

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

Notice is hereby given that the 90th (Ninetieth) Annual General Meeting of the Members of Eveready Industries India Limited will be held on **Tuesday, August 05, 2025 at 4:30 PM**, Indian Standard Time (IST), through Video Conferencing (VC)/Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the audited financial statements (both standalone and consolidated) of the Company for the financial year ended March 31, 2025 along with Auditors' Reports and the Report of the Directors' thereon and in this regard to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Company's audited annual financial statements (both standalone and consolidated basis) for the financial year ended 31st March 2025 together with the Auditors' Reports and Report of the Board of Directors thereon, as circulated to the members, be and are hereby approved and adopted."

- To declare dividend of ₹ 1.50/- (30%) per fully paid up equity share of face value of ₹ 5/- each, for the financial year ended March 31, 2025 and in this regard to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT a dividend of ₹ 1.50/- (30%) per fully paid up equity share of face value of ₹ 5/- each, for the financial year ended March 31, 2025, be and is hereby declared and be paid to the eligible Members whose names appear in the Register of Members/Register of Beneficial Owners on July 29, 2025, after necessary deduction of tax at source at the prescribed rates."

- To appoint a Director in place of Mr. Arjun Lamba (DIN: 00124804), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Arjun Lamba (DIN: 00124804) who retires by rotation at this Meeting in accordance with Section 152 of the Companies Act, 2013 and Article 73 of the Articles of Association of the Company be and is hereby re-appointed as a Director of the Company."

- To appoint a Director in place of Dr. Anand Chand Burman (DIN: 00056216), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and the rules related thereto read with Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory

modification(s)/amendment(s)/re-enactment(s) thereto], Dr. Anand Chand Burman (DIN: 00056216) who retires by rotation at this meeting and who will attain the age of 75 (seventy five) years in the year 2027 and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company (Non-Executive, Non-Independent), liable to retire by rotation."

SPECIAL BUSINESS

- To consider and pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to applicable provisions, if any, of the Companies Act 2013, and Rules made thereunder, Regulation 17(6)(ca) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s)/ amendment(s)/ re-enactment(s) thereto], for the time being in force annual approval of the members, be and is hereby accorded to the payment of remuneration to Mr. Arjun Lamba (DIN: 00124804), Non-Executive Director of the Company, exceeding fifty percent of the total annual remuneration payable to all the Non-Executive Directors of the Company, for the financial year ending March 31, 2026, in continuation of the consent of the members, accorded at the 88th Annual General Meeting of the Company, held on August 2, 2023 as set out at the explanatory statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

- To consider and 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 Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company hereby ratifies the remuneration of ₹ 3.85 Lakhs plus applicable taxes and reimbursement of out-of-pocket expenses at actuals payable to M/s Mani & Co., Cost Accountants (Firm Registration Number - 000004), who, based on the recommendation of the Audit Committee, have been appointed by the Board of Directors of the Company ('Board'), as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

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

“RESOLVED THAT pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s)/amendment(s)/re-enactment(s) thereto] and based on the recommendation of the Audit Committee, M/s MKB & Associates, Company Secretaries (ICSI Firm Registration No:P2010WB042700), be and are hereby appointed as the Secretarial Auditors of the Company, for a period of five consecutive financial years, commencing from financial year 2025-2026 till financial year 2029-2030, at such remuneration plus applicable taxes and reimbursement

of out-of-pocket expenses at actuals as may be decided by the Board of Directors of the Company on recommendation of the Audit Committee in consultation with the Secretarial Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

By Order of the Board

Shampa Ghosh Ray

Company Secretary

(Membership No.: ACS 16737)

Kolkata

May 9, 2025

NOTES:

The Ministry of Corporate Affairs (MCA) vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024, [collectively referred to as (“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. In accordance with the MCA Circulars and the Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/ HO/CFD/ CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India (collectively referred to as “SEBI Circulars”), the Notice of the AGM along with the Annual Report for FY 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participants (“DPs”). Additionally, in accordance with Regulation 36(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the Company is also sending a letter to shareholders whose e-mail addresses are not registered with Company/Registrar and Transfer Agent (‘RTA’), M/s. Maheshwari Datamatics Private Limited /DP providing the weblink of Company’s website from where the Annual Report for FY 2024-25 can be accessed.

