



EVEREADY INDUSTRIES INDIA LIMITED

CIN: L31402WB1934PLC007993

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NOTICE OF POSTAL BALLOT

(ONLY THROUGH REMOTE E-VOTING)

Notice is hereby given to the Members of Eveready Industries India Limited ('the Company'), that, pursuant to and in compliance with Sections 108 and 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, ('the Listing Regulations'), Secretarial Standard-2 on General Meetings ('SS-2') and other applicable provisions of the Act and Rules made thereunder and the Listing 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 circulars issued by the Ministry of Corporate Affairs ('MCA Circulars') from time to time, the Resolutions as set out in this Notice is proposed, for consideration by the Shareholders of the Company, by means of Postal Ballot by way of voting through electronic means ('Postal Ballot'/'Remote e-Voting').

SPECIAL BUSINESS

1. Amendment in the Articles of Association of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14, Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, and in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, the consent of the members of the Company be and is hereby accorded to amend the Articles of Association of the Company by inserting the following new article enabling the Company to issue employee stock options or share based benefits to eligible employees and directors of the Company, on such terms and conditions as approved by the Board of Directors, in accordance with applicable laws:

11A Subject to applicable law, including the Act, and the rules and regulations as provided by SEBI, the Directors are hereby authorised to issue equity shares for offer and allotment to such officers, employees, workers and directors of the Company (directly or indirectly) as the Directors (or a committee of the Company as identified by the Directors) may decide or the trustees of such trust as may be set up for the benefit of the officers, employees, workers and directors in accordance with the terms and conditions of such scheme, plan or proposal as the Directors (or a committee / shareholders of the Company) may formulate. Subject to the consent of the stock exchanges and SEBI, the Directors may impose the condition that the shares of the Company so allotted shall not be transferable for a specified period.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the amended Articles of Association of the Company which is approved and adopted in substitution of, and to the extent modified from, the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any Director of the Company and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters, and things as may be necessary or expedient to give effect to this resolution."

2. Approval of Eveready Industries India Limited Employee Stock Option Plan 2026

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of: (i) Section 62 and all other applicable provisions of the Companies Act, 2013 ("Act"), read with the Companies (Share Capital and Debentures) Rules, 2014 and the rules made thereunder; (ii) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, including any statutory modification(s) or re-enactment thereof

("SBEB Regulations"); (iii) relevant provisions of the Memorandum and Articles of Association of the Company; (iv) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, including any statutory modification(s) or re-enactment thereof; (v) the Foreign Exchange Management Act, 1999, as amended from time to time, read with the rules, regulations, circulars and notifications issued thereunder; (vi) the circulars, guidelines, notifications and clarifications issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India and (vii) all other applicable laws, rules, regulations, notifications and guidelines, as amended from time to time (together, "Applicable Law"), and subject to any approvals, consent, permissions and sanctions of any authority(ies), as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by such authority(ies) while granting any such approvals, consents, permissions and sanctions, and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company ("Board"), which term shall include any committee constituted by the Board, including the Nomination and Remuneration Committee ("Committee") or their delegated authority to exercise its powers, including the powers conferred by this resolution and under the SBEB Regulations, the approval of the members of the Company be and is hereby accorded for the introduction and implementation of the 'Eveready Industries India Limited Employee Stock Option Plan 2026' ("ESOP 2026"), the salient features of which are furnished in the explanatory statement pursuant to Section 102 of the Act as annexed to this notice hereto and authorizing the Board of Directors to create, offer, issue, grant and allot from time to time, in one or more tranches, not exceeding 21,81,000 (Twenty One Lakh Eighty One Thousand only) employee stock options ("Options"), exercisable into not more than 21,81,000 (Twenty One Lakh Eighty One Thousand only) equity shares of face value of ₹ 5/- (Rupees Five Only) each fully paid-up ("Equity Shares"), where one Option would convert into one equity share upon exercise, on such terms and in such manner, in accordance with the provisions of Applicable Law and provisions of the ESOP 2026.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot Equity Shares directly to the Employees upon exercise of Options from time to time, at such price or prices in one or more tranches and on such terms and conditions as may be determined by the Board in accordance with the ESOP 2026, ranking pari passu with the existing equity shares of the Company for all purposes and in all respects in accordance with the Applicable Laws.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board to devise, formulate, modify, change, vary, alter, amend, suspend or terminate ESOP 2026, including frame, notify, approve any sub-plans, scheme, grant documents, exercise price, vesting period, processes, ancillary policies, etc., for the ESOP 2026 within the parameters approved by the Members and contained in the ESOP 2026, and to make procedural/administrative changes from time to time, subject to compliance with Applicable Law, provided that:

- (a) any change necessitated to meet regulatory requirements or as specified by any statutory authority may be made without further Members approval, in accordance with Regulation 7(2) of the SEBI SBEB Regulations;
- (b) in accordance with Regulation 7 of the SEBI SBEB Regulations, any material variation shall be placed before the Members for approval by special resolution and no change shall be prejudicial to the interests of employees;
- (c) any authority delegated to the Committee under this resolution shall be exercised for procedural or administrative changes only and any material variation shall be placed before the Members for approval by special resolution; and
- (d) no re-pricing of options shall be undertaken without prior approval of the Members by special resolution, in accordance with Regulation 7(5) of the SEBI SBEB Regulations.

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to the Board and/or the Committee to make fair and reasonable adjustments to the number of Options and/or the exercise price and/or number of equity shares arising on exercise, in the event of any corporate action including but not limited to rights issues, bonus issues, merger, demerger, reorganisation, subdivision or consolidation of Equity Shares, or such other similar events, and that the cumulative Equity Shares allotted upon such adjustment may exceed the total Option Pool of ESOP 2026 to the extent such excess represents a fair and reasonable adjustment.

RESOLVED FURTHER THAT the issuance and allotment of Equity Shares to non-resident Employees, if any, shall be subject to compliance with applicable foreign exchange law and receipt of such approvals as may be required from the Reserve Bank of India or other competent authorities.

RESOLVED FURTHER THAT the Company shall comply with the applicable accounting policies prescribed from time to time and disclosure requirements under Applicable Laws to the extent relevant and applicable to the ESOP 2026.



RESOLVED FURTHER THAT the Committee, any Director of the Company and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or expedient for the effective implementation, administration and operation of the ESOP 2026, including filing of all necessary forms, returns, intimations and disclosures with the stock exchange(s), the Securities and Exchange Board of India, the Registrar of Companies, and any other statutory or regulatory authority, seeking in-principle approval and/or listing of the equity shares to be issued pursuant to the exercise of Options under the ESOP 2026, maintaining statutory registers and records, executing and filing all applications, agreements, certificates, undertakings and documents, appointing advisors, consultants or intermediaries, and settling any questions, difficulties or doubts that may arise in connection with the ESOP 2026, including delegation of any of the aforesaid powers, in order to give effect to this resolution and to do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT any Director of the Company and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, including filing of necessary forms and documents with statutory authorities, as may be necessary or expedient to give effect to this resolution."

3. Revision in Remuneration of Mr. Bibek Agarwala (DIN: 07267564), Executive Director and Chief Financial Officer of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in partial modification of the resolutions approved by the members through Postal Ballots on October 22, 2024 and October 16, 2025 for appointment and terms of remuneration payable to Mr. Bibek Agarwala (DIN: 07267564) as Whole Time Director designated as Executive Director and Chief Financial Officer of the Company and pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act"), and Rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, from time to time and such other rules, laws, regulations, guidelines or notifications as may be applicable (including any statutory modification(s) or re-enactment(s) thereof), and as per the Memorandum and Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee ("Committee") and as approved by Board of Directors ("Board"), approval of the members of the Company be and is hereby accorded for revision in the structure of the remuneration payable to Mr. Bibek Agarwala to include employee stock options ("Stock Options") proposed to be granted under the Eveready Industries India Limited Employee Stock Option Plan 2026 (or any other stock option plan / scheme as may be proposed / approved by the Committee / Board / Shareholders) for his remaining tenure effective April 1, 2026 to August 4, 2029 as set out in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT all other terms and conditions of appointment and remuneration of Mr. Bibek Agarwala as approved earlier by the Members through Postal Ballot on October 22, 2024 and October 16, 2025 shall remain unchanged unless specifically modified herein.

RESOLVED FURTHER THAT the Board (including any Committee thereof) be and is hereby authorized to decide annual increase and alter and vary the terms and conditions of appointment and / or components of remuneration payable to Mr. Bibek Agarwala, not exceeding the limits as set out in the explanatory statement annexed to the Notice and as specified under Section 197, read with Schedule V and other applicable provisions of the Act (including any statutory modifications or re-enactments thereof, for the time being in force).

