



Eveready Industries India Ltd.

REGD. OFFICE : 2, Rainey Park, Kolkata - 700019

CIN: L31402WB1934PLC007993

May 30, 2024

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, 2024

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 Ms. Twinkle Pandey, Company Secretary in wholetime practice, for the Financial Year ended March 31, 2024.

Please acknowledge receipt.

Thanking you,

Very truly yours,
EVEREADY INDUSTRIES INDIA LTD.

(T. PUNWANI)
VICE PRESIDENT – LEGAL
& COMPANY SECRETARY

Encl. As Above

 **Twinkle Pandey**
(Company Secretary in Practise)

Secretarial Compliance Report of Eveready Industries India Limited for the year ended as on 31st March, 2024.

To

The Board of Directors

Eveready Industries India Limited
(CIN: L31402WB1934PLC007993)
2, Rainey Park, Kolkata – 700019
West Bengal

Subject: Secretarial Compliance Report for the Financial Year 2023-24.

Dear Sir/Madam,

I 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 BSE Limited, The National Stock Exchange of India and The Calcutta Stock Exchange Limited Limited to conduct an audit in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 including any necessary amendments thereof for the time being in force 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 for the financial year 2023-24 is enclosed.

Twinkle Pandey
(Company Secretary in Practice)
ACS No.: 49208
C.P. No: 22187
Place: Durgapur
Date: 30.05.2024

UDIN: A049208F000504674

Peer Review Certificate No. 2088/2022

Registered office: 9/35, A-ZONE, HOSTEL AVENUE, NEAR ZOOM INTERNATIONAL SCHOOL,
DURGAPUR – 713204; EMAIL ID: twinklepandeyassociates@gmail.com; Contact: 9073960964

 **Twinkle Pandey**
(Company Secretary in Practise)

Secretarial Compliance Report of "Eveready Industries India Limited" for the year ended 31st March, 2024.

We have examined:

- (a) all the documents and records made available to us and explanation provided by **M/s. 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 Report,

for the year ended on 31st March, 2024 in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 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, including:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Depository & Participant) Regulations, 2018; and circulars/ guidelines issued thereunder;

Registered office: 9/35, A-ZONE, HOSTEL AVENUE, NEAR ZOOM INTERNATIONAL SCHOOL, DURGAPUR – 713204; EMAIL ID: twinklepandeyassociates@gmail.com; Contact: 9073960964

 **Twinkle Pandey**
(Company Secretary in Practise)

and based on the above examination, and considering the relaxations granted by Ministry of Corporate Affairs and Securities and Exchange Board of India, I hereby report that, during the review period:

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by PCS*
1	<p><u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable</p>	Yes	NIL
2	<p><u>Adoption and timely up dation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities; • All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated on time, as per the regulations /circulars / guidelines issued by SEBI; 	Yes	NIL
3	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website; • Timely dissemination of the documents / information under a separate section on the website; • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website; 	Yes	NIL

 **Twinkle Pandey**
(Company Secretary in Practise)

4	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	NIL
5	<u>Details related to Subsidiaries of listed entities have been examined w.r.t:</u> (a) Identification of material subsidiary companies; (b) disclosure requirements of material as well as other subsidiaries	N.A. Yes	NIL NIL
6	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	NIL
7	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	NIL
8	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes N.A.	NIL NIL
9	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	NIL
10	<u>Prohibition of Insider Trading:</u> The listed entity is in Compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	NIL



(Company Secretary in Practise)

11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	NIL
12	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	Yes	NIL

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the iii. audit report for such financial year.	Not Applicable	NIL

 **Twinkle Pandey**
(Company Secretary in Practise)

2	Other conditions relating to resignation of statutory auditor.		<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p> <p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.</p>	Not Applicable	NIL
---	--	--	--	-----------------------	-----

 **Twinkle Pandey**
(Company Secretary in Practise)

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder – **There are no such instances during the financial year 2023-24.**
- (b) The listed entity has taken the following actions to comply with the observations made in previous reports – **There were no pending Compliances with respect to Observations enlisted in the previous Report.**

Twinkle Pandey
(Company Secretary in Practice)
ACS No.: 49208
C.P. No: 22187
Place: Durgapur
Date: 30.05.2024
UDIN: A049208F000504674
Peer Review Certificate No. 2088/2022

Assumptions & Limitation of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity;
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion;
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.

This report is solely for the intended purpose of compliance in terms of regulation 24A (2) Of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.