

## Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity : Eveready Industries India Limited

2. Quarter Ending: June 30, 2016

| I. Composition of Board of Directors |                       |                        |  |  |                       |  |   |  |
|--------------------------------------|-----------------------|------------------------|--|--|-----------------------|--|---|--|
| Title (Mr. / Ms)                     | Name of the Director  | PAN\$ & DIN            | Category (Chairperson / Executive / Non-Executive / Independent / Nominee) & | Date of Appointment in the current term / cessation                        | Tenure*               | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)** |
| Mr.                                  | B.M.Khaitan           | AGEPK6970B<br>00023771 | Non-Executive<br>Chairman  | Director<br>effective<br>23.11.1994  | -                     | 5  | 1   | 0  |
| Mr.                                  | Aditya Khaitan        | AFDPK0968D<br>00023788 | Non-Executive Vice<br>Chairman   | Director<br>effective<br>23.11.1994  | -                     | 6  | 2   | 1  |
| Mr.                                  | Sanjiv Goenka         | AEFPG4689G<br>00074796 | Independent<br>Non-Executive   | 25.07.2014   | Current Term 5 Years. | 5  | 1   | 2  |
| Mr.                                  | S. R. Dasgupta        | AGWPD4949B<br>01401511 | Independent<br>Non-Executive   | 25.07.2014   | Current Term 5 Years. | 3  | 1   | 3  |
| Mr.                                  | Sudipto Sarkar        | AZWPS5020M<br>00048279 | Independent<br>Non-Executive   | 25.07.2014   | Current Term 5 Years. | 5  | 5   | 0  |
| Mrs.                                 | Ramni Nirula          | AAJPB9085B<br>00015330 | Independent<br>Non-Executive   | 25.07.2014   | Current Term 5 Years. | 7  | 6   | 4  |
| Mr.                                  | S. Saha               | AKVPS6853L<br>00112375 | Executive<br>(Wholetime<br>Director)   | Appointed<br>effective<br>22.03.2005<br>Current term<br>from<br>22.03.2014 | -                     | 1  | 1   | 0  |
| Mr.                                  | Amritanshu<br>Khaitan | AJFPK2122H<br>00213413 | Executive<br>(Managing<br>Director)  | Appointed<br>effective<br>10.08.2011<br>Current term<br>from<br>05.05.2014 | -                     | 6  | 0   | 0  |

§ PAN number of any director would not be displayed on the website of Stock Exchange

&amp; Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

\*\* listed and unlisted public limited Companies.

| II. Composition of Committees  |   |   |   |
|--|---|---|---|
| Name of Committee  | Name of Committee Members                                     | Category (Chairperson/Executive/Non-Executive/independent/Nominee) §                                    |   |
| 1. Audit Committee   | Mr. S.R. Dasgupta<br>Mr. Sudipto Sarkar<br>Mrs. Ramni Nirula  | Chairperson - Independent - Non Executive<br>Independent - Non Executive<br>Independent - Non Executive |   |
| 2. Nomination & Remuneration Committee   | Mr. Sudipto Sarkar<br>Mr. Sanjeev Goenka<br>Mr. S.R. Dasgupta | Chairperson - Independent - Non Executive<br>Independent - Non Executive<br>Independent - Non Executive |   |
| 3. Stakeholders Relationship Committee   | Mr. S.R. Dasgupta<br>Mr. S. Saha                              | Chairperson - Independent - Non Executive<br>Executive  |   |
| §Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.   |   |   |   |
| III. Meeting of Board of Directors   |   |   |   |
| Date(s) of Meeting (if any) in the previous quarter  | Date(s) of the Meeting (if any) in the relevant quarter       | Maximum gap between any two consecutive meetings (in number of days)                                    |   |
| 25/01/2016   | 06/05/2016  | 102 days  |   |
| IV. Meeting of Committees  |   |   |   |
| Date(s) of meeting of the committee in the relevant quarter  | Whether Requirement of Quorum met (details)                   | Date(s) of meeting of the committee in the previous quarter   | Maximum gap between any two consecutive meetings in number of days* |
| Audit Committee  | All Committee Members present                                 | 06/05/2016  | 102 days  |
| * This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional  |   |   |   |
| V. Related Party Transactions  |   |   |   |
| Subject  | Compliance status (Yes/No/NA)refer note below                 |   |   |
| Whether prior approval of audit committee obtained   | Yes   |   |   |
| Whether shareholder approval obtained for material RPT   | NA  |   |   |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee   | NA (Not required)   |   |   |
| Note   |   |   |   |
| 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. |   |   |   |
| VI. Affirmations   |   |   |   |
| 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.  |   |   |   |
| 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015  |   |   |   |
| a. Audit Committee   |   |   |   |
| b. Nomination & remuneration committee   |   |   |   |
| c. Stakeholders relationship committee   |   |   |   |
| 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.   |   |   |   |
| 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.   |   |   |   |
| 5. This report will be placed in the next Board meeting.The Quarterly Report of Corporate Governance for the quarter ended March 31, 2016 was placed before the Board meeting held on May 6, 2016  |   |   |   |
| Name & Designation   |   |   |   |
| <b>EVEREADY INDUSTRIES INDIA LTD.</b><br><br><b>TEHNAZ PUNWANI</b><br><b>Vice President - Legal</b><br><b>&amp; Company Secretary</b>   |   |   |   |
| Company Secretary /Compliance Officer / Manager Director / CEO   |   |   |   |