

Ref no. EIL/SEC/2018-19/33

3rd August, 2018

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

Dear Sir/Madam,

Sub: **71st Annual General Meeting (AGM) and Scrutinizer's report**

This is to inform you that the 71st Annual General Meeting (AGM) of the Company was duly convened on 2nd August, 2018 at 'Kala Mandir, 48, Shakespeare Sarani, Kolkata – 700 017 at 10.30 am.

In this regard, please find enclosed the following:

- 1) Summary of the proceedings of the AGM of the Company as required under Regulation 30, 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 3rd August, 2018 submitted by Mr. A K Labh, Practicing Company Secretary, Kolkata (FCS: 4848/ CP No. 3238) 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

EVP- Legal & Admin

ACS No. 11159

Encl: a/a

### Summary of Proceedings of 71<sup>st</sup> AGM of Exide Industries Limited

The 71<sup>st</sup> Annual General Meeting (AGM) of Members of the Company was held on 2<sup>nd</sup> August, 2018 at 10.30 AM at Kala Mandir, 48, Shakespeare Sarani, Kolkata – 700 017.

The requisite quorum being present, the meeting was called to order by the Chairman. The Chairman informed that the statutory registers under the Companies Act, 2013 and other documents as referred to in the AGM Notice are available for inspection by the members at the meeting and informed about the proxies/representation received.

The Chairman delivered his speech highlighting inter-alia the Indian and global economic scenario in general and with reference to the business of the Company and the future outlook. Thereafter, with the consent of the shareholders, the Notice convening the AGM and the Auditor's Report were taken as read.

The Chairman informed the members that the Company had provided facility to the members to cast their vote through remote e-voting which remained open from Monday, 30<sup>th</sup> July, 2018 at 9.00 A.M. and ended on Wednesday, 1<sup>st</sup> August, 2018 at 5.00 P.M. During this period, all Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 26<sup>th</sup> July, 2018 had the opportunity to cast their votes electronically. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes through polling paper or electronic voting system under the supervision and guidance of Mr. A K Labh, scrutinizer appointed for fair and transparent conduct of the e-voting and physical polling process.

The Chairman announced that the results of e-voting (remote e-voting and voting through polling paper/electronic voting system at the AGM) would be declared within 24 hours from conclusion of the AGM and further authorized the Company Secretary or in his absence Director–Finance and CFO to declare the results of the voting.

Members were then invited to raise queries, offer comments or seek clarifications (if any) on the Company's accounts and businesses. A total of 20 Members sought clarification on various issues which covered inter alia queries on Company's strategy on electric vehicle market, CAPEX, accounts, etc. The Managing Director & CEO then addressed most of the queries raised by Members.

The following items of business as per Notice dated 7<sup>th</sup> May, 2018 were then transacted at the meeting:



### Ordinary Business

1. Adoption of audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 together with the reports of the Directors' and Auditors' thereon and consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2018.
2. Confirmation of payment of Interim dividend of Rs. 1.60 per equity share and declaration of final dividend of Re. 0.80 per equity share for the financial year ended 31<sup>st</sup> March, 2018.
3. Re-appointment of Mr. A. K. Mukherjee (DIN: 00131626), director retiring by rotation.
4. Re-appointment of Mr. Arun Mittal (DIN: 00412767) director retiring by rotation.

### Special Business

5. Ratification of remuneration of Cost Auditors for financial year 2018-19.
6. Appointment of Mr. Surin Shailesh Kapadia (DIN: 00770828) as an independent director of the Company.
7. Amendment in terms of remuneration payable to Whole-time directors.

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

Post the conclusion of voting at the venue, the consolidated scrutinizer's report was received.

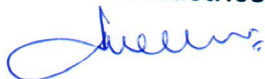
All the resolutions have been passed with requisite majority.

This is for your information and records.

Thanking you.