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 (the Act), Listing Regulations, Secretarial Standards-2 on General Meetings and MCA Circulars, the 90th AGM of the Company will be convened through VC/OAVM and Members can attend and participate in this AGM through VC/OAVM only, as arranged by the Company with the National Securities Depository Ltd. (NSDL). The venue of the AGM shall be deemed to be the registered office of the Company situated at 2 Rainey Park, Kolkata – 700 019.

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, 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.

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, The National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited at www.bseindia.com, www.nseindia.com and www.cse-india.com, respectively and the AGM Notice is also available on the website of NSDL i.e., www.evoting.nsdl.com.

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 www.mdpl.in or with the Depositories, as the case may be, for receiving all communication, including Annual Report, Notices and Documents through E-mail.

The Explanatory Statement pursuant to Section 102 of the Act, Secretarial Standards-2 on General Meetings(SS-2) and Regulation 17(11) of the Listing Regulations, 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. Further, the details relating to the Directors proposed to be appointed/ re-appointed, as required to be provided in terms of the Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India, as amended, is also enclosed as Annexure - A.

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 the 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>.

The Register of Members of the Company will remain closed from **Wednesday, July 30, 2025 to Tuesday, August 05, 2025 (both days inclusive)** for the purpose of the AGM.

The Company has fixed **Tuesday, July 29, 2025** as the '**Record Date**' for determining entitlement of Members to the dividend for the financial year ended March 31, 2025, if approved by the Members at the AGM.

The dividend of ₹ 1.50/- (30%) per fully paid up equity share of face value of ₹ 5/- each, if declared at the AGM, will be paid subject to deduction of tax at source ('TDS') and will be paid on or after August 9, 2025.

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. In order to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members holding shares in physical form are requested to get their shares dematerialized, since as mandated by SEBI, requests for transfer/transmission/transposition of shares shall be processed in dematerialised form.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD _ RTAMB/P/CIR/2021/655 dated 3rd November, 2021 as amended, has mandated registration of PAN, KYC details (viz., i. Contact Details, ii. Mobile Number, iii. Bank Account Details, iv. Signature) and Choice of Nomination, by holders of physical securities. Further, Members who hold shares in physical form and whose folios are not updated with any of the above details, shall be eligible to get dividend only in electronic mode with effect from 1st April, 2024. Accordingly, payment of final dividend, subject to approval by the Members in the AGM, shall be paid to physical holders only after the above details are updated in their folios. Members may refer to FAQs issued by SEBI in this regard available on their website at https://www.sebi.gov.in/sebi_data/faqfiles/sep-2024/1727418250017.pdf (FAQ Nos. 38 & 39).

To receive the dividend on time, directly in their bank accounts through electronic mode only, Members holding shares in physical form and who have not updated their details as above, are requested to update their PAN and other requirements inclusive of the bank details, as abovementioned, with the Company's RTA, M/s. Maheshwari Datamatics Pvt. Ltd., 23 R.N. Mukherjee Road, 5th Floor, Kolkata-700 001 and send them the duly completed ISR 1, ISR 2, ISR3 and SH13 at RTA's office or at mdpldc@yahoo.com or upload the documents at <https://mdpl.in> with signature of the holders attested by your banker along with a cancelled cheque leaf with your name, account no. and IFSC Code printed thereon. In case your name is not printed on the cheque leaf, you are requested to send additionally, bank attested copy of your pass book / bank statement showing your name, account no and IFSC Code.

In terms of the Income Tax Act, 1961 (the IT Act), as amended vide the Finance Act, 2020, effective from April 1, 2020, dividend income is taxable in the hands of shareholders. Accordingly, in the event you remain as a shareholder on the Record Date and the dividend receivable by you exceeds the prescribed amount, the Company would be required to deduct tax at source at the prescribed rates, in terms of the IT Act.

Members who will be exempted from tax or taxed at prescribed rate, are requested to forward the forms and documents i.e., PAN/15G/15H/10F/Self Declaration Form and other annexures and relevant prescribed documents to

the Company's RTA at their address mentioned above or at mdpldc@yahoo.com or click on the link at <https://mdpl.in> or taxondividend@eveready.co.in latest by **July 25, 2025** to enable the Company to determine the appropriate TDS/withholding tax rate applicable.

Members are requested to refer to the communication available at the website of the Company at <https://www.evereadyindia.com/investors/shareholder-information/investor-communication/> and the letters as well as emails sent to the shareholders in this regard on June 9, 2025.

Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividends as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective DPs. Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.

