

Report on Corporate Governance

In compliance with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, your Company submits the Annual Report on Corporate Governance.

A. 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.

B. BOARD OF DIRECTORS

(i) 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, 2015, 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 and the number of 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 Director	7	1	2
3.	Mr. Amritanshu Khaitan (DIN: 00213413)	Managing Director	9	-	-
4.	Mr. S. Saha (DIN: 00112375)	Wholetime Director	4	-	-
5.	Mr. S. Goenka (DIN: 00074796)	Independent Director	9	2	1
6.	Mr. S. R. Dasgupta (DIN: 01401511)	Independent Director	3	-	3
7.	Mr. S. Sarkar (DIN: 00048279)	Independent Director	5	-	5
8.	Mrs. R. Nirula (DIN: 00015330)	Independent Director	9	4	3

@ 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.

As at March 31, 2015, 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.

(ii) Changes in composition of the Board of Directors since last Report:

Mr. P. H. Ravikumar resigned as Independent Director effective February 28, 2015.

Mr. D. Khaitan, Non-Executive Vice Chairman expired on March 09, 2015.

(iii) Independent Directors

The Independent Directors have been appointed for an initial term of 5 consecutive years from the conclusion of the Company's 79th Annual General Meeting to the conclusion of the Company's 84th Annual General Meeting. Reappointment for a further term of 5 years at the end of the current term shall be subject to the approval of the Board and the shareholders by way of a Special Resolution. They are not liable to retire by rotation.

The terms and conditions of the appointment as contained in the appointment letter as issued to all Independent Directors have been disclosed on the website of the Company.

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

During the year ended March 31, 2015, the Independent Directors of the Company held separate informal meeting on November 11, 2014 without the attendance of non-Independent Directors and managerial personnel for the purposes as, inter alia, required by Clause 49(6)(b).

The familiarisation programme for Independent Directors is available on the Company's website (<http://www.evereadyindustries.com/investors/pdf/familiarisation-programme-for-independent-directors.pdf>).

(iv) Meetings and Attendance of Directors during Financial Year 2014-15

	Dates of Board Meetings				Date of AGM
	05.05.14	25.07.14	11.11.14	27.01.15	25.07.14
Mr. B. M. Khaitan	P	P	P	P	A
Mr. D. Khaitan*	P	P	P	A	A
Mr. A. Khaitan	P	P	P	A	P
Mr. Amritanshu Khaitan	P	P	P	P	P
Mr. S. Saha	P	P	P	P	P
Mr. S. Goenka	A	A	A	P	A
Mr. P. H. Ravikumar**	P	P	P	P	P
Mr. S. R. Dasgupta	P	P	P	P	P
Mr. S. Sarkar	P	P	P	A	P
Mrs. R. Nirula	P	P	P	P	P

P - Attended A - Leave of absence granted

*Mr. D. Khaitan expired on 09.03.15

**Mr P. H. Ravikumar resigned effective 28.02.15

(v) Non-Executive Directors' Compensation & Disclosures

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

The details of remuneration paid to Non-Executive Directors including Independent Directors during the year and the number of shares held by the Non-Executive Directors for the year ended 31.03.15 are as follows:-

Name of Director	Sitting Fees paid for Board Meetings (₹)	Sitting Fees paid for Committee Meetings (₹)	Number of Shares Held as on 31.03.15
Mr. B. M. Khaitan	80,000	Nil	35,897
Mr. D. Khaitan**	60,000	Nil	3,19,300
Mr. A. Khaitan	60,000	Nil	2,32,266
Mr. S. R. Dasgupta	80,000	1,40,000	53,000
Mr. S. Goenka	20,000	Nil	Nil
Mr. P. H. Ravikumar**	80,000	1,20,000	7,000
Mr. S. Sarkar	60,000	60,000	Nil
Mrs. R. Nirula	80,000	80,000	Nil
TOTAL	5,20,000	4,00,000	6,47,463

*Estate of Mr. D. Khaitan

*Mr. D. Khaitan expired on 09.03.15

**Mr P. H. Ravikumar resigned effective 28.02.15

The Company does not have any Employee Stock Option Scheme.

