

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

Notice is hereby given that the Eighty-ninth Annual General Meeting of the Members of Eveready Industries India Ltd. will be held on **Saturday, August 3, 2024 at 4.30 p.m., Indian Standard Time (IST)**, through Video Conferencing (VC)/Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt :
 - a. the audited standalone financial statements of the Company for the financial year ended March 31, 2024 and the Reports of the Directors and the Auditors thereon; and
 - b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 and the Report of the Auditors thereon.
2. To declare a dividend of ₹ 1/- (20%) per fully paid up equity share of face value of ₹ 5/- each, for the financial year ended March 31, 2024.
3. To appoint a Director in place of Mr. Utsav Parekh (DIN: 00027642), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Mohit Burman (DIN: 00021963), who retires by rotation and being eligible, offers himself for re-appointment.
5. To pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Singhi & Co., Chartered Accountants (ICAI Firm Registration No. 302049E), be and are hereby appointed as Auditors of the Company for a second term of five consecutive years to hold office from the conclusion of this 89th Annual General Meeting till the conclusion of the 94th Annual General Meeting of the Company, at such remuneration plus out-of-pocket expenses and applicable taxes, as may be fixed by the Board of Directors of the Company, on the recommendation of the Audit Committee of the Board, from time to time.”

SPECIAL BUSINESS

6. To pass the following Resolution as a **Special Resolution**:

“RESOLVED that pursuant to Regulation 17(6)(ca) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), specific annual approval of the Members, be and is hereby accorded to the payment of remuneration to Mr. Arjun Lamba (DIN: 00124804), Non-Executive Director of the Company, exceeding fifty percent of the total annual remuneration payable to all the Non-Executive Directors of the Company, for the financial year ending March 31, 2025, in continuation of the consent of the Members, accorded at the 88th Annual General Meeting of the Company, held on August 2, 2023, by way of a Special Resolution, as set out at the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED further that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”
7. To pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors Rules), 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Mani & Co., the Cost Auditors, appointed by the Board of Directors of the Company, for auditing the Cost Accounts of the Company in respect of the products, as applicable, for the year ending March 31, 2025, as set out at the Explanatory Statement annexed to the Notice convening this Meeting, be and is hereby ratified.”

By Order of the Board

Kolkata
April 26, 2024

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

NOTES:

The Ministry of Corporate Affairs (MCA) has pursuant to Circular No. 9/2023 dated September 25, 2023, read with Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, May 5, 2022 and December 28, 2022 (MCA Circulars), permitted holding of the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue in accordance with the requirements as provided. The Securities and Exchange Board of India (SEBI) has also, vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, read with Circulars dated May 12, 2020, January 15, 2021, and January 5, 2023 (SEBI Circulars), granted relaxation in respect of sending physical copies of annual report to shareholders and requirement of proxy for general meetings held through electronic mode.

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 (the Act), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), read with the MCA Circulars and the SEBI Circulars, this Annual General Meeting (AGM/Meeting) has been convened through VC/OAVM and Members can attend and participate in this AGM through VC/OAVM only, as arranged by the Company with National Securities Depository Ltd. (NSDL). The venue of the AGM shall be deemed to be the registered office of the Company.

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

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

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

In line with the MCA Circulars and the SEBI Circulars, dispensing of/with the requirement of printing and sending physical copies of the Annual Report, the Notice of this AGM and the Annual Report for the financial year 2023-24 have been sent via electronic mode **only**, to those Members whose email addresses are registered with the Company/the Registrar and Share Transfer Agent (RTA), M/s. Maheshwari Datamatics Private Limited/the Depositories/ Depository Participants.

The Notice and the Annual Report have been uploaded on the website of the Company at www.evereadyindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited, The National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited at www.bseindia.com, www.nseindia.com and www.cse-india.com, respectively and the AGM Notice is also available on the website of NSDL i.e., www.evoting.nsdl.com.

