

Ref no. EIL/SEC/2021-22/73

29.03.2022

The Secretary The Calcutta Stock Exchange Limited 7 Lyons Range Kolkata - 700 001 CSE Scrip Code: 15060 & 10015060	The Secretary BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001 BSE Scrip Code: 500086
The Secretary National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot no. C/1, G Block Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 NSE Symbol: EXIDEIND	-

Dear Sir/ Madam,

Subject: Outcome of the Board Meeting held on 29th March, 2022

Re: Intimation of the scheme of amalgamation of wholly owned subsidiary Chloride Power Systems & Solutions Limited (“Transferor Company”) with its parent entity Exide Industries Limited (“Company” or “Transferee Company”) (collectively, the “Amalgamating Companies”) and their respective shareholders (“Scheme”)

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) issued by Securities and Exchange Board of India (“**SEBI**”) read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 and the SEBI master circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 on Schemes of Arrangement by Listed Entities and Relaxation under sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957 issued by SEBI, as amended from time to time (“**SEBI Scheme Circular**”), we wish to submit that the board of directors of the Company at its meeting held today i.e. March 29, 2022, *inter alia*, has considered and approved the aforesaid Scheme pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“**Companies Act**”) read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other rules framed thereunder (including any statutory modification(s) or re-enactment(s) or amendments thereof for the time being in force), Section 2 (1B) read with any other applicable provisions of the Income-tax Act, 1961, as amended from time to time and other applicable laws including the SEBI Scheme Circular, which, *inter alia*, envisages the amalgamation of the Transferor Company with the Company and their respective shareholders, pursuant to a scheme of amalgamation, cancellation of the shares held by the Transferee Company

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in the Transferor Company and the consequent dissolution of the Transferor Company without being wound-up with effect from the opening of business hours on April 1, 2022, or such other date as the Kolkata bench of National Company Law Tribunal (“NCLT”) may direct/ allow (“Appointed Date”), subject to receipt of the requisite statutory and regulatory approval (“Amalgamation”) and various matters consequentially or integrally connected herewith.

The Scheme, if approved, will be effective from the Appointed Date and operative from the Effective Date (*as defined in the Scheme*).

The Scheme is subject to the receipt of approval from the requisite majority of shareholders and creditors of the Amalgamating Parties (unless dispensed with), approval by the Kolkata Bench of the NCLT having jurisdiction over the Amalgamating Companies, and such other approvals, permissions and sanctions of regulatory and other statutory authorities / quasi-judicial authorities, as may be necessary.

The Scheme will be filed with the stock exchanges as per the applicable provisions of Regulation 37 of the Listing Regulations read with the SEBI Scheme Circular.

Pursuant to Regulation 30 of the Listing Regulations, details in respect of the Scheme are enclosed herewith as **Annexure I**.

This is for your information and records.

Thanking you.

Thanking you.

For Exide Industries Limited

A handwritten signature in blue ink, appearing to read "Jitendra Kumar".

(Jitendra Kumar)

Company Secretary &

President- Legal & Corporate Affairs

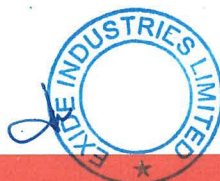
ACS No. 11159

Encl: As above

Annexure I

Details of the Scheme of Amalgamation of Chloride Power Systems & Solutions Limited with Exide Industries Limited and their respective shareholders

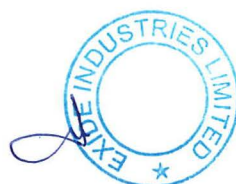
SN	Particulars	Details												
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.	<p>Chloride Power Systems & Solutions Limited is an unlisted public company incorporated on June 16, 1980 under the Companies Act, 1956 and an existing company under the Companies Act having its registered office at Exide House 59E, Chowringhee Road, Kolkata-700020. The CIN of the Transferor Company is U31100WB1980PLC032796 and the registration number is 032796. None of the shares of the Transferor Company are listed on any stock exchange.</p> <p>Exide Industries Limited is a listed public company incorporated on January 31, 1947 under the provisions of the Indian Companies Act, 1913 and an existing company under the Companies Act having its registered office at Exide House 59E, Chowringhee Road, Kolkata-700020. The CIN of the Transferee Company is L31402WB1947PLC014919 and the registration number is 014919. The equity shares of the Transferee Company are listed on the BSE Limited, National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited (“Stock Exchanges”).</p> <p>As on December 31 2021, standalone total assets and revenue of the Amalgamating Parties are as hereunder:</p> <table border="1" data-bbox="586 1406 1353 1697"> <thead> <tr> <th data-bbox="586 1406 655 1514">SN</th> <th data-bbox="655 1406 903 1514">Name</th> <th data-bbox="903 1406 1125 1514">Total Asset (in Rs. crore)</th> <th data-bbox="1125 1406 1353 1514">Revenue from operations (in Rs. crore)</th> </tr> </thead> <tbody> <tr> <td data-bbox="586 1514 655 1621">1.</td> <td data-bbox="655 1514 903 1621">Chloride Power Systems & Solutions Limited</td> <td data-bbox="903 1514 1125 1621">62.27</td> <td data-bbox="1125 1514 1353 1621">57.08</td> </tr> <tr> <td data-bbox="586 1621 655 1697">2.</td> <td data-bbox="655 1621 903 1697">Exide Industries Limited</td> <td data-bbox="903 1621 1125 1697">10,402.20</td> <td data-bbox="1125 1621 1353 1697">8,973.05</td> </tr> </tbody> </table>	SN	Name	Total Asset (in Rs. crore)	Revenue from operations (in Rs. crore)	1.	Chloride Power Systems & Solutions Limited	62.27	57.08	2.	Exide Industries Limited	10,402.20	8,973.05
SN	Name	Total Asset (in Rs. crore)	Revenue from operations (in Rs. crore)											
1.	Chloride Power Systems & Solutions Limited	62.27	57.08											
2.	Exide Industries Limited	10,402.20	8,973.05											
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is	Yes. The transaction would fall within related party transactions under the Listing Regulations. The transaction shall not attract compliance with the requirements of Section 188 of the Companies Act pursuant to the clarifications provided in General Circular No. 30/2014 dated July 17, 2014.												



