

EVEREADY INDUSTRIES INDIA LTD.

CIN: L31402WB1934PLC007993

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

Phone: 033-2288-3950; Fax: 033-2288-4059

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

NOTICE

Notice is hereby given that the Eighty-fifth Annual General Meeting of the Members of Eveready Industries India Ltd. will be held on Tuesday, September 29, 2020 at 11.00 a.m., Indian Standard Time (IST), through Video Conferencing (VC)/Other Audio Visual Means, (OAVM) 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, 2020, 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, 2020 and the Report of the Auditors thereon.
2. 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

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

“RESOLVED that pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) as well as the Rules made thereunder, read with Schedule IV to the Act and the applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Roshan L. Joseph (DIN: 02053857), who was appointed as an Additional Director, in the capacity of Independent Director of the Company, effective October 4, 2019, to hold office up to the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years, effective October 4, 2019.”

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

“RESOLVED that pursuant to the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 as well as the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Suvamoy Saha (DIN: 00112375), who was appointed as an Additional Director, in the capacity of Non-Executive Director of the Company, effective May 4, 2020, to hold office up to the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation, effective May 4, 2020.”

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

“RESOLVED that pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof) and other necessary approval(s), a new set of Articles of Association of the Company, a copy of which is available for inspection on the website of the Company, www.evereadyindia.com, be and is hereby approved and adopted as the Articles of the Company in substitution and to the entire exclusion, of the Articles contained in the existing Articles of Association of the Company.

RESOLVED further that Board of Directors of the Company be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary 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, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors Rules), 2014 (including any statutory modification(s) or re-enactment(s) 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, 2021, as set out at the Explanatory Statement annexed to the Notice convening this Meeting, be and is hereby ratified.”

By Order of the Board

Tehnaz Punwani

Vice President - Legal & Company Secretary
(Membership Number: ACS 7054)

Kolkata
August 19, 2020

Notes :

In view of the massive outbreak of the COVID-19 pandemic and the need for social distancing to be followed, the Ministry of Corporate Affairs has, pursuant to Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, and Circular No.22/2020 dated June 15, 2020 (MCA Circulars), permitted holding of the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and prescribed the procedures and manner of conducting of the AGM. The Securities and Exchange Board of India (SEBI) has also, vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (SEBI Circular), permitted holding of AGM through VC/OAVM.

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013, read with the MCA Circulars and the SEBI Circular, this Annual General Meeting (AGM) has been convened through VC/OAVM and Members can attend and participate in this AGM through VC/OAVM only, as arranged by the Company with National Securities Depository Ltd. (NSDL). The venue of the AGM shall be deemed to be the registered office of the Company. The facility of live webcast of the proceedings of the AGM will be provided on the Company's website.

Since this AGM is being held through VC/OAVM, the physical attendance of Members is dispensed with and there is no requirement of proxies, hence the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

The participation of the Members at the AGM through VC/OAVM will be counted for the purpose of reckoning of the quorum under Section 103 of the Companies Act, 2013.

Considering the difficulties caused, due to the COVID-19 pandemic, MCA and SEBI have dispensed with the requirement of printing and sending physical copies of the Annual Report. Accordingly, in line with the MCA Circulars and the SEBI Circular, the Notice of this AGM and the Annual Report for the financial year 2019-20 have been sent via electronic mode only, to those Members who have registered their email ids with the Company or the Registrar and Transfer Agent (RTA), Maheshwari Datamatics Private Limited or the Depositories or the Depository Participants.

Members who have already registered their email addresses are requested to get their email addresses updated/validated with their Depository Participants /the Company's RTA to enable servicing of notices / documents / Annual Reports electronically to their email address.

Members who have not registered their email addresses or Members holding shares in physical form are requested to register their email addresses with the Company or the RTA of the Company by quoting their folio number and name to investorrelation@eveready.co.in or by visiting the link at <http://mdpl.in/form> or with the Depositories, as the case may be, for receiving all communication, including Annual Report, Notices and Documents through e-mail.

The Notice and the Annual Report have been uploaded on the website of the Company at www.evereadyindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL, i.e. www.evoting.nsdl.com.

