

July 20, 2016

<b>The Calcutta Stock Exchange Limited</b> 7 Lyons Range Kolkata - 700 001  <b>CSE Scrip Code: 15060 &amp; 10015060</b>	<b>BSE Limited</b> PhirozeJeejeebhoy Towers Dalal Street, Mumbai - 400 001  <b>BSE Scrip Code: 500086</b>
<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  <b>NSE Symbol: EXIDEIND</b>	-

Dear Sir/Madam,

**Sub: Proceedings of Annual General Meeting – Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Please find enclosed the summary proceedings of the 69<sup>th</sup> Annual General Meeting of the Company (marked as Annexure – I) held on Tuesday, July 19, 2016 at ‘Kala Mandir, 48, Shakespeare Sarani, Kolkata – 700 017.

We also enclose the Report of the Scrutinizer (marked as Annexure – II) dated 20<sup>th</sup> July, 2016, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

The same is for your information and records.

Thanking you.

Yours faithfully,  
For **Exide Industries Limited**



**Jitendra Kumar**  
**Company Secretary and**  
**Senior Vice President - Legal**  
**ACS No. 11159**

Encl: a/a

### Summary of proceedings of the 69th Annual General Meeting

The 69th Annual General Meeting (AGM) of the Members of Exide Industries Limited ('the Company') was held on Tuesday, July 19, 2016 at 11.00 A.M at Kala Mandir, 48, Shakespeare Sarani, Kolkata-700017.

Mr. Bharat Dhirajlal Shah chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order. Thereafter, he introduced his colleagues on the Board of Directors of the Company who were present on the dais. All the directors of the Company except Mr. R B Raheja attended the meeting. The Chairman delivered his speech. Mr. Jitendra Kumar, Company Secretary and Sr. Vice President (Legal), read the Auditors' Report. The Chairman informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. The Company had engaged the services of Central Depository Services (India) Limited (CDSL), the e-voting agency for providing remote e-voting facility. The remote e-voting facility was open for a period of 3 (three) days beginning from Saturday, July 16, 2016 (9.00 A.M. IST) to Monday, July 18, 2016 (5.00 P.M. IST). The "cut off" date, i.e. 12<sup>th</sup> July, 2016 was fixed for determining the eligibility of Members to vote through remote e-voting and voting through physical ballot process on the proposed 10 (Ten) resolutions as mentioned in the Notice of the Annual General Meeting of the Company. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the meeting through ballot paper.

The following items of business, as per the Notice of AGM dated April 27, 2016, were transacted at the meeting.

1. Adoption of Financial Statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon.
2. Confirmation of Interim Dividend and Declaration of Dividend
3. Re-appointment of Mr. A. K. Mukherjee (DIN : 00131626) who retires by rotation and, being eligible, offers himself for re-appointment





4. Re-appointment of Mr. Nadeem Kazim (DIN : 03152081) who retires by rotation and, being eligible, offers himself for re-appointment
5. Appointment of M/s S R Batliboi & Co. LLP as Statutory Auditors of the Company
6. Ratification of remuneration payable to M/s Shome & Banerjee, Cost Auditors for F.Y. 2016-17
7. Appointment of Mr. Nawshir H. Mirza (DIN : 00044816) as an Independent Director
8. Appointment of Mr. Gautam Chatterjee (DIN : 00012306) as Managing Director and Chief Executive Officer
9. Appointment of Mr. Arun Mittal (DIN: 00412767) as a Whole Time Director
10. Increase in remuneration by way of commission to Non-Executive Directors

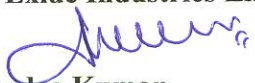
Clarifications were provided to the queries raised by the Members.

The Board of Directors had appointed M/s. A. K. Labh & Co., Company Secretaries, as the Scrutinizer to supervise the e - voting and ballot voting process. The Chairman authorized the Company secretary and in his absence Mr. A K Mukherjee, Director – Finance & CFO to declare the results of voting on Wednesday, 20, July, 2016 at the registered office of the Company at Exide House, 59E Chowringhee Road, Kolkata 700020. The scrutinizers report was received and accordingly all the resolutions as set out in the notice were declared as passed.

This is for your information and records.

Thanking you.

Yours faithfully,  
For **Exide Industries Limited**

  
**Jitendra Kumar**  
**Company Secretary and**  
**Senior Vice President - Legal**  
**ACS No. 11159**



## **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**  
**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 69<sup>th</sup> Annual General Meeting of the members of “ *Exide Industries Limited*” (“*Company*”) held on Tuesday, 19<sup>th</sup> July, 2016 at Kala Mandir, 48, Shakespeare Sarani, Kolkata-700017 at 11.00 A.M. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through physical ballot process carried out 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 e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 27<sup>th</sup> April, 2016. My responsibility as a scrutinizer for the voting process through electronic means and physical ballots 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 of voting through physical ballots as provided by C. B. Management Services Private Limited, the agencies engaged by the Company to provide e-voting / physical ballot facilities.