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

By Order of the Board
For Eveready Industries India Limited

Sd/-
Shampa Ghosh Ray
Company Secretary
ACS 16737

Place: Kolkata
Date: February 5, 2026

Notes:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and other applicable provisions, setting out the material facts and reasons for the proposed Ordinary/Special Resolutions, considered to be of urgent nature, to be transacted by Postal 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. Details of Directors pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is provided in the explanatory statement of the Notice.
2. The relevant documents, if any, as may be referred to in the accompanying Notice of Postal Ballot and the Explanatory Statement shall be open for inspection at the Registered office of the Company between 10:00 AM and 12:00 Noon on all working days (excluding Saturday, Sunday & Holidays), till 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.
3. 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 Friday, February 6, 2026, 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).
4. The Members, whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, February 6, 2026**, 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.
5. It is also clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
6. The vote in this Postal Ballot cannot be exercised through proxy.
7. 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, 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. The Notice of Postal Ballot is also available on the website of NSDL, i.e. www.evoting.nsdl.com.
8. In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility only to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing remote e-voting facility to its Members. The detailed procedure with respect to remote e-voting is mentioned in Note No. 16 of this Notice. The Notice is available on the website of the Company at <https://www.evereadyindia.com/> and on the website of NSDL at www.evoting.nsdl.com. The same has also been uploaded on the websites of Stock Exchanges where the shares of the Company are listed.
9. **The Remote e-Voting period begins on Tuesday, February 17, 2026 at 9.00 A.M. and ends on Wednesday, March 18, 2026 at 5.00 P.M.** The Remote e-Voting module shall be disabled by NSDL for voting thereafter. Members desirous of exercising their votes through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 P.M. (IST) on Wednesday, March 18, 2026. The remote e-voting facility will be disabled by NSDL immediately thereafter.



10. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, February 6, 2026, 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.
11. 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 Remote e-Voting for the Postal Ballot, a Scrutinizer's Report of the total votes cast in favor 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. The results of the Postal Ballot shall be declared on or before Friday, March 20, 2026 at the Registered Office of the Company. The results of the voting conducted by Postal Ballot along with the Scrutinizer's Report will be made available on the website of the Company at www.evereadyindia.com and on the website of NSDL at www.evoting.nsdl.com and intimated to the Stock Exchanges, where the equity shares of the Company are listed, within the statutory timelines. Additionally, the results will be placed on the notice board at the Registered Office of the Company.
12. Pursuant to the provisions of Section 110 of the Act read with the Rules and MCA Circulars, the Company has an option for the above-mentioned resolutions, to seek approval of the members through Postal Ballot (via remote e-voting), instead of getting the same passed at a General Meeting. 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., Wednesday, March 18, 2026.
13. Members holding shares in physical mode and who have not registered / updated their e-mail address/ mobile Number with the Company are requested to register / update the same by submitting duly filled and signed Form ISR-1 with the Registrar & Share Transfer Agent (RTA), Maheshwari Datamatics Private Limited at mdpldc@yahoo.com / contact@mdplcorporate.com along with self-attested copy of the PAN Card, and self-attested copy of any document as address proof (e.g. Driving License, Voter Identity Card, Passport, Masked Aadhaar, etc.) or in hard copy to the RTA's office at Maheshwari Datamatics Pvt Ltd (Unit: Eveready Industries India Limited) 23 R N Mukherjee Road, Kolkata – 700 001. In case of any queries/difficulties in registering the e-mail address, Members may write to investorrelation@eveready.co.in. Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants.
14. Members holding shares in physical mode are requested to furnish their PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers through ISR-1, ISR-2, ISR-3 & SH-13 forms. These KYC forms are available on the website of the RTA at <https://mdpl.in/downloads.php>.
15. Special window for re-lodgement of transfer requests of physical shares: Pursuant to SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026 dated January 30, 2026, the Company is contented to offer another one-time Special Window, for the re-lodgement of transfer deeds of Physical Shares that were lodged before April 01, 2019 and were rejected/returned/not attended due to deficiency in the documents/process/or otherwise. This Special Window shall be open for 1 year, starting from February 5, 2026 to February 4, 2027. Kindly note that during this window, all re-lodged securities will be issued only in dematerialised (demat) form and shall be under lock-in for a period of one year from the date of registration of transfer. Such securities shall not be transferred/lien-marked/pledged during the said lock-in period. Eligible shareholders may submit their transfer request along with the requisite documents to the Company or its RTA within the stipulated time.
16. For those Members opting for remote e-voting, the process and manner of remote e-voting will be as follows:

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 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"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 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> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>

Type of shareholders	Login Method
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 my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. 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 and New System Myeasi Tab and then use your existing Myeasi Username and Password.
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 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.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login method for 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 website?

