

Date: 24th June, 2016

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| 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,

Sub: Notice of 69th Annual General Meeting

Please find enclosed the Notice of the 69th Annual General Meeting of Exide Industries Limited scheduled on Tuesday, 19th July, 2016 at 11.00 a.m. at Kala Mandir, 48, Shakespeare Sarani, Kolkata – 700 017. The same has also been sent (electronically and/or through post) to all Members of the Company and uploaded on the website of the Company.

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

Encl: Notice of 69th AGM

Notice of the 69th Annual General Meeting

NOTICE is hereby given that the 69th Annual General Meeting of the Members of the Company will be held at Kala Mandir, 48, Shakespeare Sarani, Kolkata – 700 017 on Tuesday, the 19th day of July, 2016 at 11.00 A.M. to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended 31st March, 2016 and the Reports of the Directors and the Auditors thereon.
2. To confirm the payment of Interim Dividend and declare Final Dividend on equity shares for the Financial Year ended 31st March, 2016.
3. To appoint a Director in place of Mr. A. K. Mukherjee (having DIN 00131626) who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Nadeem Kazim (having DIN 03152081) who retires by rotation and, being eligible, offers himself for re-appointment.
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT M/s S. R. Batliboi & Co. LLP, Chartered Accountants (Registration No. 301003E), be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at remuneration to be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14(a) of Companies (Audit and Auditors) Rules, 2014, remuneration of Rs. 9,00,000/- (Rupees Nine Lakhs only) plus out of pocket expenses and applicable taxes, payable to M/s Shome & Banerjee, Cost Accountants (Registration No. 000001), for audit of the cost records of the products manufactured by the Company

for the year ending 31st March, 2017 as approved by the Board of Directors, be and is hereby ratified."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Nawshir H. Mirza (holding DIN 00044816), who was appointed as an Additional Director under Section 161(1) of the Companies Act, 2013 with effect from 28th October, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years, not liable to retire by rotation, upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2021."

8. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Gautam Chatterjee (holding DIN 00012306) be and is hereby appointed as the Managing Director and Chief Executive Officer of the Company for a period of 3 (three) years with effect from 1st May, 2016 upto 30th April, 2019 on such remuneration and terms and conditions of service as detailed in the Explanatory Statement under Section 102(1) of the Companies Act, 2013 annexed to the Notice convening the meeting, with liberty to the Board of Directors, including any Committee thereof, to alter or vary the terms and conditions of appointment and/or remuneration, subject to the limits specified under Schedule V of the Companies Act, 2013 and any statutory modification or re-enactment thereto;

RESOLVED FURTHER THAT the Board, including any Committee thereof, be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the aforesaid resolution."

9. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Arun Mittal (holding DIN 00412767), who was appointed as an Additional Director of the Company with effect from 1st May, 2016 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and Article 118 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. Arun Mittal as a Whole Time Director designated as Director - Industrial of the Company for a period of 3 (three) years beginning from 1st May, 2016 till 30th April, 2019 on the remuneration and other terms and conditions of service as detailed in the Explanatory Statement under Section 102(1) of the Companies Act, 2013 annexed to the Notice convening the meeting, with liberty to the Board of Directors, including any Committee thereof, to alter or vary the terms and conditions of appointment and/or remuneration, subject to the limits specified under Schedule V of the Companies Act, 2013 and any statutory modification or re-enactment thereto;

RESOLVED FURTHER THAT his re-appointment as a Director of the Company immediately on retirement by rotation shall not be deemed to constitute a break in his appointment / service as Whole Time Director of the Company;

RESOLVED FURTHER THAT the Board, including any Committee thereof, be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to the aforesaid resolution."

10. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** in supersession of the resolution passed by the members at its Annual General Meeting held on 31st July, 2015 and pursuant to the provisions of Sections 149, 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and subject to such other approvals/permissions as may be necessary, consent of the Company be and is hereby accorded for payment of remuneration by way of commission of upto 1% (one per cent) of the net profits of the Company to the Non Executive Directors of the Company, provided that such total amount of commission payable in any financial year shall not exceed Rs.1,50,00,000/- (Rupees One Crore Fifty Lakhs only) per annum, with effect from 1st April, 2015, in addition to the sitting fees for attending the meetings of the Board of Directors or any Committee thereof and such commission shall be distributed amongst the Non-Executive Directors, or some or any of them, in such proportion or in such manner as may be decided by the Board of Directors or a Committee thereof from time to time;

RESOLVED FURTHER THAT the Board, including any Committee thereof, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary to give effect to the aforesaid resolution."