Yours faithfully,

**For Exide Industries Limited**



**Jitendra Kumar**

Company Secretary and

EVP- Legal & Admin

ACS No. 11159

**A. K. LABH**

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

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

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

Website : [www.aklabh.com](http://www.aklabh.com)**CONSOLIDATED SCRUTINIZER'S REPORT**

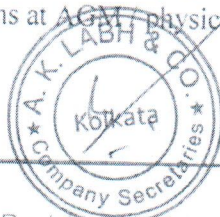
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014]

The Chairman  
of the 71<sup>st</sup> Annual General Meeting of  
**Exide Industries Limited**  
Exide House  
59E, Chowringhee Road  
Kolkata-700020

*Dear Sir,*

I, Atul Kumar Labh, Practicing 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 71<sup>st</sup> Annual General Meeting (AGM) of the members of "**Exide Industries Limited**" ("*Company*") held on Thursday, 2<sup>nd</sup> August, 2018 at Kala Mandir, 48, Shakespeare Sarani, Kolkata - 700017 at 10:30 A.M. for the purpose of scrutinizing the remote e-voting and voting at the venue of the AGM through electronic means as well as physical ballot process in a fair and transparent manner and ascertaining the requisite majority for the said votings 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 and Rules relating to remote e-voting and voting at the venue of the AGM through electronic means as well as physical ballot process on the resolutions contained in the Notice of the AGM dated 7<sup>th</sup> May, 2018. My responsibility as a scrutinizer for the remote e-voting and voting at the venue of the AGM through electronic means as well as physical ballot process 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 Central Depository Services (India) Limited (CDSL) and voting through electronic means at the venue of the AGM as provided by CDSL as well as voting through physical ballots as provided by M/s. C B Management Services (P) Limited, the agencies engaged by the Company to provide remote e-voting / voting through electronic means at AGM physical ballot facilities.



## A. K. LABH

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



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I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Monday, the 30<sup>th</sup> July, 2018 up to 5.00 P.M. IST on Wednesday, the 1<sup>st</sup> August, 2018.
2. The Shareholders holding shares as on the "cut off" date, i.e. 26<sup>th</sup> July, 2018 were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the Notice dated 7<sup>th</sup> May, 2018 of the AGM of the Company.
3. The Company has provided electronic voting system and also distributed physical ballot forms at the venue of the AGM to enable the shareholders to cast the votes electronically / physically in case the same has not been casted by them through remote e-voting.
4. The locked ballot boxes were subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Thursday, the 2<sup>nd</sup> August, 2018 around 1:30 P.M. after completion of the AGM in presence of two witnesses, namely, Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 and Ms. Priti Priya Singh residing at 8/A, Kailash Saha Lane, Kolkata – 700007, West Bengal who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [EVSN : 180615002] and voting at the venue of the AGM through electronic means as well as physical ballot process are as under:



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## <A> ORDINARY BUSINESS:

### a) Resolution 1

*Adoption of audited financial statements (including audited consolidated financial statements) for the financial year ended 31st March, 2018 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	360	656695607	
E-voting at AGM venue	69	4811	
Voting by ballot	30	971	
<b>Total</b>	<b>459</b>	<b>656701389</b>	<b>99.99996%</b>

#### (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	4	56	
E-voting at AGM venue	1	216	
Voting by ballot	0	0	
<b>Total</b>	<b>5</b>	<b>272</b>	<b>0.00004%</b>

#### (iii) Invalid Votes:

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



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DIM, DHRD, PGHDSM, DIRPM  
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## b) Resolution 2

*Confirmation of Interim dividend and declaration of final dividend for the financial year ended 31st March, 2018*

(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	363	656792403	
E-voting at AGM venue	69	4811	
Voting by ballot	30	971	
<b>Total</b>	<b>462</b>	<b>656798185</b>	<b>99.99996%</b>

(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	3	36	
E-voting at AGM venue	1	216	
Voting by ballot	0	0	
<b>Total</b>	<b>4</b>	<b>252</b>	<b>0.00004%</b>

