



EVEREADY INDUSTRIES INDIA LIMITED

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS

1. INTRODUCTION

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulations” or “Regulations”) seek to govern the conduct of Insiders, connected persons and ‘persons who are deemed to be connected on matters relating to Insider Trading.

The objective of the SEBI PIT Regulations is to prevent Insider Trading by prohibiting trading, communicating, counseling or procuring Unpublished Price Sensitive Information (UPSI). Insider Trading is an unethical practice resorted to by those in power and privy to certain Unpublished Price Sensitive Information relating to a Company to profit at the expense of the general investors who do not have access to such information.

Eveready Industries India Limited (hereinafter referred to as “EIIIL” or “Company” has formulated this Code of Conduct to Regulate, Monitor and Report Trading by Insiders (“Code”) in accordance with Regulation 9 read with Schedule B of SEBI PIT Regulations. (including any modification(s) / amendment(s) / re-enactment(s) thereof).

This Code shall apply to all Designated Persons, their immediate relatives and Insiders as defined in the Code from time to time.

2. DEFINITIONS

The following terms and phrases as used anywhere in this Code of Conduct shall be interpreted to convey the meaning ascribed to them hereunder:

“Act” means the Securities and Exchange Board of India Act, 1992.

“Board of Directors” means the Board of Directors of the Company – Eveready Industries India Limited.

“Compliance Officer” means the Company Secretary of the Company who shall report to the Board of Directors and shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the codes specified in SEBI PIT Regulations.

“Connected person” means –

a) any person who is or has been, during the six months prior to the concerned act,



associated with a company, in any capacity, directly or indirectly, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship, whether temporary or permanent, with the company, that allows such a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

b) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be Deemed to be connected persons unless the contrary is established:

- a) relative of connected persons specified in clause a) above; or
- b) a holding company or associate company or subsidiary company; or
- c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
- d) an investment company, trustee company, asset management company or an employee or director thereof; or
- e) an official of a stock exchange or of clearing house or corporation; or
- f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- g) a member of the board of directors or an employee, of a public financial institution as defined in Section 2 (72) of the Companies Act, 2013; or
- h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- i) a banker of the company; or
- j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his relative or banker of the company, has more than ten per cent. of the holding or interest; or
- k) a firm or its partner or its employee in which a connected person specified in sub-clause a) above is also a partner; or
- l) a person sharing household or residence with a connected person specified in sub-clause a) above.

“Contra Trade” means a trade or transaction which involves buying or selling any number of Securities of the Company and within 6 (six) months of trading or transacting in an opposite transaction involving such sell or buy following the prior transaction.

“Designated Person” means Persons identified on the basis of their role and function in the Company and the access that such role and function would provide to Unpublished Price Sensitive Information in addition to seniority and professional designation and includes the following

- every Director and Key Managerial Personnel of the Company and its subsidiaries;



- Specified Employees
- All Promoters and Members of the Promoter Group of the Company

"Generally available information" means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media

"Immediate Relative" means a spouse of a person and includes parent, sibling and child of such person or of the spouse, any of whom is either financially dependent on such person or consults such person in taking decisions relating to trading in securities.

"Insider" means

- designated Person(s) and their Immediate Relatives
- any person who is a Connected Person; or
- any Person in possession of or having access to UPSI.

"Key Managerial Personnel" shall have the meaning assigned to it under the Companies Act, 2013.

"Legitimate purpose" shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of SEBI PIT Regulations.

"Material financial relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person] but shall exclude relationships in which the payment is based on arm's length transactions

"Promoter and Promoter Group" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any modification(s) / amendment(s) / re-enactment(s) thereof)

"Relative" shall mean the following:

- i. spouse of the person;
- ii. parent of the person and parent of its spouse;
- iii. sibling of the person and sibling of its spouse;
- iv. child of the person and child of its spouse;
- v. spouse of the person listed at sub-clause (iii); and



vi. spouse of the person listed at sub-clause (iv)

“Securities” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of mutual fund.