By Order of the Board

Jitendra Kumar

Company Secretary and
Sr. Vice President – Legal
ACS No. 11159

Place: Mumbai
Date: April 27, 2016

NOTES

- a. **A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of himself and a proxy need not be a member. A person can act as a Proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member. The instrument of Proxy, in order to be effective, should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.**
- b. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business to be transacted at the Meeting is annexed hereto.
- c. Route-map to the venue of the Meeting is provided at the inside back cover of the Annual Report for the convenience of the members.
- d. The Register of Members and Share Transfer Books of the Company will remain closed from July 13, 2016 to July 19, 2016 both days inclusive. Final Dividend as recommended by the Board of Directors, if approved at the aforesaid Annual General Meeting, shall be paid to those shareholders whose names appear in the Register of Members of the Company, after giving effect to all valid share transfer(s) in physical form lodged with the Company on or before July 12, 2016 and in respect of shares in electronic form, to those (deemed members) whose names appear on the statement of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) at the end of business hours on July 12, 2016. The dividend declared at the Annual General Meeting shall be paid within thirty (30) days of declaration.
- e. Information relating to the Directors proposed to be appointed and those retiring by rotation and seeking re-appointment at this Meeting, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice.
- f. Please note that pursuant to Section 205A of the Companies Act, 1956 as amended from time to time and/or relevant corresponding provisions of the Companies Act, 2013 once notified, Final dividend for the financial year ended 31st March, 2009 which remains unpaid or unclaimed, will be due for transfer to the Investors Education and Protection Fund of the Central Government on August 22, 2016. Particulars of shareholders who have not encashed their dividend warrants from the financial year ended 31st March, 2009 onwards are available on the Company's website at <http://www.exideindustries.com/corporate/investors/unclaimed-dividend> and also on the website of the Ministry of Corporate Affairs. Members are requested to contact C B Management Services (P) Limited, Registrar and Share Transfer Agent of the Company for encashing the unclaimed dividends standing to the credit of their account.
- g. Members holding shares in physical form are requested to notify/send the following particulars to the Company or its Registrars to facilitate better service:-
- Bank account details i.e. Bank Account No., name of the Bank, Branch, IFSC Code and Place with PIN Code No., in case the same have not been sent earlier;
 - Any change in their address/bank details; and
 - Details of share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names for consolidation of such shareholdings into one account.
- h. Members holding shares in electronic form are advised that address/bank details as furnished to the Company by the respective depositories, viz., NSDL and CDSL, will be considered for payment of dividend through NECS or any other electronic mode.
- i. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market.

Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form may submit their PAN to the Company or to the Registrar and Share Transfer Agent.

- j. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically. Further, in case of any change in the e-mail address registered with the Company, a fresh e-mail id may kindly be sent to the Company. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) only. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request.
- k. The Notice of AGM, Annual Report inter alia, indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form are being sent in electronic mode to Members whose e-mail address are available with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report inter alia, indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form are being sent to those Members whose e-mail address are not available with the Company or Depository Participant(s).
- l. Members, Proxies and Authorised Representatives are requested to bring their Attendance Slips together with their copies of the Annual Reports to the Meeting, if sent in physical form. Copies of the Annual Report will not be provided at the AGM venue.
- m. Members are requested to contact the Company's Registrar & Share Transfer Agent, C B Management Services (P) Limited, P-22 Bondel Road, Kolkata – 700 019 (Phone No. [033] 40116700/40116725/40116729/40116742; Fax No. [033] 40116739; email id: rta@cbmsl.com) for reply to their queries/redressal of complaints, if any, or contact Mr. Arunito Ganguly, Deputy Company Secretary and Deputy General Manager (Legal) at the Registered Office

of the Company (Phone [033] 2283 2118/2150/2171, Email: cosec@exide.co.in).

