



Date: 11<sup>th</sup> December 2025

The National Stock Exchange of  
India Ltd  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex  
Bandra (E), Mumbai - 400 051  
[Symbol: EVEREADY]

BSE Limited  
Phiroze Jeejeebhoy  
Towers, Dalal Street  
Mumbai - 400 001  
[Scrip Code: 531508]

The Calcutta Stock Exchange  
Limited  
7, Lyons Range  
Kolkata - 700 001  
[Scrip Code: 000029]

Dear Sirs / Madam,

**Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice**

We enclose herewith a copy of the Notice of Postal Ballot ("Notice") dated 5<sup>th</sup> November 2025 along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for seeking approval of the Members of the Company on the Resolution(s) forming part of the Notice.

In terms of the requirements specified in the various Circulars issued by the Ministry of Corporate Affairs from time to time, this Notice of Postal Ballot is being sent to the Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, 5<sup>th</sup> December 2025 (cut-off date) and whose e-mail addresses are registered with the Company/the Registrar and Transfer Agent (RTA), Maheshwari Datamatics Private Limited/the Depositories/Depository Participants via electronic mode only.

The said Notice is also available on the Company's website at [www.evereadyindia.com](http://www.evereadyindia.com) and on the National Securities Depository Limited ("NSDL") e-voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The Company has engaged the services of NSDL to provide remote e-voting facility to its Members. The remote e-Voting period begins on Sunday, 14<sup>th</sup> December 2025 at 9.00 A.M. and ends on Monday 12<sup>th</sup> January 2026 at 5.00 P.M. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

This is for your information and record.

Yours sincerely,  
For Eveready Industries India Limited

Shampa Ghosh Ray  
Company Secretary

Encl: As above



**EVEREADY INDUSTRIES INDIA LIMITED**

**CIN: L31402WB1934PLC007993**

**Registered Office: 2, Rainey Park, Kolkata - 700 019**

**Phone: 033-2455 9213, 033-2486 4961; Fax: 033- 2486 4673**

**E-mail: investorrelation@eveready.co.in; Website: www.evereadyindia.com**

**NOTICE OF POSTAL BALLOT**

**(ONLY THROUGH REMOTE E-VOTING)**

Notice is hereby given to the Members of Eveready Industries India Limited ('the Company'), that pursuant to and in compliance with Sections 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the Listing Regulations'), Secretarial Standard - 2 on General Meetings ('SS-2') and other applicable provisions of the Act and Rules made thereunder and the Listing Regulations, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of the Circulars issued by the Ministry of Corporate Affairs ('MCA Circulars') from time to time, the Resolutions as set out in this Notice is proposed, for consideration by the Shareholders of the Company, by means of Postal Ballot by way of voting through electronic means ('Postal Ballot'/'Remote e-Voting').

**SPECIAL BUSINESS**

**1. Appointment of Mr. Aditya Chand Burman (DIN: 00042277) as Non-Executive Director of the Company**

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), provisions of the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee, Mr. Aditya Chand Burman (DIN: 00042277), who was appointed by the Board of Directors as Additional Director of the Company in the category of Non-Executive Non-Independent Director with effect from 5<sup>th</sup> November 2025 and who is eligible for appointment and has given his consent to act as Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed as the Non-Executive Non-Independent Director, liable to retire by rotation, with effect from 5<sup>th</sup> November 2025.

RESOLVED FURTHER THAT the Board (including any Committee thereof) of the Company be and is hereby authorized to do all acts and take all such steps as may be proper or necessary to give effect to this resolution."

**2. Re-appointment of Mr. Sourav Bhagat (DIN: 09040237) as Non-Executive Independent Director of the Company**

To consider and if thought fit, to pass the following Resolution as a Special Resolution :-

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors), Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), as amended from time to time, and the Articles of Association of the Company, basis recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Sourav Bhagat (DIN: 09040237), who was appointed as an Independent Director of the Company at the 86th Annual General Meeting of the Company held on September 28, 2021 for a term of 5 (five) consecutive years, from January 28, 2021 to January 27, 2026 and who is eligible for re-appointment and meets the criteria for independence as provided under Section 149(6) of the Act and applicable provisions of SEBI LODR and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 3 (three) consecutive years, from January 28, 2026 to January 27, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board (including any Committee thereof) of the Company be and is hereby authorized to do all acts and take all such steps as may be proper or necessary to give effect to this resolution."

