

EVEREADY INDUSTRIES INDIA LTD.

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 OF POSTAL BALLOT

Notice is hereby given to the Members of Eveready Industries India Limited ('the Company') that, pursuant to and in compliance with Section 108 and Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), Secretarial Standard-2 on General Meetings ('SS-2') and other applicable provisions of the Act and Rules made thereunder and Regulations, as amended from time to time, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021 and Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ('MCA Circulars'), the Resolutions as set out in this Notice, seeking approvals for the individual appointments of Dr. Anand Chand Burman, Mr. Mohit Burman and Mr. Arjun Lamba as Non-Executive Director(s) of the Company, are proposed to be passed as Ordinary Resolutions by the Members of the Company and the Resolution set out in this Notice, seeking approval for the appointment of Mr. Sunil Kumar Alagh as Independent Director of the Company is proposed to be passed as a Special Resolution by the Members of the Company through Postal Ballot only, by means of voting through electronic means('Postal Ballot'/'Remote e-Voting').

SPECIAL BUSINESS

1. To pass the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Sections 152, 160 and other applicable provisions if any, of the Companies Act, 2013 ('the Act') as well as the Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Dr. Anand Chand Burman (DIN: 00056216), who was appointed as an Additional Director in the capacity of a Non-Executive Director of the Company, effective July 12, 2022, to hold office up to the date of the next Annual General Meeting of the Company or up to a time period of three months from July 12, 2022, whichever is earlier, pursuant to the provisions of Section 161 (1) of the Act and Regulation 17 (1C) of the SEBI Listing Regulations, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation, effective July 12, 2022."

2. To pass the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Sections 152, 160 and other applicable provisions if any, of the Companies Act, 2013 ('the Act') as well as the Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Mohit Burman (DIN: 00021963), who was appointed as an Additional Director in the capacity of a Non-Executive Director of the Company, effective July 12, 2022, to hold office up to the date of the next Annual General Meeting of the Company or up to a time period of three months from July 12, 2022, whichever is earlier, pursuant to the provisions of Section 161 (1) of the Act and Regulation 17 (1C) of the SEBI Listing Regulations, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation, effective July 12, 2022."

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

"RESOLVED that pursuant to the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') as well as the Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Arjun Lamba (DIN: 00124804), who was appointed as an Additional Director in the capacity of a Non-Executive Director of the Company, effective July 12, 2022, to hold office up to the date of the next Annual General Meeting of the Company or up to a time period of three months from July 12, 2022, whichever is earlier, pursuant to the provisions of Section 161 (1) of the Act and Regulation 17 (1C) of the SEBI Listing Regulations, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation, effective July 12, 2022."

4. To pass the following resolution as a **Special Resolution**:

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') as well as the Rules made thereunder read with Schedule IV to the Act, Regulation 17 (1A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sunil Kumar Alagh (DIN: 00103320), who was appointed as an Additional Director in the capacity of an Independent Director of the Company, effective July 12, 2022, to hold office up to the date of the next Annual General Meeting of the Company or up to a time period of three months from July 12, 2022, whichever is earlier, pursuant to the provisions of Section 161(1) of the Act and Regulation 17 (1C) of the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years, effective July 12, 2022."

By Order of the Board

Tehnaz Punwani

Kolkata
August 1, 2022

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

Notes:

The Explanatory Statement pursuant to Section 102 read with Section 108 of the Act and Regulation 36 of the SEBI Listing Regulations, setting out the material facts and reasons for the proposed Ordinary Resolutions and the Special Resolution, considered to be of urgent nature, to be transacted by Posta Ballot and Remote E-Voting, is appended herein below and forms a part of the Notice. Members are requested to peruse the proposed resolutions along with the Explanatory Statement and thereafter, record their assent or dissent through the remote e-Voting facility provided by the Company.

The relevant document referred to in the accompanying Notice of Postal Ballot and the Explanatory Statement shall be open for inspection electronically, during business hours on all working days, until the last date of the Remote e-Voting, basis the request of the Member(s) being sent on investorrelation@eveready.co.in, mentioning their name, Folio no./Client ID and DP ID and the name of the document, with a self-attested copy of their PAN Card attached to the e-mail.