(vi) Profile of Directors proposed to be appointed/re-appointed

The brief profile and other requisite information pertaining to the Directors seeking appointment/re-appointment at the ensuing Annual General Meeting of the Company forms part of the Notice of the Annual General Meeting.

(vii) 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 and the Whole time Director, that all Board Members and senior management personnel have duly complied with the Code of Conduct for the financial year ended March 31, 2015 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.

C. AUDIT COMMITTEE**(i) Constitution & Composition**

- a. As on March 31, 2015, the Audit Committee comprised of Mr. S. R. Dasgupta, an Independent Director, as the Chairman, Mr. S. Sarkar, and Mrs. R. Nirula, all Independent Directors as Members.
- b. Mrs. T Punwani, Senior General Manager-Legal and Company Secretary acts as the Secretary of the Audit Committee.
- c. Invitees: (being entitled to attend as per relevant provisions of applicable Laws/Rules and/or when felt necessary):-
 - (a) The Statutory Auditors and the Cost Auditor
 - (b) The Internal Auditor
 - (c) Director in charge of Finance
- d. ** Mr. P. H. Ravikumar ceased to be a Member and Chairman of the Committee effective February 28, 2015

(ii) During the year ended March 31, 2015, 4 Meetings of the Audit Committee were held, the dates being 05.05.2014, 25.07.2014, 11.11.2014, & 27.01.2015.

(iii) The attendance of the members of the Audit Committee was as follows:

Members	No. of Meetings attended
Mr. P. H. Ravikumar **	4
Mr. S. Sarkar	3
Mr. S. R. Dasgupta	4
Mrs. R. Nirula	4

(iv) Terms of Reference

The terms of reference of the Audit Committee is in line with the regulatory requirements of Section 177 of the Companies Act, 2013 and revised clause 49 of the Listing Agreement. The terms of reference for the year under review, inter alia are as follows:

- a) 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
- b) Recommending the appointment of external auditor, fixation of audit fee and also approval for payment for any other services and Auditors' Report thereon

- c) Reviewing with management the annual financial statements before submission to the Board, focussing 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 judgement by management.
 - Qualifications in draft audit report
 - Significant adjustments arising out of audit
 - The going concern assumption
 - Compliance with accounting standards
 - Compliance with stock exchange and legal requirements concerning financial statements
 - Any related party transactions, i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large
- d) Reviewing with the management, the quarterly financial statements before submission to the Board
- e) Reviewing with the management, external and internal auditors, the adequacy of internal control systems
- f) 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
- g) Discussion with internal auditors any significant findings and follow up thereon
- h) 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
- i) 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
- j) 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
- k) Reviewing the management discussion and analysis of financial condition and results of operations
- l) Reviewing the management letters/letters of internal control weaknesses, if any
- m) Reviewing with management the statement of utilisation/application of funds raised through issues
- n) Reviewing the internal audit reports relating to internal control weaknesses
- o) Recommending appointment, removal and terms of remuneration of Internal Auditor
- p) Approval of the appointment of CFO (whole time finance director or person heading finance function)

- q) Approving or subsequently modifying transactions of the Company with related parties
- r) Valuation of undertakings/assets where necessary
- s) Overseeing/Reviewing the Vigil (Whistle Blower) Mechanism
- t) Scrutinising inter-corporate loans and investments
- u) Reviewing and monitoring auditors' independence and performance and effectiveness of audit process
- v) Evaluating internal financial controls and risk management systems
- w) Monitoring the end use of funds raised through public offers and related matters

- a. To identify persons for Directorships & senior management positions and recommend their appointments/removals.
- b. To form criteria for qualifications/independence of directors
- c. To recommend Policy for remuneration to Directors/Key Managerial Personnel (KMP) and other employees
- d. To form criteria for evaluation of Directors
- e. To devise policy on Board Diversity

(iii) During the year ended March 31, 2015, 1 Meeting of the Nomination & Remuneration Committee was held on 05.05.2014.

