

EVEREADY INDUSTRIES INDIA LTD.

Code of Conduct for Senior Management Personnel

Preamble

'Senior Management Personnel' comprising employees at the level just below Wholetime Directors, including all functional heads, and holding positions such as Vice-President and Senior General Manager, form the core executive management team of the Company. Working under the superintendence, control and guidance of the Managing Director/Wholetime Directors, they are responsible for implementation of all management decisions concerning the operations of the Company and for achieving its business objectives. While doing so, they have to uphold and protect the Company's reputation for integrity and fair dealing and to set examples within the Company.

Code of Conduct

Based on the above principles the Senior Management Personnel of Eveready Industries India Ltd. ('the Company') are expected to observe the following Code of Conduct :-

1. **Avoidance of Conflict of Interest**

Senior Management Personnel having financial, personal or family interest in a vendor, customer or competitor shall make such interest known to their immediate superiors and shall abstain from the decision-making process related to such vendor, customer or competitor. For this purpose 'family' will mean spouse, children, brothers, sisters and parents.

2. **Business Integrity and Ethics**

Senior Management Personnel shall adhere to the highest standard of integrity and ethics in discharge of their functions. While exercising the authorities and discharging the responsibilities assigned to them they are expected to conduct themselves in such a manner as to avoid any act which may bring embarrassment to the Company and to themselves.

3. **Terms and Conditions of Employment and legal compliance**

Senior Management personnel shall strictly comply with the terms and conditions of their employment with the Company including the Rules and Regulations as applicable to them in accordance with the Company's HR policy as in force from time to time. They shall provide the necessary support to the Managing Director and Wholetime Directors in ensuring that all national and local laws, regulations and customs in the areas falling within their respective remit are complied with.

4. **Investment in Shares of the Company/Code for prevention of Insider Trading**

Senior Management personnel shall not deal in the Company's securities on a short-term basis. They have also to accept that they are not free to deal in the Company's securities at all times and they are bound by the Company's 'Code of Conduct for Prevention of Insider Trading' which shall be deemed to be a part of this 'Code of Conduct'.

5. **Not to make secret profit**

Senior Management personnel shall not make any secret profit out of their position. If they receive information on a potential business opportunity in their official capacity they shall not use that opportunity for their own purpose.

6. **Confidentiality**

Senior Management personnel shall keep confidential and not divulge directly or indirectly any information (except what is in the public domain) relating to the Company, its intellectual properties including technology and business processes, its business and its customers/vendors which they have become aware of in the course of their employment with the Company. They shall not also make use of such information for any purpose other than for the benefit of the Company.

7. **Non-compete**

Without taking prior consent of the Company, Senior Management personnel shall not accept any position of influence or of pecuniary interest in any other organisation whose business is in direct competition with that of the Company. Upon leaving the Company owing to retirement or for any other reason after serving for 5 years or more, they shall not, for a period of 3 years, take up employment with any competitor.

December 19, 2005

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