

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,

Sub: **Proceeding of 73<sup>rd</sup> Annual General Meeting (AGM) and Scrutinizer's report**

This is to inform you that the 73<sup>rd</sup> Annual General Meeting (AGM) of the Company was duly convened on 15<sup>th</sup> September, 2020 through Video Conferencing (VC)/Other Audio Video Means (OAVM) at 2.30 p.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 15<sup>th</sup> September, 2020 submitted by 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  
EVP- Legal & Administration  
ACS No. 11159

**Annexure - I****Summary of Proceedings of 73<sup>rd</sup> AGM of Exide Industries Limited convened on Tuesday, 15<sup>th</sup> September 2020 at 2.30 PM through Video Conferencing/ Other Audio-Visual Means (OAVM)**

The 73<sup>rd</sup> Annual General Meeting (AGM) of Members of the Company was held on Tuesday, 15<sup>th</sup> September, 2020 through Video Conferencing/Other Audio-Visual Means at 2.30 p.m. IST.

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 Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (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 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 Saturday, 12<sup>th</sup> September, 2020 (9.00 a.m. IST) and ended on Monday, 14<sup>th</sup> September, 2020 (5.00 p.m. 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. Tuesday, 8<sup>th</sup> September, 2020, 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 through the link provided on NSDL's e-voting platform.



Thereafter, the Chairman delivered his speech highlighting inter-alia the prevailing global and Indian economy scenario. He then invited Mr. Gautam Chatterjee, Managing Director & CEO of the Company to deliver his speech. Mr. Chatterjee highlighted the performance of the overall auto industry, operational performance of the Company during the FY 2019-20 and Company's adaptability in the COVID pandemic situation.

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 73rd AGM were read for the information of the members as below:

Sr. No.	Particulars	Type of Resolution
<b>Ordinary Business</b>		
1.	Adoption of audited financial statements of the Company for the financial year ended 31 <sup>st</sup> March, 2020 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, 2020	Ordinary Resolution
2.	Confirmation of first and second interim dividend paid during the financial year ended 31 <sup>st</sup> March, 2020	Ordinary Resolution
3.	Re-appointment of Mr. Rajan B. Raheja (having DIN 00037480) director retiring by rotation	Ordinary Resolution
<b>Special Business</b>		
4.	Ratification of remuneration payable to M/s Mani & Co., Cost Auditors for financial year 2020-21	Ordinary Resolution

The Chairman announced that the e-voting facility has been activated and will be closed after 30 minutes from the closure of the Meeting. Thereafter he invited Members who had pre-registered themselves as speakers, to raise queries, offer comments or seek clarifications (if any) on the Company's accounts and businesses. A total of 15 Members sought clarification on various issues which covered inter alia queries on Company's strategy on electric vehicle market, CAPEX, accounts, exports, impact of COVID 19, capacity utilization, cost reduction initiatives, dividend, etc. The Chairman, thereafter, thanked all the Members for raising meaningful and pertinent questions. The Managing Director & CEO responded to the queries raised by Members and provided clarifications wherever required.



The Chairman 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.

Thereafter, Chairman thanked and 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.

The meeting concluded at 5.16 P.M.

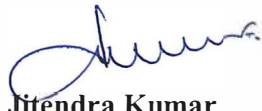
Post the conclusion of voting at the venue, the consolidated scrutinizer's report was received.

All the resolutions have been passed with requisite majority.

This is for your information and records.

Thanking you.

Yours faithfully,  
**For Exide Industries Limited**

A handwritten signature in blue ink, appearing to read 'Jitendra Kumar', written over a white background.