Members	No. of Meetings attended
Mr. P. H. Ravikumar **	1
Mr. S. Goenka	-
Mr. S. R. Dasgupta	1
Mr. S. Sarkar	NA

D. NOMINATION & REMUNERATION COMMITTEE

(i) Constitution and Composition

At the Board Meeting held on May 05, 2014 the Remuneration Committee was reconstituted as the Nomination & Remuneration Committee. As on March 31, 2015, the Nomination & Remuneration Committee comprised of Mr. S. Sarkar, an Independent Director, as the Chairman, Mr. S. R. Dasgupta and Mr. S. Goenka, all Independent Directors as Members.

**Mr. P. H. Ravikumar ceased to be a Member and Chairman of the Committee effective February 28, 2015.

(ii) Terms of Reference

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

Remuneration Policy:

The Remuneration Policy as recommended by the Nomination & Remuneration Committee relating to the selection and appointment of Directors, Senior Management and their Remuneration including the criteria for determining qualifications, positive attributes, independence of a Director and other matters as required, forms a part of this Annual Report.

The details of Remuneration paid to Executive Directors for the year ended March 31, 2015 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	90,00,000	1,12,56,195	24,30,000	21.03.2017	1 month
Mr. Amritanshu Khaitan@	84,91,936	1,04,62,980	22,92,823	04.05.2017	3 months

Excluding contribution to Gratuity Fund

@ Appointed as Managing Director effective 05.05.2014

E. BOARD EVALUATION

The Board has devised the process and the criteria for the performance evaluation which has been recommended by the Nomination & Remuneration Committee and approved by the Board.

The process for performance evaluation is as under:

- 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 of 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 as laid down by the Nomination & Remuneration Committee, inter alia include:

- 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.

F. SUBSIDIARY COMPANY

There are no material non-listed subsidiary companies as defined in clause 49 of the Listing Agreement with Stock Exchanges. However, the Board of Directors has formulated a policy for determining 'material' subsidiaries pursuant to the provisions of the Listing Agreement. The same is displayed on the Company's website (<http://www.evereadyindustries.com/investors/pdf/policy-for-determining-material-subidiaries.pdf>).

G. 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 Committee for the purpose of monitoring and reviewing of the risk management plans periodically.

H. MANAGEMENT

- (i) Management Discussion and Analysis as approved by the Audit Committee has been given as part of the Annual Report.
- (vi) Shareholders' Complaints and Redressal as on March 31, 2015:

Type of Grievances and Category	Dividend Warrant not received	Shares not Dematerialised	Non-Receipt of Share Certificates	Annual Report not received	Total
Complaints Received during the year	9	Nil	Nil	7	16
Complaints Attended to/ Redressed	9	Nil	Nil	7	16

- (vii) Number of pending Share Transfers: Nil
- (viii) The Board has delegated the power of share transfer to a Committee. The Committee attends to share transfer formalities weekly/fortnightly.
- (ix) Details of Directors seeking appointment or reappointment at the ensuing Annual General Meeting are given as hereunder:

	Seeking re-appointment
Name of Director	Mr. A. Khaitan
Date of appointment	23.11.1994
Expertise in specific functional area	Given in the notice of the AGM
List of other Directorships held	-Do-
Chairman/Member of the Committees of the Board of Companies Director in which he is a Director	-Do-
Shareholding in the Company in case of Non-Executive Director	2,32,266

- (ii) 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.