Members who have already registered their email addresses are requested to get their email addresses updated/validated with their Depository Participants /the Company's RTA to enable servicing of notices / documents / Annual Reports electronically to their email address. Members who have not registered their email addresses or Members holding shares in physical form are requested to register their email addresses with the Company or the RTA of the Company by quoting their folio number and name to investorrelation@eveready.co.in or by visiting the link at www.mdpl.in or with the Depositories, as the case may be, for receiving all communication, including Annual Report, Notices and Documents through E-mail.

The Explanatory Statement pursuant to Section 102 of the Act, Secretarial Standards on General Meetings-2 and Regulation 17(11) of the Listing Regulations, relating to the Special Business, considered to be urgent in nature, to be transacted at the AGM, is annexed and forms a part of this Notice.

All documents referred to, in the accompanying Notice and the Explanatory Statement have been uploaded on the website of the Company at www.evereadyindia.com. Members may access the same electronically from the date of circulation of this Notice up to the date of the AGM.

The requisite Registers and relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection electronically, during the AGM upon logging in to the NSDL e-Voting system at <https://www.evoting.nsdl.com>.

The Register of Members of the Company will remain closed from Monday, July 29, 2024 to Saturday, August 3, 2024, (both days inclusive) for the purpose of the AGM.

The Company has fixed Saturday, July 27, 2024 as the 'Record Date' for determining entitlement of Members to the dividend for the financial year ended March 31, 2024, if approved by the Members at the AGM.

The dividend of ₹ 1/- (20%) per fully paid up equity share of face value of ₹ 5/- each, if declared at the AGM, will be paid subject to deduction of tax at source ('TDS') on or before September 2, 2024.

As mandated by SEBI, Members holding shares in electronic form are requested to submit their Permanent Account Number (PAN) to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to get their shares dematerialized, since as mandated by SEBI, requests for transfer of shares in physical form (except in case of transmission or transposition of shares) shall not be processed.

SEBI has also mandated that shareholders holding securities in physical form, whose folio(s) do not have PAN, Choice of Nomination, Contact Details, Mobile Number, Bank Account Details and Specimen Signature updated, shall be eligible for payment of dividend, only through electronic mode, effective April 01, 2024.

To receive the dividend on time, directly in their bank accounts through electronic mode only, Members holding shares in physical form and who have not updated their details as above, are requested to update their PAN and other requirements inclusive of the bank details, as abovementioned, with the Company's RTA M/s. Maheshwari Datamatics Pvt. Ltd., 23 R.N. Mukherjee Road, 5th Floor, Kolkata-700001 and send them the duly completed ISR 1, ISR 2, ISR 3 and SH 13 at RTA's office or at mdpldc@yahoo.com or upload the documents at <https://mdpl.in> with signature of the holders attested by their banker along with a cancelled cheque leaf with their name, account no. and IFSC Code printed thereon. In case their name is not printed on the cheque leaf, Members are requested to send additionally, bank attested copy of their pass book / bank statement showing their Name, Account No. and IFSC Code.

In terms of the Income Tax Act, 1961 (the IT Act), as amended vide the Finance Act, 2020, effective from April 1, 2020, dividend income is taxable in the hands of shareholders. Accordingly, in the event you remain as a shareholder on the Record Date (i.e., July 27, 2024) and the dividend receivable by you exceeds the prescribed amount, the Company would be required to deduct tax at source at the prescribed rates, in terms of the IT Act.

Members who will be exempted from tax or taxed at prescribed rate, are requested to forward the forms and documents i.e., PAN/15G/15H/10F/Self Declaration Form and other annexures and relevant prescribed documents to the Company's RTA at their address mentioned above or at mdpldc@yahoo.com or click on the link at <https://mdpl.in> till 11.59 p.m. IST on July 27, 2024, to enable the Company to determine the appropriate TDS/withholding tax rate applicable.

Members are requested to refer to the communication available at the website of the Company at <https://www.evereadyindia.com/investors/shareholder-information/investor-communication> and the letters as well as emails sent to the shareholders in this regard on May 07, 2024.