SN	Particulars	Details
	done at “arm’s length”	<p>The Transferor Company is a wholly owned subsidiary of the Transferee Company.</p> <p>As the Scheme contemplates amalgamation of a wholly owned subsidiary with its holding company, resulting into only cancellation of shares of the Transferor Company without any consequential issuance of fresh shares by the Transferee Company or payment of any cash consideration, therefore, no consideration is proposed and no valuation exercise has been undertaken.</p> <p>Similarly, in terms of sub-regulation (5)(b) of Regulation 23 of the Listing Regulations (<i>related party transactions</i>), no prior approval of the audit committee of the Company would be required for the proposed Scheme.</p>
3.	Area of business of the entity(ies);	<p>The Transferor Company is engaged, <i>inter alia</i>, in the business of offering complete DC power solutions for industrial customers by manufacturing industrial battery chargers, DC power solutions and solar power systems in India. It presently manufactures Battery chargers, Distribution Boards, transformers, Chokes, Printed Circuit Board and Battery health monitoring system.</p> <p>The Transferee Company is engaged, <i>inter alia</i>, in the business of manufacture and sale of lead acid storage batteries and home UPS of diverse brands. The Transferee Company has ten factories strategically located at different locations of the country. Through continuous innovations and collaborations, the Transferee Company has become one of the largest manufacturing and exporters of batteries in the sub-continent, manufacturing the widest range of storage batteries in the world, from 2.5 Ah to 20,200 Ah capacity, to cover the broadest spectrum of applications.</p>
4.	Need for the Scheme	<p>The Transferee Company is dependent on the Transferor Company for purchasing battery chargers, distribution board and fuse box. On the other hand, the Transferor Company is dependent upon the Transferee Company for procuring batteries. The amalgamation of the Transferor Company with the Transferee Company will ensure creation of a combined entity, hosting all value added products under the Transferee Company, as the holding entity, thereby resulting in unified interface with customers, on-time supplies, efficiency of management and maximizing value for the shareholders. Further, such restructuring will lead to simplification of group structure by eliminating multiple companies in similar business.</p>



SN	Particulars	Details
5.	Rationale for amalgamation/ merger	The Amalgamating Companies believe that the financial, managerial and technical resources, personnel, capabilities, skills, expertise, assets and technologies of each of the Amalgamating Companies pooled in the merged entity, will lead to optimum use of infrastructure, cost reduction and efficiencies, productivity gains and logistic advantages and reduction of administrative and operational costs, thereby significantly contributing to the future growth and maximising shareholder value.
6.	Synergies of Business of the Entities involved in the Scheme	<p>The proposed Scheme would result in the following benefits:</p> <ul style="list-style-type: none"> (a) Consolidation and synergies of operations and optimisation of the common facilities such as manpower, office space, etc; (b) ensuring a streamlined group structure by reducing the number of legal entities in the group structure; (c) pooling and optimal utilization of financial resources as well as managerial, technical, distribution and marketing resources of each other in the interest of maximizing value to their shareholders and other stakeholders.; (d) simplification of management structure, the elimination of duplication and multiplicity of compliance requirements and rationalization of administrative expenses and better administration; (e) reducing time and efforts for consolidation of financials at the group level; and (f) create value for stakeholders including respective shareholders, customers, lenders, and employees. <p>As a result, the board of directors of the Amalgamating Companies have formulated this Scheme for the amalgamation of the Transferor Company as a going concern with the Company pursuant to Sections 230 to 232 and other relevant provisions of the Act and in accordance with Section 2(1B) of the Income Tax Act, 1961 and other Applicable Laws.</p>



SN	Particulars	Details
7.	Impact of the Scheme on shareholders	<p>(a) For the shareholders of the Transferee Company, the Scheme will result in economies of scale and consolidation of opportunities will contribute to make the Transferee Company more profitable and accordingly further enhance overall shareholder value. Further, as the Scheme does not involve further issuance of shares, there would not be any dilution in the economic interest of the shareholders of the Transferee Company. The impact of the Scheme on the shareholders, including the public shareholders, would be the same in all respects and no shareholder is expected to have any disproportionate advantage or disadvantage in any manner.</p> <p>(b) Being the sole shareholder of the Transferor Company, the Scheme offers an opportunity to the Transferee Company to consolidate its group structure and achieve synergies.</p>
8.	In case of cash consideration – amount or otherwise share exchange ratio;	As the Scheme contemplates amalgamation of a wholly owned subsidiary with its holding company, it would result into only cancellation of shares of the Transferor Company without any consequential issuance of fresh shares by the Transferee Company or payment of any cash consideration.
9.	Brief details of change in shareholding pattern (if any) of the listed entity.	As the Scheme contemplates amalgamation of a wholly owned subsidiary with its holding company, upon the Scheme becoming effective, the existing equity share capital of the Transferor Company shall stand cancelled and no further shares shall be issued. Accordingly, the Scheme would not have any effect on the shareholders of the Transferee Company holding shares on the date the Scheme becomes effective.