No attendance slip/route map is been sent along with this Notice of this AGM as the Meeting is being held through VC/OAVM.

The Register of Members of the Company will remain closed from Wednesday, September 23, 2020 to Tuesday, September 29, 2020 (both days inclusive).

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.

All documents referred to, in the accompanying Notice and the Explanatory Statement have been uploaded on the website of the Company at www.evereadyindia.com. Members may access the same electronically from the date of circulation of this Notice up to the date of AGM.

The requisite Registers and relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection electronically, during the AGM upon logging in to the NSDL e-voting system at <https://www.evoting.nsdl.com>.

As mandated by 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 holding shares in physical form are requested to get their shares dematerialized, since as mandated by SEBI, requests for transfer of shares in physical form (except in case of transmission or transposition of shares) shall not be processed.

Members are requested to encash their Dividend Warrants for the financial years ended 2014, 2016 and 2018 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 year ended</u> | <u>Date of Declaration of Dividend</u> | <u>Last date for claiming unclaimed Dividend</u> |
|--|--|--|
| 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 |
| March 31, 2018 | August 6, 2018 | September 6, 2025 |

Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on September 26, 2019 (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. Pursuant to the said Rules, the Company is required to transfer all shares in respect of which dividend has not been paid or claimed by the shareholder for seven consecutive years, to the Demat Account of the IEPF Authority. Details of shares transferred to IEPF Authority are available on the website of the Company. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

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 Obligations and Disclosure Requirements) Regulations, 2015, till such claim is made, voting rights on such shares shall remain frozen.

Instructions for attending the AGM through VC/OAVM

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. **The link of the VC/OAVM will be available at <https://www.evoting.nsdl.com>. Members may access the same and click under 'Shareholder/Member – Login', by using their remote e-Voting User ID and Password. On login, the Electronic Voting Event Number ('EVEN') of the Company will be displayed. Thereafter, click on the link appearing under 'Join General Meeting'.** Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush. Further Members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. The Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date of Tuesday, September 22, 2020 shall be entitled to avail the facility of remote e-voting or the facility of e-voting during the Meeting and are requested to join the AGM through VC/OAVM mode, by following the procedure mentioned in the Notice. Persons who are not Members as on the cut-off date should treat this notice for information purposes only. Any person, who acquires shares of the Company and becomes a Member of the Company after the notice has been sent by electronic means and holding shares as on the cut-off date i.e. Tuesday, September 22, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or mdpldc@yahoo.com.
3. The facility to attend the AGM through VC/OAVM will be available for 30 minutes before the scheduled time of the commencement of the Meeting and may close not earlier than 30 minutes after the commencement of the Meeting.
4. Members can participate in the AGM through Smart Phone/Laptop/Desktop/Tablet. However, for better experience and smooth participation it is advisable to join the Meeting using Google Chrome, through Laptops connected through broadband. Further Members will be required to use Internet with a good speed to avoid any disturbance during the meeting. Connecting from Mobile Device or through Laptop/Desktop/Tablet via Mobile Hotspot or with low bandwidth may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches. Participating Members are requested to keep their device under 'Mute' mode, except for pre-registered speakers, when invited to speak at the Meeting.
5. The attendance through VC/OAVM is restricted and hence will be made available to only 1000 Members on first come first served basis. However attendance of Members holding 2% or more of the shares of the Company, Institutional Investors as on Tuesday, September 22, 2020, Promoters, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizer, etc. are allowed to attend the AGM without restriction on first come first served basis.
6. Members who would like to express their views/ask questions during the Meeting may register themselves as a speaker, mentioning their name, demat account number/folio number, email id, mobile number by sending e-mail to investorrelation@eveready.co.in from their registered e-mail address on or before Friday, September 25, 2020 by 10.30 a.m. IST. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting. Further, Members who would like to seek any information with regard to the Accounts or any matter to be placed at the Meeting are requested to write to the Company in advance within the aforesaid date and time, by following the similar process as stated above.
7. At the AGM, the pre-registered speakers shall be called upon on first come first served basis on his/her views and/or questions as already emailed in advance to the Company. When a pre-registered speaker is so invited at the AGM but he/she does not/is unable to respond, the next pre-registered speaker would then be called upon to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with stable internet speed. The Company reserves the right to restrict the number of questions/speakers, as appropriate, for smooth conduct of the AGM.