In line with the MCA Circulars, this Notice of Postal Ballot is being sent to the Members whose names appear in the Register of Members/List of Beneficial Owners as on July 29, 2022, and whose e-mail addresses are registered with the Company/the Registrar and Transfer Agent (RTA), Maheshwari Datamatics Private Limited/the Depositories/Depository Participants via electronic mode only. Physical copies of the Notice of Postal Ballot along with Postal Ballot Forms and pre-paid business envelopes are not being sent to the Members who have not registered their email address with the Company/RTA or the Depository Participant(s).

The Members, whose names appear in the Register of Members/List of Beneficial Owners as on July 29, 2022, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice of Postal Ballot. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.

The Notice of Postal Ballot has been uploaded on the website of the Company at www.evereadyindia.com. The Notice of Postal Ballot can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and the National Stock

Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice of Postal Ballot is also available on the website of NSDL, i.e. www.evoting.nsdl.com.

In terms of Section 108 and Section 110 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-Voting facilities for Members to exercise their right to vote on the resolutions proposed, through remote e-Voting system. 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.

The remote e-Voting period begins on Friday, August 5, 2022 at 9.00 A.M. and ends on Saturday, September 3, 2022 at 5.00 P.M. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on July 29, 2022, being the cut-off date fixed for the purpose. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

Mr. A. K. Labh, Practicing Company Secretary (FCS 4848/COP 3238) has been appointed to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.

The Scrutinizer shall after the conclusion of the remote e-Voting, 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 Postal Ballot, a Scrutinizer's Report of the total votes cast in favour or against, if any, to the Board of Directors of the Company or an authorised person, who shall countersign the same and declare the results of the voting forthwith.

Resolutions passed by Members through Postal Ballot are deemed to have been passed at a General Meeting of the Members of the Company. The Resolutions, if passed by requisite majority by Postal Ballot through remote e-Voting system shall be deemed to have been passed on the last date of voting, i.e. September 3, 2022.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.evereadyindia.com and on the website of NSDL immediately after the declaration of results and also be forwarded to the Stock Exchanges where the shares of the Company are listed and also be displayed on the Notice Board of the Company at its Registered Office.

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 for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts in order to access the e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> Existing IDEAS user (registered for NSDL Ideas facility) 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 the 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. 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see the 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> Existing users who have opted for Easi / Easiest, can login through their User Id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ul style="list-style-type: none"> 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 options available against 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.

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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’?
 - If your e-mail ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail ids are not registered.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - 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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically.

How to cast your vote electronically?

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 is in active status.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period.
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 individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, through e-mail to the Scrutinizer to aklabhcs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Senior Manager, NSDL or Ms. Pallavi Mhatre, Manager, NSDL at the designated e-mail ID evoting@nsdl.co.in /pallavid@nsdl.co.in of NSDL or call on +91-33-2281-4662 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.

The details relating to the Director proposed to be appointed/re-appointed, as required to be provided in terms of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India, are as below :

Name	Dr. Anand Chand Burman
Age	70 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.
Expertise	Dr. Anand Chand Burman is a trained pharmacist and is widely recognized for his interests in Research & Development that has helped him earn over 40 patents in his name. Dr. Burman has particular interests in the areas of R&D in Pharmaceutical Sciences as well as Biotechnology and Technology issues. Dr. Burman is a member of the fifth generation of Dabur group's founder family and took charge as the Chairman of Dabur India Ltd. in 2007 after holding the post of Vice-chairman and having been 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 4th largest FMCG (Fast Moving Consumer Goods) player. He also serves as Director on the Board of Dabur International Ltd., Dabur Research Foundation, Dabur (UK) Ltd., H&B Stores Ltd., among others. He stepped down as the Chairman of Dabur India Ltd. in 2019. Dr. Burman is the recipient of numerous awards and honors, including the Ernst & Young Entrepreneur of The Year award in 2011.
Date of first appointment on the Board	July 12, 2022
Number of Board Meetings attended	1 out of 1
Relationship with other Directors/ KMP of the Company	None