**3. Re-appointment of Mr. Sunil Sikka (DIN: 08063385) as Non-Executive Independent Director of the Company**

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors), Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), as amended from time to time, and the Articles of Association of the Company, basis recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Sunil Sikka (DIN: 08063385), who was appointed as an Independent Director of the Company at the 86th Annual General Meeting of the Company held on September 28, 2021 for a term of 5 (five) consecutive years, from April 21, 2021 to April 20, 2026 and who is eligible for re-appointment and meets the criteria for independence as provided under Section 149(6) of the Act and applicable provisions of SEBI LODR and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for the second term of 3 (three) consecutive years, from April 21, 2026 to April 20, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board (including any Committee thereof) of the Company be and is hereby authorized to do all acts and take all such steps as may be proper or necessary to give effect to this resolution.”

**4. Increase in maximum number of Directors on Board of Directors of the Company**

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of the Article of Association of the Company, the consent of the members be and is hereby accorded to increase the maximum number of Directors on the Board of Directors of the Company to sixteen Directors.

RESOLVED FURTHER THAT the Board (including any Committee thereof) of the Company be and is hereby authorized to do all acts and take all such steps as may be proper or necessary to give effect to this resolution.”

By Order of the Board  
For Eveready Industries India Limited

Sd/-  
Shampa Ghosh Ray  
Company Secretary  
ACS 16737

Place: Kolkata  
Date: November 5, 2025

**Notes:**

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act 2013, ('the Act') and other applicable provisions, setting out the material facts and reasons for the proposed Ordinary/Special Resolutions, considered to be of urgent nature, to be transacted by Postal Ballot and Remote E-Voting is appended herein below and forms a part of the Notice. Members are requested to peruse the proposed Resolutions along with the Explanatory Statement and thereafter, record their assent or dissent through the Remote e-Voting facility provided by the Company. Details of Directors pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is provided in the explanatory statement of the Notice.
2. The relevant documents, if any, as may be referred to in the accompanying Notice of Postal Ballot and the Explanatory Statement shall be open for inspection electronically, during business hours on all working days, until the last date of the Remote e-Voting, basis the request of the Member(s) being sent on investorrelation@eveready.co.in, mentioning their Name, Folio no./Client ID and DP ID and the name of the document, with a self-attested copy of their PAN Card attached to the e-mail.

3. In line with the MCA Circulars, this Notice of Postal Ballot is being sent to the Members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, December 5, 2025, and whose e-mail addresses are registered with the Company/Registrar and Transfer Agent (RTA), Maheshwari Datamatics Private Limited/the Depositories/Depository Participants via electronic mode only. Physical copies of the Notice of Postal Ballot along with Postal Ballot Forms and pre-paid business envelopes are not being sent to the Members who have not registered their email address with the Company/RTA or the Depository Participant(s).
4. The Members, whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, December 05, 2025**, being the **cut-off date**, are entitled to vote on the Resolutions set forth in this Notice of Postal Ballot. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
5. It is also clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
6. The vote in this Postal Ballot cannot be exercised through proxy.
7. The Notice of Postal Ballot has been uploaded on the website of the Company at [www.evereadyindia.com](http://www.evereadyindia.com). The Notice of Postal Ballot can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited, The National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited at [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and [www.cse-india.com](http://www.cse-india.com) respectively. The Notice of Postal Ballot is also available on the website of NSDL, i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility only to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to its Members. The detailed procedure with respect to remote e-voting is mentioned in Note No. 17 of this Notice. The Notice is available on the website of the Company at <https://www.evereadyindia.com> and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The same has also been uploaded on the websites of Stock Exchanges where the shares of the Company are listed.
9. **The Remote e-Voting period begins on Sunday, December 14, 2025 at 9.00 A.M. and ends on Monday, January 12, 2026 at 5.00 P.M.** The Remote e-Voting module shall be disabled by NSDL for voting thereafter. Members desirous of exercising their votes through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 P.M. (IST) on Monday, January 12, 2026. The remote e-voting facility will be disabled by NSDL immediately thereafter.
10. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, December 05, 2025, being the cut-off date fixed for the purpose. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
11. Mr. A. K. Labh, Proprietor of A. K. Labh & Co., Practicing Company Secretary (FCS 4848/COP 3238) has been appointed to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer shall after the conclusion of the Remote e-Voting, 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, not later than two working days of the conclusion of Remote e-Voting for the Postal Ballot, a Scrutinizer's Report of the total votes cast in favor or against, if any, to the Board of Directors of the Company or an authorised person, who shall countersign the same and declare the results of the voting forthwith. The results of the Postal Ballot shall be declared on or before Wednesday, January 14, 2026 by 5:00 P.M. (IST) at the Registered Office of the Company. The results of the voting conducted by Postal Ballot along with the Scrutinizer's Report will be made available on the website of the Company at [www.evereadyindia.com](http://www.evereadyindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and intimated to the Stock Exchanges, where the equity shares of the Company are listed, within the statutory timelines. Additionally, the results will be placed on the notice board at the Registered Office of the Company.

