

REPORT ON CORPORATE GOVERNANCE

Your Company's Annual Report on Corporate Governance for the year ended March 31, 2017, is given as below:

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company believes that good corporate governance consists of a combination of business practices which result in enhancement of the value of the Company to the shareholders and simultaneously enable the Company to fulfill its obligations to other stakeholders such as customers, vendors, employees and financiers and to the society in general. The Company further believes that such practices are founded upon the core values of transparency, empowerment, accountability, independent monitoring and environmental consciousness. The Company makes its best endeavors to uphold and nurture these core values in all aspects of its operations.

BOARD OF DIRECTORS

Composition and Category of the Board

The Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors with one woman Director. The Chairman of the Board of Directors is a Non-Executive Director and as at March 31, 2017, the Company has 8 Directors out of which 4 are Non-Independent Directors and 4, comprising of one half of the Board strength, are Independent Directors. The necessary disclosures regarding other Directorships and committee memberships have been made by all the Directors.

The details of the composition of the Board of Directors together with the number of other Directorships/Committee Memberships held by the Directors as on the said date is as follows:

Sl. No.	Directors	Category	No. of Directorships held (excluding) *	Committee Memberships# (excluding)*	
				As Chairman/Chairperson	As Member
1.	Mr. B. M. Khaitan (DIN : 00023771)	Non-Executive Chairman	5	-	1
2.	Mr. A. Khaitan (DIN : 00023788)	Non-Executive Vice Chairman	7	1	2
3.	Mr. Amritanshu Khaitan (DIN : 00213413)	Managing Director	9	-	-
4.	Mr. S. Saha (DIN : 00112375)	Whole time Director	4	-	-
5.	Mr. S. Goenka (DIN : 00074796)	Independent Director	6	2	1
6.	Mr. S.R. Dasgupta (DIN : 01401511)	Independent Director	1	-	1
7.	Mr. S. Sarkar (DIN : 00048279)	Independent Director	4	1	3
8.	Mrs. R. Nirula (DIN : 00015330)	Independent Director	9	4	6

*Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013.

Only two committees viz. the Audit Committee and the Stakeholders Relationship Committee are considered for this purpose.

None of the Directors held Directorship in more than 10 Public Limited Companies and/or were members of more than 10 committees or acted as Chairperson of more than 5 committees across all Public Limited Companies in which they were Directors.

None of the Independent Directors served as Independent Director in more than 7 listed Companies.

The Executive Directors were not Independent Directors of any other listed Company.

Number of Meetings held and Attendance of Directors during Financial Year 2016-17

The Board of Directors have met 5 times in the financial year 2016-17. The gap between two meetings is within 120 days. The attendance of the Directors at the Board Meetings and the Annual General Meeting of the Company is given as below:

	Dates of Board Meetings					Date of AGM
	06.05.16	25.07.16	09.11.16	27.01.17	20.02.17	25.07.16
Mr. B. M. Khaitan	P	P	P	P	P	A
Mr. A. Khaitan	P	P	P	P	A	P
Mr. Amritanshu Khaitan	P	P	P	P	P	P
Mr. S. Saha	P	P	P	P	P	P
Mr. S. Goenka	A	A	P	A	A	A
Mr. S. R. Dasgupta	P	P	P	P	P	P
Mr. S. Sarkar	A	P	A	P	A	P
Mrs. R. Nirula	P	P	P	P	A	P

P - Attended A - Leave of absence granted

Changes in the composition of the Board of Directors since last report

Mr. Ajay Kaul (DIN: 00062135) was appointed as Additional Director in the capacity of Independent Director effective May 30, 2017 subject to approval of the members at the forthcoming Annual General Meeting of the Company.

Disclosure of Relationship between Directors inter se

As at March 31, 2017, no Director is related to any other Director on the Board in terms of the definition of 'relative' given under the Companies Act, 2013 except Mr. B.M. Khaitan and Mr. A. Khaitan, who are father and son.