Other Directorships, of Indian Companies	Listed Companies	Ester Industries Limited Dabur India Limited (Alternate Director)
	Unlisted Companies	Aviva Life Insurance Company India Ltd. Dabur Research Foundation Puran Associates Private Limited Milky Investment and Trading Company Moonlight Ranch Private Limited Excellent (India) Private Limited H & B Stores Limited Windy Investments Private Limited VIC Enterprises Private Limited Dabur Securities Private Limited Berkeley Health EDU Private Limited Param Investments Private Limited Welltime Investments Private Limited Save & Prosper Limited Healthea Wellness Private Limited P.C. Burman Foundation Milky Securities Private Limited
Membership/Chairmanship of Committees of other Boards	Listed/Unlisted Companies	Nil
Shareholding in the Company (incl. as beneficial owner)	Nil	
Listed Companies from which the Director resigned during the last 3 years from the date of appointment	Hero Motocorp Limited Dabur India Limited (Director)	

Name	Mr. Mohit Burman	
Age	54 Years	
Qualifications	Graduate from Richmond College, London, in Business Administration and Economics (Double major: Marketing and General Management) & Master of Business Administration, in Finance.	
Expertise	<p>Mr. Burman is the Vice Chairman of Dabur India Ltd. and is the driving force behind the Burman family's foray into several high-growth and sunrise sectors of Financial Services like Life Insurance, Pensions, Annuities and Asset Management, besides Agriculture and Retailing.</p> <p>Mr. Burman started his career with Welbeck Property Partnership London and then joined Dabur Finance Ltd., a company specializing in fund and fee based financial activities, as Senior Manager. He played a pivotal role in expanding the Dabur group's financial services business into Asset Management, Life Insurance and Pension by setting up Insurance Company with UK's largest insurance Company Aviva.</p>	
Date of first appointment on the Board	July 12, 2022	
Number of Board Meetings attended	1 out of 1	
Relationship with other Directors/ KMP of the Company	None	
Other Directorships, of Indian Companies	Listed Companies	Dabur India Limited
Membership/ Chairmanship of Committees of other Boards of Indian Companies	Listed Companies	None
	Unlisted Companies	Aviva Life Insurance Company India Limited – Member, Nomination & Remuneration Committee Universal Sompo General Insurance Company Limited – Member, Nomination & Remuneration Committee
Shareholding in the Company (incl. as beneficial owner)	Nil	
Listed Companies from which the Director resigned during the last 3 years from the date of appointment	None	

Name	Mr. Arjun Lamba	
Age	41 Years	
Qualifications	BBA from Ecole Les Roches, Switzerland	
Expertise	<p>Mr. Lamba has been involved in the equities markets for 20 years. He is the founder director of Guardian Advisors Private Limited which is a SEBI registered Portfolio Management Company which has been in operation for 15 plus years.</p> <p>Mr. Lamba is a seasoned investor who has been part of many Mergers & Acquisitions over the last 15 years. He brings deep financial insight and acumen in the field of corporate finance with him.</p>	
Date of first appointment on the Board	July 12, 2022	
Number of Board Meetings attended	1 out of 1	
Relationship with other Directors/ KMP of the Company	None	
Other Directorships of Indian Companies	Listed Companies	None
	Unlisted Companies	Casa Tres India Private Limited Guardian Advisors Private Limited
Membership/ Chairmanship of Committees of other Boards of Indian Companies	Listed/Unlisted Companies	None
Shareholding in the Company (incl. as beneficial owner)	Nil	
Listed Companies from which the Director resigned during the last 3 years from the date of appointment	None	