I. STAKEHOLDERS RELATIONSHIP COMMITTEE

- (i) At the Board Meeting held on May 05, 2014, the Shareholders'/Investors' Grievance Committee was renamed as the Stakeholders Relationship Committee for the purpose of the requirements of the Companies Act, 2013, and as on March 31, 2015, the Committee comprises of Mr. S.R. Dasgupta, Independent Director as Chairman and Mr. S. Saha, Wholtime Director.
- (ii) The terms of reference of the Committee are to look into redressal of investors' complaints 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.
- (iii) During the year ended March 31, 2015, 2 meetings of the Committee were held on 09.05.2014 and 13.11.2014.
- (iv) The attendance of the members was as follows:-

Members	No. of Meetings attended
Mr. S. R. Dasgupta	2
Mr. S. Saha	2

- (v) Mrs. T Punwani, Senior General Manager - Legal & Company Secretary is the 'Compliance Officer' of the Company for the requirements under the Listing Agreements with Stock Exchanges.

J. GENERAL BODY MEETINGS
(i) Details of Annual General Meetings (AGMs)

AGMs	Date of AGMs	Location	Time	Special Resolutions passed
AGM (79th)	25.07.2014	Rotary Sadan, 94/2, Chowringhee Road, Kolkata	11.00 a.m	Yes
AGM (78th)	26.07.2013	Rotary Sadan, 94/2, Chowringhee Road, Kolkata	10.30 a.m.	No
AGM (77th)	27.07.2012	Rotary Sadan, 94/2, Chowringhee Road, Kolkata	10.15 a.m.	Yes

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

(iii) In the Notice of the forthcoming 80th Annual General Meeting there are no items of business (Special Resolutions) which require to be conducted through postal ballot.

K. DISCLOSURES

Related party transactions have been disclosed under Note 24.14 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. There were no materially 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.evereadyindustries.com/pdf/rpt-policy.pdf>).

While preparation of financial statements during the period under review, no accounting treatment which was different from that prescribed in the Accounting Standards was followed.

The Company has complied with all the requirements of the listing agreements with the Stock Exchanges as well as regulations and guidelines of SEBI. 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 and no personal has been denied access to the Audit Committee. The Policy is available on the Company's website (<http://www.evereadyindustries.com/investors/pdf/whistle-blower-policy.pdf>).

L. COMPLIANCE OF NON-MANDATORY REQUIREMENTS AS ON MARCH 31, 2015
A. The Board:

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

B. Shareholder Rights:

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

C. Audit Qualifications: Nil

D. Separate Posts of Chairman & CEO:

The Chairman and Managing Director are two separate individuals.

E. Reporting of Internal Auditor:

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

M. MEANS OF COMMUNICATION
(i) Financial Results

Quarterly, half-yearly and annual results in the forms prescribed by Clause 41 of the Stock Exchange Listing Agreements 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.evereadyindustries.com.

(ii) 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.

N. CEO/CFO CERTIFICATION

The aforesaid certificate duly signed by the MD and WTD & CFO in respect of the financial year ended March 31, 2015 has been placed before the Board.

O. GENERAL SHAREHOLDERS' INFORMATION
1. Annual General Meeting:

Date	Time	Venue
August 21, 2015	11:00 A.M.	Rotary Sadan, 94/2, Chowringhee Road, Kolkata - 700 020

2. Financial Calendar (tentative) for the year 2015-16.

Publication of Unaudited results for the quarter ending June 2015	: July/August 2015
Publication of Unaudited results for the half-year ending September 2015	: October/November 2015
Publication of Unaudited results for the quarter ending December 2015	: January/February 2016
Publication of unaudited/ audited results for the year ending March 2016	: April/May 2016/as approved
Annual General Meeting for the year ending March 2016	: July to September 2016

3. Dates of book closure

The Register of Members of the Company will remain closed on August 7, 2015 for the purpose of the Annual General Meeting of the Company.

4. Listing on Stock Exchanges

- The Calcutta Stock Exchange Association Ltd.
7, Lyons Range, Kolkata – 700 001.
- Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.
- National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex, Bandra(E),
Mumbai – 400 051

The shares of the Company can be traded on all the recognised Stock Exchanges in India. The Annual Listing Fees for 2015-16 have been paid to all the three Stock Exchanges within the scheduled dates.