Members are requested to note that dividends, if not encashed for a period of 7 consecutive years from the date of transfer to the Unpaid Dividend Account of the Company are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends for 7 consecutive years are also liable to be transferred to the Demat account of the IEPF Authority. In view of this, Members are requested to encash their unclaimed dividends, if any 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 dividend for the following years are as follows:

Dividend for the financial year ended	Date of Declaration of Dividend	Last date for claiming unclaimed Dividend
March 31, 2018	August 6, 2018	September 6, 2025
March 31, 2024	August 3, 2024	September 3, 2031

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 August 3, 2024 (date of last AGM) on the website of the Company, www.evereadyindia.com and also on the website of the Ministry of Corporate Affairs at 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. Before filing of Claim(s) with the authority such Members/ claimants are advised to approach the Company for issue of entitlement letter along with all the requisite documents. In terms of the Listing Regulations, till such claim is made, voting rights on such shares shall remain frozen.

Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal: SEBI Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023 (updated on December 20, 2023) has specified that a shareholder shall first take up his/her/their grievance directly with the Company and if the grievance is not redressed satisfactorily, the shareholder may escalate the same through SEBI SCORES Portal in accordance with the process laid out therein. If the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. A common "Online Dispute Resolution Portal" ("ODR Portal"), called the SMART ODR has been established for this purpose. The link to access the portal is <https://smartodr.in/login>. Relevant details with respect to ODR portal and SEBI Circulars are available on the website of the Company at <https://www.evereadyindia.com/>.

Shareholders are informed that in terms of the provisions of the Listing Regulations, the Company is required to intimate the Stock Exchanges the details of the agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements. Accordingly, it is hereby advised to the shareholders to inform the Company about any such agreement to which the Company is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements. The Company will inform the details of such agreements to the Stock Exchanges on it becoming aware of it within the prescribed timelines. [Explanation: For the purpose of this paragraph, the term 'directly or indirectly' includes agreements creating an obligation on the parties to such agreements to ensure that the listed entity shall or shall not act in a particular manner.]

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. 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.
2. 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.
3. 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.
4. 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, email id, mobile number by sending e-mail to investorrelation@eveready.co.in from their registered e-mail address on or before **Thursday, July 31, 2025 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 July 29, 2025 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.
7. 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 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 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA at 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 evoting@nsdl.com or call at 022 - 4886 7000.
8. 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.
9. 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, July 29, 2025, 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 Listing Regulations, 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, August 02, 2025 at 10:00 A.M. (IST)** and ends on **Monday, August 04, 2025 at 5:00 P.M (IST)**. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the **record date (cut-off date) i.e. July 29, 2025**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

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 email 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.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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 re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 the 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 vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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/>

- 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.
- 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, 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.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 use 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'?
 - (i) 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'.
 - (ii) 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:
 - 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.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on 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.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.
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 General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join 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.

GENERAL GUIDELINES 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 aklabhcs@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 on: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com / evoting@nsdl.com and/or Mr. Ravi Kumar Bahl, Compliance Officer, Maheshwari Datamatics Pvt. Ltd. at the designated e-mail ID: mdpldc@yahoo.com or call on +91-33-2248 2248, who will address the queries/grievances connected with the voting by electronic means.

STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM

How to cast your vote electronically and join General Meeting 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL 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 (16 digit DPID + CLID or 16 digit 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) above i.e. Login method for e-Voting and joining virtual meeting 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.

THE 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.

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. 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, Practicing 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, 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 working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor 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 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 additionally be displayed on the Notice Board of the Company at its Registered Office.

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

Item No. 4

Dr. Anand Chand Burman [DIN: 00056216] aged 73 (seventy-three) years, is a Non-Executive and Non-Independent Director of the Company liable to retire by rotation. He is also the Non-Executive Chairman of the Board of Directors. Dr. Burman will attain 75 (seventy-five) years in the year 2027. As per Regulation 17(1A) of the Listing Regulations with effect from 1st April, 2019, no listed company shall appoint a person or continue the directorship of any person as a Non - Executive Director who has attained the age of seventy-five years, unless a Special Resolution is passed to that effect, and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment. Provided that the listed entity shall ensure compliance with this sub-regulation at the time of appointment or re-appointment or any time prior to the non-executive director attaining the age of seventy- five years.