12. Pursuant to the provisions of Section 110 of the Act read with the Rules made thereunder and MCA Circulars, the Company has an option for the above-mentioned resolutions, to seek approval of the members through Postal Ballot (via remote e-voting), instead of getting the same passed at a General Meeting. Resolutions passed by Members through Postal Ballot are deemed to have been passed at a General Meeting of the Members of the Company. The Resolutions, if passed by requisite majority by Postal Ballot through Remote e-Voting system shall be deemed to have been passed on the last date of voting, i.e., Monday, January 12, 2026.
13. Members holding shares in physical mode and who have not registered / updated their e-mail address/ mobile Number with the Company are requested to register / update the same by submitting duly filled and signed Form ISR-1 with the Registrar & Share Transfer Agent (RTA), Maheshwari Datamatics Private Limited at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)/[contact@mdplcorporate.com](mailto:contact@mdplcorporate.com) along with self-attested copy of the PAN Card, and self-attested copy of any document as address proof (e.g. Driving License, Voter Identity Card, Passport, Masked Aadhaar, etc.) or in hard copy to the RTA's office at Maheshwari Datamatics Pvt Ltd (Unit: Eveready Industries India Limited) 23 R N Mukherjee Road, Kolkata – 700 001. In case of any queries/difficulties in registering the e-mail address, Members may write to [investorrelation@eveready.co.in](mailto:investorrelation@eveready.co.in). Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants.
14. Members holding shares in physical mode are requested to furnish their PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers through ISR-1, ISR-2, ISR-3 & SH-13 forms. These KYC forms are available on the website of the RTA at <https://mdpl.in/downloads.php>.
15. 100 days Campaign - "Saksham Niveshak": Pursuant to Investor Education and Protection Fund Authority (IEPFA), Ministry of Corporate affairs (MCA) circular dated July 16, 2025 for KYC and other updation and Shareholder Engagement to prevent transfer of Unpaid/Unclaimed Dividends to IEPF, a 100 days Campaign - "Saksham Niveshak" (July 28, 2025 to November 6, 2025) has been launched, for those shareholders whose dividends remain unpaid/unclaimed. During this campaign, all the shareholders who have not claimed their dividend for Financial Year 2023-24 and 2024-25 or have not updated their KYC or any issues related to unclaimed dividends and shares may write to the RTA of the Company - M/s. Maheshwari Datamatics Private Limited at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) / [contact@mdplcorporate.com](mailto:contact@mdplcorporate.com).
16. Special window for re-lodgement of transfer requests of physical shares: Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025 the Company is contented to offer a one-time Special Window, for the re-lodgement of transfer deeds of Physical Shares that were lodged before April 01, 2019 and were rejected or returned due to deficiencies in documentation, process or any other reason. This Special Window shall be open for 6 months, starting from July 7, 2025 to January 6, 2026. Kindly note that during this window, all re-lodged securities will be issued only in dematerialised (demat) form. Eligible shareholders may submit their transfer request along with the requisite documents to the Company or its RTA within the stipulated time.
17. For those Members opting for remote e-voting, the process and manner of remote e-voting will be as follows:

#### **Instructions for Remote e-Voting**

##### **Process to vote electronically using NSDL e-Voting system**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system at <https://www.evoting.nsdl.com>.