- n. Statutory Registers and relevant documents referred to in the Notice and the Explanatory Statement shall be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.

The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.

Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least 7 (seven) days before the date of the Meeting, so as to enable the Company to keep the information ready.

o. Voting through electronic means

- i. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members facility to cast their vote electronically on all resolutions set forth in this Notice through remote e-voting services provided by Central Depository Services (India) Limited (CDSL).

Mr. A K Labh, Practicing Company Secretary (FCS-4848/CP-3238) of M/s A. K. Labh & Co. Company Secretaries (email id: aklabhcs@gmail.com) of 40, Weston Street 3rd Floor, Kolkata 700 013 has been appointed as Scrutinizer to scrutinize the remote e-voting and voting process to be carried out at the AGM in a fair and transparent manner.

The remote e-voting period begins on Saturday, **16th July, 2016 at 9.00 A.M.** and ends on Monday, **18th July, 2016 at 5.00 P.M.** During this period, shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (i.e. **12th July, 2016**), may

cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Detailed instructions for availing of the remote e-voting facility are given separately along with this Notice.

The facility for voting through polling paper shall be made available at the AGM on **19th July, 2016** and the members as on the “cut-off date” i.e. **12th July, 2016**, attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper / polling paper.

The Results on the resolutions will be declared not later than twenty four hours from the conclusion of the AGM or any adjournment thereof. The declared results along with the Scrutinizer’s Report will be available on the Company’s website at www.exideindustries.com and on the website of CDSL at www.evotingindia.com and will also be forwarded to the Stock Exchanges where the Company’s shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.

II. Procedure for remote e-voting:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on “Shareholders” tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- (vi) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|-----------------------|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) *Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number appearing on the enclosed Attendance Slip cum Electronic Voting Particulars in the PAN field. |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vi). |

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (x) Click on the EVSN of Exide Industries Limited.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Note for Institutional Shareholders**
- Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user, which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or cosec@exide.co.in
- III.** Any person who acquires shares and becomes a Member after despatch of Notice of 69th AGM and holds shares as of the cut-off date of 12th July, 2016 may obtain the sequence number for remote e-voting by sending a request to the Company's RTA at rta@cbmsl.com.
- IV.** The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date. In case of joint holders, only one of the joint holders may cast his vote.
- V.** Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting through ballot paper. The Members who have already cast their vote by remote e-voting prior to the meeting and attending the meeting shall not be entitled to cast their vote again.

By Order of the Board

Jitendra Kumar

Company Secretary and
Sr. Vice President – Legal
ACS No. 11159

Place: Mumbai
Date: April 27, 2016

EXPLANATORY STATEMENT REQUIRED UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 6

The Board of Directors at its meeting held on January 21, 2016 appointed M/s Shome & Banerjee, Cost Accountants to audit the cost records of the products manufactured by the Company for the year ending March 31, 2017. At the same meeting held on January 21, 2016, the Board of Directors approved a remuneration of Rs. 9,00,000/- (Rupees Nine Lakhs Only) plus out of pocket expenses and applicable taxes payable to M/s. Shome & Banerjee, Cost Accountants for conducting such audit.

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the cost auditors shall be approved by the Board of Directors and subsequently ratified by the Members of the Company. Accordingly, the remuneration payable to M/s. Shome & Banerjee, Cost Accountants, for conducting the cost audit for the year 2016-17, as approved by the Board of Directors, is being placed before the Members for ratification.

The Directors recommend adoption of the Resolution at Item No. 6 of the Notice by the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned with or interested in, financial or otherwise, in the Resolution set out at Item No. 6 of the Notice.

Item No. 7

Pursuant to Section 161(1) of the Companies Act, 2013, the Board of Directors at its meeting held on October 28, 2015 approved the appointment of Mr. Nawshir H. Mirza (holding DIN 00044816) as an Additional Director of the Company to hold such office till the conclusion of the ensuing Annual General Meeting of the Company.

In terms of Section 149 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Nawshir H. Mirza being eligible, offers himself for appointment and is proposed to be appointed as an Independent Director for five consecutive years, at the ensuing Annual General Meeting. A Notice has been received by the Company from a Member proposing the candidature of Mr. Nawshir H. Mirza as a Director of the Company.