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:
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*****.
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*****.
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 email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
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/OTHER INSTRUCTIONS FOR MEMBERS

1. Corporate and Institutional shareholders (i.e. other than HUF) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter/Power of Attorney etc. to the Scrutinizer by e-mail to aklabhcs@gmail.com with a copy marked to evoting@nsdl.com. Corporate and Institutional shareholders (i.e. other than HUF) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login or submit a copy of the same at the Registered Office of the Company. Please note that in case of Non-Individual Shareholders (except HUF), furnishing of the Board Resolution/Authority Letter or Power of Attorney, in any mode as mentioned hereinabove is mandatory and in lack of it, the vote would be considered invalid by the Scrutinizer.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call at.: +91-22- 4886 7000 or send a request to Mr. Pritam Dutta, Deputy Manager at pritamd@nsdl.com/evoting@nsdl.com of NSDL or call on +91-33-4517 9844 and/or Mr. Subhabrata Biswas, Compliance Officer, Maheshwari Datamatics Pvt. Ltd. at the designated e-mail ID: contact@mdplcorporate.com or call on +91-33-2248 2248, who will address the queries/grievances connected with the voting by electronic means.
4. Members who have not registered their email addresses with the Company or its RTA or with the Depositories and wish to receive the Postal Ballot Notice and/or cast their voted through Remote e-Voting are required to register their email addresses with the Company at investorrelation@eveready.co.in. Alternatively, Members may send a letter requesting for registration of their email addresses, mentioning their name, Folio no./Client ID and DP ID, through email at investorrelation@eveready.co.in or by post to the Registered Office of the Company.

Process for those shareholders whose e-mail ids are not registered with the depositories for procuring User ID and password and registration of e-mail IDs for e-voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorrelation@eveready.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorrelation@eveready.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



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

ITEM No. 1

The Board of Directors of the Company, at its meeting held on 5th February 2026, has considered and approved the amendment of the Articles of Association of the Company by inserting a new Article to allow the Company to issue equity shares for offer and allotment to officers, employees, workers and directors of the Company in accordance with the terms and conditions of such scheme, plan or proposal as the Board of Directors of the Company ("Board") may formulate (such as an employment stock option scheme or share based benefit scheme). At present, the Articles of Association of the Company do not contain specific provisions enabling such issuance and allotment to employees pursuant to such schemes. In order to provide flexibility to the Company to introduce and implement such employment stock option scheme or share based benefit scheme, in compliance with the Companies Act, 2013 read with the rules made thereunder and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, it is proposed that the Articles of Association of the Company be amended to insert a new Article enabling the Company to issue equity shares of the Company, underlying employee stock options or share based benefits to eligible employees under the relevant plans / schemes proposed to be created.

Pursuant to Section 14 of the Companies Act, 2013, the alteration of the Articles of Association requires approval of the members of the Company by way of a Special Resolution. Accordingly, the approval of the members is sought through this postal ballot.

A copy of the draft amended Articles of Association, containing the new Article 11A, will be available for inspection by the members, at the Registered Office of the Company, between 10:00 A.M. to 12:00 Noon on all working days (excluding Saturday, Sunday and Holidays) till the last date of remote e-voting.

None of the Director(s) and/or Key Managerial Personnel of the Company or their respective relatives, in any way, concerned or interested, financially or otherwise, in the resolution mentioned in the notice except to the extent of any employee stock options that may be granted to them (and the resultant equity shares issued or allotted) under any employee stock option scheme implemented by the Company in accordance with applicable laws.

As per Section 102(2) of the Act, it is clarified that the proposed Resolution does not relate to or affect any other Company.

The Board recommends the Special Resolution as set out in Item No. 1 in the Notice for the approval of the members.

ITEM No. 2

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation plan. The Board of Directors of your Company understands the need to enhance employee engagement, to reward the employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company. In order to reward and retain the employees and to create a sense of ownership and participation amongst them, the Board of Directors has at its meeting held on 5th February 2026, upon recommendation of Nomination and Remuneration Committee ("Committee") approved the 'Eveready Industries India Limited Employee Stock Option Plan 2026' ("ESOP 2026") to or for the benefit of such employees as defined in the ESOP 2026 ("Eligible Employee").

The ESOP 2026 shall be implemented by issuance of fully paid-up equity shares of the Company having face value of ₹ 5 each.