Step 2: Cast your vote electronically on NSDL e-Voting system.

##### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts in order to access e- Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ul style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ul> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your</li> </ul>



Type of shareholders	Login Method
	<p>vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ul style="list-style-type: none"> <li>• If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>• Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. Users who have opted for CDSL Easi / Easiest facility, can login through their existing User Id and password. Option will be made available to reach e-Voting page without any further authentication. The Users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and New System Myeasi Tab and then use your existing Myeasi Username and Password.</li> </ul>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ul>

**Important note:**

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example: If your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example: If your Beneficiary ID is 12***** then your user ID is 12*****.
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example: If folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically on NSDL e-Voting system.

### How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



## **GENERAL GUIDELINES/OTHER INSTRUCTIONS FOR MEMBERS**

1. Corporate and Institutional shareholders (i.e. other than HUF) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter/Power of Attorney etc. to the Scrutinizer by e-mail to aklabhs@gmail.com with a copy marked to evoting@nsdl.com. Corporate and Institutional shareholders (i.e. other than HUF) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login or submit a copy of the same at the Registered Office of the Company. Please note that in case of Non-Individual Shareholders (except HUF), furnishing of the Board Resolution/Authority Letter or Power of Attorney, in any mode as mentioned hereinabove is mandatory and in lack of it, the vote would be considered invalid by the Scrutinizer.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call at.: +91-22-2499 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com/evoting@nsdl.com of NSDL and/or Mr. Ravi Kumar Bahl, Compliance Officer, Maheshwari Datamatics Pvt. Ltd. at the designated e-mail ID: mdpldc@yahoo.com / contact@mdplcorporate.com or call on +91-33-2248 2248, who will address the queries/grievances connected with the voting by electronic means.
4. Members who have not registered their email addresses with the Company or its RTA or with the Depositories and wish to receive the Postal Ballot Notice and/or cast their voted through Remote e-Voting are required to register their email addresses with the Company at investorrelation@eveready.co.in. Alternatively, Members may send a letter requesting for registration of their email addresses, mentioning their name, Folio no./Client ID and DP ID, through email at investorrelation@eveready.co.in or by post to the Registered Office of the Company.

### **Process for those shareholders whose e-mail ids are not registered with the depositories for procuring User ID and password and registration of e-mail IDs for e-voting for the resolutions set out in this Notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorrelation@eveready.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16digit DPID + CLID or 16digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorrelation@eveready.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

### **Item No. 1**

The Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee of the Board had at their meeting held on 5th November 2025 appointed Mr. Aditya Chand Burman (DIN: 00042277) as an Additional Director under category Non-Executive Non-Independent Director, subject to approval of shareholders.

In terms of Section 161 of the Companies Act, 2013 ('Act'), an Additional Director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), listed entity shall ensure that approval of Members for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. The Company has received a declaration from him confirming that he is not debarred or disqualified from being appointed as a Director in terms

of Section 164 of the Act and applicable provisions of Listing Regulations and has given his consent to act as Director of the Company. The Company has received all other requisite forms and declarations from him in accordance with the applicable provisions of the Act and Listing Regulations.

The details relating to the Director proposed to be appointed as required to be provided in terms of the Listing Regulations and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India, are as below :-

