

## Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity : Eveready Industries India Limited

2. Quarter Ending: March 31, 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 00023771	Non-Executive Chairman	Director effective 23.11.1994	-	5	1	0
Mr.	Aditya Khaitan	AFDPK0968D 00023788	Non-Executive Vice Chairman	Director effective	-	6	2	1
Mr.	Sanjiv Goenka	AEFPG4689G 00074796	Independent Non-Executive	25.07.2014	Current Term 5 Years.	5	1	2
Mr.	S. R. Dasgupta	AGWPD4949B 01401511	Independent Non-Executive	25.07.2014	Current Term 5 Years.	3	1	3
Mr.	Sudipto Sarkar	AZWPS5020M 00048279	Independent Non-Executive	25.07.2014	Current Term 5 Years.	5	5	0
Mrs.	Ramni Nirula	AAJPB9085B 00015330	Independent Non-Executive	25.07.2014	Current Term 5 Years.	7	5	4
Mr.	S. Saha	AKVPS6853L 00112375	Executive (Wholetime Director)	Appointed effective 22.03.2005 Current term from 22.03.2014	-	1	1	0
Mr.	Amritanshu Khaitan	AJFPK2122H 00213413	Executive (Managing Director)	Appointed effective 10.08.2011 Current term	-	6	0	0

\$ PAN number of any director would not be displayed on the website of Stock Exchange  
& 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 Mr. Sudipto Sarkar Mrs. Ramni Nirula	Chairperson - Independent - Non Executive Independent - Non Executive Independent - Non Executive	
2. Nomination & Remuneration Committee	Mr. Sudipto Sarkar Mr. Sanjeev Goenka Mr. S.R. Dasgupta	Chairperson - Independent - Non Executive Independent - Non Executive Independent - Non Executive	
3. Stakeholders Relationship Committee	Mr. S. Saha	Chairperson - Independent - Non 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)	
13/11/2015	25/01/2016	72 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	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	All Committee Members present	13/11/2015	72 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)		
<b>Note</b> 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 December 31, 2015 was placed before the Board meeting held on January 25, 2016			
Name & Designation			
<b>EVEREADY INDUSTRIES INDIA LTD.</b>  <b>TEHNAZ PUNWANI</b> Senior General Manager - Legal & Company Secretary			
Company Secretary /Compliance Officer / Manager Director / CEO			

**Annual Compliance Report on Corporate Governance**  
**For the financial Year ended 31 03 2016**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes - Given in Annual Report	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	NA



Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**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.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy. The Company has no Material Subsidiary.

**Name & Designation**

**EVEREADY INDUSTRIES INDIA LTD.**

  
**TEHNAZ PUNWANI**  
Senior General Manager - Legal  
& Company Secretary

**Company Secretary / Compliance Officer / Managing Director / CEO**