Dr. Anand C. Burman is the Chairman Emeritus of Dabur India Ltd, one of India's leading consumer goods companies with presence in over 100 countries across the globe. Dr. Burman has vast experience in the field of FMCG (Fast Moving Consumer Goods), Batteries, Pharmaceuticals, Non-Banking Financial Companies (NBFC), Laboratories, Hoze Industries and he has played a very important role in these industries. His detailed profile is given elsewhere in this Notice.

The Board of the Company is of the opinion that Dr Burman has played a pivotal role on the Board, consistently offering valuable insights that have significantly advanced the Company's objectives and his continuation as a Director will be in the interest of the Company notwithstanding Dr. Burman attaining the age of 75 (seventy-five) years. Hence the Board recommends the resolution set out in item No.4 as Special Resolution.

Dr. Burman is liable to retire by rotation at this AGM and it is proposed to re-appoint him as a Director of the Company subject to requisite consent received from shareholders. Regulation 17(1A) of the Listing Regulations will be applicable and a Special Resolution is required to be passed. Hence, the approval of the members is sought by way of a Special Resolution.

Dr. Burman is not debarred from holding office of a Director by virtue of any SEBI Order or Order of any other such authority.

The Resolution set out in Item No. 4 is accordingly proposed to be passed by way of a Special Resolution. The Board recommends the same for approval of the Members.

Except Dr. Burman and his relatives, none of the Directors or Key Managerial Personnel of the Company or any of their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4.

Item No. 5

At the 88th Annual General Meeting of the Company held on August 2, 2023, the Members of the Company had, by way of a Special Resolution, approved payment of remuneration of ₹ 2,10,00,000 per annum payable @ ₹ 17,50,000 per month to Mr. Arjun Lamba, Non-Executive Director [DIN: 00124804] for a period of three (3) years effective the date of the Annual General Meeting of the Company, i.e. August 2, 2023, notwithstanding the limits/slabs specified

under Section 197 read with Schedule V of the Companies Act, 2013 (the Act), in addition to the fees payable to Mr. Lamba for attending the Meetings of the Board or Committee thereof or for any purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings. Thereafter, at the 89th Annual General Meeting of the Company held on August 3, 2024, in terms of Regulation 17 of Listing Regulations, the Members of the Company had, by way of a Special Resolution, approved payment of remuneration of ₹ 2,10,00,000 per annum payable @ ₹ 17,50,000 per month to Mr. Arjun Lamba, Non-Executive Director, for the financial year ending 31st March 2025.

In terms of Regulation 17(6)(ca) of the Listing Regulations, approval of shareholders by way of a Special Resolution is to be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors.

Considering the significant responsibilities borne resulting in the contributions made by Mr. Arjun Lamba in guiding the Company's governance, strategy, ESG oversight, risk management and significant time devoted and valuable guidance provided, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee have approved the said payment of remuneration to Mr. Lamba for the financial year ending 31st March 2026. Approval of shareholders by way of a special resolution for the payment of afore-mentioned remuneration is sought for the financial year ending 31st March 2026.

The Resolution set out in Item No. 5 is accordingly proposed to be passed by way of a Special Resolution. The Board recommends the same for approval of the Members.

Except Mr. Arjun Lamba, and his relatives, none of the Directors or Key Managerial Personnel of the Company or any of their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No 5.

Item No. 6

The Board of Directors, on the recommendation of the Audit Committee has approved the appointment of M/s. Mani & Company, 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 2025-26 at a remuneration of ₹ 3,85,000/- 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 (as amended), 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 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, financially or otherwise, in the Resolution set out at Item No. 6.

Item No. 7

In terms of Regulation 24A of the Listing Regulations and other applicable provisions of the Companies Act, 2013, as amended, the Company is required to appoint Secretarial Auditors for a period of 5 years commencing from Financial Year 2025-26, to conduct Secretarial Audit of the Company.

The Audit Committee evaluated multiple factors to assess the suitability of Practising Company Secretary firms for conducting the Company's secretarial audit. These factors included the firm's background, handling secretarial audits of listed companies, the audit team's expertise, their ability to grasp the Company's business, and their capacity to identify applicable laws, regulations, and orders. During this process, the Committee also reviewed the eligibility of M/s MKB & Associates, who have served as the Company's Secretarial Auditors since 2014. MKB & Associates, Practising Company Secretaries, is one of the reputed and leading firms of Company Secretaries based out of Kolkata led by CS Manoj Kumar Banthia, Company Secretary and a Senior Partner of the firm. Mr. Banthia is a member of the Institute of Company Secretaries of India having more than three decades of extensive experience in company law, SEBI matters, capital markets, corporate restructuring, business planning and other gamut of corporate affairs.