**Jitendra Kumar**  
Company Secretary and  
EVP- Legal & Administration  
ACS No. 11159

# Annexure- II

**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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## **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 73<sup>rd</sup> Annual General Meeting of  
Exide Industries Limited  
Exide House  
59E, Chowringhee Road  
Kolkata - 700 020**

*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 73<sup>rd</sup> Annual General Meeting (“AGM”) of the members of “**Exide Industries Limited**” (“Company”) held on Tuesday, the 15<sup>th</sup> day of September, 2020 at 2:30 p.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in terms of MCA Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020 and 17/2020 dated 13<sup>th</sup> April, 2020 (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 5<sup>th</sup> day of June, 2020. 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  
Practicing Company Secretary



# A. K. LABH & Co.

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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 Saturday, the 12<sup>th</sup> day of September, 2020 up to 5.00 P.M. IST on Monday, the 14<sup>th</sup> day of September, 2020.
2. The shareholders holding shares as on the “cut off” date, i.e. the 8<sup>th</sup> day of September, 2020 were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the Notice dated the 5<sup>th</sup> day of June, 2020 of the AGM of the Company.
3. The Company has 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 has not been cast by them through remote e-voting.
4. The votes were unblocked on Tuesday, the 15<sup>th</sup> day of September, 2020 around 5:30 p.m. after the completion of the AGM in the presence of two witnesses, namely, Mr. Amit Kumar Labh, residing at 71, Narsingh Dutta Road, Kolkata – 700008 and Mr. Asit Kumar Labh, residing at 25, Bhuvan Mohan Roy Road, Kolkata – 700008, 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 : 113353**] is as under:



# A. K. LABH

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*Practicing Company Secretary*



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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, 2020 and the Reports of the Directors and the Auditors thereon*

(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	596	681764846	
E-voting at AGM	20	33131	
<b>Total</b>	<b>616</b>	<b>681797977</b>	<b>99.9998%</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	13	1154	
E-voting at AGM	0	0	
<b>Total</b>	<b>13</b>	<b>1154</b>	<b>0.0002%</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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## b) Resolution 2

**Confirmation of first and second interim dividend paid during the financial year ended 31st March, 2020**

(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	601	681980158	
E-voting at AGM	19	32956	
<b>Total</b>	<b>620</b>	<b>682013114</b>	<b>99.9999%</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	11	845	
E-voting at AGM	1	175	
<b>Total</b>	<b>12</b>	<b>1020</b>	<b>0.0001%</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. Rajan B. Raheja (having DIN: 00037480) who retires by rotation and, being eligible, offers himself for re-appointment**

(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	446	610583986	
E-voting at AGM	18	33109	
<b>Total</b>	<b>464</b>	<b>610617095</b>	<b>91.9307%</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	153	53597128	
E-voting at AGM	2	22	
<b>Total</b>	<b>155</b>	<b>53597150</b>	<b>8.0693%</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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## <B> SPECIAL BUSINESS:

### d) Resolution 4 : Ordinary Resolution

*Ratification of remuneration payable to Cost Auditors for financial year 2020-21*

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

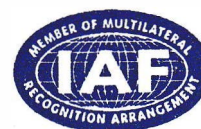
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	578	681917125	
E-voting at AGM	20	33131	
<b>Total</b>	<b>598</b>	<b>681950256</b>	<b>99.9994%</b>

(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	30	4408	
E-voting at AGM	0	0	
<b>Total</b>	<b>30</b>	<b>4408</b>	<b>0.0006%</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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7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. The electronic data and e-voting registers including 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.

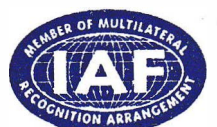
Thanking You,

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



(CS A. K. LABH)  
*Practicing Company Secretary*  
FCS – 4848 / CP No. – 3238  
UDIN : F004848B000717571

**Place: Kolkata**  
**Dated: 15.09.2020**



# A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)  
DIM, DHRD, PGHDSM, DIRPM  
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Website : [www.aklabh.com](http://www.aklabh.com)

Witness:

1. *Amit Kumar Labh*

(Amit Kumar Labh)  
71, Narsingh Dutta Road  
Kolkata - 700008



2. *Asit Kumar Labh*

(Asit Kumar Labh)  
25, Bhuvan Mohan Roy Road  
Kolkata - 700008

Received the Report of the Scrutinizer  
For Exide Industries Limited

*Jitendra Kumar*

(Jitendra Kumar)  
Company Secretary and  
EVP - Legal & Administration

ACS no. 11159

Date : 15/09/2020

