

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-third Annual General Meeting of the Members of Eveready Industries India Ltd. will be held on Monday, August 6, 2018, at 11.00 a.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, 2018 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, 2018 and the Report of the Auditors thereon.
2. To declare a Dividend for the financial year ended March 31, 2018.
3. To appoint a Director in place of Mr. Aditya Khaitan (DIN: 00023788), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

4. To pass the following Resolution as a **Special Resolution**:

“RESOLVED that in accordance with the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members be and is hereby accorded to Mr. Brij Mohan Khaitan (DIN: 00023771), to continue as a Non-Executive Director and Chairman of the Company.”
5. To pass the following Resolution as a **Special Resolution**:

“RESOLVED that pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the Board, which term shall be deemed to include any Committee which the Board may constitute for this purpose or any person(s) authorized by the Board) to (a) give loans, from time to time, to any person or other body corporate or other entity; (b) give guarantee or provide any security in connection with a loan to any person or other body corporate or other entity and/or (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate or other entity, as the Board may in its absolute discretion deem beneficial and in the interest of the Company, upto 60% of the Company’s paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, or upto an aggregate sum of ₹ 500 Crores (Rupees Five Hundred Crores only), whichever is higher.

RESOLVED further that the Board, be and is hereby authorized to do all acts, deeds and things as may be appropriate and necessary in this connection and incidental thereto, as they may in their absolute discretion deem fit, to give effect to this resolution.”
6. 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, read with the Companies (Audit and Auditors), Rules 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Messrs. 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, 2019, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, be and is hereby ratified.”

Kolkata
May 29, 2018

By Order of the Board
Tehnaz Punwani
Vice President - Legal & Company Secretary

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 30, 2018 to August 6, 2018 (both days inclusive).

The Dividend if approved at the Meeting shall be credited/dispatched on or before September 4, 2018 to those Members holding shares in physical form whose names are on the Register of Members on August 6, 2018 or their mandatees. In respect of shares held in electronic form, the dividend will be paid to the beneficial owners of the shares appearing on closure of the business hours on July 28, 2018 as per details provided by the Depositories for the purpose.

Members holding shares in dematerialized form should intimate to their Depository Participant, the necessary bank account details and MICR code. Members holding shares in physical form may intimate the Registrar and Share Transfer Agents, the necessary bank details and MICR code along with photocopy of cheque and PAN Card for NECS credit directly to their bank accounts wherever NECS 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 (in case of dematerialized shares) and the Registrar and Share Transfer Agent (in case of physical shares), immediately so that the changed particulars may be used for dividend payment.

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.

As mandated by the Securities and Exchange Board of India (SEBI), Members holding shares in electronic form are requested to submit their Permanent Account Number (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, along with a self-attested photocopy of the PAN Card.

Members are requested to register their email addresses with the Company or Registrar and Share Transfer Agents of the Company by quoting their folio number and name to investorrelation@eveready.co.in or mdpldc@yahoo.com or with the Depositories, as the case may be, 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.

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 7, 2017 (date of last AGM) on the website of the Company, www.evereadyindia.com and also on the website of the Ministry of Corporate Affairs, www.mca.gov.in.

Members are requested to encash their Dividend Warrants for the financial years ended 2011, 2014 and 2016 as Dividend remaining unclaimed for seven years are required to be transferred to the Investor Education & Protection Fund (IEPF) established by the Central Government. The last dates of claim for the dividends for the said years are as follows:

<u>Dividend for the financial years ended</u>	<u>Date of Declaration of Dividend</u>	<u>Last date for claiming unclaimed Dividend</u>
March 31, 2011	September 23, 2011	October 29, 2018
March 31, 2014	July 25, 2014	August 30, 2021
March 31, 2016	July 24, 2015 (Interim)	August 29, 2022
March 31, 2016	July 25, 2016	August 30, 2023

NOTICE

Pursuant to the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company is required to transfer all shares in respect of which dividend has not been paid or claimed by the shareholder for seven years, to the Demat Account of the IEPF Authority. The Company has transferred such shares in respect of which dividend for the financial year ended 2010, has not been claimed, to the Demat Account of the IEPF Authority.

The Members/claimants whose shares, unclaimed dividends, etc. have been transferred to the Fund may claim the same or apply for refund by making an application to the IEPF Authority in Form IEPF – 5 (available on www.iepf.gov.in) along with requisite fees. As per IEPF Rules, only one consolidated claim in a financial year can be made. Members are requested to submit proper documentary evidence to establish their claim. In terms of the SEBI Listing Regulations, till such claim is made, voting rights on such shares shall remain frozen.