Number of shares held by Non- Executive Directors

The number of shares held by the Non-Executive Directors as on 31.03.2017:

Name of Director	Number of Shares Held as on 31.03.17
Mr. B.M. Khaitan	35,897
Mr. A. Khaitan	2,32,266
Mr. S.R.Dasgupta	27,600
Mr. S. Goenka	Nil
Mr. S.Sarkar	Nil
Mrs. R. Nirula	Nil
TOTAL :	2,95,763

Code of Conduct

A Code of Conduct has been formulated for the Directors and senior management personnel of the Company and the same is available on the Company's website. A declaration from the Managing Director, that all Board Members and senior management personnel have affirmed compliance with the Code of Conduct for the financial year ended March 31, 2017 forms part of the Annual Report. The duties of the Independent Directors as laid down in the Companies Act, 2013 has been suitably incorporated in the Code of Conduct, as necessary.

Information to Board

Necessary information as specified in Part A of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) including, inter alia, quarterly statutory compliance reports, updates, annual budgets, as and when applicable, are placed before the Board for its review and consideration.

Risk Management

The Company has laid down adequate procedures to inform the Board about the risk assessment and risk minimization procedures. The Company through its Board of Directors has constituted a Risk Management Steering Committee for the purpose of monitoring and reviewing of the risk management plans periodically.

CEO/CFO Certificate

The aforesaid certificate duly signed by the Managing Director and Whole time Director & CFO in respect of the financial year ended March 31, 2017 has been placed before the Board.

Independent Directors

The tenure of Independent Directors is in accordance with the Companies Act, 2013.

None of the Independent Directors has any material pecuniary relationships or transactions with the Company, its Promoters, Directors, associates, which in their judgment would affect their independence.

The Independent Directors are apprised at the Board Meetings and Committee Meetings on the Company operations, market shares, governance, internal control process and other relevant matters inclusive of presentations and

programmes with regard to strategy, operations and functions of the Company including important developments in various business divisions and new initiatives undertaken by the Company. The familiarization programme for Independent Directors is available on the Company's website (http://www.evereadyindia.com/investorrelation/company_policies/..aspx).

The Independent Directors of the Company held separate informal meeting on 06.05.2016 without the attendance of non-independent Directors and managerial personnel for the purposes, inter alia, as required by Regulation 25 (4) of the Listing Regulations.

AUDIT COMMITTEE

The Board has constituted a qualified and independent Audit Committee. All the members of the Committee are financially literate and at least one member possesses accounting and financial management expertise.

The Audit Committee is empowered to inter alia, investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

Terms of Reference

The terms of reference of the Audit Committee is in line with the regulatory requirements and, inter alia are as follows:

- Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
- Reviewing with the management the annual financial statements and auditor's report before submission to the Board, focusing primarily on :-
 - Matters required to be included in the Directors' Responsibility Statement, as required for the Report of the Board of Directors
 - Any changes in accounting policies and practices
 - Major accounting entries based on exercise of judgment by management.
 - Significant adjustments arising out of audit
 - Compliance with listing and legal requirements concerning financial statements
 - Disclosure of any related party transactions
 - Modified opinion(s) in the draft audit report
- Reviewing with the management, the quarterly financial statements before submission to the Board
- Reviewing and monitoring the end use of funds raised through public offers and related matters
- Reviewing and monitoring auditors' independence and performance and the effectiveness of the audit process
- Approving or subsequently modifying transactions of the Company with related parties
- Scrutinizing inter-corporate loans and investments
- Valuation of undertakings/assets where necessary
- Evaluating internal financial controls and risk management systems
- Reviewing with the management, external and internal auditors, the adequacy of internal control systems
- Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit
- Discussion with internal auditors any significant findings and follow up thereon
- Reviewing the findings of any internal investigations by the internal

auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board

- Discussion with external auditors before the audit commences on nature and scope of audit as well as have post-audit discussion to ascertain any area of concern
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors
- Overseeing/Reviewing the Vigil (Whistle Blower) Mechanism
- Approval of the appointment of CFO
- Reviewing the management discussion and analysis of financial condition and results of operations
- Reviewing the management letters/letters of internal control weaknesses, if any
- Reviewing with the management the statement of utilization/application of funds raised through issues
- Reviewing the internal audit reports relating to internal control weaknesses
- Recommending appointment, removal and terms of remuneration of Internal Auditor
- Reviewing statement of deviations, if any

Composition

As on March 31, 2017, the Audit Committee comprised of 3 Directors, Mr. S. R. Dasgupta, an Independent Director, as the Chairman, Mr. S. Sarkar and Mrs. R. Nirula, all Independent Directors as Members.