I submit my report as under:

1. The e-voting period remained open from 9.00 AM IST on Saturday, the 16<sup>th</sup> July, 2016 up to 5.00 PM IST on Monday, the 18<sup>th</sup> July, 2016.







2. The Shareholders holding shares as on the “cut off” date, i.e. 12<sup>th</sup> July, 2016 were entitled to vote on the proposed 10 (Ten) resolutions as mentioned in the notice dated 27<sup>th</sup> April, 2016 of the Annual General Meeting of the Company.
3. The votes were unblocked on Tuesday, the 19<sup>th</sup> July, 2016 around 3.00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 and Mr. Biswarup Ganguly, residing at 27/2, Suren Tagore Road, Kolkata – 700019 who are not in employment of the Company.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted “For” and “Against”, were downloaded from the e-Voting website of CDSL (<https://www.evotingindia.com>).
5. The result of the e-voting [EVSN : 160609001] is as under:

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

***Adoption of audited financial statements (including audited consolidated financial statements) for the financial year ended 31<sup>st</sup> March, 2016 and the Reports of the Directors and the Auditors thereon***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Total No. of Invalid Votes
70,16,13,495	70,16,12,685	810	0

**b) Resolution 2**

***Confirmation of Interim dividend and declaration of final dividend***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Total No. of Invalid Votes
70,25,43,556	70,25,43,446	110	0



**c) Resolution 3**

*Re-appointment of Mr. A. K. Mukherjee (DIN : 00131626) who retires by rotation and, being eligible, offers himself for re-appointment*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Total No. of Invalid Votes
70,25,42,706	69,68,30,054	57,12,652	0

**d) Resolution 4**

*Re-appointment of Mr. Nadeem Kazim (DIN : 03152081) who retires by rotation and, being eligible, offers himself for re-appointment*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Total No. of Invalid Votes
70,25,42,706	69,68,43,534	56,99,172	0

**e) Resolution 5**

**Type of Resolution: Ordinary Resolution**

**Appointment of Auditors**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Total No. of Invalid Votes
69,87,80,556	69,75,81,963	11,98,593	0



**<B> SPECIAL BUSINESS:****f) Resolution 6****Type of Resolution: Ordinary Resolution****Ratification of remuneration payable to Cost Auditors for F.Y. 2016-17**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Total No. of Invalid Votes
70,25,43,556	70,25,42,546	1,010	0

**g) Resolution 7****Type of Resolution: Ordinary Resolution****Appointment of Mr. Nawshir H. Mirza (DIN : 00044816) as an Independent Director**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Total No. of Invalid Votes
70,25,42,706	70,25,39,566	3,140	0

**h) Resolution 8****Type of Resolution: Ordinary Resolution****Appointment of Mr. Gautam Chatterjee (DIN : 00012306) as Managing Director and Chief Executive Officer**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Total No. of Invalid Votes
70,25,42,706	70,19,97,908	5,44,798	0





**i) Resolution 9****Type of Resolution: Ordinary Resolution*****Appointment of Mr. Arun Mittal (DIN : 00412767) as a Whole Time Director***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Total No. of Invalid Votes
70,25,42,706	69,68,43,554	56,99,152	0

**j) Resolution 10****Type of Resolution: Ordinary Resolution*****Increase in remuneration by way of commission to Non-Executive Directors***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Total No. of Invalid Votes
70,21,01,908	70,20,97,333	4,575	0

6. The Company also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
7. The result of the voting through ballot forms are as under:

**<A> ORDINARY BUSINESS:****a) Resolution 1*****Adoption of audited financial statements (including audited consolidated financial statements) for the financial year ended 31<sup>st</sup> March, 2016 and the Reports of the Directors and the Auditors thereon***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Total No. of Invalid Votes
5,374	5,221	10	143





**b) Resolution 2****Confirmation of Interim dividend and declaration of final dividend**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Total No. of Invalid Votes
5,374	5,230	1	143

**c) Resolution 3****Re-appointment of Mr. A. K. Mukherjee (DIN : 00131626) who retires by rotation and, being eligible, offers himself for re-appointment**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Total No. of Invalid Votes
5,374	5,231	0	143

**d) Resolution 4****Re-appointment of Mr. Nadeem Kazim (DIN : 03152081) who retires by rotation and, being eligible, offers himself for re-appointment**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Total No. of Invalid Votes
5,374	5,206	25	143

**e) Resolution 5****Type of Resolution: Ordinary Resolution****Appointment of Auditors**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Total No. of Invalid Votes
5,374	5,221	10	143



**<B> SPECIAL BUSINESS:****f) Resolution 6****Type of Resolution: Ordinary Resolution*****Ratification of remuneration payable to Cost Auditors for F.Y. 2016-17***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>	<i>Total No. of Invalid Votes</i>
5,374	5,113	118	143

**g) Resolution 7****Type of Resolution: Ordinary Resolution*****Appointment of Mr. Nawshir H. Mirza (DIN : 00044816) as an Independent Director***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>	<i>Total No. of Invalid Votes</i>
5,374	5,231	0	143