5. Stock Code

The Calcutta Stock Exchange Association Ltd. : 10000029

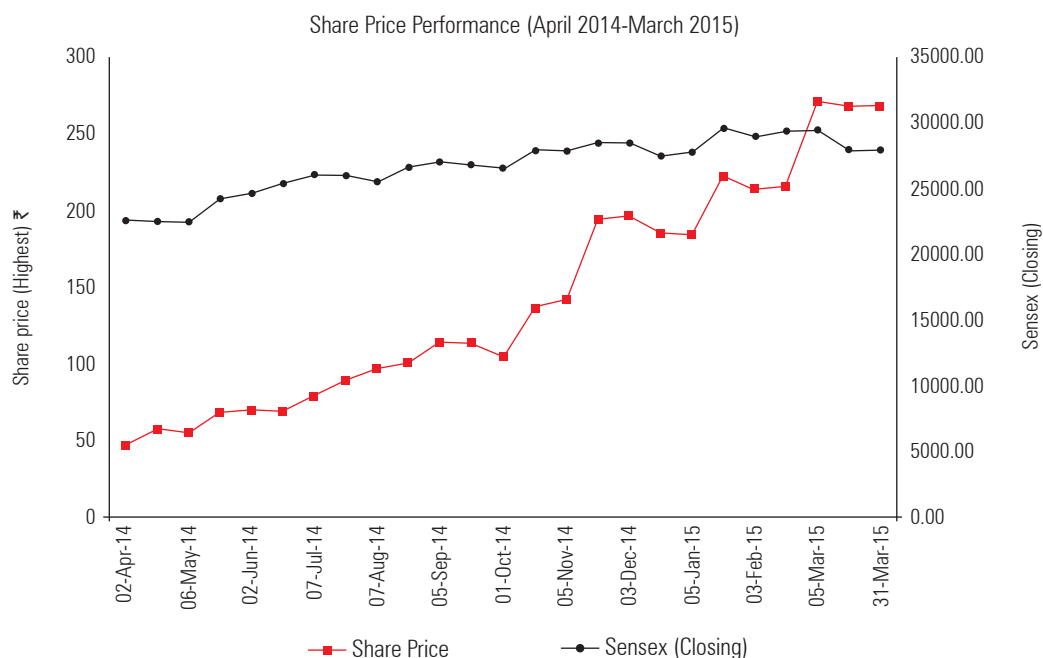
Bombay Stock Exchange Ltd. : 531508

National Stock Exchange of India Ltd. : EVEREADY

6. Stock Market Price Data:

Month	Bombay Stock Exchange Ltd.		National Stock Exchange of India Ltd.	
	High	Low	High	Low
2014				
April	57.30	43.90	57.35	44.00
May	67.85	51.40	68.00	51.25
June	69.80	58.10	69.70	58.00
July	89.50	65.75	88.90	66.10
August	103.00	82.50	103.10	82.20
September	117.00	90.20	116.95	90.10
October	136.80	97.00	136.75	97.00
November	193.95	130.85	193.80	130.65
December	196.70	155.00	196.90	155.10
2015				
January	222.20	170.00	222.25	169.15
February	215.50	186.00	215.95	185.95
March	291.10	207.50	291.00	207.50

7. Performance in comparison with BSE Sensex: Share Prices as on BSE)



8. 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,
6, Mangoe Lane, Kolkata – 700 001.

Phone No. (033) 2243 5809, 2243 5029

Fax No. (033) 2248 4787

9. 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.