The Chairman of the Audit Committee was present at the 81st Annual General Meeting of the Company.

Mrs. T Punwani, Vice President-Legal and Company Secretary acts as the Secretary of the Audit Committee.

Meetings & Attendance

During the year ended March 31, 2017, 4 Meetings of the Audit Committee were held, with the requisite quorum being present, the dates being 06.05.2016, 25.07.2016, 09.11.2016 & 27.01.2017. The intervening gap between the Meetings was within the period prescribed of 120 days.

The attendance of the members of the Audit Committee was as follows:

Members	No. of Meetings attended
Mr. S. R. Dasgupta	4
Mr. S. Sarkar	2
Mrs. R. Nirula	4

The Statutory Auditors/Cost Auditor, Internal Auditor and Director in charge of Finance are the Invitees as and when felt necessary.

NOMINATION & REMUNERATION COMMITTEE

Terms of Reference

The terms of reference of the Nomination & Remuneration Committee, are as follows:

- To form criteria for qualifications/independence etc. of Directors
- To identify persons for Directorships & senior management positions and recommend their appointments/removals
- To recommend Policy for remuneration to Directors/KMP and other employees
- To form criteria for evaluation of Directors
- To devise policy of Board Diversity
- To extend or continue the term of appointment of the Independent Director,

on the basis of the report of performance evaluation of the Independent Directors

Composition

As on March 31, 2017, the Nomination & Remuneration Committee comprised of 3 Directors, Mr. S. Sarkar, an Independent Director, as the Chairman, Mr. S. R. Dasgupta, Independent Director and Mr. Aditya Khaitan, Non- Executive Director, as Members.

Meetings and Attendance

During the year ended March 31, 2017, 3 Meetings of the Nomination & Remuneration Committee were held on 19.04.2016, 25.07.2016 and 27.01.2017.

The attendance of the members of the Nomination & Remuneration Committee was as follows:

Members	No. of Meetings attended
Mr. S. Sarkar	3
Mr. S. R. Dasgupta	3
Mr. S. Goenka **	-
Mr. Aditya Khaitan	1

**Mr. S. Goenka, Independent Director, stepped down as Member of the Nomination & Remuneration Committee effective December 29, 2016 and Mr. Aditya Khaitan was inducted as a Member of the Committee as on the same date.

BOARD EVALUATION

The process for Board Evaluation is inclusive of the following:

- The Board evaluates the performance of the Independent Directors excluding the Director being evaluated
- The Nomination & Remuneration Committee evaluates the performance of each Director
- The Independent Directors evaluate the performance of the Non-Independent Directors including the Chairperson of the Company taking into account the views of the Executive and Non-Executive Directors and the Board as a whole
- Performances of the Audit, Nomination & Remuneration, Stakeholders Relationship and Corporate Social Responsibility Committees are also evaluated

The criteria for performance evaluation, inter alia, includes:

- Appropriate Board size, composition, independence, structure
- Appropriate expertise, skills and leadership initiatives
- Attendance in meetings and participation in discussions
- Adequate knowledge about the Company's business and the economic scenario
- Innovative ideas for growth of the Company's business and economic scenario
- Effectiveness in discharging functions, roles and duties as required
- Review and contribution to strategies, business and operations of the Company
- Expression of independent opinion on various matters taken up by the Board
- Timely flow of information and effective decision making
- Defining roles and effective coordination and monitoring
- Effective and prompt disclosures and communication
- Compliance with applicable laws and adherence to Corporate Governance
- Compliance with Policies, Code of Conduct etc.

REMUNERATION OF DIRECTORS

The Non-Executive Directors have no material pecuniary relationships or transactions with the Company in their personal capacity.

The Non- Executive Directors are paid Sitting Fees for the Board Meetings and Committee Meetings as recommended by the Board. The fees or compensation/ commission if any paid to the Non-Executive Directors is within the limits prescribed under the Companies Act, 2013 and does not require any further approvals.