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

Members are requested to encash their Dividend Warrants for the financial year ended 2018 as Dividend remaining unclaimed for seven years are required to be transferred to the Investor Education & Protection Fund (IEPF) established by the Central Government. The last dates of claim for the Dividend for the said year is as follows:

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

Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on August 2, 2023 (date of last AGM) on the website of the Company, www.evereadyindia.com and also on the website of the Ministry of Corporate Affairs at www.mca.gov.in. Pursuant to the said Rules, the Company is required to transfer all shares in respect of which dividend has not been paid or claimed by the shareholder for seven consecutive years, to the Demat Account of the IEPF Authority. Details of shares transferred to IEPF Authority are available on the website of the Company. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

The Members/claimants whose shares, unclaimed dividends, etc., have been transferred to the Fund may claim the same or apply for refund by making an application to the IEPF Authority in Form IEPF – 5 (available on www.iepf.gov.in) along with requisite fees. As per IEPF Rules, only one consolidated claim in a financial year can be made. Members are requested to submit proper documentary evidence to establish their claim. Before filling of Claim(s) with the authority such Members/ claimants are advised to approach the Company for issue of entitlement letter along with all the requisite documents. In terms of the Listing Regulations, till such claim is made, voting rights on such shares shall remain frozen.

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

- Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. **Members may access the facility by following the steps mentioned below for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General Meeting" menu against Company name. You are requested to click on VC/OAVM link placed under "Join Meeting" menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.** Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-Voting system of NSDL.
- Members are encouraged to join the Meeting through Laptops for better experience. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.

3. Please note that Participating Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches. Participating Members are requested to keep their device under 'Mute' mode, except for pre-registered speakers, when invited to speak at the Meeting.
4. Members who would like to express their views/ or ask questions during the AGM may register themselves as a speaker, mentioning their name, demat account number/folio number, email id, mobile number by sending e-mail to investorrelation@eveready.co.in from their registered e-mail address on or before Monday, July 29, 2024 by 10:30 A.M. IST. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting with regard to the Accounts or any matter to be placed at the Meeting. Further, Members who would like to seek any information with regard to the Accounts or any matter to be placed at the Meeting are requested to write to the Company in advance within the aforesaid date and time, by following the similar process as stated above. The same will be replied by the Company suitably.
5. At the AGM, the pre-registered speakers shall be called upon on first come first served basis on his/her views and/or questions as already emailed in advance to the Company. When a pre-registered speaker is so invited at the AGM but he/she does not/is unable to respond, the next pre-registered speaker would then be called upon to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with stable internet speed. The Company reserves the right to restrict the number of questions/speakers, as appropriate, for smooth conduct of the AGM.
6. The Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date of Saturday, July 27, 2024 shall be entitled to avail the facility of remote e-Voting or the facility of e-Voting during the Meeting and are requested to join the AGM through VC/OAVM mode, by following the procedure mentioned in the Notice. Persons who are not Members as on the cut-off date should treat this notice for information purposes only.
7. Any individual person, holding shares in demat mode, who acquires shares of the Company and becomes a Member of the Company after the notice has been sent by electronic means and holding shares as on the cut-off date i.e., Saturday, July 27, 2024, may follow the steps mentioned in the Notice of the AGM under Step 1: "Access to NSDL e-Voting system" as below mentioned. Any non-individual person or person holding shares in physical form, who acquires shares of the Company and becomes a Member of the Company after the notice is sent by electronic means and holding shares as of the cut-off date i.e., Saturday, July 27, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA at mdpldc@yahoo.com. However, if a Member is already registered with NSDL for remote e-Voting, then existing User ID and password can be used for casting of vote. In case of forgotten password, same can be reset by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call 022-4886 7000 and 022-2499 7000.
8. The facility to attend the AGM through VC/OAVM will be available for 30 minutes before the scheduled time of the commencement of the Meeting and may close not earlier than 30 minutes after the commencement of the Meeting.
9. The attendance through VC/OAVM is restricted and hence will be made available to only 1000 Members on first come first served basis. However, attendance of Members holding 2% or more of the shares of the Company, Institutional Investors as on Saturday, July 27, 2024, Promoters, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizer, etc. are allowed to attend the AGM without restriction on first come first served basis.