E-voting

In terms of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide facilities for Members to exercise their right to vote on resolutions proposed at the Meeting by electronic means, through remote e-Voting system prior to the AGM and through e-Voting system during the AGM. For this purpose, the Company has engaged the services of National Securities Depository Limited (NSDL), as the authorized agency for providing the said facilities of the remote e-Voting as well as the e-Voting on the date of the AGM.

The remote e-voting period begins on Saturday, September 26, 2020 at 10:00 A.M. and ends on Monday, September 28, 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.

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

Step 1 : Log-in to NSDL e-Voting system

- Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
- Click on the icon 'Shareholder/Member –Login'.
- A new screen will open. Insert your User ID and Password and also insert the Verification Code as shown on the screen.

(Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can login at <https://eservices.nsdl.com> with your existing IDEAS login. Once you login to NSDL eservices after using your login credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically).

• User ID details :

| | |
|---|---|
| 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*** |

• Password instructions:

- 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. 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 Members whose email ID are not registered.
 - 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.
 - Click on "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on 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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Click on "Login" button.
- Home page of e-Voting will open.

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

- a. After successful login at Step 1, you will be able to see the Home page of e-Voting.
- b. Click on e-Voting. Then, click on Active Voting Cycles.
- c. You will be able to see the "EVEN" of the Companies in which you are holding shares and whose voting cycle is in active status.
- d. Select "EVEN" of "Eveready Industries India Limited".
- e. Now you are ready for e-Voting as the Voting page opens.
- f. Cast your vote by selecting appropriate options i.e. assent or dissent and click on "Submit" and also "Confirm" when prompted.
- g. Upon confirmation, the message "Vote cast successfully" will be displayed.
- h. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- i. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Instructions for e-Voting on the day of the AGM

1. The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-Voting.
2. Only those Members who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system at the AGM.
3. Members who have cast their vote through remote e-Voting may also attend the AGM through VC/OAVM, but shall not be entitled to cast their vote again.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person as mentioned in the General Guidelines below.

Process for those Members whose e-mail addresses are not registered with the Depositories for registration of e-mail addresses and for procuring User ID and Password for e-Voting for the resolutions set out in this Notice

1. In case shares are held in Physical form, Members are requested to directly register their e-mail id/update their PAN by visiting the link of the Company's RTA at <http://mdpl.in/form> and uploading therein, a scan copy of the Self Attested PAN Card and other supporting documents such as a scan copy each of i) the request letter duly signed by sole/first shareholder quoting the Folio Number; ii) the Share Certificate (Front and Back); and iii) Self Attested Aadhaar Card.
2. In case shares are held in Demat form, Members are requested to register/update through respective Depository Participants, which would then reflect in the records of the RTA/Company.

Alternatively Members may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the requisite details, as the case may be.

General Guidelines/Information for Members

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 Tuesday, September 22, 2020. In case of joint holders joining the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

Mr. A. K. Labh, Practising Company Secretary (FCS: 4848/CP: 3238) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting of votes through e-voting process during the AGM in a fair and transparent manner.

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 to the Scrutinizer at aklabhcs@gmail.com with a copy marked to evoting@nsdl.co.in.

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.

In case of queries/grievances/technical assistance with respect to attending the Meeting or e-Voting, 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 or Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID evoting@nsdl.co.in / pallavid@nsdl.co.in of NSDL 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.

The Scrutinizer shall after the conclusion of the e-voting at the AGM, will first download 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, not later than two days of the conclusion of the AGM, 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, who shall countersign the same and declare the results of the voting forthwith.

On receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the AGM. 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 where the shares of the Company are listed and also be displayed on the Notice Board of the Company at its Registered Office and its Corporate Office.

