Com. (Hons.), FCA	
Expertise	Mr. Saha has over 34 years of experience in Corporate Management in diverse areas. He is a professional manager and has held senior positions in Finance, Information Technology and Quality & General Management. He is presently the Whole time Director and Chief Financial Officer of the Company – responsible for the operations management and other activities of the Company.	
Date of first appointment on the Board	Mr. Saha was appointed as a Director on the Board with effect from 22.3.2005. He was also appointed as Whole time Director of the Company, effective the same date and his current tenure of re-appointment as the Whole time Director is effective 22.3.2014 for a period of 3 years. In terms of Section 152(6) of the Companies Act, 2013, Mr. Saha retires by rotation as a Director and being eligible, offers himself for re-appointment. He is accordingly proposed to be re-appointed a Director and will continue as the Whole time Director.	
Number of Board Meetings attended	5 out of 5	
Relationship with other Directors/ KMP of the Company	None	
Other Directorships, Membership/ Chairmanship of Committees of other Boards of Indian Companies (as at 31.3.2016)	Directorships:	
	Listed Companies	None
	Unlisted Companies	Litez India Ltd. Nitya Holdings & Properties Ltd. Ichamati Investments Ltd. United Machine Ltd. Transglobal Logistics India Pvt. Ltd.
	Committee Membership if any with position	None
Shareholding in the Company	Nil	

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 5**

The Board of Directors, on the recommendation of the Audit Committee has approved the appointment of M/s. Mani & Co, Cost Accountants, as Cost Auditors of the Company, subject to approval(s) as may be necessary, for auditing the cost accounts of the Company relating to the products as applicable for the financial year 2016 -17 at a remuneration of ₹ 3,50,000/- and service tax at the applicable rate and reimbursement of out of pocket expenses at actuals. In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the Shareholders of the Company. The Board recommends the resolution set out at Item No. 5 for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

**Item No. 6**

In the disclosures being filed with the Stock Exchanges and other such communication and disclosures as required from time to time, the Promoter and Promoter Group Shareholding in the Company includes the shareholding of Bennett, Coleman & Co. Ltd. ("BCCL"), being 3,07,400 equity shares aggregating to 0.42% of the paid up capital of the Company. BCCL does not fall in the definition of 'Promoter' and 'Promoter Group' in terms of Regulations 2(1) (za) and 2(1) (zb) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, respectively, and also does not have a right either to appoint any Director of the Company or has an ability to control the management or policy decisions of the Company in any manner whatsoever including by virtue of its shareholding.

Vide its letter dated December 28, 2015, BCCL, has requested for the abovementioned reclassification of its said shareholding in the Company and the Board of Directors of the Company, has duly approved the same.

In accordance with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the said reclassification requires the approval of the Stock Exchanges, where the shares of the Company are listed. In terms of the procedure adopted by the Stock Exchanges for granting such approval, the Stock Exchanges, inter alia, require that the Company obtain the consent of the Shareholders of the Company, for the said reclassification. In keeping with the requirement of the Stock Exchanges, the Board recommends the resolution set out at Item No. 6 for the approval of the Members of the Company.