‘Specified Employees’ shall be the following:

- All Employees in the grade of Assistant Vice President & above of the Company and such other employees of the employees so designated by the Compliance Officer on the basis of their functional role in the Company or ability to have access to UPSI;
- Employees up to two levels below that of the Chief Executive Officer / Managing Director of the Company and its Material Subsidiaries, if any, irrespective of their functional role in the Company or ability to have access to UPSI;
- All employees/Support Staff of the Finance, Accounts, Information Technology, Legal & Secretarial Departments, Assistants in the Offices Whole Time Director, KMPs, Finance Controller, who may have access to UPSI.
- Any other employee as may be designated by the Company from time to time on the basis of their role/function in the Company as well as seniority/professional designation on the basis of their ability to have access to UPSI.

"Trading" means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

“Trading Window” means a trading period for trading in Company’s securities as specified by the Company from time to time.

‘Unpublished Price Sensitive Information’ (UPS) means any Information relating to the Company or its securities, directly or indirectly, that is not generally available .which upon being generally available, is likely to materially affect the price of the securities of the Company and shall include information relating to the items mentioned in SEBI PIT Regulations from time to time.

All other words and phrases which have not been defined above shall have the same meaning as defined under the SEBI PIT Regulations, SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 or the Companies Act, 2013 and rules and regulations made thereunder and amended from time to time.



3. PRESERVATION OF UPSI AND PREVENTION OF ITS MISUSE

3.1 Confidentiality of information

Designated Persons shall maintain the confidentiality of all UPSI until publication thereof.

3.2 Chinese Wall

All departments of the Company having access to UPSI (“Inside Areas”) shall adopt and put in place suitable Chinese wall and other measures (which may include providing restricted access controls, passwords, firewalls, bio -metric access, etc.) to ensure that the confidential information in their possession does not get disseminated either directly, indirectly, covertly or overtly to other departments of the Company which do not have access to UPSI (“Outside Areas”).

3.3 Need to know Basis

UPSI is to be handled on a “need to know” basis, i.e., such Information should be disclosed only to those within the Company who need the Information to discharge their duty and not to be communication to any person in the Outside Areas. In exceptional circumstances, employees from the Outside Areas may be brought “over the wall” and given confidential information on a “need to know basis” under intimation to the Compliance Officer.

3.4 Limited Access

Files containing confidential Information shall be kept secure. Computer files must have adequate security of login and pass word etc.

Concerned heads of the relevant departments shall be responsible to ensure that adequate security measures are implemented at all places which handle/deal in such confidential/ UPSI either frequently or otherwise.

3.5 Leak of UPSI

In case a Designated Person or any other person notices any leak or suspected leak of UPSI, a complaint may be raised under the Whistle Blower Policy and the same shall be investigated under the Policy and Procedures for the same.

3.6 The Board has approved written Policy and Procedures for inquiry in case of leak or suspected leak of UPSI according to which appropriate inquiries on such leak or suspected leak shall be taken and all Designated Persons or other persons are expected to co-operate with the Company in connection with such inquiry as may be conducted.



4. RESTRICTION ON COMMUNICATION OR PROCUREMENT OF UPSI

- 4.1 The Insiders shall not communicate, provide or allow access any UPSI relating to the Company or securities listed or proposed to be listed to any person including other Insiders directly or indirectly except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

No Insider shall procure from or cause the communication by any Insider of UPSI, relating to the Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

The Board has approved a Policy for Determination of 'Legitimate purposes' as part of the Code of Fair Disclosures of UPSI to be followed in terms of the principles set out in Schedule B of the Regulations and the same is uploaded on the website of the Company.

Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an Insider for purpose of these Regulations and due notice shall be given by the Designated Person disclosing the UPSI to such persons to maintain confidentiality of such UPSI in compliance with SEBI PIT Regulations.

- 4.2 Notwithstanding anything contained in this Code or the SEBI PIT Regulations, UPSI may be communicated, provided, allowed access to or procured, in connection with transaction(s) that would

- (a) entail an obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("the Takeover Regulations") and any amendments thereto, where the Board of Directors of the Company is of the informed opinion that sharing of such information is in the best interest of the Company;
- (b) not attract the obligation to make an open offer under the Takeover Regulations but where the Board of Directors of the Company is of the informed opinion that sharing of such information is in the best interest of the Company and the information that constitute UPSI is disseminated to be made generally available at least 2 (two) trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

The above would require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties are to keep information so received confidential and shall not trade in securities of the Company when in possession of UPSI.



