



EVEREADY INDUSTRIES INDIA LIMITED

REMUNERATION POLICY

1. PREAMBLE

The “Remuneration Policy” provides a framework for remuneration paid to the members of the Board of Directors (“Board”), the Key Managerial Personnel (“KMP”) and the Senior Management Personnel (“SMP”) of Eveready Industries India Limited (“EIL”). The expression “Senior Management” means personnel of EIL who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads as may be decided by the Board from time to time.

2. OBJECTIVES

The Remuneration Policy is framed inter alia, with the following objectives :

- That the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate talents of the quality required to run EIL successfully, in the interest of long term sustainability and create competitive advantage.
- That the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- That the remuneration to Directors, KMP and SMP involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of EIL and its goals.
- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-executive) and persons who may be appointed in KMP and SMP positions and to evaluate the performance of Directors.
- To determine remuneration based on EIL’s size and financial position and trends and practices on remuneration prevailing in peer companies, in the industry.

3. PRINCIPLES OF REMUNERATION

- EIL strives to pay an equitable remuneration, capable of attracting and retaining high quality personnel in keeping with the ongoing need to attract and retain high quality people, and the influence of external remuneration pressures.
- Reference to external market norms maybe made using appropriate market sources, including relevant and comparative survey data, as determined to have meaning to EIL’s remuneration practices at that time.
- Remuneration and reward offerings shall be sufficiently flexible to meet both the needs of individuals and those of EIL whilst complying with relevant legislation(s).

4. SELECTION AND APPOINTMENT OF THE DIRECTORS

- The qualifications and appointments shall be governed as per the provisions of the Companies Act, 2013 (“the Act”) and Rules thereof and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time including requirements relating to independence, board diversity and fit and proper criterial, as applicable.
- Directors should possess high personal and professional ethics, integrity and values and should be able to devote sufficient time and energy as is prudent and necessary in carrying out their duties



and responsibilities effectively.

- The Nomination & Remuneration Committee of the Board, (“the Committee”) along with the Board, should consider appropriate skills, characteristics and experience, qualifications and experience required of the Board as a whole and its individual members with the objective of having a Board with diverse background and experience in business, government, academics, technology, finance and in areas that are relevant for EIL’s operations.
- The Committee is also to identify suitable candidates in the event of a vacancy being created on the Board on account of retirement, resignation or demise of an existing Board member. Based on the recommendations of the Committee, the Board to evaluate the candidate(s) and decide on the selection of the appropriate member.

5. SELECTION AND APPOINTMENT OF KEY MANAGERIAL PERSONNEL (KMP) AND SENIOR MANAGERIAL PERSONNEL (SMP)

- EIL may conduct a wide-ranging search for candidates for the positions of KMP and SMP within EIL and on the human resources market.
- The Committee to liaise with the relevant departments of EIL to study the requirement for management personnel, as may be required from time to time.
- The qualifications of the candidates shall be examined on the basis of the conditions for appointment of KMP and SMP.
- Before the selection of KMP or SMP, the recommendations of and relevant information on the relevant candidate(s) shall be submitted to the Board of Directors for their approval.

6. TERM/TENURE

The Term/Tenure of the Directors shall be governed as per the provisions of the Act and Listing Regulations, as amended from time to time.

7. REMUNERATION TO MANAGING DIRECTOR AND WHOLETIME DIRECTORS (EXECUTIVE DIRECTORS):

- The Executive Directors shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale, bonus, commission and quantum of perquisites including, housing, car, medicals, leave travel allowance, club fees, leave encashment, insurance, retiral benefits and other perquisites and allowances shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.
- Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders.
- If, in any financial year, EIL has no profits or its profits are inadequate, EIL shall pay remuneration to its Executive Directors in accordance with the provisions of the Act and SEBI Listing Regulations.
- Where remuneration exceeds the limits specified under the Act or SEBI Listing Regulations, the same shall be payable only with the approval of shareholders by way of a special resolution and subject to compliance with the conditions prescribed therein and such other approvals as may be required.

8. REMUNERATION TO NON- EXECUTIVE / INDEPENDENT DIRECTORS:

- Sitting fees for attending meetings of Board or Committee may be paid as fixed by the Board on the recommendation of the Committee within the amounts as may be prescribed by the Central Government from time to time.



- Commission may be paid within the monetary limit approved by shareholders, subject to the limits as per the applicable provisions of the Act.
- Where remuneration exceeds the limits specified under the Act or SEBI Listing Regulations, the same shall be payable only with the approval of shareholders by way of a special resolution and subject to compliance with the conditions prescribed therein and such other approvals as may be required.
- An Independent Director shall not be entitled to any stock option of EIL.

9. REMUNERATION TO KMP, SMP AND OTHER EMPLOYEES

- The KMP, SMP and other employees of EIL shall be paid monthly remuneration as per EIL's HR policies and / or as may be approved by the Committee. The break-up of the pay scale, bonus and quantum of perquisites including, housing, car, medicals, leave travel allowance, club fees, leave encashment, insurance, retiral benefits and other perquisites and allowances etc. shall be as per EIL's HR policies.
- In case any of the relevant regulations require that remuneration of KMPs or any other officer is to be specifically approved by the Committee and / or the Board of Directors then such approval will be accordingly procured.

10. STOCK OPTIONS

The Company may also grant stock options or share-based benefits/incentive plans to the Directors (other than Independent Directors & Promoter Directors), KMPs, SMPs and Other Employees in accordance with the Employee Stock Option Plans implemented by the Company from time to time and subject to the compliance of applicable statutes and regulations.

11. EVALUATION

The Committee shall carry out evaluation of every Director, at regular intervals, as may be required.

12. REMOVAL

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board removal of a Director, KMP or SMP subject to the provisions and compliance of the said Act, rules and regulations.

13. RETIREMENT

The Director, KMP and SMP shall retire as per the applicable provisions of the Act and the prevailing policy of EIL as applicable and prevalent. The Board will have the discretion to retain the Director, KMP, SMP in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of EIL, subject to applicable provisions.

14. AMENDMENT

The right to interpret /amend/modify this Policy vests in the Board of Directors of EIL.

Implementation date: 05.05.2014

Amendment 1: 01.07.2020

Amendment 2: 09.05.2023

Amendment 3: 05.02.2026