Name	Mr. Sunil Kumar Alagh	
Age	77 Years	
Qualifications	Graduate in Economics (Hons) with MBA from IIM Calcutta.	
Expertise	<p>Mr. Sunil Kumar Alagh is the Managing Director of SKA Advisors Pvt. Ltd. – a business advisory and consultancy service with an emphasis on Marketing and Brand management strategies. Mr. Alagh has 40 years of hands on experience and has developed and incubated several successful brands and has held very senior positions in the private and public sector. He was the Managing Director & CEO of Britannia Industries Ltd. from 1989 – 2003.</p> <p>Mr. Alagh was a former member of the Prasar Bharati Board of the Govt. of India, Governing Board of IIM, Bangalore and IIM Indore. He has been Senior Advisor to AXA France and the Indian Advisory Board of Schindler. Mr. Alagh was honoured with the Gold medal Kashalkar Memorial Award 2000 for outstanding contribution to the Food Processing Industry in India. He was a finalist for the Ernst and Young Entrepreneur of the Year Award, 2002. Hewas honoured with the Distinguished Alumnus Award by IIMC in 2021.</p>	
Date of first appointment on the Board	July 12, 2022	
Number of Board Meetings attended	1 out of 1	
Relationship with other Directors/ KMP of the Company	None	
Other Directorships of Indian Companies	Listed Companies	Prithish Nandy Communications Limited
	Unlisted Companies	SKA Advisors Private Limited
Membership/Chairmanship of Committees of other Boards of Indian Companies	Listed Companies	Prithish Nandy Communications Limited– Member, Nomination & Remuneration Committee Chairman, Corporate Social Responsibility Committee
	Unlisted Companies	None
Shareholding in the Company (incl. as beneficial owner)	Nil	
Listed Companies from which the Director resigned during the last 3 years from the date of appointment	Gati Limited United Breweries Limited	

Remuneration of Non-Executive Directors, constitutes of Sitting Fees for the Board / Committee Meetings and profit related commission as approved by the Board, within the limits prescribed under the Companies Act, 2022. Till date the said Non-Executive Directors have attended 1 Board Meeting since their appointment, effective July 12, 2022 and are eligible for payment of Sitting Fees of Rs. 1,00,000/- per Director, for the same.

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

Item No. 1

The Board of Directors of the Company (the Board), on the recommendation of the Nomination & Remuneration Committee of the Board, resolved to appoint Dr. Anand Chand Burman (DIN: 00056216), as Additional Director of the Company in the capacity of a Non-Executive Director effective July 12, 2022, subject to the approval of the Members.

Notice under Section 160 of the Companies Act, 2013 has been received from a Member signifying intention to propose Dr. Anand Chand Burman, as a candidate for the office of Non-Executive Director of the Company.

The Company has also received from Dr. Burman, his consent in writing to act as Director, as well as his declarations that he is not disqualified/debarred from being appointed or continuing as a Director of a Company.

Pursuant to Section 161(1) of the Act and in terms of the Articles of Association of the Company, the Board is empowered to appoint an Additional Director who shall hold office, up to the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held whichever is earlier. However, in terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended, (SEBI Listing Regulations), the consent of the shareholders for appointments on the Board is to be taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

In terms of Section 152 and any other applicable provisions of the Act, Dr. Burman, being eligible and offering himself for appointment is proposed to be appointed as a Non-Executive Director of the Company, liable to retire by rotation, effective July 12, 2022. The Board considers that Dr. Burman's continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as Non-Executive Director of the Company. The resolution set out in Item No. 1 is accordingly proposed to be passed by way of an Ordinary Resolution. The Board considers this Item of Business to be urgent in nature and recommends the same for the approval of the members.

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

Except Dr. Burman, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 1.

Item No. 2

The Board of Directors of the Company (the Board), on the recommendation of the Nomination & Remuneration Committee of the Board, resolved to appoint Mr. Mohit Burman (DIN: 00021963), Additional Director of the Company in the capacity of a Non-Executive Director effective July 12, 2022, subject to the approval of the Members.

Notice under Section 160 of the Companies Act, 2013 has been received from a Member signifying intention to propose Mr. Mohit Burman, as a candidate for the office of Non-Executive Director of the Company.

The Company has also received from Mr. Burman, his consent in writing to act as Director, as well as his declarations that he is not disqualified/debarred from being appointed or continuing as a Director of a Company.

Pursuant to Section 161(1) of the Act and in terms of the Articles of Association of the Company, the Board is empowered to appoint an Additional Director who shall hold office, up to the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held whichever is earlier. However, in terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended, (SEBI Listing Regulations), the consent of the shareholders for appointments on the Board is to be taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

In terms of Section 152 and any other applicable provisions of the Act, Mr. Burman, being eligible and offering himself for appointment is proposed to be appointed as a Non-Executive Director of the Company, liable to retire by rotation, effective July 12, 2022. The Board considers that Mr. Burman's continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as Non-Executive Director of the Company. The resolution set out in Item No. 2 is accordingly proposed to be passed by way of an Ordinary Resolution. The Board considers this Item of Business to be urgent in nature and recommends the same for the approval of the members by way of Postal Ballot/Remote e-Voting.

