

Ref no. EIL/SEC/2022-23/43

22nd September, 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,

Sub: **Proceeding of 75th Annual General Meeting (AGM) of Exide Industries Limited and Scrutinizer's Report**

This is to inform you that the 75th Annual General Meeting (AGM) of Exide Industries Limited ("Company") was duly convened on 22nd September, 2022 through Video Conferencing (VC)/Other Audio Video Means (OAVM) at 10.30 a.m. IST.

In this regard, please find enclosed the following:

- 1) Summary of the proceedings of the AGM of the Company as required under Regulation 30, Para A of Part A of Schedule - III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Annexure - I**
- 2) Consolidated Scrutinizer Report dated 22nd September, 2022 submitted by M/s A. K. Labh & Co., Practicing Company Secretaries, Kolkata pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 - **Annexure II.**

This is for your information and records.

Thanking you.

Yours faithfully,

For Exide Industries Limited

Jitendra Kumar

Company Secretary and

President- Legal & Corporate Affairs

ACS No. 11159

Encl: as stated above

Exide Industries Limited

Exide House, 59E, Chowringhee Road, Kolkata 700 020

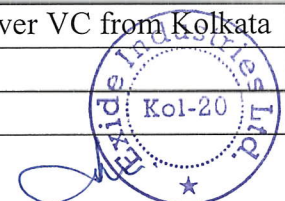
Ph: (033) 2283-2120/33/36/50 | Fax: (033) 2683-2637

www.exideindustries.com | CIN: L31402WB1947PLCO14919

Summary of Proceedings of 75th AGM of Exide Industries Limited convened on Thursday, 22nd September 2022 at 10.30 AM through Video Conferencing/ Other Audio-Visual Means (OAVM)

The 75th Annual General Meeting (AGM) of Members of the Company was held on Thursday, 22nd September 2022 through Video Conferencing (VC) /Other Audio-Visual Means (OAVM) in accordance with the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) Circulars and as per the applicable provisions of the Companies Act., 2013 read with the Rules issued thereunder. The Meeting commenced at 10.30 am (IST) and concluded at 1.05 pm (IST) (including the time allowed for e-voting at AGM).

DIRECTORS IN ATTENDANCE
Mr. Bharat Dhirajlal Shah, joined over VC from Mumbai Non-Executive, Independent, Chairman, Chairperson of CSR committee
Mr. Sridhar Gorthi, joined over VC from Zurich Non-Executive, Independent
Ms. Mona Desai, joined over VC from Mumbai Non-Executive, Independent, Chairperson of Stakeholders' Relationship Committee
Mr. Surin Kapadia, joined over VC from Mumbai Non-Executive, Independent, Chairperson of Audit Committee and Nomination and Remuneration Committee
Mr. Subir Chakraborty, joined over VC from Kolkata Executive, Managing Director and CEO
Mr. A K Mukherjee, joined over VC from Kolkata Executive, Director - Finance & Chief Financial Officer
Mr. Arun Mittal, joined over VC from USA Executive, Director-Automotive
Mr. Avik Roy, joined over VC from Kolkata Executive, Director - Industrial
OTHER ATTENDEES
Mr. Jitendra Kumar, joined over VC from Kolkata Company Secretary & President (Legal & Corporate Affairs)
Statutory Auditors, Representative of B S R & Co. I.P., Chartered Accountants, joined over VC from Kolkata
Secretarial Auditor & Scrutinizer, A K Labh & Co., Company Secretaries, joined over VC from Kolkata
Cost Auditor, Representative of Mani & Co., Cost Accountants, joined over VC from Kolkata
QUORUM OF THE MEETING
A total of 205 members attended the meeting.



Mr. Bharat Dhirajlal Shah, Chairman of the Company, chaired the proceedings of the Meeting. He informed that the AGM was conducted through VC / OAVM facility in accordance with the circulars issued by MCA and SEBI and affirmed that all feasible efforts had been taken by the Company under the current circumstances to enable members to participate through Video Conference and vote at the AGM.

The requisite quorum being present, the Meeting was called to order by the Chairman. Thereafter, the directors and Company Secretary introduced themselves. The Chairman of the Audit committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee were present at the Meeting. Leave of absence was granted to Mr. R B Raheja, Vice-Chairman & Non-executive Non-independent Director. The Chairman placed on record appreciation for the exemplary services rendered by Mr. Sudhir Chand, Independent director who retired after completion of his respective tenure. The Chairman confirmed the presence of Statutory Auditor, Cost Auditor and Secretarial Auditor and Scrutinizer for the remote e-voting and e-voting during the AGM.

The Company Secretary provided general instructions to the Members regarding participation in the Meeting and informed that pursuant to the provisions of the Companies Act, 2013, the rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided facility to the Members to cast their vote through remote e-voting which commenced from Monday, 19th September 2022 (9.00 AM IST) and ended on Wednesday, 21st September 2022 (5.00 PM IST). During this period, all Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, 15th September 2022, had the opportunity to cast their votes electronically. The Members were informed that the facility for voting through e-voting system provided by NSDL was made available during the AGM for Members who had not cast their vote prior to the Meeting.