<b>Name</b>	<b>Mr. Aditya Chand Burman</b>
Directors Identification Number (DIN)	00042277
Age	45 Yrs.
Qualifications	Chemistry Graduate from the University of Kansas (US)
Profile of Director / Brief Resume of the Director (including nature of his expertise)	Mr. Aditya Chand Burman is a Director on the board of Dabur India Ltd., one of India's largest and most diverse consumer goods maker. A Chemistry Graduate from the University of Kansas (US), Mr. Burman is part of the team providing strategic direction to Dabur's businesses spread across 120 countries. He began his career as an intern at Dabur Pharma, a family-owned oncology focused pharmaceutical firm under his father Dr. Anand C. Burman. He is also a Director on the board of Oncquest Laboratories, a Clinical Pathology and Molecular Diagnostics company with a focus in Oncology and Genetics. After the sale of Dabur Pharma, he focused his energy on building Oncquest as the preferred reference laboratory for physicians, hospitals and research bodies. He was instrumental in streamlining operations, strengthening its research function, and giving it a pan-India presence to drive growth. He was also the President of the Delhi Chapter of Entrepreneurs' Organization, a global network exclusively for entrepreneurs. He has been instrumental in putting Sustainability and Human Capital at the Center of all the businesses and has managed to bring about a positive change for planet and people.
Skills and capabilities required	The Nomination & Remuneration Committee (NRC) of the Board of Directors had identified amongst others, knowledge of the industry, leadership in large corporations, expertise in the areas of management, strategy, finance and communication as the skills and capabilities for the role. Mr. Burman's educational background, experience, skills, personality is in coherence with the criteria, role, skills, and capabilities identified by the NRC.
Date of first appointment on the Board	5 <sup>th</sup> November 2025
Number of shares held in the Company as on November 5, 2025 (Including shareholding as beneficial owner)	NIL
Terms and conditions of appointment	Being appointed as Non Executive, Non Independent Director; liable to retire by rotation.
Remuneration to be paid	Mr. Burman shall be paid sitting fees for attending Board / Committee Meetings and profit related commission as approved by the Board, from time to time, within the limits prescribed under the Companies Act, 2013 as may be approved by the shareholders of the Company.
Last drawn remuneration (Rs.)	Not Applicable
Number of Board Meetings attended during Financial Year 2025-26 (till 5th November 2025)	1 of 1
Relationship with other Directors/ KMP of the Company	Mr. Aditya Chand Burman is son of Dr. Anand Chand Burman, Non-Executive Chairman of the Company.

Other Directorships, Membership/ Chairmanship of Committees of other Boards of Indian Companies ( <i>basis declaration received from the Director</i> )	<u>Directorship in other companies</u>	<u>Committee Position held</u>
	Healthea Wellness Private Limited	-
	Oncquest Laboratories Limited	Audit Committee – Member Nomination & Remuneration Committee - Member
	Health Care At Home India Private Limited	Audit Committee – Member Nomination & Remuneration Committee - Member
	A.CEE Enterprises	-
	Dabur India Limited	Re-organization, Merger & Acquisition Advisory Committee – Member
	Naturella LLC	-
	Dabur Nepal Private Limited	-
Resignation from the directorship of the listed companies in the past three years	NIL	

In the opinion of the Board, Mr. Burman is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as Non Executive Non Independent Director of the Company. Considering the extensive experience and expertise of Mr. Burman, the Board believes that his appointment as a Non-Executive Non-Independent Director will be in the best interest of the Company.

In terms of Sections 149, 152 and any other applicable provisions of the Act and the applicable regulations of the Listing Regulations, Mr. Burman being eligible and offering himself for appointment, is proposed to be appointed as Non-Executive, Non-Independent Director of the Company, liable to retire by rotation, with effect from 5<sup>th</sup> November, 2025. The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Burman for the office of Director.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in this resolution except Dr. Anand Chand Burman, non-executive Chairman of the Company who is father of Mr. Aditya Chand Burman. As per Section 102(2) of the Act, it is clarified that the proposed Resolution does not relate to or affect any other Company.

The Board recommends this Ordinary Resolution as set out in Item No. 1 in the Notice for the approval of the Members.

#### **Item No 2**

The Members of the Company in the 86<sup>th</sup> Annual General Meeting held on September 28, 2021 had approved the appointment of Mr. Sourav Bhagat (DIN: 09040237), as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from January 28, 2021 to January 27, 2026. Mr. Sourav Bhagat is eligible for re-appointment as an Independent Director of the Company for a second term.

The Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee of the Board, had at their meeting held on 5<sup>th</sup> November 2025 proposed to re-appoint Mr. Sourav Bhagat (DIN: 09040237) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a period of 3 (three) consecutive years, effective January 28, 2026, subject to approval of the shareholders. The Company has received a declaration from him confirming that he continues to meet the criteria of independence as prescribed under the Act and Listing Regulations and that he is not debarred or disqualified from being appointed as a Director in terms of Section 164 of the Act and applicable provisions of Listing Regulations and has given his consent to act as Director of the Company. The Company has received all requisite forms and declarations from him in accordance with the applicable provisions of the Act and the Listing Regulations.

Mr. Sourav Bhagat is a lawyer by profession with over two decades of experience in corporate law, regulatory matters, and legal advisory. During his first term as an Independent Director, Mr. Bhagat provided valuable guidance on legal and compliance-related matters and has contributed significantly to the Board's deliberations through his deep understanding of regulatory frameworks and governance processes. The Board is of the view that Mr. Bhagat's continued association as an Independent Director will be beneficial to the Company, particularly in view of the evolving legal and regulatory landscape. His expertise adds substantial value to the Board's oversight responsibilities and enhances the Company's governance standards. In the opinion of the Board, Mr. Bhagat possesses the requisite integrity, expertise, experience and independence for his re-appointment as an Independent Director.

The details relating to the Director proposed to be appointed/re-appointed as required to be provided in terms of the Listing Regulations and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India, are as below:

<b>Name</b>	<b>Mr. Sourav Bhagat</b>
Directors Identification Number (DIN)	09040237
Age	44 Years
Qualifications	Bachelor of Arts and LLB from West Bengal National University of Juridical Sciences
Profile of Director / Brief Resume of the Director (including nature of his expertise)	Mr. Bhagat is a Partner at Fox & Mandal, a premier multi-disciplinary law firm. With nearly two decades of rich and in-depth experience, Mr. Bhagat has extensively practiced in the high courts and other courts of West Bengal as well as at Supreme Court of India. His area of practice includes corporate and commercial transactions wherein he has played a key role in acquisitions, private equity investments, real estate projects, acquisition of land, business transfers and has delivered problem-specific opinions to clients. He has also worked on critical solutions and strategies for clients, enabling them to emerge safely from complex disputes involving a multitude of legal issues such as property taxes, white-collar investigations, constitutional issues and corporate dispute.
Skills and capabilities required	The Nomination & Remuneration Committee (NRC) of the Board of Directors had identified amongst others, knowledge of the industry, expertise in the areas of Legal, strategy and communication as the skills and capabilities for the role. Mr. Bhagat's educational background, experience, skills, personality is in coherence with the criteria, role, skills, and capabilities identified by the NRC.
Date of first appointment on the Board	28 <sup>th</sup> January 2021
Disclosure of relationships between directors inter-se	Mr. Bhagat is not related to any of the Directors or Key Managerial Personnel's of the Company or their relatives.
Number of shares held in the Company as on November 5, 2025 (Including shareholding as beneficial owner)	Nil
Terms & conditions of Appointment / Re-appointment	Being reappointed as Non-Executive Independent Director, not liable to retire by rotation for a period of 3 years
Remuneration to be paid	Mr. Bhagat shall be paid sitting fees for attending Board/ Committee Meetings and profit related commission as approved by the Board, from time to time, within the limits prescribed under the Companies Act, 2013 as may be approved by the shareholders of the Company.
Last drawn remuneration (Rs.) (April 1, 2025 to November 5, 2025)	Sitting Fees: Rs. 6.40 Lakhs Commission: Rs 11.00 Lakhs [basis profits of FY 2023-24] Commission: Rs 13.60 Lakhs [basis profits of FY 2024-25]
Number of Board Meetings attended during Financial Year 2025-26 (till 5 <sup>th</sup> November 2025)	4 out of 4
Relationship with other Directors/ KMP of the Company	None

Other Directorships, Membership/ Chairmanship of Committees of other Boards of Indian Companies ( <i>basis declaration received from the Director</i> )	<u>Directorship in other companies</u>	<u>Committee position held</u>
	NIL	NA
Resignation from the directorship of the listed companies in the past three years	NIL	

In the opinion of the Board, Mr. Bhagat is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his re-appointment as an Independent Director of the Company.