In the opinion of the Board, Mr. Mirza fulfils the conditions specified in the Companies Act, 2013 read with relevant rules

made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Mirza as an Independent Director setting out the terms and conditions of appointment would be available for inspection without any fee by the members at the Registered Office of the Company on all working days except Saturdays, Sundays and public holidays between 11.00 A.M. and 1.00 P.M. upto the date of AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Nawshir H. Mirza as an Independent Director, for the approval by the shareholders of the Company.

Brief particulars of Mr. Nawshir H. Mirza, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Notice.

Mr. Nawshir H. Mirza does not hold any Equity Shares in the Company and is not related to any Director or Key Managerial Personnel of the Company in any way.

Except Mr. Nawshir H. Mirza, being an appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned with or interested in, financial or otherwise, in the resolution set out at Item No. 7 of the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 8

At the 66th Annual General Meeting of the Company held on 16th July, 2013, the Members approved the appointment of Mr. Gautam Chatterjee as Joint Managing Director, for a period of 3 (three) years with effect from 1st May, 2013 upto 30th April, 2016.

Consequent upon the retirement of Mr. P. K. Katakya as Managing Director and Chief Executive Officer with effect from 30th April, 2016 and considering the vast experience and dedicated services rendered by Mr. Chatterjee towards the growth of the Company, it is incumbent that his services should continue to be available to the Company and hence the Board of Directors of the Company upon the recommendation of Nomination & Remuneration Committee, at its meeting held on 27th April,

2016, appointed Mr. Gautam Chatterjee as the Managing Director and Chief Executive Officer of the Company for a period of 3 (three) years with effect from 1st May, 2016, subject to the approval of the Members in General Meeting.

The period of service, remuneration payable to and the terms and conditions of service of Mr. Gautam Chatterjee as Managing Director and Chief Executive Officer with effect from 1st May, 2016 are set out below:

TERMS & CONDITIONS OF SERVICE:

| Name | Mr. Gautam Chatterjee |
|-------------------|---|
| Salary | Rs. 8,32,000/- per month |
| Increment | Basic Salary will be increased upto 10% per annum provided performance criteria as laid down by the Nomination and Remuneration Committee of the Board of Directors are met. |
| Commission | Commission of 1% of the net profits of the Company computed in the manner laid down in Section 197 & 198 of the Companies Act, 2013 subject to a maximum of annual salary for each year, based on certain performance criteria to be laid down by the Nomination & Remuneration Committee of the Board of Directors and payable annually after the Annual Accounts have been approved by the Board of Directors and Members of the Company. |
| Performance Bonus | Subject to a maximum of annual salary based on certain performance criteria to be laid down by the Nomination and Remuneration Committee of the Board of Directors. |
| Duties | Subject to the superintendence, control and direction of the Board, he shall have the responsibility of overall management of the business of the Company and for that purpose the power to do all such acts, deeds and things as may be required on behalf of the Company or delegated to him by the Board/Chairman. |
| Period | For a period of 3 (three) years with effect from 1st May, 2016 to 30th April, 2019. |

OTHER TERMS AND CONDITIONS:

| | |
|----------------------|--|
| Perquisites | <p>In addition to the above salary, increment, commission and performance bonus, Mr. Chatterjee shall be entitled to perquisites like furnished accommodation with expenditure on gas, electricity, water, maintenance and repair thereof or House Rent Allowance with expenditure on gas, electricity, water and furnishings, leave travel allowance, medical expenses and medical insurance for self and family, fees of clubs, personal accident and life insurance benefits and such other perquisites and allowances in accordance with the Rules of the Company or as may be agreed to by the Board of Directors.</p> <p>Company's contribution to Provident Fund and Pension Fund not exceeding 27% of salary or such percentage limit as may be prescribed under the Income Tax legislation. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and leave including encashment of leave at the end of the tenure, as per Company's policy.</p> <p>Perquisites shall be evaluated as per Income Tax Rules, wherever applicable, and in the absence of any such Rule, perquisites shall be evaluated at actual costs.</p> <p>Provision for use of Company's cars and telephones at residence (including payment for local calls and long distance calls) shall not be included in the computation of perquisites.</p> <p>The overall amount of perquisites shall not exceed an amount equal to the annual basic salary. In computing the monetary ceiling on perquisites, Company's contribution to Provident Fund, Pension Fund and Gratuity shall not be taken into account.</p> |
| Minimum Remuneration | In the absence of or inadequacy of profits in any of the financial years of the Company during the tenure Mr. Chatterjee shall be entitled to such remuneration by way of salary along with perquisites, benefits and other allowances as detailed above not exceeding such sum as may be prescribed under Schedule V of the Companies Act, 2013 from time to time. |
| General | In addition, the contract of appointment shall set out the usual rights and obligations of the parties. |
| Termination | The appointment is terminable by either party by giving three months prior written notice to the other. |