10. Distribution of Shareholding as on March 31, 2015:

According to category of Holding:

Category	No of shares Held	Percentage of shareholding
A. Promoters Holding	3,19,25,995	43.92
Sub Total	3,19,25,995	43.92
B. Non-Promoters Holding		
1. Institutional Investors		
a. Mutual Funds and UTI	44,80,955	6.16
b. Banks, FIs, Insurance Companies etc. (Central/state Government Institutions/Non-government Institutions)	25,08,641	3.45
c. FIs	76,12,483	10.47
Sub Total	1,46,02,079	20.08
2. Others		
a. Private Corporate Bodies	59,58,955	8.20
b. Indian Public	1,94,36,038	26.75
c. NRI's/OCB's	6,72,936	0.93
d. Trusts	8,683	0.01
e. Clearing Member	82,574	0.11
Sub Total	2,61,59,186	36.00
GRAND TOTAL	7,26,87,260	100.00

According to number of Ordinary Shares held:

	No. of Ordinary Shares held	No. of Shareholders	% of Shareholders
1 to 50	3,89,115	21,310	42.71
51 to 100	9,41,552	11,052	22.15
101 to 150	5,03,339	3,847	7.71
151 to 250	9,28,964	4,582	9.19
251 to 500	18,12,774	4,720	9.46
501 to 5000	55,75,145	3,875	7.78
5001 and above	6,25,36,371	503	1.00
GRAND TOTAL	7,26,87,260	49,889	100.00

11. 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), Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 and Central Depository Services (India) Ltd. (CDSL), Phiroze Jeejeebhoy Towers, 28th Floor, Dalal Street, 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 97.47% of the total shares of the Company has since been dematerialised.

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

12. Insider Trading:

With a view to regulate trading in securities by the Directors, designated persons and their immediate relatives, the Company has adopted a Code of Conduct to Regulate, Monitor and Report Trading by Insiders.

13. Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity:

Nil

14. Plant Location:

- 1, Taratola Road, Kolkata – 700 088
- P-4, Transport Depot Road, Kolkata – 700 088
- 1075, Tiruvottiyur High Road, Chennai – 600 019
- B-1, Sector - 80, Phase II, Noida, Gautam Budh Nagar, U.P. – 201 305
- Plot No. 6, Sector 12, IIE SIDCUL, Haridwar – 249 403
- 7/1A, KIADB Industrial Area, Somanahalli, Dist. Mandya, Maddur – 571428, Karnataka
- B-2, Sector – 80, Phase II, Noida, Gautam Budh Nagar, U.P. – 201305
- Mill Road, Aishbag, Lucknow – 226 004.
- 123/2 & 3, Ponneri Road, Vaikadu Village, Manali New Town, Chennai – 600 103.

15. 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.,
6, Mangoe Lane, Kolkata – 700 001
Telephone No. (033) 2243-5809, (033) 2243-5029
Fax No. (033) 2248-4787
E-mail: mdpl@cal.vsnl.net.in

Share Department – Eveready Industries India Ltd.,
1, Middleton Street, Kolkata-700071
Telephone No. (033) 2288-3950, (033) 2288-2147
Fax No. (033) 2288-4059
E-mail: investorrelation@eveready.co.in

For and on behalf of the Board

Kolkata
July 02, 2015

B. M. Khaitan
Chairman

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To The Members of

Eveready Industries India Limited

1. We have examined the compliance of conditions of corporate governance by Eveready Industries India Limited ("the Company"), for the year ended March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.
2. The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above mentioned listing agreement.
4. We further 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.

For **Deloitte Haskins & Sells**
Chartered Accountants
Registration No. 302009E

Abhijit Bandyopadhyay
Partner
Membership No.054785

Kolkata
July 02, 2015

The Board of Directors
Eveready Industries India Ltd
Kolkata

Dear Sirs,

CERTIFICATE OF COMPLIANCE OF THE CODE OF CONDUCT OF THE COMPANY

This is to state that the Company had duly adopted a Code of Conduct in the meeting of the Board of Directors held on January 18, 2005. After adoption of the Code of Conduct, the same was circulated to all the Board Members and senior management personnel for compliance. The Code of Conduct has also been posted on the website of the Company. The Company has since received declarations from all the Board Members and senior management personnel affirming compliance of the Code of Conduct of the Company in respect of the financial year ended March 31, 2015.

Mr. Amritanshu Khaitan
Managing Director

Mr. Suvamoy Saha
Whole-time Director