The details of remuneration paid to Non-Executive Directors including Independent Directors for the year ended March 31, 2017 are as under:

Name of Director	Sitting Fees paid for Board Meetings (₹)	Sitting Fees paid for Committee Meetings (₹)	Commission (₹)
Mr. B.M. Khaitan	1,00,000	Nil	1,00,000
Mr. A. Khaitan	80,000	20,000	1,00,000
Mr. S.R.Dasgupta	1,00,000	2,20,000	1,00,000
Mr. S. Goenka	20,000	NA	1,00,000
Mr. S.Sarkar	40,000	1,00,000	1,00,000
Mrs. R. Nirula	80,000	80,000	1,00,000
TOTAL :	4,20,000	4,20,000	6,00,000

Effective April 1, 2017, Sitting Fees payable to Non-Executive Director for Board Meeting attended has been enhanced from ₹ 20,000 to ₹ 50,000.

The details of Remuneration paid to Executive Directors for the year ended March 31, 2017 are as under (Note below):

Name of Director	Salary (₹)	Value of Perquisite & Allowance (₹)	Contribution to Retiral Funds (₹) #	Tenure as per service contract	Notice Period
Mr. S. Saha	1,05,32,258	1,30,49,829	28,43,710	21.03.2022	1 month
Mr. Amritanshu Khaitan	1,28,00,000	1,52,34,025	34,56,000	04.05.2022	3 months

Excluding contribution to Gratuity Fund

The Company does not have any Employee Stock Option Scheme

STAKEHOLDERS RELATIONSHIP COMMITTEE

As on March 31, 2017, the Committee comprised of Mr. S. R. Dasgupta, Independent Director as Chairman and Mr. S. Saha, Whole time Director, as Members.

The terms of reference of the Committee are to look into redressal of investors' complaints including those relating to transfer of shares/debentures, issue of dividend warrants, repayment of non-receipt of dividend warrants and notices/annual reports and other investor grievances.

During the year ended March 31, 2017, 2 meetings of the Committee were held on 06.05.2016 and 06.01.2017.

The attendance of the members was as follows:-

Member	No. of Meeting attended
Mr. S .R. Dasgupta	2
Mr. S. Saha	2

Mrs. T Punwani, Vice President - Legal & Company Secretary is the 'Compliance Officer' of the Company under Regulation 6 of the Listing Regulation and other SEBI Regulations/ Certificates.

Shareholders' Complaints and Redressal as on March 31, 2017:

Type of Grievances and Category	Dividend Warrant not received	Shares not Dematerialised	Non-Receipt of Share	Annual Report not received	Total
Complaints received during the year	6	Nil	3	1	10
Complaints Attended to/ Redressed	6	Nil	3	1	10

Number of pending Share Transfers: Nil

The Board has delegated the power of share transfer to a Committee. The Committee attends to share transfer formalities weekly/fortnightly.

GENERAL BODY MEETINGS

Details of Annual General Meetings (AGMs)

AGMs	Date of AGMs	Location	Time	Special Resolutions passed
AGM (81st)	25.07.2016	Rotary Sadan, 94/2, Chowringhee Road, Kolkata- 700020	3.00 p.m	Yes
AGM (80th)	21.08.2015	Rotary Sadan, 94/2, Chowringhee Road, Kolkata- 700020	11.00 a.m	Yes
AGM (79th)	25.07.2014	Rotary Sadan, 94/2, Chowringhee Road, Kolkata- 700020	11.00 a.m	Yes

There were no Special Resolutions which were put through postal ballot, last year.

In the Notice of the forthcoming 82nd Annual General Meeting there are no items of business (Special Resolutions) which require to be conducted through postal ballot.

MEANS OF COMMUNICATION

Financial Results

Quarterly, half-yearly and annual results in the forms prescribed under Regulation 33 and Regulation 47 of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 are published in prominent dailies such as Economic Times/ Business Standard/ Financial Express/Mint (English) and Aajkaal (Bengali) newspapers and also displayed on the Company's website www.evereadyindia.com.

Other Information

General Information on the Company, official news releases and presentations to analysts and institutional investors are also posted on the Company's website.