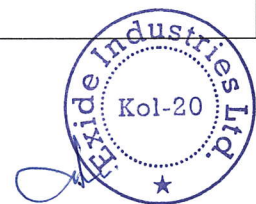
He informed that the Statutory Registers under the Companies Act, 2013 and other documents as referred to in the AGM Notice had been kept open for electronic inspection by the Members during the AGM. Any members interested in inspecting the registers can send a request at cosec@exide.co.in.

Thereafter, the Chairman delivered his speech highlighting inter-alia the prevailing global, Indian economy scenario and highlighted the Company's performance. He then invited Mr. Subir Chakraborty, Managing Director & CEO of the Company to deliver his speech. Mr. Chakraborty highlighted the performance of the overall auto industry, operational performance of the Company during the FY21-22, briefed on the divestment of Exide Life Insurance Company, new IT and digital initiatives, e mobility, ESG initiatives, CSR spent by the Company, focus areas and future outlook.

Thereafter, the Chairman of the Meeting resumed the proceedings of the Meeting and with the consent of the shareholders, the Notice convening the AGM and the Auditor's Report were taken as read.

The agenda items of the Notice of 75th AGM were read for the information of the members as below:

Sr. No.	Particulars	Type of Resolution
Ordinary Business		
1.	Adoption of audited financial statements of the Company for the financial year ended 31 st March 2022 together with the reports of the Directors' and Auditors' thereon and consolidated financial statements of the Company for the financial year ended 31 st March 2022	Ordinary Resolution
2.	Confirmation of interim dividend paid during the financial year ended 31 st March 2022	Ordinary Resolution
3.	Re-appointment of Mr. Arun Mittal (DIN:00412767) who retires by rotation and being eligible, offers himself for re-appointment	Ordinary Resolution
4.	Reappointment of M/s. B S R & Co. LLP, Chartered Accountants, as Statutory Auditor of the Company	Ordinary Resolution
Special Business		
5.	Reappointment of Mr. Surin Shailesh Kapadia as an Independent Director of the Company for second term of five years	Special Resolution
6.	Appointment of Mr. Sridhar Gorthi as an Independent Director of the Company for first term of five years	Special Resolution
7.	Approval of revision in the limit of remuneration payable to Non-Executive Directors by way of Commission	Ordinary Resolution
8.	Ratification of remuneration payable to Cost Auditors for financial year 2022-23	Ordinary Resolution



The Chairman announced that the e-voting facility has been activated and will be closed after 15 minutes from the closure of the Meeting. The Chairman thereafter invited the shareholders who had registered themselves as speakers and were attending the Meeting through VC or OAVM to put forth their queries/feedback, if any. A total of 20 Members raised their queries and sought clarification on various issues which covered inter alia queries on Company's performance during the year, future outlook on domestic and international business, Company's product and technology, emerging business opportunities in Electric Vehicle segment and Company's preparedness, Capital Expenditure plan, dividend, stock prices, update on lithium-ion cell manufacturing facilities in India, etc. The Managing Director & CEO thanked the members for raising meaningful and pertinent questions. Thereafter, he responded to the queries raised by members and provided necessary clarifications, wherever required.

It was then announced that Mr. A. K. Labh, Practising Company Secretary, was appointed as the Scrutinizer to scrutinise the e-voting process and requested the Members to continue to vote through electronic system, if not already voted through remote e-voting. He stated that e-voting results along with the Consolidated Scrutinizers Report shall be informed to the Stock Exchanges and also be placed on website of the Company and on the website of NSDL, the e-voting agency.

The Chairman then thanked and expressed his gratitude towards all the stakeholders of the Company including the shareholders, partners, government, employees, customers, supplier, vendors, bankers and co-directors for their valuable contribution towards the Company's performance.

All the resolutions have been passed with requisite majority.

This is for your information and records.

Thanking you.

Yours faithfully,

For Exide Industries Limited

Jitendra Kumar

Company Secretary and

President- Legal & Corporate Affairs

ACS No. 11159

A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
 DIM, DHRD, PGHDSM, DIRPM
 Practising Company Secretary

**A. K. LABH & Co.****Company Secretaries**

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CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
 (Management and Administration) Rules, 2014]

**The Chairman
 of the 75th Annual General Meeting of
 Exide Industries Limited
 Exide House
 59E, Chowringhee Road
 Kolkata - 700 020**

Dear Sir,

I, Atul Kumar Labh, Practising Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 75th Annual General Meeting (“AGM”) of the members of “**Exide Industries Limited**” (“*Company*”) held on Thursday, the 22nd day of September, 2022 at 10:30 A.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in terms of MCA Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021 and 02/2022 dated 5th May, 2022 (collectively referred as “MCA Circulars”) for the purpose of scrutinizing the electronic voting (“e-voting”) process through remote e-voting and e-voting at the AGM in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, MCA Circulars and the Rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the AGM dated the 29th day of July, 2022. My responsibility as a scrutinizer for remote e-voting and e-voting at the AGM is restricted to make a Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited (“NSDL”), the agency engaged by the Company to provide the facilities for both remote e-voting and e-voting at the AGM.