In terms of Sections 149, 152 and any other applicable provisions of the Act, read with Schedule IV to the Act and the applicable regulations of the Listing Regulations, Mr. Bhagat being eligible and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of three consecutive years from January 28, 2026 to January 27, 2029. The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Bhagat for the office of Director

Copy of the draft letter for re-appointment of Mr. Bhagat as an Independent Director setting out the terms and conditions would be available for inspection by the Members on the website of the Company as well as at the Registered Office of the Company during business hours on all working days, until last date of the Remote e-voting.

None of the Director(s) and/or Key Managerial Personnel of the Company or their respective relatives, except Mr. Bhagat, to whom the resolution relates, are concerned or interested, financially or otherwise, in the Resolution mentioned in the Notice. As per Section 102(2) of the Act, it is clarified that the proposed Resolution does not relate to or affect any other Company.

The Board recommends the Special Resolution as set out in Item No. 2 in the Notice for the approval of the Members.

### **Item No. 3**

The Members of the Company in the 86<sup>th</sup> Annual General Meeting held on September 28, 2021 had approved the appointment of Mr. Sunil Sikka (DIN: 08063385), as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from April 21, 2021 to April 20, 2026. Mr. Sunil Sikka is eligible for re-appointment as an Independent Director of the Company for a second term.

The Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee of the Board had at their meeting held on 5th November 2025 proposed to re-appoint Mr. Sunil Sikka (DIN: 08063385) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a period of 3 (three) consecutive years, effective April 21, 2026, subject to approval of the shareholders. The Company has received a declaration from him confirming that he continues to meet the criteria of independence as prescribed under the Act and Listing Regulations and that he is not debarred or disqualified from being appointed as a Director in terms of Section 164 of the Act and applicable provisions of Listing Regulations and has given his consent to act as Director of the Company. The Company has received all requisite forms and declarations from him in accordance with the applicable provisions of the Act and Listing Regulations.

During his first term, Mr. Sunil Sikka has consistently provided valuable insights and independent judgement across strategic, operational and governance matters. His contributions have significantly strengthened the Board's decision-making processes. With over four decades of experience in the consumer electricals and lighting industry, he brings deep sectoral knowledge and practical expertise that are critical to the Company's long-term strategic direction. His understanding of industry trends, regulatory developments, and operational complexities adds depth to Board deliberations and enhances the effectiveness of various Board Committees. The Board believes that Mr. Sikka's re-appointment will help maintain continuity and stability in the Company's governance framework, particularly in light of ongoing strategic initiatives and evolving sectoral regulations. In the opinion of the Board, Mr. Sikka possesses the requisite integrity, expertise, experience, and independence for his re-appointment as an Independent Director.

The details relating to the Director proposed to be appointed as required to be provided in terms of the Listing Regulations and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India, are as below:

<b>Name</b>	<b>Mr. Sunil Sikka</b>	
Directors Identification Number (DIN)	08063385	
Age	70 Years	
Qualifications	Graduate in electrical engineering, post graduate in management from FMS, Delhi University	
Profile of Director / Brief Resume of the Director (including nature of his expertise)	He has over 40 (forty) years of rich corporate experience in consumer electricals and lighting majorly with Bajaj Electrical Ltd and as President Havells India Ltd. His domain expertise besides sales and marketing includes technology, manufacturing and sourcing. He has served as elected President of Electric Lamp and Component Manufacturer's Association of India (ELCOMA), an apex association of lighting industry in India, for two terms, besides working as Advisor post superannuation for over five years. He has been associated with industry and trade bodies like FICCI, CII, Assocham, Bureau of Indian Standards, Bureau of Energy Efficiency, etc. during his corporate career.	
Skills and capabilities required	The Nomination & Remuneration Committee (NRC) of the Board of Directors had identified amongst others, operations, Finance, Accounting, knowledge of the industry, expertise in the areas of strategy and communication as the skills and capabilities for the role. Mr. Sikka's educational background, experience, skills, personality is in coherence with the criteria, role, skills, and capabilities identified by the NRC.	
Date of first appointment on the Board	21st April 2021	
Disclosure of relationships between directors inter-se	Mr. Sikka is not related to any of the Directors or Key Managerial Personnel of the Company or their relatives.	
Number of shares held in the Company as on 5th November 2025 (Including shareholding as beneficial owner)	Nil	
Terms & conditions of Appointment / Re- appointment	Being re-appointed as Non-Executive Independent Director, not liable to retire by rotation for a period of 3 years	
Remuneration to be paid	Mr. Sikka shall be paid sitting fees for attending Board/Committee Meetings and profit related commission as approved by the Board, from time to time, within the limits prescribed under the Companies Act, 2013 as may be approved by the shareholders of the Company.	
Last drawn remuneration (Rs.) (April 1, 2025 to November 5, 2025)	Sitting Fees - Rs. 7.60 Lakhs Commission: Rs. 11.00 Lakhs [basis profits of FY 2023-24] Commission: Rs. 13.60 Lakhs [basis profits of FY 2024-25]	
Number of Board Meetings attended during Financial Year 2025-26 (till 5th November 2025)	4 out of 4	
Relationship with other Directors/ KMP of the Company	None	
Other Directorships, Membership/ Chairmanship of Committees of other Boards of Indian Companies (basis declaration received from the Director)	<u>Directorship in other companies</u>	<u>Committee position held</u>
	Surya Roshni Limited	Audit Committee – Member Stakeholders Relationship Committee – Chairman
	Sudhir Power Limited	Audit Committee - Member
Resignation from the directorship of the listed companies in the past three years	NIL	