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

Except Mr. Burman, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 2.

Item No. 3

The Board of Directors of the Company (the Board), on the recommendation of the Nomination & Remuneration Committee of the Board, resolved to appoint Mr. Arjun Lamba (DIN: 00124804), as Additional Director of the Company in the capacity of a Non-Executive Director effective July 12, 2022, subject to the approval of the Members.

Notice under Section 160 of the Companies Act, 2013 has been received from a Member signifying intention to propose Mr. Arjun Lamba as candidate for the office of Non-Executive Director of the Company.

The Company has also received from Mr. Lamba, his consent in writing to act as Director, as well as his declarations that he is not disqualified/debarred from being appointed or continuing as a Director of a Company.

Pursuant to Section 161(1) of the Act and in terms of the Articles of Association of the Company, the Board is empowered to appoint an Additional Director who shall hold office up to the date of next Annual General Meeting or the last date on which the Annual General Meeting should have been held whichever is earlier. However, in terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended, (SEBI Listing Regulations), the consent of the shareholders for appointments on the Board is to be taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

In terms of Section 152 and any other applicable provisions of the Act, Mr. Lamba being eligible and offering himself for appointment is proposed to be appointed as a Non-Executive Director of the Company, liable to retire by rotation, effective July 12, 2022. The Board considers that Mr. Lamba's continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as Non-Executive Director of the Company. The resolution set out in Item No. 3 is accordingly proposed to be passed by way of an Ordinary Resolution. The Board considers this Item of Business to be urgent in nature and recommends the same for the approval of the members.

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

Except Mr. Lamba, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 3.

Item No.: 4

The Board of Directors of the Company (the Board), on the recommendation of the Nomination & Remuneration Committee of the Board, resolved to appoint Mr. Sunil Kumar Alagh (DIN: 00103320), as Additional Director of the Company in the capacity of an Independent Director effective July 12, 2022, subject to the approval of the Members

Notice under Section 160 of the Companies Act, 2013 has been received from a Member signifying intention to propose Mr. Sunil Kumar Alagh, as a candidate for the office of Independent Director of the Company.

The Company has also received from Mr. Alagh, his consent in writing to act as Director, as well his declarations that he is not disqualified/debarred from being appointed or continuing as a Director of a Company. He has also given a declaration that he meets with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended, (SEBI Listing Regulations).

Pursuant to Section 161(1) of the Act and in terms of the Articles of Association of the Company, the Board is empowered to appoint an Additional Director, who shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held whichever is earlier. However, in terms of Regulation 17(1C) of the SEBI Listing Regulations, the approval of the shareholders for appointment on the Board is to be taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

In terms of Regulation 17(1A) read with Regulation 252A of the SEBI Listing Regulations, the appointment of Mr. Alagh, who has attained the age of 77 years, as an Independent Director of the Company, is subject to the approval of the Members by way of a Special Resolution.

In the opinion of the Board, Mr. Alagh, fulfills the conditions specified in the Act and Rules made thereunder and the SEBI Listing Regulations, for his appointment as an Independent Director of the Company and is independent of the management. The Board considers that Mr. Alagh having the requisite qualifications and the appropriate experience, skills /capabilities, which are aligned to the core skills/expertise/competencies, as identified and required in the context of the Company's business(es) and sector (s), his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director.

In terms of Section 149, 152, and any other applicable provisions of the Act, read with Schedule IV to the Act and the applicable regulations of the SEBI Listing Regulations, Mr. Alagh being eligible and offering himself for appointment, is proposed to be appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years effective July 12, 2022. The resolution set out in Item No. 4 is accordingly proposed to be passed by way of a Special Resolution. The Board considers, this Item of Business to be urgent in nature and recommends the same for approval of the Members.

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

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

Except Mr. Alagh, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 4.

By Order of the Board

Kolkata
August 1, 2022

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