An abstract of the terms of appointment of Mr. Gautam Chatterjee pursuant to Section 190 of the Companies Act, 2013 shall be open for inspection by any member of the Company on any working days at the Registered Office of the Company except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. upto the date of AGM.

The Board considers the appointment of Mr. Gautam Chatterjee on the terms set out above to be in the interest of the Company and therefore recommends that this resolution be adopted by the members.

Brief particulars of Mr. Gautam Chatterjee, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Notice.

Mr. Gautam Chatterjee does not hold any Equity Share in the Company and is not related to any Director or Key Managerial Personnel of the Company in any way.

Except Mr. Gautam Chatterjee, no other Director and Key Managerial Personnel of the Company or their relatives are concerned with or interested in, financial or otherwise, in the aforesaid resolution.

Item No. 9

The Board of Directors of the Company, at its meeting held on 27th April, 2016, appointed Mr. Arun Mittal as an Additional Director and Whole Time Director, designated as Director – Industrial, for a period of 3 (three) years from 1st May, 2016 to 30th April, 2019, subject to the approval of the Members in General Meeting. Pursuant to Article 118 of Articles of Association of the Company read with Section 161(1) of the Companies Act, 2013, Mr. Mittal will hold office up to the date of the forthcoming Annual General Meeting of the Company. The Company has received a Notice in terms of Section 160 of the Companies Act, 2013 from a Member proposing that Mr. Mittal be appointed as a Director of the Company.

Brief particulars of Mr. Arun Mittal, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Notice.

Mr. Arun Mittal holds 1152 Equity Shares in the Company and is not related to any Director or Key Managerial Personnel of the Company in any way.

The period of service, remuneration payable and the terms and conditions of service of Mr. Arun Mittal with effect from 1st May, 2016 are set out below:

TERMS & CONDITIONS OF SERVICE:

| Name | Mr. Arun Mittal |
|-------------------|---|
| Salary | Rs. 2,50,000/- per month |
| Increment | Basic Salary will be increased upto 10% per annum provided performance criteria as laid down by the Nomination and Remuneration Committee of the Board of Directors are met. |
| Commission | Commission of 1% of the net profits of the Company computed in the manner laid down in Section 197 & 198 of the Companies Act, 2013 subject to a maximum of annual salary for each year, based on certain performance criteria to be laid down by the Nomination & Remuneration Committee of the Board of Directors and payable annually after the Annual Accounts have been approved by the Board of Directors and Members of the Company. |
| Performance Bonus | Subject to a maximum of annual salary based on certain performance criteria to be laid down by the Nomination and Remuneration Committee of the Board of Directors. |
| Duties | Subject to the superintendence, control and direction of the Managing Director and CEO, he shall have the overall responsibility for all matters relating to manufacturing, marketing and sales activities pertaining to the products of the Industrial Group and for that purpose the power to do all such acts, deeds and things as may be required on behalf of the Company or delegated by the Managing Director and CEO. |
| Period | For a period of 3 (three) years with effect from May 01, 2016 to April 30, 2019. |