E-VOTING

In terms of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide facilities for Members to exercise their right to vote on resolutions proposed, at the Meeting by electronic means, through remote e-Voting system prior to the AGM and through e-Voting system during the AGM. For this purpose, the Company has engaged the services of National Securities Depository Limited (NSDL), as the authorized agency for providing the said facilities of the remote e-Voting as well as the e-Voting on the date of the AGM.

The remote e-Voting period begins on Wednesday, July 31, 2024 at 10:00 A.M. and ends on Friday, August 2, 2024 at 5:00 P.M. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

Instructions for Remote e-Voting

Process to vote electronically using NSDL e-Voting system

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system at <https://www.evoting.nsdl.com>.





Step 2: Cast your vote electronically on NSDL e-Voting system.

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting 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 or joining virtual Meeting & voting during the Meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number 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 or joining virtual Meeting & voting during the Meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div>
Individual Shareholders holding securities in Demat mode with CDSL	<ul style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility can login through their existing User ID and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/ Easiest are requested to visit CDSL website, www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting Service Provider for casting your vote during the remote e-Voting period or joining virtual Meeting & voting during the Meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting Service Providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website, www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
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 or joining virtual Meeting & voting during the Meeting.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at (022) 4886 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact toll free no.: 1800 22 55 33

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/>

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e., IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in Demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.
b) For Members who hold shares in Demat Account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your User ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 101456 then User ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - 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 at 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 and join General Meeting on NSDL e-Voting system

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual Meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER

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

GENERAL GUIDELINES FOR MEMBERS

1. Corporate and Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPB 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.com. Alternately, they can also upload their Board Resolution/Power of Attorney/Authority Letter etc., by clicking on Upload Board Resolution/Power of Attorney/Authority letter displayed under "e-Voting" tab in their login.
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 at: +91-22- 4886 7000 or send a request to Mr. Amit Vishal, Deputy Vice President, NSDL or Ms. Pallavi Mhatre, Senior Manager, NSDL at the designated e- mail ID evoting@nsdl.com /pallavid@nsdl.com of NSDL or call on +91-33-3544 8949 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.

OTHER INFORMATION FOR MEMBERS

1. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Saturday, July 27, 2024. In case of joint holders joining the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
2. Mr. A. K. Labh, Practicing Company Secretary (FCS: 4848/CP: 3238) has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting of votes through e-Voting process during the AGM in a fair and transparent manner.
3. The Scrutinizer shall after the conclusion of the e-Voting at the AGM, first download the votes cast at the Meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall submit, not later than two days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him, who shall countersign the same and declare the results of the voting forthwith.
4. On receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the AGM. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.evereadyindia.com and on the website of NSDL immediately after the declaration of results and also be forwarded to the Stock Exchanges where the shares of the Company are listed and also be displayed on the Notice Board of the Company at its Registered Office.

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

Item No. 5

At the 84th Annual General Meeting (AGM) held on September 26, 2019, the Members of the Company had approved the appointment of M/s. Singhi & Co., Chartered Accountants (ICAI Firm Registration Number 302049E) as the Auditors of the Company, to hold office from the conclusion of the 84th Annual General Meeting until the conclusion of this 89th Annual General Meeting of the Company.

In terms of Section 139 of the Companies Act, 2013 (the Act) read with the Companies (Audit and Auditors) Rules, 2014, the Company can appoint or reappoint an audit firm as Statutory Auditors for not more than two terms of five consecutive years.

M/s. Singhi & Co., Chartered Accountants, is a leading audit firm that has been involved with several large listed companies over their 85 years of experience in this profession. With a pan India presence in 8 cities, the firm has a strong team of 30 partners and over 500 people and provides varied services which include assurance, risk advisory, taxation, corporate finance, etc.

On the recommendation of the Audit Committee, the Board of Directors (the Board) resolved to recommend the re-appointment of M/s. Singhi & Co., Chartered Accountants, (ICAI Firm Registration No. 302049E), as Auditors of the Company, to hold office for a second term of five consecutive years, from the conclusion of this 89th AGM, till the conclusion of the 94th AGM of the Company.