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 as below :

| | | | |
|--|---|-------------------------------------|--|
| Name | Mr. Aditya Khaitan | | |
| Age | 52 Years | | |
| 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 6 | | |
| Relationship with other Directors/KMP of the Company | Not Applicable, 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 | Directorship | | Committee Membership if any with position |
| | Listed Companies | McLeod Russel India Ltd. | Member - Audit Committee |
| | | Williamson Magor & Co. Ltd. | |
| | | Williamson Financial Services Ltd. | |
| | | McNally Bharat Engineering Co. Ltd. | Member - Nomination & Remuneration Committee |
| | | Kilburn Engineering Ltd. | |
| | | McNally Sayaji Engineering Ltd. | |
| | Unlisted Companies | Babcock Borsig Ltd. | Member - Audit Committee |
| | | | Member - Stakeholders Relationship Committee |
| | | | Member - Nomination & Remuneration Committee |
| | | Royal Calcutta Golf Club | |
| | | Prana Lifestyle Pvt. Ltd. | |
| | | D1 Williamson Magor Bio Fuel Ltd. | Chairman - Audit Committee |
| | | | Chairman - Nomination & Remuneration Committee |
| Shareholding in the Company | 2,32,266 shares of ₹ 5/- each | | |

| | | | |
|--|--|------|--|
| Name | Mr. Roshan L. Joseph | | |
| Age | 70 Years | | |
| Qualifications | BA (Hons.) Economics, MBA. | | |
| Expertise | Mr. Joseph has over 35 years of marketing & sales experience. He has been the MD of a Swiss MNC in the Kitchen Solutions business and currently, is specialized as a consultant in marketing & sales. He is a past President of the Advertising Club of Calcutta, having made significant contributions to the growth of the industry in the eastern region. | | |
| Date of first appointment on the Board | 4.10.2019 | | |
| Number of Board Meetings attended | 2 out of 2 | | |
| Relationship with other Directors/KMP of the Company | None | | |
| Other Directorships, Membership/Chairmanship of Committees of other Boards of Indian Companies | Directorship | | Committee Membership if any with position |
| | Listed/Unlisted Companies | None | None |
| Shareholding in the Company | 150 shares of ₹ 5/- each | | |

| | | | |
|---|--|---------------------------------------|--|
| Name | Mr. Suvamoy Saha | | |
| Age | 61 Years | | |
| Qualifications | B.Com. (Hons.), FCA | | |
| Expertise | Mr. Saha has over 35 years of experience in corporate management in diverse fields – both in India and abroad. He has held senior positions in finance, information technology, quality and general management. He was the Whole time Director of Eveready Industries India Ltd. from March 2005 to July 2019 and was responsible for the operational management of the Company. | | |
| Date of first appointment on the Board | 4.05.2020 | | |
| Number of Board Meetings attended | Not Applicable for F Y 2019-20 | | |
| Relationship with other Directors/KMP of the Company | None | | |
| Other Directorships, Membership/ Chairmanship of Committees of other Boards of Indian Companies | Directorship | | Committee Membership if any with position |
| | Unlisted Companies | Transglobal Logistics India Pvt. Ltd. | None |
| Shareholding in the Company | Nil | | |

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

Item No. 3

The Board of Directors of the Company, (the Board), on the recommendation of the Nomination & Remuneration Committee of the Board, resolved to appoint Mr. Roshan L. Joseph as Additional Director of the Company in the capacity of Independent Director, with effect from October 4, 2019, subject to the approval of the Members.

Notice under Section 160 of the Companies Act, 2013 (the Act) has been received from a Member signifying his intention to propose Mr. Roshan L. Joseph as a candidate for the office of Independent Director of the Company. The Company has also received from Mr. R. L. Joseph, a consent in writing to act as Director as well as a declaration that he meets with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 16 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the Listing Regulations).

In terms of Section 149 and any other applicable provisions of the Act, read with Schedule IV to the Act and the Listing Regulations, Mr. R. L. Joseph being eligible and offering himself for appointment, is proposed to be appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years, effective October 4, 2019.