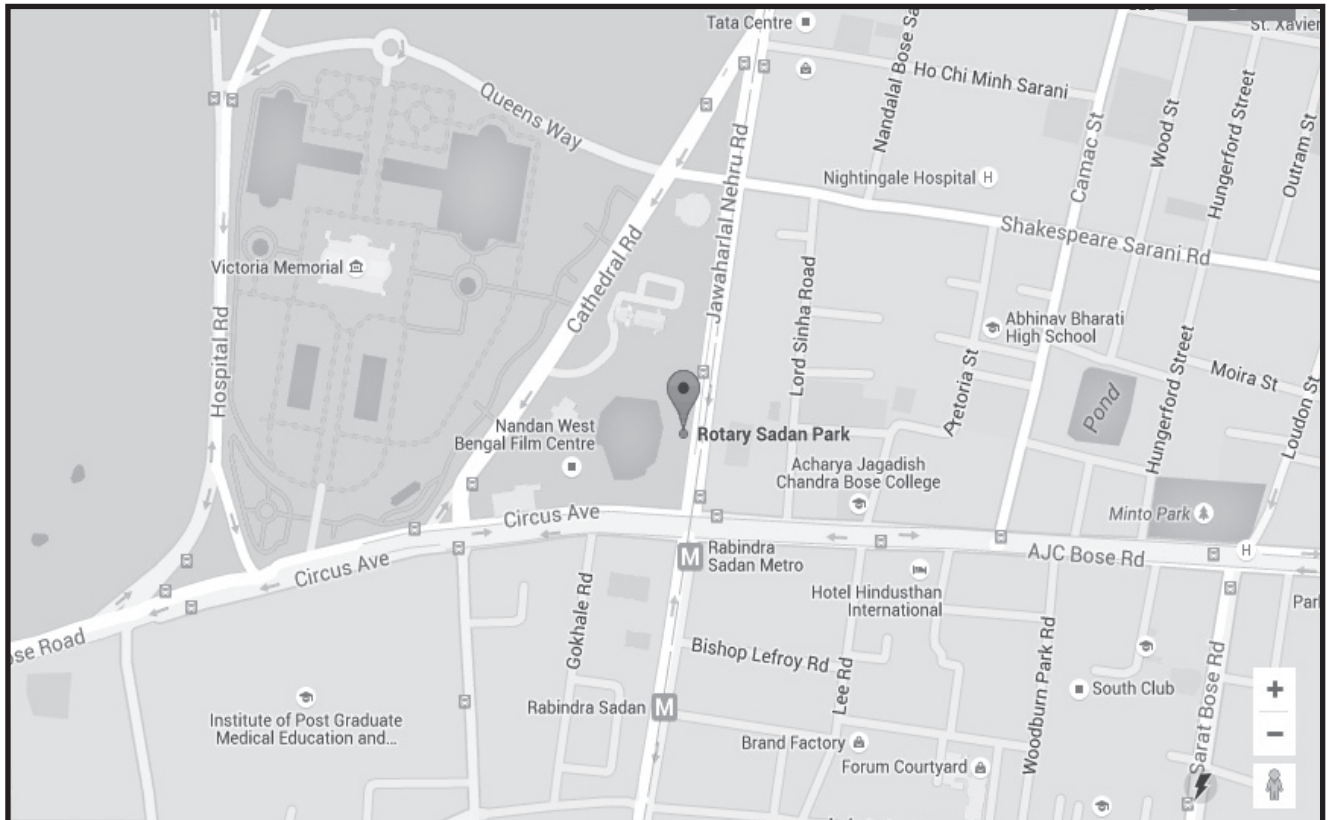
None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

By Order of the Board

Kolkata  
May 06, 2016

**Tehnaz Punwani**  
Vice President - Legal  
& Company Secretary

## ROUTE MAP TO THE AGM VENUE



 **Rotary Sadan**  
94/2 Chowringhee Road, Kolkata -700 020

**EVEREADY INDUSTRIES INDIA LTD.**

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**FORM FOR UPDATION / REGISTRATION OF E-MAIL ADDRESS**

**Eveready Industries India Ltd.**

1 Middleton Street

Kolkata – 700 071

**Sending of Notices, Report and Accounts & other documents through Electronic Mode**

Dear Sir

I hereby update / register my e-mail address provided below for receiving the Notices, Report and Accounts and other documents from the Company through electronic mode:-

E-mail Address :



Name of the Sole / First Holde : \_\_\_\_\_

DP ID / Client ID / Registered Folio No. : \_\_\_\_\_

#Contact Nos. : \_\_\_\_\_

Mobile : \_\_\_\_\_

Landline (with STD Code) : \_\_\_\_\_

# Optional

Date:

\_\_\_\_\_  
Signature of the Sole / First Holder

**Notes:**

- (1) The Notices, Report and Accounts and other documents are sent in electronic mode to those Shareholders who have registered their e-mail addresses with the Company or with the Depositories and in physical mode to the remaining Shareholders.
- (2) This Form can also be downloaded from the Company's corporate website [www.evereadyindia.com](http://www.evereadyindia.com) under the section 'Investor Relations'.