5. TRADING RESTRICTIONS

- 5.1 Save as provided in this Code, no Insider shall trade in the securities of the Company when in possession of UPSI.
- 5.2 Designated Person(s) and their Immediate Relatives shall not trade in securities of the Company either in their own name or in the name of their dependents when the “Trading Window” for Dealing in Securities of the Company is closed.
- 5.3 When a person who has traded in securities of the Company has been in possession of UPSI, his / her trades would be presumed to have been motivated by the knowledge and awareness of such information in his/her possession.

Provided that the Insider may prove his innocence by demonstrating the circumstances including the following: –

- (i) That the transaction is an off-market *inter-se* transfer between Insiders who were in possession of the same UPSI without being in breach of clause 4 of this Code and both parties had made a conscious and informed trade decision;

Provided that such UPSI was not obtained under clause 4.2 of this Code.

Provided further that such off-market trades shall be reported by the Insiders to the Company within 2 working days and the Company shall report the same to the Stock Exchanges within 2 trading days from receipt of such disclosure or from becoming aware of such information.

- (ii) That the transaction was carried out through the block deal window mechanism between persons who were in possession of the same UPSI without being in breach of clause 4 of this Code and both parties had made a conscious and informed trade decision;
Provided that such UPSI was not obtained by either person under clause 4 of this Code.
- (iii) That the transaction is pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
- (iv) That the transaction is pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations;
- (v) In the case of non-individual Insiders:
(a) That the individuals who were in possession of such UPSI were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to Trade;



and

- (b) That appropriate and adequate arrangements were in place to ensure that the SEBI Regulations are not violated and no UPSI was communicated by the individuals possessing the information to the individuals taking Trading decisions and there is no evidence of such arrangements having been breached;
- (vi) The Trades were pursuant to a trading plan as set out in this Code.

5.4 In the case of Connected Persons the onus of establishing that they were not in possession of UPSI shall be on such Connected Persons.

6. TRADING WINDOW

6.1 Valid Trading Window

All Designated Person(s) and their Immediate Relatives shall conduct their dealings in the securities of the Company, subject to compliance with the SEBI PIT Regulations only during "Valid Trading Window". "Valid Trading Window" is the period when the Trading Window is not closed.

6.2 Closure of Trading Window

Designated Person(s) and their Immediate Relatives shall not trade in securities of the Company either in their own name or in the name of their dependents when the "Trading Window" for Dealing in Securities of the Company is closed.

The Trading Window shall be closed when the Compliance Officer determines that a Designated Person or a class of Designated Persons can reasonably be expected to have possession of UPSI.

The Trading Window shall be mandatorily closed for Designated Persons and their Immediate Relative from the end of every quarter (i.e. applicable from the 1st Calendar Day subsequent to the last day of the quarter) till 48 hours after the declaration of financial results for the quarter.

Restrictions of trading during closure of Trading Window shall not be applicable where trades are carried out as per the approved Trading Plan framed and disseminated to the public in accordance with the SEBI PIT Regulations and such cases which have been specifically provided and subject to the fulfillment of the conditions (including pre-clearance, where applicable) under the SEBI PIT Regulations.

In case of Employee Stock Option plans (ESOPs) and share based benefits schemes implemented by the Company, grant of options / benefits shall be allowed during the



period when the trading window is closed. However, sale of shares allotted on exercise of options/benefits shall not be allowed when the trading window is closed.

Due notice shall be given to all the insiders who are having access to unpublished price sensitive information for legitimate purpose that such persons shall maintain confidentiality to such unpublished price sensitive information in compliance with the SEBI (PIT) Regulations. The Policy of Legitimate purpose has been framed by the Company and forms part of "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information".

The Trading Window may also be closed at other times when the Price Sensitive Information remains unpublished. For UPSI not emanating from within the Listed Company, trading window may not be closed.

The timing for re-opening of the Trading Window shall be determined by the Compliance Officer taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the Information becomes generally available.

The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

7. TRADING PLAN

An Insider shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his/her behalf in accordance with such plan. The intimation on formulation of the trading plan may be given to the Compliance Officer in the format specified in **Annexure I** hereto.