M/s. Singhi & Co., Chartered Accountants, being eligible for their re-appointment, have provided their consent to act as Auditors of the Company along with a confirmation that, their re-appointment, if made, would be within the limits prescribed under the Act.

On the recommendation of the Audit Committee, the Board has approved a remuneration of ₹ 50.00 Lakhs to the Auditors, M/s Singhi & Co., Chartered Accountants, as audit fees (inclusive of tax audit fees), plus fees for certifications and other permissible non-audit services as required from time to time, as well as out of pocket expenses and applicable taxes, at actuals, for the financial year ended March 31, 2024. Accordingly, the Auditors were paid a remuneration of ₹ 53.49 Lakhs for the said financial year. The remuneration proposed to be paid to the Auditors during their second term of appointment would be aligned with the existing remuneration and commensurate with the services to be rendered by them during their tenure. On the recommendation of the Audit Committee, the Board may alter and vary the terms and conditions of their re-appointment, inclusive of their remuneration as may be mutually agreed with the Auditors.

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

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

Item No. 6

At the 88th Annual General Meeting held on August 2, 2023, the Members of the Company had, by way of a Special Resolution, resolved that Mr. Arjun Lamba, Non-Executive Director, having professional expertise and experience, who has been devoting considerable time and efforts for the business of the Company, be paid a gross commission of Rs. 2,10,00,000 per annum payable @ ₹ 17,50,000 per month, for a period of 3 years effective the date of the Annual General Meeting of the Company, i.e., August 2, 2023, notwithstanding the limits/slabs specified under Section 197 read with Schedule V of the Companies Act, 2013, in addition to the fees payable to Mr. Lamba for attending the Meetings of the Board or Committee thereof or for any purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.

In terms of Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), approval of shareholders by way of a Special Resolution is to be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors.

The remuneration as commission, as set out above, together with sitting fees payable to Mr. Lamba, would exceed 50% of the total annual remuneration payable to all Non-Executive Directors for the financial year 2024-25 and accordingly it is necessary for the Company to procure the approval of the Members by way of a Special Resolution for the continuation of the payment of the commission to Mr. Lamba, as set out above, for the said financial year.

The payment of the remuneration as commission to Mr. Lamba, as set out above, exceeding the specified limits of the Act and the Listing Regulations, has been approved by the Nomination & Remuneration Committee of the Board.

The Resolution set out in Item No. 6 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.

Except Mr. Arjun Lamba, and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No.6.

Item No. 7

The Board of Directors, on the recommendation of the Audit Committee has approved the appointment of M/s. Mani & Company, Cost Accountants, as Cost Auditors of the Company for auditing the cost accounts of the Company relating to the products as applicable for the financial year 2024-25 at a remuneration of ₹ 3,85,000/- and applicable rate of taxes and reimbursement of out of pocket expenses at actuals.

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the Shareholders of the Company. The Resolution set out in Item No. 7 is accordingly proposed to be passed by way of an Ordinary Resolution. The Board considers this item of business to be urgent in nature and recommends the same for approval of the Members.

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. 7.

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

Name	Mr. Utsav Parekh		
Age	67 Years		
Qualifications	B.Com. (Hons.)		
Expertise	Mr. Utsav Parekh has over 30 years of experience in the Stock Market, Merchant Banking and Financial Services.		
Date of first appointment on the Board	January 28, 2021		
Number of Board Meetings attended	4 out of 4		
Relationship with other Directors/ KMP of the Company	None		
Other Directorships, Membership/ Chairmanship of Committees of other Boards of Indian Companies	Directorship		Committee Membership if any with position
	Listed Companies	Xpro India Ltd.	Chairman – Stakeholders Relationship Committee
		Texmaco Rail & Engineering Ltd.	Member – Audit Committee
		Jay Shree Tea and Industries Ltd.	Chairman – Audit Committee
			Member – Audit Committee
		SMIFS Capital Markets Ltd.	Member – Stakeholders Relationship Committee
		Firstsource Solutions Ltd.	Member – Audit Committee
		Spencer's Retail Ltd.	Chairman – Audit Committee
			Member – Stakeholders Relationship Committee
	Unlisted Companies	Lend Lease Company (India) Ltd.	
		Bengal Aerropolis Projects Ltd.	
		Indian Chamber of Commerce, Calcutta	
		Nexome Real Estates Pvt. Ltd.	
		ATK Mohan Bagan Pvt. Ltd.	
		Progressive Star Finance Pvt. Ltd.	
Resignation from the directorship of the listed companies in the past three years	Texmaco Infrastructure & Holdings Ltd.		
Shareholding in the Company (incl. as beneficial owner)	SMIFS Capital Services Limited 1,50,000 equity shares		