OTHER TERMS AND CONDITIONS:

| | |
|----------------------|--|
| Perquisites | <p>In addition to the above salary, increment, commission and performance bonus, Mr. Mittal shall be entitled to perquisites like furnished accommodation with expenditure on gas, electricity, water, maintenance and repair thereof or House Rent Allowance with expenditure on gas, electricity, water and furnishings, leave travel allowance, medical expenses and medical insurance for self and family, fees of clubs, personal accident and life insurance benefits and such other perquisites and allowances in accordance with the Rules of the Company or as may be agreed to by the Board of Directors.</p> <p>Company's contribution to Provident Fund and Pension Fund not exceeding 27% of salary or such percentage limit as may be prescribed under the Income Tax legislation. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and leave including encashment of leave at the end of the tenure, as per Company's policy.</p> <p>Perquisites shall be evaluated as per Income Tax Rules, wherever applicable, and in the absence of any such Rule, perquisites shall be evaluated at actual costs.</p> <p>Provision for use of Company's cars and telephones at residence (including payment for local calls and long distance calls) shall not be included in the computation of perquisites.</p> <p>The overall amount of perquisites shall not exceed an amount equal to the annual basic salary. In computing the monetary ceiling on perquisites, Company's contribution to Provident Fund, Pension Fund and Gratuity shall not be taken into account.</p> |
| Minimum Remuneration | In the absence of or inadequacy of profits in any of the financial years of the Company during the tenure Mr. Mittal shall be entitled to such remuneration by way of salary along with perquisites, benefits and other allowances as detailed above not exceeding such sum as may be prescribed under Schedule V of the Companies Act, 2013 from time to time. |
| General | In addition, the contract of appointment shall set out the usual rights and obligations of the parties. |
| Termination | The appointment is terminable by either party by giving three months prior written notice to the other. |

An abstract of the terms of appointment of Mr. Arun Mittal pursuant to Section 190 of the Companies Act, 2013 shall be open for inspection by any member of the Company on any working days at the Registered Office of the Company except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. upto the date of AGM.

The Board considers the appointment of Mr. Arun Mittal on the terms set out above to be in the interest of the Company and therefore recommends that the resolution be adopted by the members.

Except Mr. Arun Mittal, being an appointee, no other Director and Key Managerial Personnel of the Company or their relatives are concerned with or interested in, financial or otherwise, in the aforesaid appointment.

Item No. 10

At the 68th AGM of the Company held on July 31, 2015, the Members approved the payment of remuneration by way of commission of upto 1% (one per cent) of the net profits of the

Company to Mr. Rajesh G. Kapadia, Chairman and Mr. Bharat Dhirajlal Shah, the Non Executive Independent Directors of the Company, provided that such total amount of commission payable amongst these two Independent Directors in any financial year shall not exceed Rs.1,00,00,000/- (Rupees One Crore only) per annum, with effect from April 01, 2015 in addition to the sitting fees for attending the meetings of the Board of Directors or any Committee thereof.

The Board of Directors of the Company, at its meeting held on April 27, 2016 on the recommendations of Nomination & Remuneration Committee and subject to the approval of the shareholders of the Company has approved the inclusion of name of Mr. Nawshir H. Mirza, Mr. Sudhir Chand and Ms. Mona N Desai, Non-Executive Independent Directors towards payment of remuneration by way of Commission upto one percent 1% (one per cent) of the net profits of the Company with effect from 1st April 2015. However in order to facilitate the payment of commission to the Non-Executive Independent Directors mentioned above, the earlier limit of Rs. 1,00,00,000/- (Rupees One Crore only) as approved by the shareholders at its

meeting held on July 31, 2015 is proposed to be increased to Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakhs only) per annum. The above remuneration by way of commission shall however be in addition to the sitting fees for attending the meetings of the Board of Directors or any Committee thereof.

While Mr. Rajesh G. Kapadia possesses rich and varied experience in the field of finance, law, general management and business strategy and structuring, Mr. Bharat Dhirajlal Shah is a founder employee of HDFC Bank Limited and has more than four decades of rich experience in the Banking sector. Mr. Nawshir H. Mirza is an eminent personality in the Audit and Accounting sector with specialisation in corporate governance. He is a Fellow of the Institute of Chartered Accountants of India (ICAI) and spent most of his career with S R Batliboi & Co. / Ernst & Young and its predecessor firm Arthur Young. He has over four decades of rich experience and has contributed significantly to the accounting profession. Ms. Mona N Desai is an eminent Solicitor and Legal Practitioner. Mr. Sudhir Chand, an electrical engineer, has over four decades experience in various functions of general management, marketing, sales, manufacturing, HR and consultancy and currently works in the area of Leadership Development and Executive Coaching. The Board of Directors is of the opinion that the Company will immensely benefit from their advice. To

compensate for the demands on their time, their operational and functional expertise and the contributions made by them, it is proposed to pay remuneration by way of commission of upto 1% (one per cent) of the net profits of the Company with effect from April 01, 2015, provided that such commission payable amongst them in any financial year shall not exceed Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakhs only) per annum.