(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



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## c) Resolution 3

*Re-appointment of Mr. A. K. Mukherjee (DIN: 00131626) 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	347	650671747	
E-voting at AGM venue	69	4977	
Voting by ballot	30	971	
<b>Total</b>	<b>446</b>	<b>650677695</b>	<b>99.06810%</b>

(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	18	6120622	
E-voting at AGM venue	1	50	
Voting by ballot	0	0	
<b>Total</b>	<b>19</b>	<b>6120672</b>	<b>0.93190%</b>

(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



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## d) Resolution 4

*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:

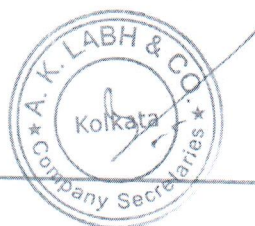
Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	346	650709433	
E-voting at AGM venue	69	4588	
Voting by ballot	30	971	
<b>Total</b>	<b>445</b>	<b>650714992</b>	<b>99.07385%</b>

(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	18	6082906	
E-voting at AGM venue	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>18</b>	<b>6082906</b>	<b>0.92615%</b>

(iii) Invalid Votes:

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



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## <B> SPECIAL BUSINESS:

### e) Resolution 5 : Ordinary Resolution

*Ratification of remuneration payable to Cost Auditors for financial year 2018-19*

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

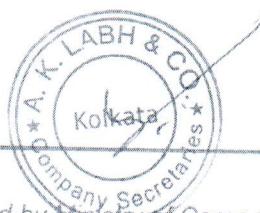
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	361	656792381	
E-voting at AGM venue	69	4811	
Voting by ballot	30	971	
<b>Total</b>	<b>460</b>	<b>656798163</b>	<b>99.99996%</b>

(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	5	58	
E-voting at AGM venue	1	216	
Voting by ballot	0	0	
<b>Total</b>	<b>6</b>	<b>274</b>	<b>0.00004%</b>

(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



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## f) Resolution 6 : Ordinary Resolution

**Appointment of Mr. Surin Shailesh Kapadia (DIN: 00770828) as an Independent Director**

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

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	345	647748651	
E-voting at AGM venue	70	5027	
Voting by ballot	30	971	
<b>Total</b>	<b>445</b>	<b>647754649</b>	<b>99.35600%</b>

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

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	17	4198558	
E-voting at AGM venue	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>17</b>	<b>4198558</b>	<b>0.64400%</b>

(iii) **Invalid Votes:**

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



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## g) Resolution 7 : Ordinary Resolution

*Amendment in terms of remuneration payable to Whole-time 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	344	651946785	
E-voting at AGM venue	69	4811	
Voting by ballot	30	971	
<b>Total</b>	<b>443</b>	<b>651952567</b>	<b>99.99990%</b>

(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	18	424	
E-voting at AGM venue	1	216	
Voting by ballot	0	0	
<b>Total</b>	<b>19</b>	<b>640</b>	<b>0.00010%</b>

(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

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8. All the resolutions proposed hereinabove have been passed with requisite majority.
9. The physical ballot forms and e-voting registers and other related papers / registers and records 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)

*Practicing Company Secretary*

FCS - 4848 / CP No. - 3238



**Place: Kolkata**

**Dated:** 03/08/2018

## A. K. LABH

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DIM, DHRD, PGHDSM, DIRPM  
Practicing Company Secretary



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Witness :

1. Amrita Sampat

(Amrita Sampat)

59, Kalicharan Ghosh Road  
Kolkata – 700 050

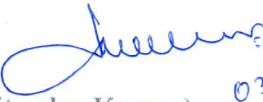
2. Priti Priyasingh

(Priti Priya Singh)

8/A, Kailash Saha Lane  
Kolkata – 700007



Received the Report of the Scrutinizer  
For Exide Industries Limited

  
03/08/2018  
(Jitendra Kumar)  
Company Secretary  
& EVP-Legal & Admin