

## EVEREADY INDUSTRIES INDIA LTD.

CIN: L31402WB1934PLC007993

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E-mail: [investorrelation@eveready.co.in](mailto:investorrelation@eveready.co.in); Website: [www.evereadyindia.com](http://www.evereadyindia.com)

### NOTICE

Notice is hereby given that the Eighty-sixth Annual General Meeting of the Members of Eveready Industries India Ltd. will be held on **Tuesday, September 28, 2021 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 standalone financial statements of the Company for the financial year ended March 31, 2021 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, 2021 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Suvamoy Saha (DIN: 00112375), 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 Sections 149, 150, 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. Sourav Bhagat (DIN: 09040237), who was appointed as an Additional Director, in the capacity of Independent Director of the Company, effective January 28, 2021, to hold office up to the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Act, 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 January 28, 2021."

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 (the Act) as well as the Rules made thereunder 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. Utsav Parekh (DIN: 00027642), who was appointed as an Additional Director, in the capacity of Non-Executive Director of the Company, effective January 28, 2021, to hold office up to the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Act, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation, effective January 28, 2021."

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

"RESOLVED that pursuant to the provisions of Sections 149, 150, 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. Sunil Sikka (DIN: 08063385), who was appointed as an Additional Director, in the capacity of Independent Director of the Company, effective April 21, 2021, to hold office up to the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Act, 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 April 21, 2021."

6. 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 (the Act) as well as the Rules made thereunder 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. Girish Mehta (DIN: 00048002), who was appointed as an Additional Director, in the capacity of Non-Executive Director of the Company, effective April 21, 2021, to hold office up to the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Act, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation, effective April 21, 2021."

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

"RESOLVED that pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) 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 a Non-Executive Director of the Company, effective May 4, 2020, be and is hereby appointed as a Joint Managing Director of the Company, for a period of two years, effective August 10, 2021, upon the terms and conditions including remuneration, as set out at the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED further that in the event of the absence or inadequacy of profits of the Company in any financial year during the tenure of Mr. Saha's appointment, Mr. Saha will be paid the remuneration as set out at the Explanatory Statement annexed to the Notice convening this Meeting, as minimum remuneration, notwithstanding the limits prescribed in Section II of Part II of Schedule V of the Companies Act, 2013."

8. 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, 2022, 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 10, 2021

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**Notes :**

In view of the continuing outbreaks of the COVID-19 pandemic and the need for social distancing to be followed, the Ministry of Corporate Affairs (MCA) 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. 02/2021 dated January 13, 2021 (MCA Circulars), permitted holding of the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue in accordance with the requirements as provided. 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 and Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 (SEBI Circulars), granted relaxation in respect of sending physical copies of annual report to shareholders and requirement of proxy for general meetings held through electronic mode.

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), read with the MCA Circulars and the SEBI Circulars, this Annual General Meeting (AGM/Meeting) 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.

ALTHOUGH, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/ HERSELF, BUT Since this AGM is being held through VC/OAVM, the physical attendance of Members is dispensed with. accordingly, the facility for appointment of proxy to attend and cast vote for the Members is not available for this AGM and hence the proxy form, attendance slip and route map are not annexed to this Notice of this AGM, in terms of the MCA Circulars and the SEBI Circulars.

However, the Body Corporates/Institutional Investors who are Members of the Company are entitled to appoint authorized representatives pursuant to Section 113 of the Act to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-Voting.

The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

In line with the MCA Circulars and the SEBI Circulars, dispensing of/with the requirement of printing and sending physical copies of the Annual Report, the Notice of this AGM and the Annual Report for the financial year 2020- 21 have been sent via electronic mode **only**, to those Members whose e-mail addresses are registered with the Company/the Registrar and Transfer Agent (RTA), Maheshwari Datamatics Private Limited/the Depositories/ Depository Participants.

The Notice and the Annual Report have been uploaded on the website of the Company at [www.evereadyindia.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the Notice and the Annual Report are also available on the website of NSDL, i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Members who have already registered their e-mail addresses are requested to get their e-mail addresses updated/validated with their Depository Participants /the Company's RTA to enable servicing of notices / documents / Annual Reports electronically to their e-mail address. Members who have not registered their e-mail addresses or Members holding shares in physical form are requested to register their e-mail 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 Register of Members of the Company will remain closed from Wednesday, September 22, 2021 to Tuesday, September 28, 2021, (both days inclusive) for the purpose of the AGM.

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business, considered to be urgent in nature, to be transacted at the AGM, is annexed and forms a part of this Notice.