In terms of Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations") and applicable provisions of the Companies Act, 2013 and Rules made thereunder, an 'Employee Stock Option Plan' requires approval of the shareholders by way of a Special Resolution.



In terms of Regulation 6(2) read with Part C of Schedule I of the SEBI SBEB Regulations, the features of the Plan are provided below:

a) Brief description of the Plan:

This Plan shall be called the 'Eveready Industries India Limited Employee Stock Option Plan 2026' ("ESOP 2026"), which provides for implementation of the ESOP 2026 through fresh issuance of fully paid-up equity shares of the Company having a face value of ₹ 5 each ("Equity Shares"). The objectives of the ESOP 2026 are to a) create a sense of ownership and participation amongst the employees; b) attract, retain, reward talented individuals in the company and also to motivate the employees with incentives and reward opportunities to actively contribute to the Company's growth and profitability; c) drive an entrepreneurship mindset of value creation for the organization; d) provide the means to enable the Company to attract and retain appropriate talent in its respective employment and e) achieve sustained growth of the Company and create shareholder value by aligning the interests of the employees of the Company with the long-term interests of the Company.

b) The total number of options, Equity Shares or benefits, as the case may be, to be offered and granted:

The maximum number of employee stock options ("Options") that may be granted by the Company to the eligible employees under the ESOP 2026 shall not exceed 21,81,000 (Twenty-One Lakh Eighty One Thousand only) Options convertible into 21,81,000 (Twenty One Lakh Eighty One Thousand only) Equity Shares (i.e., ~3.00% of the total paid-up equity shares as on the date of this Notice) and the same may be granted in one or more tranches, from time to time, as may be determined by the Nomination and Remuneration Committee ("Committee").

In case of any corporate action(s) such as rights issues, change in control of the Company, bonus issues, restructuring of the share capital of the Company, other reorganization of the Company in which the Equity Shares are converted into or exchanged, merger and sale of division, and others, a fair and reasonable adjustment shall be made to the benefits granted to the eligible employee under the ESOP 2026. Accordingly, in case of any such corporate action(s), a fair and reasonable adjustment shall be made to the ceiling for Options provided above, and/or the exercise price and/or the exercise period and/or the vesting criteria as may be deemed appropriate by the Committee subject to compliance of the SEBI SBEB Regulations and other applicable law. In making such adjustments, the Committee shall ensure that the total value of Options granted (including the Options vested but not exercised) to the employee remains the same after any such corporate action.

c) Identification of classes of employees entitled to participate and be beneficiaries in the Plan:

The following classes of employees are eligible for participation in the ESOP 2026:

- i. an employee as designated by the Company, who is exclusively working in India or outside India; or
- ii. a director of the Company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group; or
- iii. an employee as defined in sub-clauses (i) or (ii), of a group Company including subsidiary Company or its associate company, in India or outside India, or of a holding company of the Company, but does not include:
 - an employee who is a promoter or a person belonging to the promoter group;
 - or a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company;
 - or an independent director.

The Employees to whom the Options would be granted and their eligibility criteria (including but not limited to performance, merit, grade, conduct and length of service of the Employee) would be determined by the Committee, in its absolute discretion from time to time.

For the avoidance of doubt, ESOP 2026 is being implemented at this stage only for employees and directors of Eveready Industries India Limited. Any future proposal to extend ESOP 2026 to employees of the Company's subsidiary(ies) or holding/associate company(ies), if any, will be placed before the Members for approval by a separate special resolution in accordance with applicable law, prior to any such grant.

d) Requirement of Vesting and period of Vesting:

Subject to applicable laws, there shall be a minimum vesting period of 1 (one) year and the maximum vesting period of 10 (ten) years from the date of grant of Options.

Vesting of Options would be subject to (i) continued employment / directorship with the Company; (ii) the Participant (i.e. the employee to whom Options would be granted) having not served any notice of resignation as on the Vesting Date; and (iii) absence of disciplinary proceedings pending against the Participant on the Vesting Date.

In case of any disciplinary proceedings against any Participant, the relevant Vesting shall be kept in abeyance until disposal of the proceedings. Where the disciplinary proceedings do not result in termination, Vesting shall happen as if there was no abeyance.

In the event of death or permanent incapacity of an employee, all options granted and outstanding as on the date of death/permanent incapacity shall vest on that date, in accordance with applicable law.