In the opinion of the Board, Mr. Sikka is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his re-appointment as an Independent Director of the Company.

In terms of Sections 149, 152 and any other applicable provisions of the Act, read with Schedule IV to the Act and the applicable regulations of the Listing Regulations, Mr. Sikka being eligible and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of three consecutive years from April 21, 2026 to April 20, 2029. The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Sikka for the office of Director.

Copy of the draft letter for re-appointment of Mr. Sikka as an Independent Director setting out the terms and conditions would be available for inspection by the Members on the website of the Company as well as at the Registered Office of the Company during business hours on all working days, until last date of the Remote e-voting.

None of the Director(s) and/or Key Managerial Personnel of the Company or their respective relatives, except Mr. Sikka, to whom the resolution relates, are concerned or interested, financially or otherwise, in the Resolution mentioned in the Notice. As per Section 102(2) of the Act, it is clarified that the proposed Resolution does not relate to or affect any other Company.

The Board recommends the Special Resolution as set out in Item No. 3 in the Notice for the approval of the Members.

#### **Item No. 4**

The present strength of the Board of Directors ("the Board") of the Company is fourteen (14) Directors. Section 149(1) of the Companies Act, 2013 stipulates that a company may have a maximum of fifteen directors, and that any number beyond this limit may be appointed only after the shareholders approve a special resolution. The evolving regulatory landscape imposes increasingly complex and demanding responsibilities on the Company and its Board. Ensuring full compliance with these requirements necessitates a diverse mix of expertise and continuous, diligent oversight. To effectively navigate this environment and uphold robust standards of corporate governance, it is essential that the Board comprises individuals with a broad spectrum of skills, professional backgrounds, and industry experience. Recognising the need to further strengthen the Board's collective capabilities and enhance the quality of its deliberations, it is considered prudent to increase the maximum number of directors of the Company. This will enable the Company to induct additional seasoned professionals who possess specialised knowledge in areas critical to the Company's growth, operational excellence, and regulatory compliance. The inclusion of such individuals is expected to enrich strategic discussions, support informed decision-making, and reinforce the Company's overall governance framework. Accordingly, it is proposed to increase the maximum number of Directors that may be appointed to the Board of Directors of the Company to sixteen (16).

None of the Director(s) and/or Key Managerial Personnel of the Company or their respective relatives, are concerned or interested, financial or otherwise, in this Resolution mentioned in the Notice. As per Section 102(2) of the Act, it is clarified that the proposed Resolution does not relate to or affect any other Company.

The Board recommends the Special Resolution set out as Item No. 4 in the Notice for the approval of the Members.

By Order of the Board  
For Eveready Industries India Limited

Sd/-  
Shampa Ghosh Ray  
Company Secretary  
ACS 16737

Place: Kolkata  
Date: November 5, 2025