In the opinion of the Board, Mr. R. L. Joseph, fulfills the conditions specified in the Act and Rules made thereunder and the Listing Regulations, for his appointment as an Independent Director of the Company and is independent of the management. The Board considers that Mr. R. L. Joseph's continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director.

The Resolution set out in Item No. 3 is accordingly proposed to be passed by way of an Ordinary Resolution. The Board considers, this Item of Business to be urgent in nature and recommends the same for approval of the Members.

The details with regard to age, qualification, expertise, directorships in other Indian Companies as well as shareholding in the Company of the abovementioned Independent Director have been provided as above.

Copy of the letter of appointment of Mr. R. L. Joseph as Independent Director setting out the terms and conditions would be available for inspection by the Members on the Company's website.

Except Mr. R. L. Joseph, being an appointee, 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. 3.

Item No. 4

The Board of Directors of the Company, (the Board), on the recommendation of the Nomination & Remuneration Committee of the Board, resolved to appoint Mr. Suvamoy Saha as Additional Director of the Company in the capacity of Non-Executive Director, with effect from May 4, 2020 subject to the approval of the Members.

Notice under Section 160 of the Companies Act, 2013 (the Act) has been received from a Member signifying his intention to propose Mr. Suvamoy Saha as a candidate for the office of Non-Executive Director of the Company. The Company has also received from Mr. S. Saha, a consent in writing to act as Director.

In terms of Section 152 and any other applicable provisions of the Act, Mr. S. Saha being eligible and offering himself for appointment, is proposed to be appointed as a Non-Executive Director of the Company, liable to retire by rotation. The Board considers that Mr. S. Saha's continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as Non-Executive Director.

The Resolution set out in Item No. 4 is accordingly proposed to be passed by way of an Ordinary Resolution. The Board considers, this Item of Business to be urgent in nature and recommends the same for approval of the Members.

The details with regard to age, qualification, expertise, directorships in other Indian Companies as well as shareholding in the Company of the abovementioned Non-Executive Director have been provided as above.

Except Mr. S. Saha, being an appointee, 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

The existing Articles of Association (AOA) of the Company are based on the then applicable provisions of the erstwhile Companies Act(s), which are not in full conformity with the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (collectively 'the Act'). It is perceived to be in the best interest of the Company to align the provisions of the Articles of Association with the provisions of the Act. Accordingly it is considered expedient to wholly substitute the existing set of Articles with a new set of Articles.

A copy of the proposed draft of the Articles as well as the existing Articles of Association would be available for inspection by the Members on the Company's website.

In terms of Sections 5 and 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.

The Resolution set out in Item No. 5 is accordingly proposed to be passed by way of a Special Resolution. The Board considers, this Item of Business to be urgent in nature and recommends the same 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 except to the extent of their shareholding entitlements, if any.

Item No. 6

The Board of Directors, on the recommendation of the Audit Committee has approved the appointment of Messrs. Mani & Co., Cost Accountants, as Cost Auditors of the Company for auditing the cost accounts of the Company relating to the products as applicable for the financial year 2020-21 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 Resolution set out in Item No. 6 is accordingly proposed to be passed by way of an Ordinary Resolution. The Board considers, this Item of Business to be urgent in nature and recommends the same 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. 6.

By Order of the Board

Tehnaz Punwani

Vice President - Legal & Company Secretary
(Membership Number: ACS 7054)

Kolkata
August 19, 2020



EVEREADY
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EVEREADY INDUSTRIES INDIA LIMITED
ANNUAL REPORT 2019-20

Inside this report

01-06

Company Overview

| | |
|----------------------------|----|
| Corporate Information | 01 |
| About Us | 02 |
| Managing Director's Review | 04 |
| Key Performance Indicators | 06 |

07-46

Statutory Reports

| | |
|------------------------------------|----|
| Report of the Directors | 07 |
| Management Discussion and Analysis | 27 |
| Report on Corporate Governance | 31 |
| Business Responsibility Report | 42 |

47-167

Financial Statements

| | |
|---------------------------|-----|
| Standalone Financials | 47 |
| Consolidated Financials | 106 |
| Statement of Subsidiaries | 164 |