The Committee has the sole and absolute discretion to determine the vesting criteria which may also include performance-based as well as time-based criteria having regard to the expertise, achievement or expected achievement of key performance indicators by the eligible employee, terms of employment of the Participant amongst any other factors that it deems fit.

e) Maximum period within which the Options shall be vested:

Subject to applicable laws, there shall be a minimum vesting period of 1 (one) year and maximum vesting period of 10 (ten) years from the date of grant of Options. Vesting will typically occur over 1-5 years. In limited long-cycle roles, the Committee may approve a longer schedule, with reasons recorded.

f) Exercise Price or Pricing Formula:

The Committee shall have the power to determine the Exercise Price and in doing so, the Committee may refer to the valuation determined by an independent valuer or adopt any other generally acceptable methods of valuation in accordance with Applicable Laws and prevailing accounting standards. Such Exercise Price shall not be lower than the face value of the Shares or higher than the Market Price (as defined under the SEBI SBEB Regulations) of the Share on the Grant date. No re-pricing of options shall be undertaken without prior approval of Members by special resolution, in accordance with the Applicable laws.

g) Exercise period and process of exercise:

The Committee as per its own discretion shall determine the Exercise Period at the time of grant which shall not be more than a maximum of 5 years from the Vesting date. The options can be exercised by the Participant by submitting an Exercise Application as prescribed by the Committee along with payment of exercise price and applicable taxes, in such manner as may be prescribed from time to time. The Options will lapse if not exercised within the specified exercise period.

h) Appraisal process for determining eligibility of employees for the Plan:

The Committee shall determine the grant in its absolute discretion, taking into consideration such factors but not limited to the employee's performance appraisal, seniority, period of service, role of the employee, the present and potential contribution to the growth of the Company. Thereafter, from time to time, the Committee may grant Options to one or more eligible employees.

i) Maximum number of Options, to be offered and issued per employee and in aggregate, if any:

The maximum number of Options granted per eligible employee will be determined by the Committee on a case to case basis and shall be less than 1% of the issued capital (excluding outstanding warrants and conversions) of the Company in any one year at the time of grant, unless a separate specific approval from shareholders of the Company through special resolution is obtained in terms of applicable laws. The maximum number of Options (in aggregate) that may be granted under the ESOP 2026 shall be 21,81,000 (Twenty One Lakh Eighty One Thousand only) Options. Each Option, on exercise will result in the allotment of one equity share of the Company.



j) Maximum quantum of benefits to be provided per employee under the Plan:

The maximum quantum of benefit (per Option) that will be provided to any eligible employee under the ESOP 2026 will be the difference between the market value of Company's equity shares on the Stock Exchanges as on the date of exercise of Options and the exercise price paid by the employee. Apart from the grant of Options as stated above, no other benefits are contemplated under the ESOP 2026.

k) Whether the Plan is to be implemented and administered directly by the Company or through a Trust:

The ESOP 2026 shall be implemented directly by the Company and not through a Trust. The said plan would be administered by Nomination and Remuneration Committee of the Company.

l) Whether the Plan involves new issue of shares by the company or secondary acquisition by the trust or both:

The ESOP 2026 shall be implemented through fresh issuance of Equity Shares by the Company and does not involve secondary acquisition by a Trust.

m) The amount of loan to be provided for implementation of the Plan by the Company to the Trust, its tenure, utilization, repayment terms, etc.:

Not applicable, as the ESOP 2026 is not being implemented through the Trust route and will be implemented by way of fresh issuance of Equity Shares by the Company.

n) The maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Plan:

Not applicable, as the ESOP 2026 is not being implemented through the Trust route and will be implemented by way of fresh issuance of Equity Shares by the Company.

o) Statement to the effect that the company shall conform to the accounting policies specified in Regulation 15:

The Company shall follow the relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein.

p) The method which the Company shall use to value its Options:

The Company shall use the Fair Value Method to value the Options being granted under the ESOP 2026 and accordingly the necessary disclosure(s) under SEBI SBEB Regulations shall be made in the Directors' Report.

q) Declaration:

In case the company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' Report.

r) Period of lock-in:

The Equity Shares allotted upon exercise of Options under the ESOP 2026 are not subject to any lock in period.

s) Terms & conditions for buyback, if any, of specified securities covered under SEBI regulations:

Subject to the provisions of the then prevailing applicable laws and the guidelines under the SEBI SBEB Regulations, the Committee shall determine the procedure for buy-back of the Options granted if to be undertaken at any time by the Company, and the applicable terms and conditions thereof including:-

- i. permissible sources of financing for buy-back;
- ii. any minimum financial thresholds to be maintained by the company as per its last financial statements; and
- iii. limits upon quantum of specified securities that the company may buy-back in a financial year.