After evaluating the background, expertise and past performance of M/s MKB & Associates as the Secretarial Auditors of the Company, the Board of Directors of the Company, on the recommendation of the Audit Committee, subject to approval of shareholders appointed M/s MKB & Associates, Company Secretaries [ICSI Firm Registration No: P2010WB042700] as the Secretarial Auditors of the Company for a period of five consecutive financial years commencing from Financial Year 2025-26 to Financial Year 2029-30. M/s MKB & Associates has consented to the proposed appointment and confirmed their eligibility under the applicable laws. The details as per Listing Regulations is provided below:

- a) Proposed Fees: Fees of ₹ 1,25,000 (Rupees one lakh twenty five thousand only), plus applicable taxes and reimbursement of out-of-pocket expenses on actuals, in connection with the secretarial audit for Financial Year 2025-26 and for subsequent years of the term, such fee as determined by the Board, on recommendation of the Audit Committee in consultation with the secretarial auditors.
- b) Basis of recommendation: The recommendations are based on the fulfillment of the eligibility criteria and qualifications prescribed under the relevant Act, applicable Rules, and Listing Regulations. In making the recommendation, the Audit Committee and Board of Directors have also taken into account background of the firm, their experience and past associations in handling secretarial audits of listed companies; competence of the audit team in conducting secretarial audit; ability of the firm to understand the business of the Company and identify compliance of laws, orders and regulations applicable to the Company.
- c) Credentials: M/s MKB & Associates, Company Secretaries is a distinguished firm of Practising Company Secretaries, peer reviewed by the Institute of Company Secretaries of India (ICSI). The firm is led by Mr. Manoj Kumar Banthia (ACS 11470; COP No.:7596), a seasoned professional with over three decades of extensive experience in Company law, SEBI matters, capital markets, corporate restructuring, business planning and other gamut of corporate affairs.

The Resolution set out in Item No. 7 is accordingly proposed to be passed by way of an Ordinary Resolution. The Board recommends the same for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or any of their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7.

Annexure A

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

Name	Mr. Arjun Lamba		
Directors Identification Number (DIN)	00124804		
Age	45 Yrs.		
Qualifications	BBA from Ecole Les Roches, Switzerland.		
Profile of Director / Brief Resume of the Director (including nature of his expertise)	Mr. Arjun Lamba has completed his BBA from Ecole Les Roches, Switzerland and has been involved in the equities markets for over 20 years. He is the founder director of Guardian Advisors Private Limited which is a SEBI registered Portfolio Management Company being in operation for over 20years. Mr. Lamba is a seasoned investor who has been part of many mergers & acquisitions and brings deep financial insight and acumen in the field of corporate finance with him.		
Skills and capabilities required	The Nomination & Remuneration Committee (NRC) of the Board of Directors had identified amongst others, knowledge of the industry, financial insight and acumen in the field of corporate finance.		
Date of first appointment on the Board	July 12, 2022		
Disclosure of Relationship inter se between Directors, Manager and other Key Managerial Personnel (as per Companies Act, 2013)	Mr. Lamba is not related to any of the Directors or Key Managerial Personnel of the Company or any of their relatives.		
Number of Board Meetings attended in the financial year 2024-25	4 out of 4		
Remuneration last drawn (financial year 2024-2025)	Mr. Lamba was paid ₹ 4 Lakh as sitting fees for attending Board Meetings and commission of ₹2.10 Crore during the Financial Year 2024-25 as approved by the shareholders.		
Remuneration to be paid	Mr. Lamba 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 maybe approved by the shareholders of the Company.		
Other Directorships, Membership/ Chairmanship of Committees of other Boards of Indian Companies* <i>*(basis declaration received from the Director)</i>	Directorship		Committee Membership if any with position
	Listed Companies	None	None
	Unlisted Companies	1. Casa Tres India Pvt. Ltd. 2. Guardian Advisors Pvt. Ltd. 3. Religare Broking Limited 4. Religare Digital Solutions Limited 5. Care Health Insurance Limited	
Listed entities from which the person has resigned in the past three years	None		
Number of shares held in the Company as on 9 th May 2025 (Including shareholding as beneficial owner)	Nil		

