

**EVEREADY** 

**INDUSTRIES INDIA LTD.**

1, MIDDLETON STREET, KOLKATA - 700 071

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May 30, 2019

BSE Limited  
P.J. Towers,  
Dalal Street, Fort  
Mumbai - 400 001

The National Stock Exchange  
of India Ltd  
Exchange Plaza, C-1,  
Block – G,  
Bandra Kurla Complex  
Bandra (East)  
Mumbai - 400 051

The Calcutta Stock Exchange  
Limited  
7, Lyons Range  
Kolkata - 700001

**Subject: Secretarial Compliance Report for the Financial Year ended March 31, 2019**

Dear Sirs,

In accordance with Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 of SEBI, we enclose a copy of the Secretarial Compliance report of the Company issued by Mr. Sachin Kumar, Company Secretary in wholetime practice, for the Financial Year ended March 31, 2019.

Please acknowledge receipt.

Thanking you,

Very truly yours,  
**EVEREADY INDUSTRIES INDIA LTD.**

*Kaanchan Pandey*  
*For* (T. PUNWANI)  
**VICE PRESIDENT – LEGAL  
& COMPANY SECRETARY**

ENCL. AS ABOVE



**SACHIN KUMAR, B.Com(H), ACS**  
**COMPANY SECRETARY JN WHOLE-TIME PRACTICE**

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To  
The Board of Directors  
**Eveready Industries India Limited**  
CIN- L31402WB1934PLC007993  
1, MIDDLETON STREET, KOLKATA - 700071  
West Bengal

Subject: **Secretarial Compliance Report for the Financial Year 2018-19**

Dear

Sir/ Madam

We have been engaged by M/s **Eveready Industries India Limited** (hereinafter referred to as "the Company") bearing CIN- L31402WB1934PLC007993 whose equity shares are listed on Calcutta Stock Exchange, Bombay Stock Exchange Limited, National Stock Exchange of India Limited to conduct an audit in terms of Regulations 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI regulations and circulars/guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.



(Sachin Kumar)  
Practising Company Secretary  
M No.: A37957  
CP No. : 14154

Date: 24/05/2019  
Place: Kolkata



**SACHIN KUMAR, B.Com(H), ACS**  
**COMPANY SECRETARY JN WHOLE-TIME PRACTICE**

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**Secretarial compliance report of "Eveready Industries India Limited" for the year ended 31<sup>st</sup> March, 2019**

I have examined:

- (a) all the documents and records made available to us and explanation provided by **Eveready Industries India Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31<sup>st</sup> March, 2019** ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (d) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (f) circulars/ guidelines issued thereunder;

Based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
<b>NONE</b>			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder :

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
<b>NONE</b>				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable this report is being issued for the first time and accordingly no action was required to be taken by the Company.**



(Sachin Kumar)  
Practicing Company Secretary  
M No.: A37957  
CP No. 14154

Date: 24/05/2019  
Place: Kolkata