Consent of the members is being sought by way of Special Resolution pursuant to the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB Regulations and all other applicable provisions, if any.

A copy of the draft ESOP 2026 will be available for inspection by the members, at the Registered Office of the Company, between 10:00 A.M. to 12:00 Noon on all working days (excluding Saturday, Sunday and Holidays) till the last date of the remote e-voting.

None of the Director(s) and/or Key Managerial Personnel of the Company or their respective relatives, in any way, concerned or interested, financially or otherwise, in the resolution mentioned in the Notice except to the extent of any stock options that may be granted to them (along with the resultant equity shares issued or allotted) that may be offered to them under any employee stock option scheme implemented by the Company in accordance with applicable laws.

As per Section 102(2) of the Act, it is clarified that the proposed Resolution does not relate to or affect any other Company.

The Board recommends the Special Resolution as set out in Item No. 2 in the Notice for the approval of the members.

ITEM No. 3

In accordance with the recommendations of the Nomination and Remuneration Committee of the Company ("Committee"), the Board of Directors at its meeting held on August 3, 2024 appointed Mr. Bibek Agarwala, Chief Financial Officer as Whole Time Director of the Company for a period of five years effective from August 05, 2024 and designated him as Executive Director and Chief Financial Officer of the Company. The Members of the Company approved the said appointment and terms of his remuneration vide Postal Ballot on October 22, 2024.

Thereafter, upon recommendations of the Committee, the Board at its meeting held on August 5, 2025 approved the revision in remuneration of Mr. Bibek Agarwala, Executive Director and Chief Financial Officer of the Company for his remaining tenure effective April 1, 2025 till August 04, 2029. The Members of the Company approved the revision in the terms of his remuneration vide Postal Ballot on October 16, 2025.

Mr. Bibek Agarwala is a commerce graduate from St. Xavier's College, Kolkata. He is a Fellow Member of the Institute of Chartered Accountants of India as well as that of the Institute of Company Secretaries of India. Mr. Agarwala has over 25 years' in-depth and rich experience in business, finance transformation and in providing strategic, financial and operating expertise inclusive of treasury, mergers & acquisitions, taxation, commercial, supply chain, risk management, innovation and digitization. In the past, he has worked in large corporate houses like Essel Group, Raymond Lifestyle, PricewaterhouseCoopers, Dabur Group, Pernod Ricard India and Johnson Matthey Chemicals India. He is presently the Executive Director and Chief Financial Officer of Eveready Industries India Limited.

The Board of Directors in its meeting held on February 05, 2026, upon recommendation of Committee approved the 'Eveready Industries India Limited Employee Stock Option Plan 2026' ("ESOP 2026") for eligible employees and directors of the Company subject to approval of shareholders of the Company. Hence, it is proposed to add employee stock options ("Stock Options"), as a part of the overall remuneration payable to Mr. Bibek Agarwala, Executive Director and Chief Financial Officer of the Company for his remaining tenure effective April 1, 2026 to August 4, 2029.

The exact perquisite value of the Stock Options proposed to be granted, would depend on the actual number of Stock Options that may be granted by the Committee, number of options exercised by Mr. Agarwala and the market price of the equity shares of the Company as on the date of exercise of Stock Options.

The Board of Directors at its meeting held on February 5, 2026, on recommendation of the Committee approved the proposal to revise the remuneration of Mr. Bibek Agarwala for his remaining tenure effective April 1, 2026 to August 4, 2029 by including Stock Options in the remuneration structure as follows:

Basic Salary, Special Pay Allowances, Other Allowances, Perquisites, Benefits & Amenities	Aggregating to a maximum limit of Rs 2,36,00,000 per annum
Performance award	Equivalent to a maximum of Rs 25,00,000 per annum based on performance linked to self KRA results and Company performance. Pay-out will be 80% based on company goals and 20% based on individual KRA.
Stock Options	As may be decided from time to time by the Nomination and Remuneration Committee in terms of Employees Stock Option Scheme / Plan of the Company.
Medical Insurance; Personal Accident and Group Term Life Insurance	As per applicable Rules of the Company.
Club Fees	Reimbursement of club fee as per applicable Rules of the Company.
Leave Encashment	As per applicable Rules of the Company.
Retiral Benefits	As per applicable Rules of the Company.
The above-mentioned remuneration may be revised, subject to the recommendation of Nomination and Remuneration Committee and approval of the Board, from time to time, within an overall amount not exceeding Rs 3,50,00,000 per annum.	