Such trading plan shall:-

- (a) not entail commencement of trading on behalf of the Insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;
- (b) not entail overlap of any period for which another trading plan is already in existence;
- (c) Such trading plan shall set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade, specific date or time period not exceeding five consecutive trading days and the price limit i.e. the upper price limit for buy trade and lower price limit for sale trade subject to the range as specified below:



- i. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
- ii. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

(d) not entail trading in securities for market abuse.

The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the Code and Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms and restrictions shall not be applicable for trades carried out in accordance with an approved trading plan.

The trading plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

Provided that the implementation of the trading plan shall not be commenced if any UPSI in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such UPSI becomes generally available information so as to avoid a violation of this Code or Regulations.

If the insider has set a price limit for a trade under clause c above, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

In case of non-implementation (full/partial) of trading plan due to either reasons enumerated above or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

- i. The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.
- ii. Upon receipt of information from the insider, the compliance officer, shall place such



- information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.
- iii. The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.
 - iv. In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code.

The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

8. PRE-CLEARANCE OF TRADES

All Designated Persons of the Company, intending to trade in the securities of the Company during valid trading window exceeding the threshold limit of value of ₹10,00,000 (Rupees Ten Lakh) whether in a single or multiple transaction during a calendar quarter will have to make an application to the Compliance Officer along with an Undertaking (that such person as on the date of making the application for pre – clearance is not in possession of Unpublished Price Sensitive Information) in the format provided in **Annexure II** to this Code for obtaining pre-clearance.

The intimation of approval or rejection of preclearance shall be given in the format prescribe in **Annexure III**. However, pre- clearance of trades shall not be required for a trade executed as per an approved trading plan.

Only after receiving the clearance should the transaction be carried out. The execution of the order in respect of the security of the Company will have to be completed within seven (7) trading days of approval for pre – clearance failing which pre-clearance shall again be required to be obtained. Intimation in this regard shall be made in **Annexure IV** to the Company within 2 working days of the execution of the trade.

In case of Employee Stock Option plans (ESOPs)/ share based benefits implemented by the Company, no pre-clearance shall be required for exercise of stock options. However, pre-clearance for sale of shares allotted on exercise of options/benefits shall be required.

9. MINIMUM PERIOD FOR HOLDING OF SECURITIES

A Designated Person who is permitted to trade in the securities of the Company shall not execute a contra trade within a period of six (6) months following the prior transaction. Relaxation may be given from strict application of such restriction for reasons to be



recorded in writing provided that such relaxation does not violate these Regulations. In the event, any such contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

Provided that this shall not be applicable for trades pursuant to exercise of stock options.

In case the contra trade is necessitated by emergency, the Compliance Officer may waive the holding period after recording in writing reasons in this regard provided such waiver does not amount to violation of the SEBI Regulations or this Code. Similarly, in the case of emergency of Trade by a Compliance Officer, the Compliance Officer may obtain the waiver from any of the Whole Time Director of the Company, provided that such waiver does not violate this Code or the SEBI Regulations. The application for waiver shall be made in the format specified in **Annexure V** hereto.

10. DISCLOSURES BY CERTAIN PERSONS

Initial Disclosures:

Every person on appointment as Director or Key Managerial Personnel of the Company or upon becoming a Promoter or member of the Promoter Group shall disclose his holding of securities of the Company as on the date of appointment or becoming a Promoter, to the Company within 7 (seven) days of such appointment or becoming a Promoter in the format specified in **Annexure VI** hereto. The said Annexure VI to this Code shall stand modified and / or substituted by the format as may be specified and notified by SEBI in accordance with the provisions of the SEBI PIT Regulations from time to time.

All Designated Persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company at the time of appointment and as and when the information changes as per Annexure IX to this Code. The said Annexure IX shall stand modified and / or substituted by the format as may be specified and notified by SEBI in accordance with the provisions of the SEBI PIT Regulations from time to time.

- i. immediate relatives
- ii. persons with whom such designated person(s) shares a Material Financial Relationship
- iii. phone and mobile numbers which are used by them.