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](http://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 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 :

Dividend for the financial year ended	Date of Declaration of Dividend	Last date for claiming unclaimed Dividend
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 29, 2020 (date of last AGM) on the website of the Company, [www.evereadyindia.com](http://www.evereadyindia.com) and also on the website of the Ministry of Corporate Affairs, [www.mca.gov.in](http://www.mca.gov.in). 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](http://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](http://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 MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. **Members may access the facility by following the steps mentioned below for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General Meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.** 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.
- Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
- Please note that Participating Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot 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.
- Members who would like to express their views/ or ask questions during the AGM may register themselves as a speaker, mentioning their name, demat account number/folio number, e-mail id, mobile number by sending e-mail to investorrelation@eveready.co.in from their registered e-mail address on or before Friday, September 24, 2021 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 with regard to the Accounts or any matter to be placed at 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. The same will be replied by the Company suitably.

5. 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.
6. 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 21, 2021 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 individual person, holding shares in demat mode, 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 21, 2021, may follow the steps mentioned in the Notice of the AGM under Step 1 : "Access to NSDL e-Voting system" as below mentioned. Any non-individual person or person holding shares in physical form, who acquires shares of the Company and becomes a Member of the Company after the Notice is sent by electronic means and holding shares as of the cut-off date i.e. Tuesday, September 21, 2021, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com). However, if a Member is already registered with NSDL for remote e-Voting, then existing User ID and password can be used for casting of vote. In case of forgotten password, same can be reset by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30.

7. 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.
8. 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 21, 2021, 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.

#### **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, in respect of the business to be transacted 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 25, 2021 at 10.00 A.M. and ends on Monday, September 27, 2021 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: 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 and joining virtual Meeting 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>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual Meeting &amp; voting during the Meeting.</li> <li>If the user is 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 held 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 options available against Company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual Meeting &amp; voting during the Meeting.</li> </ul>
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> <li>Existing users who have opted for Easi/Easiest, they can login through their User ID and Password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <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; E-mail as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</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. Once login, you will be able to see e-Voting option. Once you 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 options available against Company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual Meeting &amp; voting during the Meeting.</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.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

**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 system at <https://www.evoting.nsdl.com/>**

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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) 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*****.
b) 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*****.
c) 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:
  - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
  - b) 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.
  - c) How to retrieve your 'initial password'?
    - If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) 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).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) 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 and join AGM on NSDL e-Voting system.**

### **How to cast your vote electronically and join AGM on NSDL e-Voting system?**

1. 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 and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the AGM. For joining virtual Meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 mentioned for Remote e-Voting.

### **GENERAL GUIDELINES FOR MEMBERS**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, through e-mail to the Scrutinizer to [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Vikram Jha, Manager, NSDL or Ms. Pallavi Mhatre, Manager, NSDL at the designated e-mail ID [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / [pallavid@nsdl.co.in](mailto: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 e-mail ID: [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) or call on +91-33-2248-2248, who will address the queries/grievances connected with the voting by electronic means.

### **OTHER INFORMATION FOR MEMBERS**

1. 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 21, 2021. 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.
2. 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.
3. 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.
4. 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](http://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. Suvamoy Saha								
Age	62 Years								
Qualifications	B.Com (Hons.), FCA								
Expertise	Mr. Saha has over 36 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	04.05.2020								
Number of Board Meetings attended	6 out of 6								
Relationship with other Directors/ KMP of the Company	None								
Other Directorships, Membership/ Chairmanship of Committees of other Boards of Indian Companies	<table><tr><td><b><u>Directorship</u></b></td><td colspan="2"><b><u>Committee Membership if any with position</u></b></td></tr><tr><td>Listed/Unlisted Companies</td><td>None</td><td>None</td></tr></table>			<b><u>Directorship</u></b>	<b><u>Committee Membership if any with position</u></b>		Listed/Unlisted Companies	None	None
<b><u>Directorship</u></b>	<b><u>Committee Membership if any with position</u></b>								
Listed/Unlisted Companies	None	None							
Shareholding in the Company (incl. as beneficial owner)	Nil								

Name	Mr. Sourav Bhagat								
Age	39 Years								
Qualifications	Bachelor of Arts, LLB								
Expertise	Mr. Bhagat has wide experience in legal services including Corporate & Commercial, Banking & Finance, Real Estate, Infrastructure, Succession & Trusts, Mergers and Acquisition, Projects & Project Finance and Private Equity & Venture Capital.								
Date of first appointment on the Board	28.01.2021								
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	<table><tr><td><b><u>Directorship</u></b></td><td colspan="2"><b><u>Committee Membership if any with position</u></b></td></tr><tr><td>Listed/Unlisted Companies</td><td>None</td><td>None</td></tr></table>			<b><u>Directorship</u></b>	<b><u>Committee Membership if any with position</u></b>		Listed/Unlisted Companies	None	None
<b><u>Directorship</u></b>	<b><u>Committee Membership if any with position</u></b>								
Listed/Unlisted Companies	None	None							
Shareholding in the Company (incl. as beneficial owner)	Nil								