The Directors recommend adoption of the Resolution at Item No.10.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Rajesh G. Kapadia, Mr. Bharat Dhirajlal Shah, Mr. Nawshir H. Mirza, Mr. Sudhir Chand and Ms. Mona N Desai are concerned with or interested in, financial or otherwise, in this Resolution.

By Order of the Board

Jitendra Kumar

Company Secretary and
Sr. Vice President – Legal
ACS No. 11159

Place: Mumbai
Date: April 27, 2016

ANNEXURE

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with regard to the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (Refer Item No 3, 4, 7, 8 & 9 of the Notice)

| Name of the Director | Date of Birth | Brief resume and nature of expertise in specific functional area | No. of equity shares held in the Company | Other Directorships in listed entities / Other Committee memberships* held |
|--|---------------|---|--|--|
| Mr. A. K. Mukherjee (DIN: 00131626) | 14.05.1961 | Mr. A. K. Mukherjee is a Chartered Accountant and a Cost Accountant and has a wide range of experience in financial and accounting matters. | 1000 | DIRECTORSHIPS: Nil COMMITTEE MEMBERSHIPS Member of the Audit Committee Exide Life Insurance Company Limited (Member) Membership of Stakeholders Relationship Committee Nil |

| Name of the Director | Date of Birth | Brief resume and nature of expertise in specific functional area | No. of equity shares held in the Company | Other Directorships in listed entities / Other Committee memberships* held |
|--|---------------|---|--|---|
| Mr. Nadeem Kazim (DIN: 03152081) | 26.01.1964 | Mr. Nadeem Kazim holds a Bachelor Degree in Arts and is a Post Graduate Diploma holder in Personnel Management from XISS, Ranchi. Mr. Kazim has a wide range of experience in issues pertaining to HR and Personnel. | Nil | DIRECTORSHIPS: Nil COMMITTEE MEMBERSHIPS Member of the Audit Committee Nil Membership of Stakeholders Relationship Committee Nil |
| Mr. Nawshir H. Mirza (DIN: 00044816) | 04.04.1950 | Mr. Nawshir H. Mirza is an eminent personality in the Audit and Accounting sector with specialisation in corporate governance. He is a Fellow of the Institute of Chartered Accountants of India (ICAI) and spent most of his career with S R Batliboi & Co. / Ernst & Young and its predecessor firm Arthur Young. He has over four decades of rich experience and has contributed significantly to the accounting profession and has been a speaker at many professional conferences in India and abroad. | Nil | DIRECTORSHIPS: 1. The Tata Power Company Limited 2. Thermax Limited COMMITTEE MEMBERSHIPS Member of the Audit Committee Thermax Limited (Chairman) Coastal Gujarat Power Limited (Chairman) Tata Power Renewable Energy Limited (Chairman) Tata Power Delhi Distribution Limited (Member) Membership of Stakeholders Relationship Committee Nil |
| Mr. Gautam Chatterjee (DIN: 00012306) | 25.02.1950 | Mr. Gautam Chatterjee holds a Bachelor of Engineering degree from the Regional Engineering College, Durgapur and also holds a Post-Graduate Diploma in Business Administration from Indian Institute of Management, Ahmedabad. Mr. Chatterjee has spent over two decades in the Company and has a wide range of experience in manufacturing and marketing. | Nil | DIRECTORSHIPS: Nil COMMITTEE MEMBERSHIPS Member of the Audit Committee Chloride Metals Limited (Member) Membership of Stakeholders Relationship Committee Nil |
| Mr. Arun Mittal (DIN: 00412767) | 20.12.1966 | Mr. Arun Mittal is a Fellow member of Institute of Chartered Accountants of India, an Associate member of Institute of Cost & Management Accountants of India and Institute of Company Secretaries of India. He has experience across various functions with in-depth knowledge of best practices, ability in formulating & implementing successful strategies to effect high business growth. | 1152 | DIRECTORSHIPS: Nil COMMITTEE MEMBERSHIPS Member of the Audit Committee Nil Membership of Stakeholders Relationship Committee Nil |

* Includes Chairmanship/Membership in Audit Committee/Stakeholders' Relationship Committee as on March 31, 2016.