Continual Disclosures:

- Every Promoter, member of the Promoter Group, Designated Person and Director of the Company shall disclose to the Company the number of such securities acquired or disposed of within 2 (two) trading days of such transaction if the value of the



securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ₹10,00,000 (Rupees Ten lakhs) in value or such other value as may be specified, in the Disclosure Form specified in **Annexure VII** hereto. he said Annexure VII to this Code shall stand modified and / or substituted by the format as may be specified and notified by SEBI in accordance with the provisions of the SEBI PIT Regulations from time to time.

The Company shall notify the particulars of such trading to the stock exchanges on which the securities are listed within 2 (two) trading days of receipt of the disclosure or from becoming aware of such information.

It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified as above.

Disclosures by other connected persons:

The Company may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with the Regulations in the Disclosure Form as specified at **Annexure VIII** hereto.

Annual Disclosures

- All Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis as and when the information changes in the Format specified in **Annexure IX** to this Code. The said **Annexure IX** to this Code shall stand modified and / or substituted by the format as may be specified and notified by SEBI in accordance with the provisions of the SEBI PIT Regulations from time to time.
 - i. immediate relatives
 - ii. persons with whom such designated person(s) shares a Material Financial Relationship
 - iii. Phone, mobile and cell numbers which are used by them.

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one-time basis.

The said Annual Disclosure shall be submitted by the Designated Person to the Compliance Officer within 15 days of the close of the Financial Year in the prescribed Form either in physical or electronic mode or through an app/ web portal (the Form is provided herein under as **Annexure IX**).



11. INTERNAL CONTROL

The Company shall establish and maintain adequate and effective internal control systems to ensure compliance with the requirements of the SEBI PIT Regulations and to prevent insider trading. The Audit Committee shall be responsible for reviewing and verifying, from time to time, that such internal control systems are adequate and operating effectively.

The internal control system shall, inter alia, include the following:

- Identification of all employees and other persons who have access to UPSI as Designated Persons, in accordance with the SEBI (Prohibition of Insider Trading) Regulations.
- Identification, classification, and maintenance of the confidentiality of UPSI in accordance with the SEBI PIT Regulations.
- Implementation of adequate restrictions and controls on the communication, sharing, or procurement of UPSI, as required under the SEBI PIT Regulations.
- Maintenance of a list of all employees and other persons with whom UPSI is shared, along with execution of confidentiality agreements or issuance of confidentiality notices, as applicable.
- Maintenance of a Structured Digital Database (SDD) with appropriate time-stamping and audit trail features to ensure non-tampering of records, as prescribed under the SEBI PIT Regulations.
- Ensuring compliance with all applicable requirements under the SEBI PIT Regulations and the Company's Code of Conduct for prevention of insider trading.
- Periodic review of processes and controls to evaluate the adequacy and effectiveness of the internal control framework.
- The Compliance Officer shall submit periodic reports to the Chairperson of the Audit Committee, at least annually or at such other frequency as may be determined by the Board of Directors or the Audit Committee.

12. PROTECTION AGAINST RETALIATION AND VICTIMISATION

Any employee who has information of violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur may file a Voluntary Information Disclosure Form as mandated under SEBI PIT Regulations.

The Company shall provide for suitable protection against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination against such employee who files a Voluntary Information Disclosure Form, irrespective of whether the information is considered or rejected by SEBI or he or she is eligible for a Reward under these regulations, by reason of:

- i. filing a Voluntary Information Disclosure Form under these regulations;
- ii. testifying in, participating in, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by SEBI; or



- iii. breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with the Board in any manner.

For the purpose of the above “employee” means any individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under these regulations and is a director, partner, regular or contractual employee, but does not include an advocate.

13. PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT

Any Designated Person or Insider who trades in Securities or communicates, provides or allows access to any information for Trading in Securities in contravention of the Code, shall be penalized and appropriate action shall be taken against him/her by the Company on the basis of his/ her seniority, number and nature of contraventions. The penalty imposed/appropriate disciplinary action by the Company may include but shall not be restricted to remuneration freeze, suspension and/or dismissal, recovery, claw back etc. as may be decided. Actions, if any by the Company for such violations shall not preclude SEBI from taking any action under the Regulations or the SEBI Act 1992. In case it is observed by the Compliance Officer that there has been a violation of the SEBI PIT Regulations by the Designated Person including that of his/her Immediate Relatives, the Compliance Officer shall forthwith inform the Audit Committee or Board of Directors and inform SEBI about such violation.