Name	Dr. Anand C. Burman
Directors Identification Number (DIN)	00056216
Age	73 years
Qualifications	B.Sc. in Chemistry from the University of Wisconsin and M.Sc. in Chemistry from the University of Kansas. Doctorate was in the area of Pharmaceutical Chemistry from the University of Kansas.
Profile of Director / Brief Resume of the Director (including nature of his expertise)	Dr. Anand C. Burman is the Chairman Emeritus of Dabur India Ltd, one of India's leading consumer goods companies with presence in over 100 countries across the globe. Dr. Burman is a trained pharmacist and is widely recognized for his interests in Research & Development that has helped him earn over 40 patents against his name. He stepped down as the Chairman of Dabur India Ltd in 2019. Dr Burman has interests in the areas of R&D in pharmaceutical sciences as well as biotechnology and technology issues. His education was both multidisciplinary and international. He completed his high school education from St. Paul's School in Darjeeling, India and followed it with a B.Sc. in Chemistry from the University of Wisconsin and M.Sc. in Chemistry from the University of Kansas. His Doctorate was in Pharmaceutical Chemistry from the University of Kansas in 1980. Dr Burman is a member of the fifth generation of Dabur group's founder family and took charge as Chairman in 2007 after holding the post of vice-chairman and having been being associated with the company in various other roles. His interests in R&D closely align with Dabur's focus on developing products that offer holistic wellness, and spearheaded Dabur's transformation from an Ayurvedic medicines maker to becoming India's 4 th largest FMCG (Fast Moving Consumer Goods) player. He also serves as director on the boards of Puran Associates Private Limited, Milky Investment and Trading Company, Super Hoze Industries Private Limited, Dabur Research Foundation, Dabur (UK) Limited, H&B Stores Limited, among others. Dr Burman has vast experience in the field of FMCG (Fast Moving Consumer Goods), Batteries, Pharmaceuticals, Non-Banking Financial Companies (NBFC), Laboratories, Hoze Industries and he has played a very important role in these industries. He is a member of the Advisory Board of the Institute for Advancing Medical Innovation under the University of Kansas, USA. He is the recipient of numerous awards and honours, including the Ernst & Young Entrepreneur of The Year award in 2011. He is presently the Chairman of Eveready Industries India Limited.
Skills and capabilities required	The Nomination and Remuneration Committee (NRC) of the Board of Directors identified several key skills and capabilities as essential for the role, including industry knowledge, leadership, and expertise in management, strategy, research and development, finance, and communication. Dr. Burman's educational background, professional experience, skill set, and personal attributes align well with the criteria and competencies outlined by the NRC.
Disclosure of Relationship inter se between Directors, Manager and other Key Managerial Personnel (as per Companies Act, 2013)	Dr. Burman is not related to any of the Directors or Key Managerial Personnel of the Company or any of their relatives.
Date of first appointment on the Board	July 12, 2022
Number of Board Meetings attended in the financial year 2024-2025	3 out of 4
Remuneration last drawn (financial year 2024-2025)	Dr. Burman has been paid ₹ 3 Lakh as sitting fees for attending Board Meetings during financial year 2024-25.
Remuneration to be paid	Dr. 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 maybe approved by the shareholders of the Company.

Name	Dr. Anand C. Burman	
Other Directorships, Membership/ Chairmanship of Committees of other Boards of Indian Companies* <i>*(basis declaration received from the Director)</i>	Directorship	Committee Membership if any with position
	Listed Companies	NIL
	Unlisted Companies	1. Dabur Research Foundation 2. Puran Associates Private Limited 3. Milky Investment and Trading Company 4. Moon Light Ranch Private Limited 5. Excellent (India) Private Limited 6. H & B Stores Limited 7. Windy Investments Private Limited 8. VIC Enterprises Private Limited 9. Dabur Securities Private Limited 10. Param Investments Private Limited 11. Welltime Investments Private Limited 12. Save & Prosper Limited 13. Healtha Wellness Private Limited 14. Milky Securities Private Limited 15. P.C. Burman Private Limited (under process of striking off)
Listed entities from which the person has resigned in the past three years	1. Dabur India Limited 2. Ester Industries Limited	
Number of shares held in the Company as on 9 th May 2025 (Including shareholding as beneficial owner)	Nil	

Kolkata
May 9, 2025

By Order of the Board

Shampa Ghosh Ray
 Company Secretary
 (Membership No.: ACS 16737)

Notes

[illegible]