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 given as below:

Name	Mr. Aditya Khaitan	
Date of Birth	30.01.1968	
Qualifications	B.Com (Hons.)	
Expertise	Mr. Khaitan hails from a renowned family of industrialists. Mr. Khaitan has in-depth exposure to and involvement in steering diverse business and has gained considerable experience and expertise in corporate finance and management of tea and engineering businesses.	
Date of first appointment on the Board	Mr. Khaitan was appointed as a Director on the Board with effect from 23.11.1994. In terms of Section 152(6) of the Companies Act, 2013, Mr. Khaitan retires by rotation as a Director and being eligible, offers himself for re-appointment. He is accordingly proposed to be re-appointed as a Director of the Company.	
Number of Board Meetings attended	5 out of 5	
Relationship with other Directors/ KMP of the Company	Son of Mr. B. M. Khaitan in terms of the definition of 'relative' given in the Companies Act, 2013.	
Other Directorships, Membership/ Chairmanship of Committees of other Boards of Indian Companies (as at 29.05.2018)	<p>Directorship</p> <p>Listed Companies: McLeod Russel India Ltd. Williamson Magor & Co. Ltd. Williamson Financial Services Ltd. McNally Bharat Engineering Company Ltd. Kilburn Engineering Ltd. McNally Sayaji Engineering Ltd.</p> <p>Unlisted Companies: Babcock Borsig Ltd. Royal Calcutta Golf Club Prana Lifestyle Pvt. Ltd. D1 Williamson Magor Bio Fuel Ltd.</p>	<p><u>Committee Membership if any with position</u></p> <p>Member - Audit Committee</p> <p>Member - Audit Committee & Nomination & Remuneration Committee</p> <p>Chairman - Audit Committee & Nomination & Remuneration Committee</p>
Shareholding in the Company	2,32,266 Shares of ₹ 5/- each.	

Name	Mr. Brij Mohan Khaitan	
Date of Birth	14.08.1927	
Qualifications	B.Com	
Expertise	Mr. B.M. Khaitan is a renowned Industrialist having interest in Batteries, Tea and Engineering. Mr. Khaitan has around six decades of experience in leading diverse industries in the country. He is on the Boards of certain other renowned Companies having diversified business interests. Mr. Khaitan had also been associated with various leading Chambers of Commerce and Trade Associations.	
Date of first appointment on the Board	Mr. Khaitan was appointed as a Director and Chairman on the Board with effect from 23.11.1994. In terms of the amended SEBI Listing Regulations, the continuation of Mr. Khaitan's Directorship is proposed.	
Number of Board Meetings attended	4 out of 5	
Relationship with other Directors/ KMP of the Company	Father of Mr. Aditya Khaitan in terms of the definition of 'relative' given in the Companies Act, 2013	
Other Directorships, Membership/ Chairmanship of Committees of other Boards of Indian Companies (as at 29.05.2018)	<p>Directorship</p> <p>Listed Companies: McLeod Russel India Ltd. Williamson Magor & Co. Ltd.</p> <p>Unlisted Companies: Babcock Borsig Ltd.</p>	<p><u>Committee Membership if any with position</u></p> <p>None</p>
Shareholding in the Company	35,897 Shares of ₹ 5/- each.	

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 physical ballot 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 through ballot paper.
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 August 3, 2018 (10.00 a.m.) and ends on August 5, 2018 (5.00 p.m.). During this period, Members holding shares as on the cut-off date, July 30, 2018, 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. If you are already registered with NSDL for e-voting, then you can use your existing user ID and 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.
 - (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 or mdp1dc@yahoo.com or to the Scrutinizer at scrutinizeraklabh@gmail.com with a copy marked to evoting@nsdl.co.in.

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- 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 or call on toll free no.: 1800-222-990 or contact Mr. Vikram Jha, Assistant Manager, NSDL at the designated email ID: evoting@nSDL.co.in or call on +91-33-2281-4662 and/or Mr. S. Rajagopal, Vice President, Maheshwari Datamatics Pvt. Ltd. at the designated email ID: mdpldc@yahoo.com or call on + 91-33-2248-2248, 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. In case of forgotten User Details/Password, you can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nSDL.com.
- For Members holding shares in demat mode, USER-ID is the combination of (DPID+Client ID).
- For Members holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
8. You can also update your mobile number and e-mail ID in your user profile details of the folio which may be used for sending future communication(s).
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 30, 2018.
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 30, 2018, may obtain the login ID and password by sending a request at evoting@nSDL.co.in or mdpldc@yahoo.com.
11. 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 paper.
12. Mr. A.K.Labh, Practising Company Secretary (FCS: 4848/CP: 3238) has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the physical voting at the venue of the Meeting and the remote e-voting process in a fair and transparent manner.
13. The Chairman of the Meeting, shall allow voting with the assistance of the Scrutinizer, by use of physical ballot paper for all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
14. 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.
15. 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 and on the website of NSDL immediately after the declaration of results and also be forwarded to the Stock Exchanges.

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

Item No. 4

At the 82nd Annual General Meeting of the Company, held on August 7, 2017, the Members had approved the re-appointment of Mr. Brij Mohan Khaitan, Director of the Company, in accordance with Section 152 of the Companies Act, 2013 and Article 110 of the Articles of Association of the Company.

In terms of Regulation 17(1A) of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on May 9, 2018 and effective from April 1, 2019, consent of the Members by way of a Special Resolution is required for continuing the directorship of a Non-Executive Director who has attained the age of seventy five years.