14. INFORMATION TO SEBI IN CASE OF VIOLATION OF SEBI PIT REGULATIONS

In case it is observed by the Company that there has been a violation of the SEBI PIT Regulations, SEBI will be informed by the Company.

15. APPLICABILITY OF THE CODE TO CERTAIN PERSONS

The SEBI PIT Regulations apply to certain persons who by being in any contractual, fiduciary or employment relationship or holding any position including a professional or business relationship with the Company whether temporary or permanent have access, directly or indirectly, to UPSI or are reasonably expected to allow such access. They are advised to adhere to the Code strictly.

16. REVIEW

The Board of Directors or any person authorised by the Board shall be empowered to do necessary modifications in the policy to meet the legal requirements notified by the regulator from time to time and such changes shall be effective from the date that the Board may notify in this regard. In any circumstance where the terms of this policy differ from any existing laws, rules, regulations, etc. for the period it is in force, the law, rule, regulation, etc. shall take precedence over this Policy.

Implementation date: 11th May 2015

Amendment 1 – 14th February 2019

Amendment 2 – 5th February 2026



APPLICATION FOR ANNUAL TRADING PLAN

Annexure I

Date: _____

To
The Compliance Officer,
Eveready Industries India Limited
2 Rainey Park, Kolkata 700 019

1. Name of the Applicant: _____ PAN: _____
2. Address: _____ Contact: _____
3. No. of securities held in the Company as on date: _____
4. Approval sought for: Self [] Immediate Relative (IR) []
5. Trading plan belongs for a period of _____ months i.e. for a period commencing from _____ and ending on _____
6. Details of the proposed trade:

S. No.	Nature of transaction (Sale/Purchase)	Date of transaction/ period/ interval for transaction	Value of trade/ No. of securities transacted	Conditions / Remarks	Name and PAN of Immediate Relative

Undertaking:

- (a) I will not commence trading earlier than six months from the public disclosure of the plan.
- (b) I do not have overlapping trading plan for the same period.
- (c) In the event that I am in possession/knowledge of any information that is construed as “Unpublished Price Sensitive” as defined in the Code/Policy, at the time of formulation and approval of this plan but which is not made public at the time of trading as per the approved time schedule in the said plan, I shall inform Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public;
- (d) I have not contravened the provisions of the Insider Trading Code/Policy as notified by the Company from time to time;
- (e) I have made full and true disclosure in the matter.
- (f) I undertake to abide by this trading plan once approved and shall furnish such declarations disclosures as may be deemed necessary by compliance officer for the monitoring of this plan.
- (g) I shall not use this trading plan as a tool for market abuse.

Date :

Signature of Designated Person

For use of Compliance Officer:

Application recd. Date	Approval Date	Approval No.	Approval No. Compliance Officer’s signature

Approval granted for Trading Plan for a period of _____ months commencing from _____ upto _____
Notification to Stock Exchange _____

Signature: _____
Compliance Officer



Annexure II

PRE CLEARANCE OF TRADES

Date: _____

To
 The Compliance Officer
 Eveready Industries India Limited
 2 Rainey Park
 Kolkata 700 019

Internal use
Recd. date and time:
Sign:

SUB: APPLICATION FOR TRADING IN SHARES OF THE COMPANY AND UNDERTAKING

Dear Sir,

I, _____, a Director/Key Managerial Personnel/Specified Employee/ Promoter/ Immediate Relative of _____ Eveready Industries India Limited, propose to trade in the Shares of Eveready Industries India Limited as per details hereunder:

No. of Shares of the Company held by the person as on date of the application: _____

Sr. No.	Physical Form	Demat Form		No. of shares Presently held
	Folio No.	DPID	Client ID	
1				

Particulars of proposed transaction in Shares of the Company:

Number of Shares held in the Company (A)	Number of Shares of the Company proposed to be Sold (B)	Number of Shares of the Company proposed to be acquired (C)	Balance holding (A)+(C)/ (A)-(B)

Name of Depository:	
---------------------	--

Number of Shares of the Company that would be held by the person after this application (if approval granted):	
--	--

Reason for sale of shares held for less than 6 months (if applicable)#	
--	--



Undertaking:

I confirm that:

- i) I shall execute the trade of Shares within 7 days of your approval failing which I shall apply again to you for your approval. I shall submit a 'NIL' report if the transaction is not undertaken.
- ii) I shall hold Shares of the Company for a minimum period of 6 months from the date of acquisition.