A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practising Company Secretary



A. K. LABH & Co.

Company Secretaries

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e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

I submit my report as under:

1. The remote e-voting period remained open from 09:00 A.M. IST on Monday, the 19th day of September, 2022 up to 5:00 P.M. IST on Wednesday, the 21st day of September, 2022.
2. The shareholders holding shares as on the “cut off” date, i.e. the 15th day of September, 2022 were entitled to vote on the proposed 8 (Eight) resolutions as mentioned in the Notice of the AGM dated the 29th day of July, 2022.
3. The Company had also provided e-voting facility at the AGM to enable the shareholders attending the AGM through VC / OAVM to cast the votes in case the same had not been cast by them through remote e-voting.
4. The votes were unblocked on Thursday, the 22nd day of September, 2022 around 01:20 P.M. IST after the completion of the AGM in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711102 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata – 700060, who are not in employment of the Company.
5. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
6. The combined result of the remote e-voting and e-voting at the AGM [**EVEN : 120784**] are as under:



<A> **ORDINARY BUSINESS:****a) Resolution 1**

Adoption of audited financial statements (including audited consolidated financial statements) for the financial year ended 31st March, 2022 and the Reports of the Directors and the Auditors thereon

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2144	620777893	
E-voting at AGM	21	19798	
Total	2165	620797691	99.9994%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	33	3658	
E-voting at AGM	0	0	
Total	33	3658	0.0006%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**b) Resolution 2****Confirmation of Interim dividend for the financial year ended 31st March, 2022****(i) Voted in favour of the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2140	621891436	
E-voting at AGM	21	19798	
Total	2161	621911234	99.9994%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	40	3635	
E-voting at AGM	0	0	
Total	40	3635	0.0006%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**c) Resolution 3**

Re-appointment of Mr. Arun Mittal (DIN: 00412767) who retires by rotation and being eligible, offers himself for re-appointment

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	2009	614692344	
E-voting at AGM	21	19798	
Total	2030	614712142	98.8420%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	157	7201883	
E-voting at AGM	0	0	
Total	157	7201883	1.1580%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



**d) Resolution 4 : Ordinary Resolution**

Re-appointment of M/s. B S R & Co. LLP, Chartered Accountants, (Firm Registration No. 101248W/W-100022), as Statutory Auditor of the Company for a second term of five consecutive years

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	2031	613465843	
E-voting at AGM	21	19798	
Total	2052	613485641	98.6449%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	132	8427750	
E-voting at AGM	0	0	
Total	132	8427750	1.3551%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



** SPECIAL BUSINESS:****e) Resolution 5 : Special Resolution**

Re-appointment of Mr. Surin Shailesh Kapadia (DIN: 00770828), as an Independent Director of the Company for a second term of five consecutive years

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1938	597891486	
E-voting at AGM	21	19798	
Total	1959	597911284	96.1416%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	223	23995757	
E-voting at AGM	0	0	
Total	223	23995757	3.8584%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**f) Resolution 6 : Special Resolution**

Appointment of Mr. Sridhar Gorthi (DIN: 00035824) as an Independent Director of the Company for a term of five consecutive years

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	2020	575899011	
E-voting at AGM	20	19796	
Total	2040	575918807	92.6045%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	139	45993600	
E-voting at AGM	1	2	
Total	140	45993602	7.3955%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



**g) Resolution 7 : Ordinary Resolution*****Increase in remuneration by way of commission to the Non-Executive Directors****(i) Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	1710	562727059	
E-voting at AGM	16	19271	
Total	1726	562746330	90.4863%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	453	59166190	
E-voting at AGM	5	527	
Total	458	59166717	9.5137%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practising Company Secretary



A. K. LABH & Co.

Company Secretaries

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e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

h) Resolution 8 : Ordinary Resolution

Ratification of remuneration payable to Cost Auditors for the financial year 2022-23

(i) Voted **in favour** of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2014	620508326	
E-voting at AGM	17	19326	
Total	2031	620527652	99.7772%

(ii) Voted **against** the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	151	1384876	
E-voting at AGM	4	472	
Total	155	1385348	0.2228%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



A. K. LABH

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Website : www.aklabh.com

7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. The electronic data and e-voting registers shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly
For **A. K. LABH & Co.**
Company Secretaries



(CS A. K. LABH)
Practising Company Secretary
FCS : 4848 / CP No. : 3238
UIN : S1999WB026800
PRCN : 1038/2020
UDIN : F004848D001023261

Place : Kolkata
Dated : 22.09.2022



A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practising Company Secretary



A. K. LABH & Co.

Company Secretaries

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Witness:

1. 

(Narayan Chandra Saha)
108, Sarat Chatterjee Road
Howrah - 711102

2. 

(Anushree Dasgupta)
28/N, Dwijen Mukherjee Road, Behala
Kolkata - 700060



Received the Report of the Scrutinizer

For Exide Industries Limited

(Jitendra Kumar)
Company Secretary and
President (Legal & Corporate Affairs)
ACS - 11159