Mr. B. M. Khaitan, Non-Executive Director and Chairman of the Company has already attained the age of seventy five years. Mr. Khaitan is a renowned industrialist, having rich and varied experience in leading diverse industries and has been on the Board of the Company w.e.f. 23.11.1994. The Board considers that Mr. Khaitan’s continued association as Non- Executive Director and Chairman of the Company would be of immense benefit to the Company. Accordingly, the Board recommends the resolution set out at Item No. 4 by way of a Special Resolution for approval of the Members.

Except Mr. B. M. Khaitan and his relatives, 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. 4.

Item No. 5

In terms of Section 186 of the Companies Act, 2013 (the Act) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (the Rules) (as amended) the Board of Directors of the Company (the Board) can make investments and give loans, guarantees and securities up to an amount of 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more. These activities can be done in excess of the said limits with prior authorization of Members by way of Special Resolution passed in a general meeting.

The Company's limits under Section 186 of the Act stood at ₹ 494.98 Crores as on April 1, 2016. After incorporation of the mandatory accounting standards as per IND-AS, and consequently on adjustment of the goodwill appearing in the Company's books, such limits got eroded by ₹ 368.60 Crores in the financial year 2016-17. While profits in the future will gradually augment the limit, in the interim, the Company may not be able to utilize opportunities for growth in line with its strategic and business objectives for lack of such limits, in the event such opportunities do come up.

In view of this, the Board considers it prudent to seek approval of the Members by way of Special Resolution to set the said limits at ₹ 500 Crores or the stipulated limits under Section 186 of the Act, whichever is higher. Accordingly, the Board recommends the resolution set out at Item No. 5 by way of a Special Resolution for approval of the Members.

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

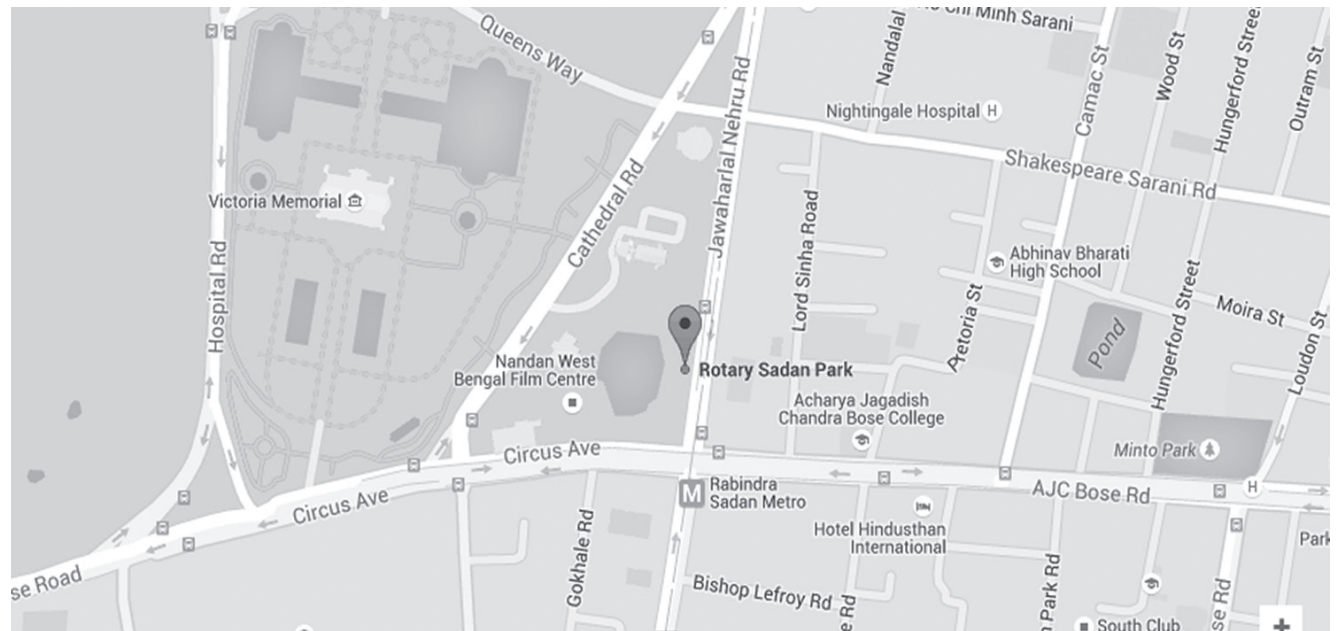
The Board of Directors, on the recommendation of the Audit Committee has approved the appointment of Messrs. Mani & Company, Cost Accountants, as Cost Auditors of the Company for auditing the cost accounts of the Company relating to the products of the Company, as applicable, for the financial year 2018 -19 at a remuneration of ₹ 3,50,000/- and applicable rate of taxes 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. 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.

Kolkata
May 29, 2018

By Order of the Board
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.

CIN: L31402WB1934PLC007993

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

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Email: investorrelation@eveready.co.in; Website: www.evereadyindia.com

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 Holder

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 under the section 'Investor Relations'.

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