Except for the above inclusion of Stock Option, all other terms of his appointment and remuneration, as approved by the members through Postal Ballots on October 22, 2024 and October 16, 2025 shall remain unchanged. It is clarified that there is no upward revision on the previously approved limits relating to the remuneration payable to Mr. Bibek Agarwala and that this additional incentive continues to be within the remuneration limits as approved by the members of the Company in the resolutions as mentioned above.

Except Mr. Bibek Agarwala and his relatives, none of the Director(s) and/or Key Managerial Personnel of the Company or their respective relatives, is in any way, concerned or interested, financially or otherwise, in the resolution mentioned in the Notice except to the extent of any Stock Options that may be granted to them (along with the resultant equity shares issued or allotted) that may be offered to them under any employee stock option scheme implemented by the Company in accordance with applicable laws.

The details of remuneration paid to Mr. Bibek Agarwala during Financial Year 2024-25 have been disclosed in the Corporate Governance Report for Financial Year 2024-25 and also given below.

The details of Remuneration paid to the Executive Director for the year ended March 31, 2025 is as under:

Name of Director	Mr. Bibek Agarwala**
Position	Whole Time Director designated as Executive Director and Chief Financial Officer
Period	5 th August 2024 to 4 th August 2029
Salary	₹ 1.51 Crore
Fixed Allowances, Perquisites, Benefits and Amenities	₹ 0.53 Crore
Performance Incentive	₹ 0.18 Crore
Others (includes PF, Gratuity, NPS, etc.)	₹ 0.14 Crore
Total	₹ 2.36 Crore
Notice Period	3 months
Stock Options	None

**** Mr. Bibek Agarwala, was appointed as Whole Time Director of the Company designated as Executive Director and Chief Financial Officer of the Company, for a period of five years, effective 5th August, 2024.**

Brief profile and other details of Mr. Bibek Agarwala as required under the SEBI Listing Regulations and Secretarial Standard on General Meetings are provided under 'Annexure – I' to this Postal Ballot Notice.

A copy of the abovementioned Postal Ballot Notices will be available for inspection by the members, at the Registered Office of the Company, between 10:00 A.M. to 12:00 Noon on all working days (excluding Saturday, Sunday and Holidays) till the last date of the remote e-voting.



As per Section 102(2) of the Act, it is clarified that the proposed Resolution does not relate to or affect any other Company.

The Board recommends the Ordinary Resolution as set out in Item No. 3 in the Notice for the approval of the Members.

Annexure – I

Name of Director	Mr. Bibek Agarwala						
DIN	07267564						
Age	49 years						
Qualifications	Bachelor of Commerce from St. Xavier's College, Kolkata, Fellow Member of the Institute of Chartered Accountants of India as well as the Institute of Company Secretaries of India.						
Terms and conditions of appointment	Mr. Bibek Agarwala was appointed as Whole Time Director for a period of 5 (five) years effective from 5 th August 2024 and designated as Executive Director and Chief Financial Officer of the Company.						
Date of first appointment on the Board	August 5, 2024						
Shareholding in the company	NIL						
Relationship with other Directors / Manager and KMP of the Company	None						
The number of Meetings of the Board attended	FY 2024-25 - 100% (2 meetings) FY 2025-26 - (till the date of this Postal Ballot Notice): 100% (5 meetings)						
Other Directorships, Membership / Chairmanship of Committees of other Boards	<table> <tr> <th><u>Name of the Company</u></th><th><u>Membership/Chairmanship</u></th></tr> <tr> <td>Greendale India Limited</td><td>- None</td></tr> <tr> <td>Preferred Consumer Products Private Limited</td><td>- None</td></tr> </table>	<u>Name of the Company</u>	<u>Membership/Chairmanship</u>	Greendale India Limited	- None	Preferred Consumer Products Private Limited	- None
<u>Name of the Company</u>	<u>Membership/Chairmanship</u>						
Greendale India Limited	- None						
Preferred Consumer Products Private Limited	- None						

Details of the aforementioned Director with respect to Experience, Details of remuneration sought to be paid and Remuneration last drawn by such person, Relationship with other Directors, Manager and other Key Managerial Personnel has been mentioned in the Explanatory Statement. Membership/chairmanship of only two Committees viz. Audit Committee and Stakeholder's Relationship Committee have been considered.

By Order of the Board
For Eveready Industries India Limited

Place: Kolkata
Date: February 5, 2026

Sd/-
Shampa Ghosh Ray
Company Secretary
ACS 16737