Name	Mr. Mohit Burman		
Age	55 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	A fifth generation member of the Burman family, Mr. Mohit Burman is the Chairman of Dabur India Ltd., and is the driving force behind the Burman family's foray into several high-growth and sunrise sectors. He started his career with Welbeck Property Partnership London and then joined Dabur Finance Ltd., a Company specializing in fund and fee based financial activities. Mr. Burman has been helping setting and evolving the strategic direction for the various business ventures floated by him and the Burman family. He has played a critical role in key acquisitions for the Dabur group and has been actively involved in expanding the Dabur group's presence both in India and in the overseas markets. Mr. Burman was also instrumental in the Burman family's entry into the Life Insurance sector in a joint venture with Aviva Plc.		
Date of first appointment on the Board	July 12, 2022		
Number of Board Meetings attended	3 out of 4		
Relationship with other Directors/ KMP of the Company	None		
Other Directorships, Membership/ Chairmanship of Committees of other Boards of Indian Companies	Directorship		Committee Membership if any with position
	Listed Companies	Dabur India Ltd.	Member - Stakeholders Relationship Committee
	Unlisted Companies	Aviva Life Insurance Company India Ltd.	
		Universal Sompo General Insurance Company Ltd.	
		H & B Stores Ltd.	
		M.B Finmart Pvt. Ltd.	
		Marketopper Securities Pvt. Ltd.	
		VIC Enterprises Pvt. Ltd.	
		Malhotras Trading Co. Pvt. Ltd.	
		Bonjour Investment Company Pvt. Ltd.	
		Elephant India Advisor Pvt. Ltd.	
		K.P.H Dream Cricket Pvt. Ltd.	
		Burmans Finvest Pvt. Ltd.	
		Elephant India Finance Pvt. Ltd.	
		Windy Investments Pvt. Ltd.	
		Burman Hospitality Pvt. Ltd.	
		Burman Investments Pvt. Ltd.	
		P.C. Burman Foundation	
		Savencia Formage & Dairy India Pvt. Ltd.	
		Burman Securities Pvt. Ltd.	
Resignation from the directorship of the listed companies in the past three years	None		
Shareholding in the Company (incl. as beneficial owner)	Nil		

Name	Mr. Arjun Lamba		
Age	44 Yrs.		
Qualifications	BBA		
Expertise	Mr. Arjun Lamba has over 20 years of experience in the equities market and is a seasoned investor who has been part of many Mergers & Amalgamations over the last 17 years. He is a founder director of Guardian Advisors Private Limited which is a SEBI registered Portfolio Management Company which has been in operation for 18 plus years. He brings deep financial insight and acumen in the field of corporate finance with him.		
Date of first appointment on the Board	July 12, 2022		
Number of Board Meetings attended	4 out of 4		
Relationship with other Directors/ KMP of the Company	None		
Other Directorships, Membership/ Chairmanship of Committees of other Boards of Indian Companies	<u>Directorship</u>		<u>Committee Membership if any with position</u>
	Listed Companies	None	
	Unlisted Companies	Casa Trees Pvt. Ltd.	
		Guardian Advisors Pvt. Ltd.	
Resignation from the directorship of the listed companies in the past three years	None		
Shareholding in the Company (incl. as beneficial owner)	Nil		

Details of Remuneration paid to the Directors in FY 2023-24 are given in the Corporate Governance Report which forms a part of the Annual Report of the Company.

By Order of the Board

Kolkata
April 26, 2024

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

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