Note: None of the Directors of the Company are related to each other.

PROXY FORM

Form No. MGT-11

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

CIN: L31402WB1947PLC014919

Name of the Company: EXIDE INDUSTRIES LIMITED

Registered Office: Exide House, 59E Chowringhee Road, Kolkata 700 020

69th Annual General Meeting – 19th July, 2016

| | | |
|-----------------------|---|-------|
| Name of the Member(s) | : | |
| Registered Address | : | |
| E-mail ID | : | |
| Folio No. /Client ID | : | |
| DP ID | : | |

I/We, being the member(s), holding.....shares of the above named company, hereby appoint:

| | | |
|-----|----------------|------------------------------------|
| (1) | Name | Address |
| | Email Id | Signature..... or failing him/her; |
| (2) | Name | Address |
| | Email Id | Signature..... or failing him/her; |
| (3) | Name | Address |
| | Email Id | Signature..... |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 69th Annual General Meeting of the Company, to be held on Tuesday, 19th July, 2016 at 11.00 am at Kala Mandir, 48 Shakespeare Sarani, Kolkata – 700 017 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Resolutions | * | |
|-------------------|---|-----|---------|
| Ordinary Business | | For | Against |
| 1. | Adoption of audited financial statements (including audited consolidated financial statements) for the financial year ended 31st March, 2016 and the Reports of the Directors and the Auditors thereon. | | |
| 2. | Confirmation of Interim dividend and declaration of final 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 Auditors. | | |
| Special Business | | | |
| 6. | Ratification of remuneration payable to Cost Auditors for FY 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. | | |

Signed this.....day of....., 2016

Signature of Member(s).....

Signature of Proxy holder(s).....

Affix
Revenue
Stamp

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting (on or before 17th July, 2016 at 11.00 a.m. IST).
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 69th Annual General Meeting.
- It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



EXIDE INDUSTRIES LIMITED

CIN: L31402WB1947PLC014919

Registered Office: Exide House, 59E, Chowringhee Road, Kolkata 700 020

Phone: (033) 2283 2118/2150/2171, Fax: (033) 2283 2642, e-mail: exideindustrieslimited@exide.co.in

Website: www.exideindustries.com

ATTENDANCE SLIP

69th Annual General Meeting – 19th July, 2016

| | |
|--------------------------------|--|
| Regd. Folio /DP-ID & Client ID | |
| Name and Address of the Member | |
| Joint Holder(s) | |
| No. of shares held | |

I/We certify that I/we am/are members(s)/proxy/authorised representative for the member of the Company.

I/We record my/our presence at the 69th Annual General Meeting of the Company being held on Tuesday, 19th July, 2016, at 11.00 a.m. at Kala Mandir, 48 Shakespeare Sarani, Kolkata 700 017.

Name of Member/Proxy/
Authorised Representative

Signature of the Member/Proxy/
Authorised Representative

Note: Please sign this attendance slip and hand it over at the entrance. Members are requested to bring their copies of the Annual Report to the AGM venue.

..... Please cut here



ELECTRONIC VOTING PARTICULARS

| EVSN (E-voting Sequence Number) | USER ID | PAN/SEQUENCE NO |
|------------------------------------|---------|-----------------|
| | | |

Note: The Voting period starts from 9.00 a.m. on 16th July, 2016 and ends at 5.00 p.m. on 18th July, 2016. Thereafter, the voting module shall be disabled by CDSL. Kindly refer to the e-voting instructions in the Notice.

Route map to the venue of the 69th AGM of Exide Industries Limited



Kala Mandir

48, Shakespeare Sarani, Kolkata 700 017