I hereby undertake and confirm that,

1. Neither me nor my immediate relatives possess any information that could be constructed as "Price Sensitive Information" as defined in the Code up to the date of signing this undertaking;
2. In case I have access to or have received "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction I will inform the Compliance Officer of the change in my position and that I and my Immediate Relative would completely refrain from dealing in the securities of the Company till the time such Information becomes public.
3. I have not contravened the prevailing Code of Conduct to Regulate, Monitor and Report Trading by Insiders, of the Company.
4. I have made a full and true disclosure in this matter.
5. I am aware that I shall be liable to face consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.
6. I hereby agree to indemnify and keep the Company and its Directors indemnified from and against all and any penalties/fines that may be imposed on them by the Securities and Exchange Board of India and/or any other statutory authorities as a result of violation by me of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code prescribed by the Company.

I further confirm that the aforesaid facts are true and correct and shall be fully responsible for any wrongful acts done by me or my relatives including such penalties as may be imposed by the Company.

You are requested to provide the pre-clearance of trade for the above transaction.

Thanking you,
Yours sincerely,

Place :
Date :

Signature :
Name :
Designation :
& Department

Sale of securities held for less than 6 months shall be considered only if necessitated by personal emergency.

.....
OFFICE USE

Date & time of communication of the pre-clearance or otherwise:

Reasons for not giving pre-clearance:

Signature of the Compliance Officer/Authorised Officer



ANNEXURE III

Date: _____

Mr.
.....
.....

Dear _____,

Sub : Approval / Rejection of application for Pre – clearance

This is to inform you that your request for execution of trade (purchase / sale) for equity shares of the Company as mentioned in your application dated is approved / rejected.

Please note that the said transaction must be completed on or before seven trading days from the date of this letter (*not to be provided in case of rejection*).

Further, you are required to file the details of the executed transactions in the attached format within 2 (two) trading days from the date of transaction/ deal. In case the transaction is not undertaken a 'Nil' report shall be submitted.

Thanking you,

Yours faithfully,
For Eveready Industries India Limited

Compliance Officer



ANNEXURE IV

FORMAT FOR DISCLOSURE OF TRANSACTIONS EXECUTED/NOT EXECUTED AFTER OBTAINING PRE-CLEARANCE

Date _____

To
The Compliance Officer
Eveready Industries India Limited
2 Rainey Park
Kolkata 700 019

With reference to trading approval granted by the Company to me on _____, I hereby inform that I have bought/sold/subscribed for _____ equity shares of the Company for Rs. _____ on _____.

In connection with the aforesaid transaction, please find enclosed a copy of the following for your records:

Broker's contract note/Proof of payment to/from brokers/Extract of bank passbook/statements (in case of demat transaction)/ Copy of Delivery instruction slips (applicable in case of sale transactions).

OR

Further, to your pre-clearance approval dated for trade in equity shares, I hereby inform that the trade was not executed within seven days from the date of pre-clearance obtained.

I hereby undertake to preserve the original copy of the above mentioned document for a period of 5 years and produce to the Compliance Officer/Securities Exchange Board of India, if required in future.

Yours truly,

Name & Signature:

Designation Date:

Place:

Note: After pre-clearance, if the Designated Person opts not to trade in securities should enclose the reasons for taking such decision along with this form.



APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD

Date _____

To
The Compliance Officer
Eveready Industries India Limited
2 Rainey Park
Kolkata 700 019

Dear Sir,

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct to Regulate, Monitor and Report Trading by Insiders, I _____ (name and designation of the Designated Person) had _____ (provide the details of purchase/sale/subscribe for shares as the case may be) _____ (number of securities) of the Company on _____ after obtaining pre-clearance on _____.

The details of transaction executed were submitted on _____ (date) in format prescribed.