Name	Mr. Sunil Sikka										
Age	65 Years										
Qualifications	Graduate in electrical engineering, post graduate in management from FMS, Delhi University.										
Expertise	Mr. Sikka served Havells and Bajaj Electricals for over 35 years, responsible for corporate relations, sales & marketing, technology ties ups and mergers & acquisitions in consumer electrical and lighting.										
Date of first appointment on the Board	21.04.2021										
Number of Board Meetings attended	Not Applicable for FY 2020-21										
Relationship with other Directors/KMP of the Company	None										
Other Directorships, Membership/ Chairmanship of Committees of other Boards of Indian Companies	<table><tr><td><b><u>Directorship</u></b></td><td colspan="2"><b><u>Committee Membership if any with position</u></b></td></tr><tr><td>Listed Companies</td><td>Surya Roshni Ltd.</td><td rowspan="2">Member - Audit Committee</td></tr><tr><td>Unlisted Companies</td><td>Sudhir Power Ltd.</td></tr></table>			<b><u>Directorship</u></b>	<b><u>Committee Membership if any with position</u></b>		Listed Companies	Surya Roshni Ltd.	Member - Audit Committee	Unlisted Companies	Sudhir Power Ltd.
<b><u>Directorship</u></b>	<b><u>Committee Membership if any with position</u></b>										
Listed Companies	Surya Roshni Ltd.	Member - Audit Committee									
Unlisted Companies	Sudhir Power Ltd.										
Shareholding in the Company (incl. as beneficial owner)	Nil										



Name	Mr. Utsav Parekh		
Age	64 Years		
Qualifications	B.Com. (Hons.)		
Expertise	Mr. Parekh has over 30 years of experience in the Stock Market, Merchant Banking and Financial Services.		
Date of first appointment on the Board	28.01.2021		
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	<b><u>Directorship</u></b>		<b><u>Committee Membership if any with position</u></b>
	Listed Companies	Texmaco Infrastructure & Holdings Ltd.	Chairman - Stakeholders Relationship Committee
		Texmaco Rail & Engineering Ltd.	Member - Audit Committee
		Smifs Capital Markets Ltd.	Member - Audit Committee
		Xpro India Ltd.	Member - Audit Committee Chairman - Stakeholders Relationship Committee
		Spencer's Retail Ltd.	Chairman - Audit Committee Member - Stakeholders Relationship Committee
	Unlisted Companies	Lend Lease Company (India) Ltd.	
		Smifs Capital Services Ltd.	
		Indian Chamber of Commerce Calcutta	
		Bengal Aerotropolis Project Ltd.	
		Nexome Real Estates Pvt. Ltd.	
		ATK Mohan Bagan Pvt. Ltd.	
Shareholding in the Company (incl. as beneficial owner)	Nil		

Name	Mr. Girish Mehta		
Age	64 Years		
Qualifications	B.Com (Hons)		
Expertise	Mr. Mehta has over 30 years experience in the Stock Market, Financial Services and Consultancy, Investments and Real Estate.		
Date of first appointment on the Board	21.04.2021		
Number of Board Meetings attended	Not Applicable for FY 2020-21		
Relationship with other Directors/ KMP of the Company	None		
Other Directorships, Membership/ Chairmanship of Committees of other Boards of Indian Companies	<b><u>Directorship</u></b>		<b><u>Committee Membership if any with position</u></b>
	Listed Companies	None	None
	Unlisted Companies	Accord Capital Markets Pvt. Ltd.	
Shareholding in the Company (incl. as beneficial owner)	Nil		

Details of Remuneration paid to the Directors in FY 2020-21 are given in the Corporate Governance Report which forms a part of the Annual Report of the Company.

## **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. Sourav Bhagat as Additional Director of the Company in the capacity of Independent Director, with effect from January 28, 2021, 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 intention to propose Mr. Sourav Bhagat as a candidate for the office of Independent Director of the Company. The Company has also received from Mr. S. Bhagat, 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. S. Bhagat 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 January 28, 2021.

In the opinion of the Board, Mr. S. Bhagat, 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. S. Bhagat'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 for appointment of Mr. S. Bhagat as Independent Director setting out the terms and conditions would be available for inspection by the Members on the Company's website.

Except Mr. S. Bhagat, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 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. Utsav Parekh as Additional Director of the Company in the capacity of Non-Executive Director, with effect from January 28, 2021, 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 intention to propose Mr. Utsav Parekh as a candidate for the office of Non-Executive Director of the Company. The Company has also received from Mr. U. Parekh, a consent in writing to act as Director.

In terms of Section 152 and any other applicable provisions of the Act, Mr. U. Parekh being eligible and offering himself for appointment, is proposed to be appointed as Non-Executive Director of the Company, liable to retire by rotation, effective January 28, 2021. The Board considers that Mr. U. Parekh'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. U. Parekh, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 4.

### **Item No. 5**

The Board of Directors of the Company (the Board), on the recommendation of the Nomination & Remuneration Committee of the Board, resolved to appoint Mr. Sunil Sikka as Additional Director of the Company in the capacity of Independent Director, with effect from April 21, 2021, 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 intention to propose Mr. Sunil Sikka as a candidate for the office of Independent Director of the Company. The Company has also received from Mr. S. Sikka, 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).