**h) Resolution 8****Type of Resolution: Ordinary Resolution*****Appointment of Mr. Gautam Chatterjee (DIN : 00012306) as Managing Director and Chief Executive Officer***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>	<i>Total No. of Invalid Votes</i>
5,374	5,231	0	143





**i) Resolution 9****Type of Resolution: Ordinary Resolution*****Appointment of Mr. Arun Mittal (DIN : 00412767) as a Whole Time Director***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Total No. of Invalid Votes
5,374	5,106	125	143

**j) Resolution 10****Type of Resolution: Ordinary Resolution*****Increase in remuneration by way of commission to Non-Executive Directors***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Total No. of Invalid Votes
5,374	4,988	243	143

8. Thus, the combined result of the e-voting [EVSN : 160609001] and votes casted through physical ballot papers distributed at the venue are as under:

**<A> ORDINARY BUSINESS:****a) Resolution 1*****Adoption of audited financial statements (including audited consolidated financial statements) for the financial year ended 31<sup>st</sup> March, 2016 and the Reports of the Directors and the Auditors thereon***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Total No. of Invalid Votes
70,16,18,869	70,16,17,906 (99.99%)	820 (0.01%)	143



**b) Resolution 2*****Confirmation of Interim dividend and declaration of final dividend***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Total No. of Invalid Votes
70,25,48,930	70,25,48,676 (99.99%)	111 (0.01%)	143

**c) Resolution 3*****Re-appointment of Mr. A. K. Mukherjee (DIN : 00131626) who retires by rotation and, being eligible, offers himself for re-appointment***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Total No. of Invalid Votes
70,25,48,080	69,68,35,285 (99.19%)	57,12,652 (0.81%)	143

**d) Resolution 4*****Re-appointment of Mr. Nadeem Kazim (DIN : 03152081) who retires by rotation and, being eligible, offers himself for re-appointment***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Total No. of Invalid Votes
70,25,48,080	69,68,48,740 (99.19%)	56,99,197 (0.81%)	143

**e) Resolution 5****Type of Resolution: Ordinary Resolution*****Appointment of Auditors***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Total No. of Invalid Votes
69,87,85,930	69,75,87,184 (99.83%)	11,98,603 (0.17%)	143





**<B> SPECIAL BUSINESS:****f) Resolution 6****Type of Resolution: Ordinary Resolution****Ratification of remuneration payable to Cost Auditors for F.Y. 2016-17**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Total No. of Invalid Votes
70,25,48,930	70,25,47,659 (99.99%)	1,128 (0.01%)	143

**g) Resolution 7****Type of Resolution: Ordinary Resolution****Appointment of Mr. Nawshir H. Mirza (DIN : 00044816) as an Independent Director**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Total No. of Invalid Votes
70,25,48,080	70,25,44,797 (99.99%)	3,140 (0.01%)	143

**h) Resolution 8****Type of Resolution: Ordinary Resolution****Appointment of Mr. Gautam Chatterjee (DIN : 00012306) as Managing Director and Chief Executive Officer**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Total No. of Invalid Votes
70,25,48,080	70,20,03,139 (99.92%)	5,44,798 (0.08%)	143



**i) Resolution 9****Type of Resolution: Ordinary Resolution*****Appointment of Mr. Arun Mittal (DIN : 00412767) as a Whole Time Director***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Total No. of Invalid Votes
70,25,48,080	69,68,48,660 (99.19%)	56,99,277 (0.81%)	143

**j) Resolution 10****Type of Resolution: Ordinary Resolution*****Increase in remuneration by way of commission to Non-Executive Directors***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against	Total No. of Invalid Votes
70,21,07,282	70,21,02,321 (99.99%)	4,818 (0.01%)	143

9. All the resolutions proposed hereinabove have been passed with requisite majority.
10. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Company Secretary and Sr. Vice President – Legal 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: 20.09.2016





# A. K. LABH

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



# A. K. LABH & Co.

**Company Secretaries**

40, Weston Street, 3rd Floor, Kolkata - 700 013  
☎ (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381  
Mobile : 98300-55689 / 98300-57689  
e-mail : [aklabh@aklabh.com](mailto:aklabh@aklabh.com) / [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com)  
Website : [www.aklabh.com](http://www.aklabh.com)

*Witness :*

1. *Raju Chowdhury.*

*(Raju Chowdhury)*

The C.A.B. Dr. B. C. Roy Club House,  
Eden Gardens, Kolkata – 700 021

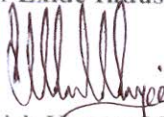
2. *Biswarup Ganguly.*

*(Biswarup Ganguly)*

27/2, Suren Tagore Road  
Kolkata – 700 019

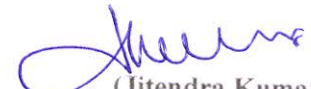
Verified the contents and received the Report of the Scrutinizer

For Exide Industries Limited

  
(Asish Kumar Mukherjee)  
Director – Finance &  
CFO



For Exide Industries Limited

  
(Jitendra Kumar)  
Company Secretary and  
Sr. Vice President – Legal