I seek your approval to waive off the time restrictions and permit to execute a contra-trade for _____ (number of securities) of the Company due to ____ (valid reason(s) for executing contra trade).

I declare that I am not in possession of any UPSI (as defined under the Company's Code of Conduct to Regulate, Monitor and Report Trading by Insiders) upto the date of this application.

I further declare that in case I have access to any UPSI after the signing of this application and before executing a contra-trade (if permitted), I shall:

1. Promptly inform the Compliance Officer
2. Refrain from trading in securities of the Company

Yours truly,

Name & Signature:

Designation:

Date:

Place:

Enclosed:

1. Copy of pre-clearance approval
2. Copy of execution of previous trade



FORM B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7(1)(b) read with Regulation 6(2)-Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the promoter group]

Name of the Company:	Eveready Industries India Limited
ISIN of the Company:	INE128A01029

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/cImmediate relative to/others, etc.)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No.	
1	2	3	4	5	6

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Date:

Name & Signature:

Place:

Designation:



FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

Name of the Company :	Eveready Industries India Limited
ISIN of the Company :	INE128A01029

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/ DIN & address with contact nos.	Category of Person (Promoter/member of the promoter group/designated person/Directors/immediate relative to/others etc.)	Securities held prior to acquisition / disposal		Securities acquired / Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market / public / rights / preferential offer/ off market/ Inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share-holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No	Value	Transaction Type (Purchase/sale/ Pledge / Revocation / Invocation/ Others- please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share-holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015. Value of transaction excludes taxes/brokerage/any other charges.



Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22
NA	NA	NA	NA	NA	NA	NA

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Date:

Name and Signature:

Place:

Designation:



FORM D (Indicative Format)

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7(3) Transactions by other connected persons as identified by the Company]

Details of trading in securities by other connected persons as identified by the company:

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with the Company	Securities held prior to acquisition / disposal		Securities acquired / Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ disposal of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public / rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share-holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No	Value	Transaction Type (Purchase/Sale/Pledge/Revocation/Invocation/Others-please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share-holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015. Value of transaction excludes taxes/brokerage/any other charges.



Details of trading in derivatives on the securities of the company by other connected persons as identified by the company:

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22
NA	NA	NA	NA	NA	NA	NA

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Date:

Name & Signature:

Place:

Designation:



Form for disclosure of information / Annual Disclosure

To
 The Compliance Officer
 Eveready Industries India Limited
 2 Rainey Park, Kolkata – 700 019

1. Disclosure of information (including details of shareholding) of Designated Person

Name	Permanent Account Number or any other identifier authorised by law	Phone Numbers / Mobile or Cell Numbers used	Designation	Department	Folio No. / DP ID / Client ID	No of Shares acquired / disposed during the year	Value of the shares acquired / disposed during the year (Rs.)	Details of pre-clearance for such transaction (purchase / sale) was obtained.	No of Shares held (balance at the end of the year)

2. Disclosure of information (including details of shareholding) of Immediate Relatives* of Designated Person

Name	Permanent Account Number or any other identifier authorised by law	Phone Numbers / Mobile or Cell Numbers used	Occupation	Relationship with the Designated Persons	Folio No. / DP ID / Client ID	No of Shares acquired / disposed during the year	Value of the shares acquired / disposed during the year (Rs.)	Details of pre-clearance for such transaction (purchase / sale) was obtained.	No of Shares held (balance at the end of the year)



3. Disclosure of information with whom Designated Persons shares a Material Financial Relationship*

Name	Relationship	Permanent Account Number or any other identifier authorised by law	Phone Numbers / Mobile or Cell Numbers used	No. of Shares of the Company held as on the date of disclosure

4. Other Disclosure (*To be disclosed on one time basis*)

- a. Names of Educational Institutions from where graduated

- b. Name of Past Employers (*latest one first*)

I/ We further declare that the above disclosure is true and correct and is in accordance with the previous disclosures given to the Company.

Date:

Signature:

Place:

Designation:

***Note:**

The term "Immediate Relative" shall mean spouse of a person and includes parent, sibling and child of such person or of the spouse, any of whom is either financially dependent on such person or consults such person in taking decisions relating to trading in securities.

The term "material financial relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.