GENERAL SHAREHOLDERS' INFORMATION

Annual General Meeting :

Date	Time	Venue
August 7, 2017	11.00 a.m.	Rotary Sadan, 94/2, Chowringhee Road, Kolkata - 700020

Financial Calendar (tentative) for the year 2017-2018

Publication of Unaudited results for the quarter ending June 2017	July/August 2017
Publication of Unaudited results for the half-year ending September 2017	October/November 2017
Publication of Unaudited results for the quarter ending December 2017	January/February 2018
Publication of Audited results for the year ending March 2017	April/May 2018
Annual General Meeting for the year ending March 2018	July to September 2018

Dates of book closure

The Register of Members of the Company will remain closed from August 1, 2017 to August 7, 2017 (both days inclusive) for the purpose of the Annual General Meeting of the Company.

Listing on Stock Exchanges

The shares of the Company can be traded on all the recognised Stock Exchanges in India. The shares of the Company are listed at the following Stock Exchanges:

The Calcutta Stock Exchange Limited
7, Lyons Range, Kolkata 700 001

BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001

National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex, Bandra(E), Mumbai 400 051

Listing Fees

The Annual Listing Fees for 2017-2018 have been paid to all the three Stock Exchanges within the scheduled dates.

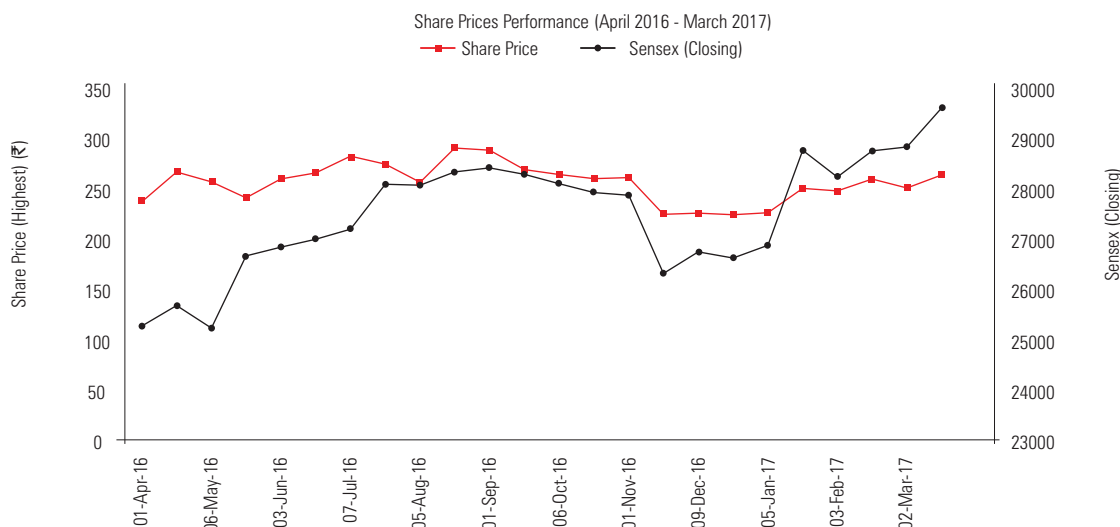
Stock Code

The Calcutta Stock Exchange Limited	000029
BSE Limited	531508
National Stock Exchange of India Ltd	EVEREADY

Stock Market Price Data:

Month	BSE Ltd.		National Stock Exchange of India Ltd.	
	High	Low	High	Low
2016				
April	273.85	218.75	273.55	217.00
May	257.05	230.80	257.00	230.00
June	266.00	235.65	267.00	235.50
July	283.00	248.00	283.25	246.00
August	291.00	240.00	291.00	240.15
September	288.95	246.55	287.90	243.75
October	264.45	240.15	265.40	240.20
November	261.30	211.90	260.50	211.00
December	225.65	190.00	229.00	199.55
2017				
January	250.50	211.90	260.00	210.60
February	259.95	239.60	263.80	240.00
March	264.00	228.00	265.05	227.30

Performance in comparison with BSE Sensex (Share Prices as on BSE)



Distribution of Shareholding as on March 31, 2017:

According to category of Holding

Category	No of Shares held	Percentage of Shareholding
A. Promoter & Promoter Group*	3,20,15,995	44.05
Sub Total	3,20,15,995	44.05
B. Public		
1. Institutional Investors		
a. FIs/FPIs	1,71,97,098	23.66
b. Mutual Funds/UTI	64,90,005	8.93
c. Banks/ FIs/ Insurance Companies	18,37,780	2.53
d. Central Government	277	0.00
2. Others		
a. Indian Public	1,01,34,696	13.94
b. Private Corporate bodies	42,40,572	5.83
c. NRI's/ OCB's/Trusts/ Clearing Member/Foreign National	7,70,837	1.06
Sub Total	4,06,71,265	55.95
GRAND TOTAL	7,26,87,260	100.00

*Refer Note on Page 29

According to number of Ordinary Shares held:

	No of Shareholders	% of Shareholders	No of Ordinary Shares held	% of Shareholding
1 to 50	23,666	47.21	4,36,731	0.60
51 to 100	10,901	21.74	9,22,535	1.27
101 to 150	3,752	7.48	4,89,503	0.67
151 to 250	4,294	8.57	8,67,224	1.19
251 to 500	4,151	8.28	15,66,102	2.16
501 to 5000	3,022	6.03	40,79,945	5.61
5001 and above	347	0.69	6,43,25,220	88.50

Registrar and Transfer Agents

Pursuant to Regulation 53A of the Securities and Exchange Board of India (Depositories & Participants) Regulations, 1996, the Company has appointed the following SEBI registered Agency as the Common Registrar & Share Transfer Agent of the Company for both the Physical and Dematerialised segment with effect from November 1, 2003 :-

Maheshwari Datamatics Private Limited,
Regd. Office - 6, Mangoe Lane, Kolkata – 700 001
Corp. Office - 23, R. N. Mukherjee Road, Kolkata – 700 001
Phone No. (033) 2248 2248, 2243 5029
Fax No. (033) 2248 4787

Share Transfer System for Physical Shares:

The Directors' Share & Debenture Transfer Committee of the Company generally meets weekly/fortnightly for approving share transfers and for other related activities. The average time taken for processing of Share transfers including despatch of share certificate is about 15 days. The time taken to process dematerialisation requests is about 12 to 15 days.

Dematerialisation of shareholding and liquidity:

The Company has entered into Agreement with both the Depositories registered under the Depositories Act, 1996, i.e. National Securities Depository Ltd. (NSDL), A Wing, 4th Floor, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 and Central Depository Services (India) Ltd. (CDSL), Phiroze Jeejeebhoy Towers, 17th Floor, Dalal Street, Fort, Mumbai – 400 001 to facilitate holding and trading in shares of the Company in dematerialised form in accordance with the provisions of the Depositories Act, 1996.

Scripts of the Company have been mandated by SEBI for settlement only in dematerialised form by all investors effective March 21, 2000. Mention may be made that 97.58% of the total shares of the Company has since been dematerialised.

ISIN No. for the Company's ordinary shares in Demat Form : INE 128A01029

Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity: NIL**Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:**

The Company manages commodity-pricing risk for zinc by entering into financial instrument contracts, longer dated purchase contracts, or commodity indexed sales contracts in terms of zinc risk management policy of the Company.

The Company is also exposed to foreign currency risk for the raw materials and stock in trade that it imports and finished goods that it exports and engages in foreign currency hedging with banks by way of currency forward contracts in order to decrease its foreign exchange exposure arising from its foreign-currency denominated purchases and sales in terms of the foreign exchange risk management policy of the Company.

Plant Location:

- 1 P-4, Transport Depot Road, Kolkata – 700 088
- 2 1075, Tiruvottiyur High Road, Chennai – 600 019
- 3 B-1 & B-2 Sector - 80, Phase II, Noida, Gautam Budh Nagar, U.P. – 201 305
- 4 Plot No. 6, Sector 12, IIE SIDCUL, Haridwar – 249 403
- 5 7/1A, KIADB Industrial Area, Somanahalli, Dist. Mandya, Maddur – 571 428, Karnataka
- 6 Mill Road, Aishbag, Lucknow – 226 004
- 7 IGC, Matia, Dist. Goalpara, Assam 738 125

Whom and where to contact for Share and related services:

Any assistance regarding share transfers and transmissions, change of address, non-receipt of dividends, duplicate/missing Share Certificates, demat and other matters and for redressal of all share-related complaints and grievances please write to or contact the Registrar & Share Transfer Agent or the Share Department of the Company at the addresses given below:

Maheshwari Datamatics Private Ltd.,
Corp. Office : 23, R. N. Mukherjee Road, Kolkata –700 001
Phone No.: (033) 2248 2248, 2243 5029
Fax No.: (033) 2248 4787
E-mail: mdpldc@yahoo.com

Share Department – Eveready Industries India Ltd

1, Middleton Street, Kolkata – 700 071

Phone No.: (033) 2288 3950, 2288 2147 Fax No.: (033) 22884059

E-mail: investorrelation@eveready.co.in

Details of Directors proposed to be appointed/re-appointed

The details pertaining to the Directors seeking appointment/re-appointment at the ensuing Annual General Meeting of the Company is given in the Notice of the AGM.

Demat / Unclaimed Suspense Account:

Three reminder letters have been sent to the Members concerned and the matter is in process.

OTHER DISCLOSURES

The Company did not have any significant related party transactions, which may have potential conflict with the interest of the Company. The Board has approved a policy on dealing with related party transactions and the same has been uploaded and available on the Company's website (<http://www.evereadyindia.com/investor-relations/pdf/rpt-policy1.pdf>). Related party transactions have been disclosed as per Ind AS 24 under Note 32.7 to the Accounts for the year under review. A Statement in summary form of transactions with related parties in the ordinary course of business are placed periodically before the Audit Committee for review and approval. The pricing of all the transactions with the related parties were on an arms length basis.

The Company has complied with all the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as regulations and guidelines of SEBI, as issued from time to time. No penalties have been imposed or stricture has been issued by SEBI, Stock Exchanges or any Statutory Authorities on matters relating to Capital Markets during the last three years.

A Vigil Mechanism/Whistle Blower Policy has been established for Directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The mechanism provides for adequate safeguard against victimisation of director(s)/employee(s) who avail of the mechanism and provides for direct access to the Chairman of the Chairman of the Audit Committee in exceptional cases. The Policy is available on the Company's website (<http://www.evereadyindia.com/investor-relations/pdf/whistle-blower-policy1.pdf>).

There are no material listed/unlisted subsidiary companies as defined in Regulation 16 (1) (c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board has formulated a policy for determining 'material' subsidiaries pursuant to the provisions of the Regulation 16 (1) (c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The same is displayed on the Company's website (<http://www.evereadyindia.com/investor-relations/pdf/policy-for-determining-material-subsidaries1.pdf>)

The Company has adopted a Code of Conduct to regulate, monitor and report trading by Insiders as per SEBI (Prohibition of Insider Trading) Regulations, 2015, as approved by the Board of Directors, with a view to regulate trading in securities by the Directors, Key Managerial Persons and other designated persons.

The Board has formulated a Succession Planning Policy, as recommended by Nomination & Remuneration Committee, for orderly succession for appointments to the Board and to senior management, in terms of Regulation 17 (4) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

There were no material financial and commercial transactions where senior management of the Company had personal interest that may have a potential conflict with the interest of the Company at large.

The Company has complied with the mandatory requirements as prescribed in Part C of Schedule V of the Listing Regulations.

Compliance of Non-mandatory Requirements as on March 31, 2017

The Board: During the year under review, no expenses were incurred in connection with the office of the Chairman.

Shareholder Rights: Half-yearly results including summary of the significant events are presently not being sent to the Shareholders of the Company.

Modified Opinion(s) in Audit Report: Nil

Separate Posts of Chairman & CEO: The Chairman and Managing Director are two separate individuals.

Reporting of Internal Auditor: The Company has an in-house Internal Auditor who submits reports to the Audit Committee, regularly.

For and on behalf of the Board of Directors

Kolkata
May 30, 2017

B. M. Khaitan
Chairman

**TO THE MEMBERS OF
EVEREADY INDUSTRIES INDIA LIMITED**

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

1. This certificate is issued in accordance with the terms of our engagement letter dated August 31, 2016
2. We, Deloitte Haskins & Sells, Chartered Accountants, the Statutory Auditors of **Eveready Industries India Limited** ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 2017, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

Managements' Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2017.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Kolkata,
May 30, 2017

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm Regn. No. 302009E)

Abhijit Bandyopadhyay
Partner
(Membership No. 054785)